

EXHIBIT A

DATE FILED: September 4, 2015 2:05 PM
FILING ID: 8A66A961AC5B9
CASE NUMBER: 2015CV32584

BYLAWS

OF

USA SHOOTING, INC.

October 23, 2010

With References Updated 2-17-12

BYLAWS

ARTICLE I. NAME

Name. The name of this Corporation shall be USA Shooting, Inc. (hereinafter, "USA Shooting"). USA Shooting may file such additional registered and fictitious names and trade names as the Board or the Executive Committee thereof may approve from time to time by majority vote, including without limitation, the tradename "USA Shooting".

ARTICLE II. DEFINITIONS

A. Definitions. As used in these Bylaws, the following terms shall have the meanings assigned to them as follows:

1. a. "Active Athlete" for the purposes of the UOSC Athlete Advisory Council (AAC) is an athlete who meets the requirements of USOC AAC Bylaws Section II.C.
b. "Active Athlete" for the purpose of NGB Athlete Representative is an athlete who meets the requirements of USOC AAC Bylaws Section II.C.
2. "Actively Engaged athlete" means an athlete engaged in Amateur Athletic Competition at a level of proficiency appropriate for selection to a national team in the sport of International Shooting Sport Federation (ISSF) shooting.
3. "Affiliated Club or Organization" means any corporation, club, federation, union, association or other entity organized in the United States (including multi-sport or multi-purpose organization) that sponsors, arranges or supports the Shooting Sports and shooting related programs and that becomes a recognized member of USA Shooting pursuant to Chapter VI of these Bylaws.
4. "Allied Shooting Sports Organizations" means any Amateur Sports Organization that is a nationwide multi-sport or Shooting Sport organization, whose principal purpose is to regularly develop, sanction, oversee and conduct broad-based national level programs and/or regular national level competitions in the Shooting Sports in the United States in each case on a level of proficiency appropriate for the selection of Amateur Athletes to represent the United States in International Amateur Athletic Competition, which chooses to affiliate with USA Shooting as a member thereof, and which is determined to meet the criteria established for Allied Shooting Sports Organizations under the procedures set forth in Article VIII Section A, in accordance with standards established from time to time by USA Shooting. For purposes of clarity, an organization otherwise qualified that does not meet the criteria for designation as an Allied Shooting Sports Organization, may become a recognized member of USA Shooting as an Affiliated Club or Organization. Such category shall not include any organization that otherwise (i) has direct representation on the Board of Directors; or (ii) which as an organization is entitled to vote for a Director.
5. "Amateur Athlete" means any athlete who meets the eligibility standards established by USA Shooting for the sport of ISSF shooting in which the athlete competes.
6. "Amateur Athletic Competition" means a contest, game, meet, match, tournament or other event in which Amateur Athletes compete.
7. "Amateur Sports Act" shall mean the Ted Stevens Olympic & Amateur Sports Act , 36 USC §§ 220501 *et seq.* , as the same is amended from time to time.
8. "Amateur Sports Organization" means a not-for-profit corporation, association, or other group organized in the United States that sponsors or arranges a Amateur Athletic Competition.

9. "Armed Forces" means the United States Army, United States Navy, Coast Guard, United States Air Force, and United States Marine Corps. For the purpose of these Bylaws, "Armed Forces" also encompasses the Active, Guard and Reserve components of the respective armed services.
10. "Board" or "Board of Directors" means the Board of Directors of USA Shooting.
11. "Colorado Nonprofit Corporation Act" means the Colorado Nonprofit Corporation Act, Col. Rev. Stat. §§ 7-20-101 et seq. (1996), as the same is amended from time to time.
12. "Community Based Organization" means any nationwide multi-purpose organization that regularly conducts, sponsors and supports grassroots programs in the Shooting Sports and/or competitions and shooting related programs for the purpose of educating, instructing and promoting awareness of, and interest in, the Shooting Sports in conjunction with, or in addition to, their other programs, and which chooses to affiliate with USA Shooting as a member thereof, and which is determined to meet the criteria established for such Community Based Organization under the procedures set forth in Chapter VIII Section B, in accordance with standards established from time to time by USA Shooting.
13. "Director" means a voting director of the Board of Directors of USA Shooting, unless the context otherwise requires.
14. "IOC" means the International Olympic Committee.
15. "Internal Revenue Code" means the Internal Revenue Code of 1986, as amended.
16. "International Amateur Athletic Competition" means an Amateur Athletic Competition between one or more athletes representing the United States, either individually or as a team, and one or more athletes representing any foreign country.
17. "ISSF" means and is the acronym for International Shooting Sports Federation, which is the international governing body for Olympic Shooting, and which is sometimes commonly referred to as an "International Federation", or "IF" for Olympic Shooting.
18. "ISSF Shooting" means the disciplines within the Shooting Sports that are regulated by the ISSF.
19. "National Development Team" means the persons selected as having a high developmental potential in accordance with the procedures established from time to time by USA Shooting. Such persons are not members of the National Team.
20. "National Junior Team" means the the persons selected as having high developmental potential and meet the age requirements established by the ISSF as a Junior category and qualify under the procedures established from time to time by USA Shooting. Such persons are not members of the National Team.
21. "National Governing Body" or "NGB" means the National Governing Body designated as such by the USOC.
22. "National Team" means each year's standing national team of USA Shooting. Members include the regular team members and the at-large team members, but not National Development Team members.
23. "Person" shall mean any natural person, corporation, association or other legal entity.
24. "Protected Competition" means any International Amateur Athletic Competition between any athlete or athletes officially designated by USA Shooting as representing the United States, either individually or as part of a team, and any athlete or athletes representing any foreign country, where:

- a. The terms of such competition require that the entrants therein be teams or individuals representing the respective nations; and
 - b. The athlete or group of athletes representing the United States are organized and sponsored by USA Shooting in accordance with its defined selection or tryout procedure that is open to all and publicly announced in advance, except for domestic Amateur Athletic Competition which, by its terms, requires that entrants therein be expressly restricted to members of a specific class of amateur athletes designated as such in the USOC Bylaws.
 - c. The term "Protected Competition" shall also include any domestic Amateur Athletic Competition or event organized and conducted by USA Shooting that is publicly announced in advance as a selection competition where the results directly qualify the successful competitors therein as athletes representing the United States in a Protected Competition as defined in the immediately preceding sentence of this Subsection, but shall not include pre-qualifying events such as preliminary tryouts.
 - d. The term "Protected Competition" shall specifically include continental championships, the National Championships, Olympic and Team Tryouts and ISSF-sanctioned competition including without limitation, the Olympic Games, the Pan American Games, the World Shooting Championships, the World Clay Target Championships, the World Cups, World Cup Finals, and the Championship of the Americas.
25. "Quadrennium" means the four-year period beginning on January 1 of the calendar year following the Summer Olympic Games and extending until, but not including, January 1 of the calendar year following the next Summer Olympic Games. Quadrennium is commonly referred to and used interchangeably as "Quad". The first calendar year of the Quadrennium is Year One of the Quadrennium, the second calendar year is Year Two, and so forth.¹
26. "Sanction" means a certificate of approval issued by USA Shooting for a particular competition.
27. "Shooting Sports" means (i) ISSF Shooting; and (ii) other shooting sports serving as a pipeline to or relating to ISSF- Shooting and the sport disciplines recognized by the ISSF including grassroots and developmental shooting sports. Notwithstanding the foregoing, USA Shooting shall only act as the National Governing Body for the sport of ISSF Shooting in the United States.
28. "USOC" means the United States Olympic Committee.
29. "USOC AAC" means the USOC's Athletes' Advisory Council.

**ARTICLE III.
PURPOSE**

- A. **Mission.** The mission of USA Shooting shall be to prepare amateur athletes to win Olympic medals; to promote the Shooting Sports; to govern the conduct of international ISSF Olympic shooting in the USA.
- B. **Designation as National Governing Body.** USA Shooting has been designated as the National Governing Body for the sport of Olympic style ISSF Shooting in the United States by the United States Olympic Committee effective April 9, 1995 and shall have and undertake all purposes and duties as such, including without limitation, to act as the representative member of the ISSF for ISSF shooting in the United States.
- C. **General Purposes.** The general purposes of USA Shooting are to foster national and International Amateur Athletic Competition in the Shooting Sports with emphasis on ISSF Shooting and to support and develop Amateur Athletes for national and international competition in such sports, all within the meaning of Section 501(c)(3) of the Code. Subject to the limitations

¹ Note: This definition differs slightly from the term used in the USOC Bylaws, in that this term is used here to denote a calendar year, whereas in the USOC Bylaws, it denotes the time from the first meeting after the Summer Games to the first meeting after the next Summer Games.

of the Articles of Incorporation and solely in furtherance of such purposes, USA Shooting may engage in any lawful act or activity authorized by the Colorado Nonprofit Corporation Act. It is intended that USA Shooting will be a "Qualified Amateur Sports Organization" within the meaning of Section 501(j) of the Code.

1. In connection with such purposes, USA Shooting shall have the right to exercise all rights and powers conferred by the laws of the State of Colorado upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, but in each case solely in furtherance of the purposes set forth herein.
2. USA Shooting shall have the power and authority to do such other things as are incidental to the purposes of USA Shooting or necessary or desirable in order to accomplish them.
3. Notwithstanding any other provision of the Articles or these Bylaws, USA Shooting shall not carry on any other activities not permitted to be carried on by a corporation: (a) exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any subsequent Federal tax law); or (b) contributions to which are deductible under Sections 170 of the Code (or the corresponding provision of any subsequent Federal tax law). Except for the above limitations, USA Shooting shall have each of the powers stated in the State of Colorado Nonprofit Corporation Act and all other powers not expressly prohibited by Colorado law.
4. No part of the net earnings of USA Shooting shall inure to the benefit of or be distributable to any private member or individual or to its Directors, officers or other individuals having a personal and private interest in the activities of, USA Shooting, except that USA Shooting 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 herein. No substantial part of the activities of USA Shooting shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and USA Shooting 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.

D. Implementation of Purposes. In connection with its purposes, USA Shooting shall:

1. Exercise exclusive jurisdiction over all matters pertaining to the participation of the United States in the sport of ISSF Shooting in the World Championships and other International Amateur Athletic Competitions, except the Olympic or Pan American Games;
2. Obtain for the United States, in cooperation with the USOC when the Olympic or Pan American Games are involved, the most competent Amateur Athlete representation possible for the United States in the sport of ISSF Shooting;
3. Develop and promote public acceptance, awareness, interest and participation throughout the United States in the Shooting Sports and be responsible to the persons and Amateur Sports Organizations it represents and promote and encourage physical fitness and the education of the public with respect to the Shooting Sports;
4. Establish national goals for amateur athletic activities related to ISSF Shooting and encourage the attainment of those goals;
5. Assist organizations and individuals concerned with sports in the development of amateur athletic programs for Amateur Athletes in the Shooting Sports from grassroots and junior development through the elite levels, with the principal emphasis on ISSF Shooting;
6. Coordinate and develop amateur athletic activity in ISSF Shooting and promote participation and the development of athletes' skills in the Shooting Sports at all levels including through programs for shooting coaches and competition officials;

7. Minimize, through coordination with other Amateur Sports Organizations, conflicts in the scheduling of practices and competitions;
8. Keep Amateur Athletes informed of policy matters and reasonably reflect the views of such athletes in policy matters;
9. Promptly review each request submitted by an Amateur Sports Organization or person for a sanction (1) to hold an International Amateur Athletic Competition in the United States; or (ii) to sponsor United States Amateur Athletes to compete in International Amateur Athletic Competition held outside the United States and determine whether to grant such sanction, in accordance with the procedures of Section 220521 of the Amateur Sports Act;
10. Provide equitable support and encouragement for participation in the Shooting Sports by women;
11. Encourage and support amateur athletic sports programs for disabled individuals and participation of disabled individuals in amateur athletic activity, including, where feasible, the expansion of opportunities for meaningful participation by disabled individuals in programs of athletic competition for able-bodied individuals.
12. Provide and coordinate technical information on physical training, equipment design, coaching, and performance analysis and coordinate and develop amateur athletic activity in the United States relating to Amateur Athletic Competition in the sport of ISSF Shooting and foster the development of amateur athletic facilities for use by Amateur Athletes training for competitions in the Shooting Sports and assist in making such facilities available to such athletes;
13. Encourage and support research, development, and dissemination of information in the areas of sports medicine and sports safety relating to the Shooting Sports, including firearms safety;
14. Protect the right of equal opportunity, without discrimination on the basis of race, color, religion, age, sex, or national origin, of any Amateur Athlete, coach, trainer, manager, administrator, or official to participate in competition in ISSF Shooting;
15. Provide for the swift resolution of conflicts and disputes involving Amateur Athletic Competitions in the sport of ISSF Shooting;
16. Provide and coordinate technical information on physical training, mental training, equipment design, coaching, and performance analysis in the Shooting Sports;
17. Encourage and support the amateur athletic activities of racial and ethnic minorities in the Shooting Sports for the purpose of increasing participation in said sport;
18. Organize, conduct and sanction national, regional and state Amateur Athletic Competitions in the sport of ISSF Shooting;
19. Develop, implement, manage and oversee programs and activities to obtain the resources necessary to carry out the goals and objectives of USA Shooting;
20. Fulfill all other purposes outlined in general for National Governing Bodies by the USOC and the Amateur Sports Act; and
21. Fulfill such other purposes as may be stated in the Articles of Incorporation of USA Shooting, as the same may be amended from time to time.
22. Notwithstanding the foregoing, the principal emphasis of USA Shooting shall be on ISSF Shooting. Accordingly, USA Shooting's purposes in connection with other Shooting Sports shall be secondary and designed to increase participation and enhance the opportunities and competitive level of athletes in ISSF Shooting.

**ARTICLE IV.
POWERS OF USA SHOOTING**

A. National Governing Body. USA Shooting shall be the National Governing Body for the sport of ISSF Shooting in the United States. USA Shooting shall be autonomous in its governance of the sport of ISSF Shooting, in that it independently shall determine and control all matters central to such governance, shall not delegate such determination and control, and shall be free from outside restraint. This provision shall not be construed as preventing USA Shooting from contracting with third parties for administrative assistance and support in connection with its purposes. In connection therewith, USA Shooting shall have the powers:

1. To represent the United States in relations with the ISSF;
2. To serve as the coordinating body for Amateur Athletic activity in the sport of Olympic Shooting in the United States;
3. To exercise jurisdiction over international amateur athletic activities and sanction International Amateur Athletic Competition held in the United States and sanction the sponsorship of International Amateur Athletic Competition held outside the United States in the sport of ISSF Shooting, in accordance with the provisions of these Bylaws;
4. To conduct Amateur Athletic Competition in the sport of ISSF Shooting, including local competition, regional championships, national championships, and International Amateur Athletic Competition in the United States and establish procedures for the determination of eligibility standards for participation in such competition, except for certain competition as specified in subsection 6. below;
5. To recommend to the USOC individuals and teams to represent the United States in the Olympic or Pan American Games in the sport of ISSF Shooting in accordance with the USOC Bylaws;
6. To designate individuals and teams to represent the United States in International Amateur Athletic Competition (other than in the Olympic or Pan American Games) in the sport of ISSF Shooting and certify, in accordance with the rules of the ISSF, the amateur eligibility of such individuals and teams: provided that any Amateur Sports Organization that conducts competition involving Amateur Athletes, participation in which is restricted to a specific class of Amateur Athletes (such as high school students, college students, members of the Armed Forces or similar groups or categories), shall have exclusive jurisdiction over such competition. If such an Amateur Sports Organization wishes to conduct International Amateur Athletic Competition for ISSF Shooting to be held in the United States, or to sponsor International Amateur Athletic Competition for ISSF Shooting to be held outside the United States, it shall obtain a sanction from USA Shooting as provided in Article XXIII;
7. To facilitate, through orderly and effective administrative procedures, the resolution of conflicts or disputes which involve any of its members and any Amateur Athlete, coach, trainer, manager, administrator, official, or Amateur Sports Organizations, and which arise in connection with the eligibility for and participation in the Olympic Games, the Pan American Games, World Championship competition, or other Protected Competition as defined in the USOC and USA Shooting Bylaws;
8. To establish and maintain offices for the conduct of the affairs of USA Shooting;
9. To publish a newspaper, magazine or other publication consistent with its corporate purposes;
10. To do any and all acts and things necessary and proper to carry out the purposes of the USOC as they relate to USA Shooting;
11. To promote and encourage educational programs in the Shooting Sports and inform the people of the United States of the virtues of good citizenship and sportsmanlike conduct, of the cultural aspects of amateur athletic activities, and of the benefits of its physical fitness and participation in amateur athletic activities;

12. To acquire, hold, dispose of, use, and otherwise deal in the funds, assets and resources needed for its purposes; and

13. To exercise the general legal powers enumerated in the Colorado Nonprofit Corporation Act and other powers related to its purposes.

**ARTICLE V.
COMPLIANCE WITH AMATEUR SPORTS ACT AND USOC OBLIGATIONS**

A. Compliance with Amateur Sports Act. To maintain compliance with the Amateur Sports Act, so long as USA Shooting is the NGB for the sport of ISSF Shooting, USA Shooting shall have the following obligations:

1. It agrees to submit, upon demand of the USOC, to binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association in any controversy involving its recognition as a National Governing Body, as provided for in the Amateur Sports Act, or involving the opportunity of any Amateur Athlete, coach, trainer, manager, administrator or official to participate in Amateur Athletic Competition, as provided for in the USOC Bylaws;
2. It shall be autonomous in the governance of the sport of ISSF Shooting in the United States, in that it will independently determine and control all matters central to such governance, it will not delegate such determination and control, and will remain free from outside restraint, and will be a member of no more than one international sports federation that governs a sport included on the program of the Olympic Games or the Pan-American Games;
3. Its membership shall remain open to any individual who is an Amateur Athlete, coach, trainer, manager, administrator, or official active in the sport of ISSF Shooting, or to any Amateur Sports Organization that conducts programs in the sport of ISSF Shooting;
4. It will provide an equal opportunity to Amateur Athletes, coaches, trainers, managers, administrators, and officials to participate in Amateur Athletic Competition, without discrimination on the basis of race, color, religion, age, sex, or national origin, and with fair notice and opportunity for a hearing to any Amateur Athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
5. It will be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin or sex, except that it may provide for reasonable representation of both males and females on the Board of Directors;
6. It will provide on its Board of Directors among the voting members, Active Athletes meeting the criteria of Ten-Year List Athletes as defined in Article II A.1.b.; and that the voting membership held by such individuals is not less than 20 percent of the voting membership of the Board of Directors;
7. It will provide for reasonable direct representation on its Board of Directors for any Amateur Sports Organization that, in the sport of ISSF Shooting, conducts on a level of proficiency appropriate for the selection of Amateur Athletes to represent the United States in International Amateur Athletic Competition, a national program or regular national Amateur Athletic Competition and ensures that such representation shall reflect the nature, scope, quality, and strength of the programs and competitions of such Amateur Sports Organization in relation to all other such programs and competitions in such sport in the United States;
8. None of its officers may also be officers of any other Amateur Sports Organization that is recognized as a National Governing Body;
9. It shall provide policies and procedures for the prompt and equitable resolution of grievances of its members; and

10. It will not have eligibility criteria relating to amateur status or to participation in the Olympic Games or the Pan-American Games that are more restrictive than those of the ISSF.

B. Specific Duties. So long as USA Shooting is the NGB for the sport of ISSF Shooting, USA Shooting is under a duty to do comply with the obligations in Section 220524 of the Amateur Sports Act, which shall include the following:

1. develop interest and participation throughout the United States and be responsible to the persons and Amateur Sports Organizations it represents;
2. minimize, through coordination with other Amateur Sports Organizations, conflicts in the scheduling of all practices and competitions;
3. keep Amateur Athletes informed of policy matters and reasonably reflect the views of the athletes in its policy decisions;
4. disseminate and distribute to Amateur Athletes, coaches, trainers, managers, administrators, and officials in a timely manner the applicable rules and any changes to such rules of the NGB, the USOC, the ISSF, the IOC and the Pan American Sports Organization;
5. allow an Amateur Athlete to compete in any International Amateur Athletic Competition conducted by an Amateur Sports Organization or person, within procedures and standards established within the parameters of the Amateur Sports Act, the USOC Bylaws and policies and USA Shooting Policies and Procedures;
6. provide equitable support and encouragement for participation by women;
7. encourage and support Amateur Athletic sports programs for individuals with disabilities and the participation of individuals with disabilities in Amateur Athletic activity, including where feasible, the expansion of opportunities for meaningful participation by individuals with disabilities in programs of athletic competition for able-bodied individuals;
8. provide and coordinate technical information on physical training, equipment design, coaching and performance analysis; and
9. encourage and support research, development and dissemination of information in the areas of sports medicine and sports safety.

C. Compliance with USOC Bylaws. So long as USA Shooting is the NGB for the sport of ISSF Shooting, it shall, in all material respects, comply with the Bylaws of the USOC, as the same pertain to its status as an NGB, as the same are amended from time to time.

ARTICLE VI. MEMBERSHIP

A. Open Membership. Membership in USA Shooting shall be open to all of the following:

1. Any individual who is an Amateur Athlete, coach, trainer, manager, administrator, official or other individual active or interested in the Shooting Sports;
2. Any corporation, club, federation, union, association, or other entity organized in the United States (including multi-sport or multi-purpose organization) that sponsors, arranges or supports the Shooting Sports and/or conducts shooting related programs, and any component of the Armed Forces that actively conducts programs or competitions in the sport of ISSF Shooting in the United States and any other organization or corporation that has an interest in developing the Shooting Sports in the United States.

3. The foregoing shall not be construed as limiting the right of USA Shooting to (i) expel or suspend a person's membership under the procedures in Article IX, or (ii) to otherwise revoke or deny a person membership if the Executive Director determines that such person poses a serious risk of injury to that person, to other members of USA Shooting, or to the general public.

B. **Membership Application.** An individual, corporation, club, federation, union, association, or other group or organization may become a member of USA Shooting by applying to the Membership department of USA Shooting on forms prepared for such purpose from time to time and enclosing a check payable to USA Shooting in an amount of the dues established under Article VII appropriate for the membership category.

C. **Voting Rights of Members.** All memberships shall be non-voting. The foregoing shall not prevent voting rights to be accorded to specifically defined categories of individuals or organizations, as provided in these Bylaws.

D. **Membership Categories.** There shall be at least six membership categories including Individual Annual; Individual Five-Year; Individual Life; Junior Individual, Club, Association or Corporation and such other categories as approved by the Board of Directors from time to time.

E. **Establishment of Policies and Procedures.** Policies governing membership matters in connection with participation in competition and service to USA Shooting shall be governed by the following:

1. Except for "Protected Competition" as that term is defined in the USOC Bylaws, Article I, Section 1.3 w), the Board may adopt policies and procedures from time to time requiring athletes, shooting coaches, trainers, managers, administrators and other officials and persons to be members of USA Shooting to participate in competitions sanctioned by USA Shooting and other activities supported by USA Shooting which policies and procedures may provide exemptions from membership for certain classes of persons, including volunteers and juniors.

2. If a non-US citizen wishes to participate in competitions sanctioned by USA Shooting, then such person shall be eligible to compete in such competition without being a member of USA Shooting if such individual produces verification of being a member in good standing of his or her own country's ISSF-recognized national shooting organization. Such person shall not be eligible to be named to the National Team or to obtain any US quota slots or to otherwise represent the United States until citizenship is obtained with proper release from his previous country and ISSF as applicable. This exception carries no other membership benefits.

3. All members of the Board of Directors, Standing Committees and their subcommittees, and officers of USA Shooting, must be or become members of USA Shooting within 30 days of their election or appointment and as a condition of their eligibility for such position, and no such person may vote or conduct NGB business until membership is obtained. Failure to join will be accepted as an act of voluntary resignation after the 30 day period. Such persons must maintain their membership throughout their term of office.

F. **Renewal.** A person's membership may be renewed upon payment of the renewal dues and if such person meets the eligibility standards for membership.

G. **Reasonable Accommodation.** USA Shooting shall make reasonable accommodation for any person with a temporary physical disability who wishes to participate as an Amateur Athlete, coach, trainer, manager, administrator or official in any Amateur Athletes Competition sanctioned by USA Shooting. USA Shooting shall require that such person obtain from a licensed medical doctor a certification that such person's participation does not pose a direct threat of risk or harm to such person, other participants, or the general public. While competing under the medical exception, the person will not be eligible to make a National Team or US Shooting Team. Such person shall be required to comply with all other rules applicable to the competition.

**ARTICLE VII.
DUES**

Dues. There may be separate dues for individual annual, individual five-year, individual life, junior, corporation and organizational or club memberships, and other categories established from time to time by the Board; which shall fix the amount of dues for individual and organizational member categories of USA Shooting. Such dues shall be fixed on a reasonably equitable basis by the Board and shall reasonably reflect the rights and services that the member receives within the member classification and the needs of USA Shooting to accomplish its purposes. All persons who wish to be members of this Corporation shall be required to pay dues based on the membership category. Dues shall be due and payable as a prerequisite for admission to membership and as a prerequisite for any renewal. In the case of annual or other fixed term memberships, if the member fails to pay such renewal prior to the end of the term thereof, such person's membership shall automatically terminate at the end of the term. There will be no refund of membership fees paid. This applies to annual and partial payments for multi-year memberships. The assessment of dues shall not prevent charging fees for services, including fees in connection with competition and other services provided by, or under the direction of, USA Shooting.

**ARTICLE VIII.
RECOGNITION OF CERTAIN ORGANIZATIONS**

A. Allied Shooting Sports Organizations. A nationwide affiliated national organization may apply for designation as an Allied Shooting Sports Organization by an application in writing to the Executive Director of USA Shooting. Such application shall set forth the qualifications of the applicant for such status, stating the qualification of such organization. Such application shall be by letter stating the qualifications and desire to be an affiliated national organization. The application is to show that such organization has as its principal purposes, the regular conduct, development, sanction, and oversight of broad based national level programs and/or competitions in the Shooting Sports in the United States, and meets such other criteria developed by USA Shooting from time to time. Upon receipt of a completed application the Executive Director shall forward the application to the Executive Committee for review and a recommendation to the Board of Directors, to be voted upon at the next meeting held at least 30 days after such recommendation is made. If such application is approved by the Board, such organization shall be recognized as an Allied Shooting Sports Organization until the earlier of (i) it ceases to be an affiliated club or organization, or (ii) a determination by the Board that it no longer qualifies for such recognition; or (iii) the voluntary withdrawal of such recognition requested by such organization. An organization that has direct representation on the Board of Directors, or which has obtained recognition as a Community Based Organization, shall not be eligible for recognition as an Allied Shooting Sports Organization.

B. Community Based Organizations. A nationwide affiliated national organization may apply for designation as a Community Based Organization by an application in writing to the Executive Director of USA Shooting, or pursuant to an application filed on behalf of such Affiliated National Organization by a member of the Board of Directors or upon a separate recommendation by the Executive Committee. Such application shall be by letter stating the qualifications and desire to be an Affiliated National Organization. The application is set forth the qualifications of the applicant for such status, stating the qualification of such organization. Such application shall specifically include a showing that such organization regularly conducts, sponsors and supports grassroots programs in the Shooting Sports and/or competitions and shooting related programs for the purpose of educating, instructing and promoting awareness of, and interest in, the Shooting Sports in conjunction with, or in addition to, its other programs, and a showing that such organization meets other criteria developed by USA Shooting from time to time. Community Based Organizations may include but are not limited to the Boy Scouts of America, the American Legion, 4-H Clubs of America and the Veterans of Foreign Wars and like organizations. For purposes of clarity, an organization otherwise qualified that does not meet the criteria for designation as a Community Based Organization may become a recognized member of USA Shooting as an Affiliated Club or Organization. Such category shall not include any organization that otherwise (i) has direct representation on the Board of Directors; or (ii) which as an organization is entitled to vote for a Director. Upon receipt of a completed application, the Executive Director shall forward the application to the Executive Committee for review and a recommendation to the Board of Directors, to be voted upon at the next meeting held at least 30 days after such recommendation is made. If such application is approved by the Board, such organization shall be recognized as a Community Based Organization until the earlier of (i) it ceases to be an Affiliated Club or Organization, or (ii) a determination by the Board that it no longer qualifies for such recognition; or (iii) the voluntary withdrawal of such recognition requested by such organization. An organization that has direct representation on the Board of Directors shall not be eligible for recognition as a Community Based Organization.

**ARTICLE IX.
SUSPENSION OR EXPULSION OF MEMBERS**

Suspension of Membership. Any member, whether individual or otherwise, who violates any of the provisions of these Bylaws, the Code of Conduct, or any operating policy of this Corporation, including a violation of safety or competition rules of a sanctioned competition or which otherwise acts in a manner substantially detrimental to the purposes and interests of USA Shooting, may, after notice of such violation is given to such person and opportunity for a hearing afforded in accordance with the procedures outlined in Article XXII of these Bylaws have their membership suspended or revoked on a temporary or permanent basis by the CEO or by a Hearing Panel convened pursuant to the procedures outlined in Article XXII of these Bylaws, or may be expelled by a vote of the majority of the Board or Executive Committee thereof.

**ARTICLE X.
GENERAL MEMBERSHIP MEETINGS**

A. General Meetings. There shall be one or more general meetings of the members for the purpose of giving members direct and easy input to USA Shooting. At the discretion of the Board or as may be delegated to staff, such general meetings can be held in one or more locations at appropriate times and occasions, such as at the various National Championships as described in Section B below. At the general meeting or meetings, the staff at such meeting will solicit comments, recommendations and concerns from the membership to assist in the formulation of policy, the development of procedural guidance, and to clarify existing policies and procedures as necessary.

B. Place of Meeting. In order to provide maximum athlete and member representation and participation, the general meeting or meetings of the members will be held at the place and time of each National Championship for ISSF Shooting competitions sponsored by USA Shooting, unless otherwise designated by the Board.

C. Dates and Times. The specific dates, times and places for the general meeting or meetings shall be fixed by the Board unless otherwise designated above. The dates and locations of such general meetings shall be announced in the standard publication of USA Shooting prior to the date for such meeting. Any member may submit to the Executive Director at least 10 days prior to the meeting, a request to place an item on the agenda to be discussed at such meeting.

D. Additional Requirements. If the National Championships for ISSF shooting competitions sponsored by USA Shooting are held at different locations, a general membership meeting will be held at each such location.

E. Director Attendance. Membership meetings provide an opportunity for the membership to openly communicate in a group forum with staff and management. Directors can contribute much to those discussions and are highly encouraged but not required to attend.

F. Certain References. The general membership meeting or meetings does not constitute a "meeting" of the Board of Directors as defined in Article XI, Section C or D.

G. Special Meetings. Special meetings of the members may be called by the President and must be called by the President when requested by a majority of the Board, in each case on forty-five (45) days written notice to the members, as publicly announced in the news publication of general circulation of USA Shooting.

**ARTICLE XI.
BOARD OF DIRECTORS**

A. Directors, Number and Qualifications. . The number of such Directors shall be sixteen (16) individuals, elected or appointed as provided in this Article. The Directors shall be natural persons at least 18 years of age and shall be selected without regard to race, color, religion, national origin, or sex, except that the Board shall have reasonable representation of both males and females. The Directors need not be residents of the State of Colorado. Each Director must be a member of USA Shooting throughout the entire term of service on the Board. Each Director shall hold office for a term of four years, or until such Director's successor has been elected or appointed, qualified and seated. No employee of USA Shooting, other than the CEO, may be a voting Director of the Board. There shall be no cumulative voting for Directors.

B. General Purposes. The Board of Directors shall have ultimate authority over the business, policies, affairs and activities of USA Shooting, including but not limited to, the authority to elect the officers of USA Shooting other than that of the CEO, and to remove the same for cause; to enact, amend or repeal provisions of the Articles of Incorporation or the Bylaws; to receive and review the reports of the CEO, Executive Committee and Oversight Committees; to approve the selection of independent auditors; to approve or disapprove annual budgets; and to take such other action as is customary for a board of directors of a nonprofit corporation.

C. Regular Meetings. The Board shall meet at least two (2) times each year. Such meetings may consist of regular or special meetings. The Board of Directors may provide, by proclamation, the time and place, either within or without the State, for the holding of regular meetings without other notice than such proclamation.

D. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any six Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them. Notice of any special meeting shall be given at least thirty (30) days prior to the date of the meeting. Such notice may be given by written notice delivered personally or by mail sent to each Director. If mailed, such notice shall be delivered by registered mail with return receipt.

E. Waiver of Notice, Business. Any Director may waive notice of any meeting and the attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. At any regular or special meeting, any and all business may be conducted; provided, however, that the business to be transacted at, and the purpose of any regular or special meeting of the Board of Directors shall be generally set forth, to the extent practical, in the notice or waiver of notice of such meeting but the failure to adequately set forth the same shall not render any actions invalid.

F. Quorum. A majority of the Directors entitled to vote, represented in person, shall constitute a quorum at any meeting of the Board. If less than a majority of the Directors entitled to vote is represented at a meeting, a majority of the Directors so present may adjourn the meeting from time to time without further notice but may not transact any business until a quorum has been secured. At such adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the meeting as originally notified. The Directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. Except as provided in paragraphs Z and AA of this Article relating to the USOC AAC representative and Athlete Alternates, proxy votes shall not be allowed.

G. Telephone Meetings. A Director may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

H. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum has been established shall be the act of the Board of Directors. Each Director shall have one vote on all matters submitted to the Directors.

I. Actions Effective. Actions taken at a meeting of the Board shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when an effective date has been recited in the record of the action taken.

J. Minutes of Meetings. The minutes of meetings of the Board of Directors and Executive Committee shall be distributed within sixty (60) days of the adjournment of such meeting to the members of the Board or committee members entitled to be present at such meeting. Such 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.

K. Board Composition and Staggered Board. For purposes of continuity, the Board of Directors shall be divided into two Divisions, summarized as follows:

1. Summary Table:

<u>DIVISION ONE:</u> (term runs Year 1-4 of the Quadrennium)	<u>REPRESENTING:</u>	<u>DIVISION TWO:</u> (term runs Years 3 and 4 of the Quadrennium and Years 1 and 2 of the next Quadrennium)	<u>REPRESENTING:</u>
1 Director	Athlete Disciplines: Pistol	1 Director	Shooting Sports Industry By NSSF
		2 Directors	Athlete Disciplines: Rifle & Clay Target
1 Director	USOC AAC Representative	1 Director	National Rifle Association
1 Director	Coaches & Officials		
1 Director	Armed Forces representing Army Marksmanship Unit ("USAMU")		
2 Directors	At-Large	3 Directors	At-Large
1 Director	Chief Executive Officer- Executive Director	1 Director	Senior ISSF Representative
1 Director	USA Shooting Team Foundation		

2. Division One. The term of each Division One Director shall commence upon such person being qualified and seated under paragraph O, at the first meeting of the Board in Year One of the Quadrennial and shall end at the seating of their replacement at the first Board meeting in Year One of the next Quad. The term of the AAC will commence January 1 of the First Year of the quadrennial and shall end December 31 in the year of the Olympic Games. Division One shall consist of the following Directors:

- a. A Director elected as athlete representatives (pistol) under paragraph L. below;
- b. A Director elected as the USOC AAC Representative under paragraph L. below;
- c. A Director elected by the Coaches & Officials under paragraph L. below;
- d. A Director representing the United States Army Marksmanship Unit, designated as such under paragraph L. below;
- e. Two At-large Directors designated as the Division One Directors under paragraph M below.
- f. The USAS Chief Executive Officer (CEO) - Executive Director (ED).
- g. A Director representing the USA Shooting Team Foundation.

The term of each Division One Director shall commence upon such person being qualified and seated under Section N, at the first meeting of the Board in Year One of the Quadrennium and shall end at the seating of their replacement at the first Board

meeting in Year One of the next Quadrennium. The term of the AAC will commence January 1 of the First Year of the quadrennium and shall end December 31 in the year of the Olympic Games.

3. Division Two. The term of each Division Two Director shall commence upon such person being qualified and seated under Section N., at the first meeting of the Board in the Year Three of the Quadrennium and shall end at the seating of their replacement at the first Board meeting in Year Three of the next Quadrennial. Division Two shall consist of the following Directors:

- a. A Director for the Shooting Sports Industry appointed by the National Shooting Sports Foundation under paragraph L. below;
- b. A Director appointed by the National Rifle Association under paragraph L. below;
- c. Three At-large Directors designated as the Division Two At-Large Directors under paragraph M below;
- d. The senior USAS representative to the ISSF as outlined in paragraph Q.
- e. Two Directors elected as athlete representatives (rifle/running target and clay target) under paragraph L. below.

The term of each Division Two Director shall commence upon such person being qualified and seated under Section N., at the first meeting of the Board in the Year Three of the Quadrennium and shall end at the seating of their replacement at the first Board meeting in Year Three of the next Quadrennium.

L. Election and Appointment Procedures.

1. General: Any candidate selected for election, except athlete directors, will be requested to provide a ten line biography in 12 point font stating qualifications and platform. That information will be included on ballots thus preempting the necessity for campaigning, which is highly discouraged as it may provide an unfair advantage to one candidate over another.

2. Discipline Athlete Directors: Athlete Directors must be a Ten-Year List Athlete as defined in Article II A.1.b. and who shall be elected by the athletes participating in that discipline at the respective National Championships in the year of the Summer Olympic Games for Division One director(s) and in year three of the Quadrennial for Division Two Directors. Athlete Directors shall constitute at least 20% of the voting Directors of the Board. Each quadrennial the Director must alternate between male and female, with the alternate elected for such discipline to be of the opposite sex, in rotation for each new quadrennial by discipline.

a. History: The initial Directors elected for Rifle and Running Target in 1995 were male and the initial Directors elected for Shotgun and Pistol in 1995 were female. For the Quadrennium commencing in 1997, the Rifle and Running Target Directors must thus be female and the Pistol and Shotgun Directors must be male, with the alternates of opposite sex. To facilitate continuity, in the quadrennial starting in 2001, the Pistol and Running Target athlete Directors will be elected to a four-year term. The Pistol Director will be female and the Running Target Director male, with alternates of opposite sex. To facilitate continuity, in the quadrennial starting in 2001, the Rifle and Clay Target athlete Directors will be elected to a two-year term. The Rifle Director will be male and the Clay Target Director female, with alternates of opposite sex. Future terms will be four years. In 2004 the Rifle and Running Target athlete representation responsibilities were combined.

b. Procedure: The CEO shall designate a person to conduct such election. Such election shall be held by written ballot at a time and place held during such National Championships as announced at the commencement of the same, upon a slate of nominations submitted by any athlete for such purpose, which nominations also may be made from the floor at the election meeting. Each candidate is encouraged to

provide an oral or written statement at such meeting as to the reasons for their qualifications and why such person wishes to be a Director. All nominees must agree to serve if elected before the voting takes place. All voting shall be done in person by written ballot and proxy votes shall not be permitted. The person meeting the gender requirements who obtains the highest number of votes cast by written ballot at such meeting by athletes participating in such competition shall be the Director for that discipline and the person of the opposite sex having the highest number of votes shall be the alternate. In the event of a tie, the tied votes shall be resubmitted for a second vote with the person receiving the highest number being designated as the Director. The alternates shall not be deemed to be Directors unless they fill a vacancy as provided in Section V below, but shall have a proxy to act for and on behalf of the regularly appointed Director in his or her absence.

c. Athlete Director Elected as ACC: In the event that any such Director is elected as the USOC AAC representative for shooting, such Director position elected pursuant to the foregoing procedure shall be declared as unfilled, if such election occurs prior to the seating of such Director, or shall be declared as vacant, if such person has been seated. In either such case, a written or electronic ballot shall be prepared of the other nominees who were originally nominated at the original election and submitted by mail or electronically to the athletes who originally participated in the respective National Championships in the discipline that elected such person (whether or not such persons voted at that time), and a new vote by such written or electronic ballot shall be taken to elect a person to fill that position, within 30 days after such person has been elected as the USOC AAC member.

3. Division One Directors:

a. One (1) Director elected as athlete representative from the Pistol discipline. Detailed election procedures are outlined above in paragraph L.2.b. and in the USA Shooting Policies and Procedures Section XVIII. In the event of conflict between Section XVIII and these Bylaws, the Bylaws take precedence.

b. One (1) Director who is the elected USOC AAC representative for shooting, as provided in Chapter XVII of these Bylaws. Detailed election procedures are outlined in the USA Shooting Policies and Procedures Section XVII. In the event of a conflict between the Policies and Procedures and these Bylaws, the Bylaws take precedence.

c. One (1) Director representing USA Shooting USAS-NRA international coaches and officials to be selected by the written ballot of the USAS-NRA international coaches and officials who are members of USA Shooting. Such selection shall be made in accordance with the following procedures: Following the Summer Olympic Games, a nominating committee appointed by the Chairman shall nominate three persons, all of whom must be USAS-NRA international coaches or officials, and no less than one of whom shall be a USAS-NRA international coach and one of whom shall be a recognized official, for submission to such recognized coaches and officials for their election. The CEO shall forward a written ballot to each such USAS-NRA international coach and official, which may be included with the official publication of USA Shooting, with the list of such persons for which nominations have been made. Such ballots must be returned to USA Shooting as specified on the ballot. The person who receives the most votes shall be declared the Director and notice thereof shall be given in the official publication of USA Shooting. If a tie has resulted, the tie shall be resubmitted for a runoff vote. If the tie is not broken in the runoff, the seat will be filled under paragraph R below.

d. One (1) Director representing the Active Army, Army Marksmanship Unit (USAMU), which person must be actively involved in the management and conduct of ISSF Shooting with respect to the Army Marksmanship Unit, such Director to be appointed by the Commander of the Army Marksmanship Unit. Such appointment shall be made no later than December 1 of Year Four of the Quadrennium and written notice of the same shall be given to the CEO.

e. Two (2) At-large Directors to be appointed by the Board in accordance with the procedures set forth in paragraph M below.

f. One (1) Director appointed by the USA Shooting Team Foundation who is currently serving as a director of the USA Shooting Team Foundation.

4. Division Two Directors:

a. Two (2) Directors elected as athlete representatives, one from each of two ISSF Shooting disciplines Rifle and Clay Target

b. One (1) Director representing the shooting sports industry to be appointed by the President of the National Shooting Sports Foundation. Such appointment shall be made in writing and transmitted to USA Shooting not later than the December 1 of Year Two of the Quadrennium.

c. One (1) Director appointed by the Executive Vice President for the National Rifle Association. Such appointment shall be made in writing and transmitted to USA Shooting not later than the December 1 of Year Two of the Quadrennium.

d. Three (3) Division Two At-large Directors to be appointed by the Board in accordance with the procedures set forth in paragraph M below.

f. Senior ISSF Representative. The senior USAS representative to the ISSF, as determined by ISSF position (i.e. Executive Committee, Administrative Council, Section Committee) or, if necessary, by the seniority in years of service as an ISSF official.

5. An organization that otherwise meets more than one category for voting shall only be entitled to vote for one director regardless of Division. The foregoing shall not act to restrict the right of athletes to vote for the Athlete Directors or the USOC AAC representative.

M. At-Large Director Selection Procedures. The selection of At-large Directors will be as follows: Not later than October 1 of the calendar year of the Summer Olympics for the two Division One At-large positions and not later than October 1 of Year Three of the Quadrennium for the three Division Two At-large Directors, a Nominating Committee appointed by the Chairman for such purpose, will solicit nominees from members of the Board and the membership of USA Shooting via USA Shooting's publication, to fill the At-large positions to be vacated at the first Board meeting of such next calendar year. Special emphasis will be given to solicit and select At-large members who will measurably add to the breadth and scope of the Board and whose skills, abilities and potential value are not already adequately represented on the Board or anticipated to be on the Board as a result of the next seating of Directors. Nominations from Community Based Programs with active youth shooting programs will be solicited.

N. Seating of New Directors. Seating and the commencement of the term of all new Directors, other than those which are appointed to fill a vacancy as provided in Section V below, shall be conducted in accordance with the following procedure:

1. At the first meeting of the Directors of each new Quadrennium and of Year Three of each Quadrennium when new Directors elected or appointed in accordance with these Bylaws are to be seated, the meeting shall follow the following agenda, together with such other matters properly brought before the Board.

- a. Approval of previous Minutes.
- b. Seating of new directors.
- c. Election of new officers.
- d. Old business.
- e. New business.

2. The newly elected or appointed Directors shall be seated, and each such person's term shall then commence, upon the seating of the new replacement Directors pursuant to the agenda. The replaced Directors' terms shall end at the last regular or special meeting in the year of seat election. The replaced Directors will be ceremonially retired at

the last regular or special meeting of the previous year but their terms will not officially end until their replacements are formally seated at the next meeting.

3. Both the outgoing and incoming athlete directors are to attend the fall Board meeting in the year of election to provide increased continuity of those Board seats. The incoming athlete representatives will have voice with no vote at that meeting.

O. Athlete Directors. The Board shall include among its voting Directors Ten-Year Athletes as defined in Chapter II, Subsection A.1.b., who shall constitute at least 20% of the voting Directors of the Board.

P. Board Advisors. The USOC Board of Directors representative for the sport of ISSF Shooting (if not already a Director of the Board), the immediate past Chairman of USA Shooting, and the Counselor will each serve as an advisor to the Board. Such advisors to the Board are entitled to attend meetings of the Board of Directors with voice but without vote.

Q. Failure to Elect. If any organization or group entitled to appoint or elect a Director has not, within the time period established by these Bylaws for the appointment of replacement Directors, properly appointed a Director to fill such vacancy, then the following procedure shall apply: The CEO will solicit nominees from among such organization or group that in his or her judgment provide a representative cross section of the interests represented by such organization or group. The names and qualifications of each nominee will be forwarded to the nominating committee convened by the Chairman for such purpose which will, within 45 days following receipt of the nomination packages, make a recommendation to the Board. A ballot of the Board shall be taken within 30 days following the nominating committee's recommendation and the person with the highest number of votes shall be deemed elected as the Director for such position and such person shall be seated under the procedures in Section N above. Such position shall be for the original term of such position.

R. Board Orientation. A Board orientation shall be required for all new Directors, which shall include but not be limited to fiscal, managerial, and legal responsibilities of a Director, compliance with the Amateur Sports Act and the USOC Bylaws, and corporate responsibilities. Such orientation shall be accomplished via written materials prepared by the staff and approved by the Executive Committee. Each Director must verify that they have read and are familiar with the orientation materials. To the maximum extent practical, the orientation is to be accomplished immediately prior to the first Board meeting at which such new Director attends.

S. Guests Invited. Except during executive sessions when called by the President or the Board, guests shall be permitted and will be encouraged to attend meetings of the Board of Directors but without voice or vote. Voice may be given by the President or by majority vote of the Board of Directors.

T. Board Officers. The Board shall have officers of the Board for the purpose of conducting Board business, which officers will be a President who will serve as Chairman of the Board of Directors, a Vice-President, a Treasurer and a Secretary. Such officers of the Board of Directors shall be the same persons as elected as the principal officers of USA Shooting holding their respective offices under Article XIV.

U. Dual Directorships Forbidden. If an individual is named to two (2) or more positions on the Board of Directors, the individual shall be entitled to hold only one such position, to be chosen by the Board of Directors in absence of a contrary provision of these Bylaws. The other positions shall be declared vacant.

V. Vacancies. Vacancies among the Directors of the Board of Directors that occur during the regular term of any Director, whether as a result of resignation, death, expulsion or otherwise, shall be filled upon written notice to the Secretary of the new nominee by the organization or organizations represented by the vacancy. If such vacancy is not filled within 45 days after notice is given to such organizations, then such vacancy may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum, except those involving a Director elected by the athletes for the respective rifle, pistol, and shotgun disciplines or the USOC AAC representative, which may only be filled by the alternate who will serve out the remaining term of office or, if earlier, until a new representative is elected at the next applicable National Championship at which time a new discipline Director of the appropriate gender will be elected to finish the remaining term of the vacancy. A vacancy in any officer position occurring for any reason during the Quadrennium period shall be filled by vote of the Board at its next meeting. Any Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of

such Director's predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next election of Directors for which such Directorship is standing for reelection. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

W. Term Limits. No member of the Board may serve more than eight years without a two (2) consecutive year interruption of service on the Board with the following exceptions:

1. If an athlete serves on the Board as an elected discipline representative, that term shall not count toward time served as an elected AAC Representative.
2. Due to the nature of the position, the term of the Senior Representative to the ISSF may be extended by a 2/3 vote of the Board membership.
3. Upon election as Chairman, the Chairman's opportunity to serve a second two (2) year term will be without limitation by the eight (8) year rule.

X. Attendance and Removal. By accepting the position of Director, the commitment and obligation to attend each meeting of the Directors is accepted and assumed. It is realized that absences may occur from time to time and reason for such absence is to be provided the President in advance of the meeting. Excessive absences, as determined by the board, may be cause for removal. Provided notice of such action has been given in the notice of the meeting of the Directors, any Director may be removed at any meeting of the Directors, without cause, by a vote of two thirds of the remaining Directors. Any Director may also be removed for cause by a vote of two thirds of the remaining Directors, whether or not such notice has been given. The position held by such Director shall be declared vacant upon such removal.

Y. Excused Absences. Notwithstanding any other provision of these Bylaws, Directors elected as athlete representatives and the Director holding the position as the USOC AAC representative, shall have the right to designate their alternates to the CEO as proxy to act on their behalf and in their stead for all purposes, including all committee meetings. Such proxy shall be in a form as provided by the Secretary and the presence and acts of such proxy shall be deemed to be the presence of such Director for all purposes, including establishment of a quorum and voting.

Z. Alternate Directors. Only athlete directors and the AAC are authorized substitute representation by their elected positions as authorized in these Bylaws. Board members may have representatives in their absence. Representatives of directors are considered guests and are without vote.

AA. Presiding Authority. The President will serve as Chairman of the Board shall preside over the meetings of the Board of Directors and in such person's absence the Vice-President of the Board shall preside. In the absence of both, the Directors present shall choose a presiding officer by majority vote.

BB. Reimbursement of Expenses. Reasonable and necessary business expenses for all Directors and advisors to the Board in order to attend meetings shall be borne by USA Shooting, to be reimbursed in accordance with its travel reimbursement policy in effect from time to time.

CC. Questions of Order. Questions of order shall be decided by the presiding officer of the meeting in accordance with the most recent edition Robert's Rules of Order, except that in the event of a conflict between these Bylaws and Robert's Rules of Order, these Bylaws shall prevail. A motion to table will be debatable, but within the limit of time fixed by the presiding authority. The Counselor shall serve as parliamentarian.

DD. Loans Prohibited. No loans shall be made by USA Shooting to its Directors or officers.

EE. Action Without a Meeting

1. Director Action. Any action required or permitted by Articles 121 to 137 of the Colorado Revised Nonprofit Corporation Act to be taken at a board of directors' meeting may be taken without a meeting if notice is transmitted in

writing to each member of the board and each member of the board by the time stated in the notice: (a) votes in writing for such action; or (b) votes in writing against such action, abstains in writing from voting, fails to respond or vote, and fails to demand in writing that action not be taken without a meeting.

2. Notice. The notice required by section (a) shall state: (i) the action to be taken; (ii) the time by which a director must respond; (iii) that failure to respond by the time stated in the notice will have the same effect as: (I) abstaining in writing by the time stated in the notice, and (II) failing to demand in writing by the time stated in the notice that action not be taken without a meeting; and (iv) any other matters the corporation determines to include.

3. Votes. Action is taken under C.R.S. 7-128-202 only if, at the end of the time state in the notice transmitted pursuant to section (a): (i) the affirmative votes in writing for such action received by the corporation and not revoked pursuant to section (e) equal to exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of he directors then in office were present and voted; and (ii) the corporation has not received a written demand by a director that such action not be taken without a meeting other than a demand that has been revoked pursuant to section 5.

4. Waiver. A director's right to demand that action not be taken without a meeting shall be deemed to have been waived unless the corporation received such a demand from the director in writhing by the time stated in the notice transmitted pursuant to section (a) and such demand has not been revoked pursuant to section 5.

5. Revocation of Writing. Any director who in writing has voted, abstained, or demanded action not be taken without a meeting pursuant to C.R.S. 7-128-202 may revoke such vote, abstention, or demand in writing received by the corporation by the time stated in the notice transmitted pursuant to section 1.

6. Effective Date of Action Taken. Unless the notice transmitted pursuant to section (a) states a different effective date, action taken pursuant to C.R.S. 7-127-202 shall be effective at the end of the time stated in the notice transmitted pursuant to section 1.

7. Written Description of Action Taken. A writing by a director under C.R.S. 7-128-202 shall be in a form sufficient to inform the corporation of the identity of the director, the vote, abstention, demand, or revocation relates. All communications under C.R.S. 7-128-202 may be transmitted or received by the corporation by electronically transmitted facsimile, e-mail or other form of wire or wireless communication. For purposes of C.R.S. 7-128-202, communications to the corporation are not effective until received.

8. Effect of Action Taken. Action taken pursuant to C.R.S. 7-128-202 has the same effect as action taken at a meeting of directors and may be described as such in any document

9. Signed Written Instruments. All writings made pursuant to C.R.S. 7-128-202 shall be filed with the minutes of the meetings of the board of directors.

FF. Compensation. The Directors shall not receive compensation for their services as a Director but reimbursement of expenses under Section AA shall not be deemed compensation.

ARTICLE XII. EXECUTIVE COMMITTEE

A. Executive Committee Members. There shall be an Executive Committee of the Board comprised of the Directors holding the following positions: President serving as Chairman of the Board, Secretary of the Board, Treasurer of USA Shooting (if the same is a Director), the Vice-President serving as the Vice-Chairman of the Board, and the USOC AAC representative. To ensure that, at all times, 20% of the voting power is held by Active Athletes, in the event of the vacancy of Director's position for the person elected as the USOC AAC representative, the alternate for such person shall be immediately appointed to fill such vacancy for the unexpired term, on such Executive Committee. The CEO of USA Shooting and the Counselor shall be entitled to attend Executive Committee meetings as ex-officio members with voice but without vote.

- B. Responsibilities. The Executive Committee, led and presided over by the President, shall have the authority and responsibility for administering the business, routine affairs, and other activities of USA Shooting between the meetings of the Board consistent with the policies established by the Board from time to time and shall have the power and authority of the Board to take all actions on behalf of USA Shooting, which might otherwise be taken by the Board, in the normal and ordinary course of business. The Executive Committee will review matters relating to Bylaw amendments and membership before being submitted to the full board for consideration and action. All actions of the Executive Committee out of the ordinary course of business must be ratified at the next meeting of the Board of Directors, if the same constitutes an action of the Board.
- C. Meetings. The Executive Committee shall convene and meet as necessary between meetings of the Board of Directors.
- D. Expenses. Reasonable expenses of the members of the Executive Committee to attend meetings shall be borne by USA Shooting, in accordance with its travel reimbursement policy in effect from time to time.
- E. Quorum. A quorum for the transaction of business at a meeting of the Executive Committee shall consist of a majority of the voting members which must include the USOC AAC representative or his or her alternate.
- F. Questions of Order. Questions of order shall be decided by the chair of the Committee in accordance with the most recent edition of Robert's Rules of Order, except that in the event of a conflict between these Bylaws and Robert's Rules of Order, these Bylaws shall prevail.

ARTICLE XIII. COMMITTEES

- A. Designation of Committees. In addition to the Executive Committee in Article XII and the Athletes Advisory Committee referenced in Article XIII, I. of these Bylaws, there will be a standing Nominating Committee appointed by the President. The President also appoints any Ad Hoc or Task Force oversight and governance committees. The ED-CEO shall appoint chairs and approves members of operational standing committees and of any Ad Hoc or Task Force operational committees.
- B. Duties. The duties of each Committee shall be as assigned by the appropriate appointing authority, subject to the overall authority of the Board of Directors. All Ad Hoc or Task Force Committees must have a specific objective, a specific deliverable and a term.
- C. Composition of Committees. Committees shall be chaired by a Director or other qualified person appointed by the President or ED-CEO. Each chair shall recommend to the President or CEO for approval persons with appropriate expertise. Such recommendations must include at least one woman. The number of members of each Standing or Ad Hoc Committee shall not exceed seven persons including the Chair, unless approved by the Board of Directors. Each Standing Committee shall include at least 20% Active Athletes. The Nominating Committee will include an Athlete member being one of the following; Athlete Director, Alternate Athlete Director, AAC Representative or Alternate AAC Representative.
- D. Athlete Directors. Elected athlete representatives on the Board of Directors shall serve on the Discipline Committee, if so appointed, as Chair for the discipline in which they were elected and may also serve on other Committees. In addition, the alternate athlete representatives shall serve on the discipline Committee for the discipline in which they were elected..
- E. Patronage. No member of a Committee may be related to another member of the same committee, nor may any member of a Committee be an employee or employer of another member of the same Committee.
- F. Quorum. A majority of the members of a Standing Committee represented in person, shall constitute a quorum at any meeting of the Committee. If less than a majority of such members are represented at a meeting, a majority of the members so present may adjourn the meeting but may not transact any business until a quorum has been secured. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Except in the case of athlete directors, proxy votes shall not be allowed. The vote by the majority of the members present at a duly constituted meeting shall constitute the actions of the Committee.

G. Rules of Procedure. Each Committee shall determine its own rules of procedures within Roberts Rules of Order to the extent practical, including reasonable notification of meetings and taking of votes by written consent, telephone, or telecommunication as provided in Chapter XI. Such committees shall discharge their duties in accordance with the policies of the Board of Directors. Committees will report findings and recommendations to the Executive Committee and/or Board of Directors as directed by the appointing.

H. Discipline Committee Meetings. Each shooting discipline shall have a meeting of its Committee, if so appointed, at the respective National Championships, where pertinent information pertaining to the conduct and concerns of the sport shall be discussed. If a formal discipline committee is not active, staff will disseminate pertinent information and solicit comments pertaining to the conduct of the Championship and the sport in general.

I. Athlete's Advisory Committee. In addition to Standing Committees, there shall be a NGB Athletes' Advisory Committee. This Committee shall consist of the three athlete representative Directors and the USOC AAC representative Director and their applicable alternates. The NGB Athletes' Advisory Committee shall serve in an advisory capacity to the Board of Directors in order to broaden communications between USA Shooting and athletes as well as to serve as a source of opinion and advice to the Board of Directors with regard to both current and contemplated policies of USA Shooting. The NGB Athletes Advisory Committee and alternates shall hold a meeting immediately prior to the first regular Board meeting of the Quadrennium, and at such other times as called by the Chair, which shall be immediately prior to each regularly scheduled Board meeting, unless the Chair otherwise determines.

J. Ad Hoc or Special Committees. The President of the Board and CEO may appoint, subject to approval of the Board or Executive Committee, such other Ad Hoc or special committees as may be necessary from time to time. Such committees are not authorized to commit or bind the organization. Recommended actions will be presented to the Board of Directors or Executive Committee for final approval and action.

K. Term. The term of each Committee shall be two years or until its successor is appointed. The expiration term of Ad Hoc or special committees shall be stated when they are appointed.

ARTICLE XIV. OFFICERS, DIRECTORS AND DUTIES

A. Officers of USA Shooting. The principal officers of USA Shooting shall be a President, Vice-President, Secretary, and Treasurer. The persons holding the offices of President, Vice-President, Secretary and Treasurer shall be elected by and from the members of the Board, at the first meeting of the Board in the calendar year following the Summer Olympic Games for a term of two years and in Year Three of the Quadrennium, and until their successors are elected, qualified and seated. The officers shall not be compensated, but shall be reimbursed for their reasonable expenses incurred on behalf of USA Shooting, including the attendance at meetings, which reimbursement will be effected in accordance with the expense reimbursement policy of USA Shooting in effect from time to time.

B. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of USA Shooting would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. In the case of the principal officers, if such person is removed as a Director, such person shall be automatically removed as an officer of USA Shooting.

C. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

D. President will serve as Chairman of the Board. The Chairman shall preside at all meetings of the members and the Board of Directors and Executive Committee. The Chairman shall have general supervision and direction of the other officers of USA Shooting; shall prepare or have prepared an annual budget for review by the Board of Directors and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be an ex officio, non-voting member of all committees (but shall not be counted in the

maximum number) and shall perform such other duties as may be assigned by vote of the Board of Directors. The President may serve no more than two (2) consecutive full terms.

E. Vice-President. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to such person by the President or by the Board of Directors.

F. Secretary. The Secretary shall:

1. Keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose;
2. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
3. Be custodian of the corporate records and of the seal of USA Shooting and see that the seal of USA Shooting is affixed to all documents, the execution of which on behalf of USA Shooting under its seal, is duly authorized;
4. Keep a register of the post office addresses of each member which shall be furnished to the Secretary by such member;
5. Have general charge of the membership transfer books of USA Shooting;
6. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such person by the President or by the Board of Directors.
7. The administration of responsibilities 1-6 above may be delegated to the CEO-ED.

G. Treasurer. The Treasurer shall have review responsibility over the corporation's financial records and accounting procedures reporting any findings that merit review, change or audit to the Executive Committee. The following financial responsibilities will be delegated to the USA Shooting accountant – controller with periodic review by the Treasurer:

1. Be responsible for all funds and securities of USA Shooting and shall keep full and accurate account of all receipts and disbursements in books belonging to USA Shooting;
2. Shall receive and give receipts for moneys due and payable to USA Shooting from any source whatsoever, and deposit all such moneys in the name of USA Shooting in such banks, trust companies or other depositories as shall be selected by USA Shooting from time to time.
3. Keep correct and complete books and records of account of such funds;
4. Receive and deposit the funds of USA Shooting in such bank or banks as shall be designated by or under the authority of the Board of Directors;
5. Disburse such funds in the manner designated by or under the authority of the Board of Directors;
6. Render an annual financial report to the members and such special reports as may from time to time be called for by or under the authority of the Board of Directors.
7. The Treasurer shall discharge such other duties as may be assigned by majority vote of the members of the Board of Directors.
8. The financial records of USA Shooting shall be audited at least once every twelve (12) months by an independent auditor who is a certified public accountant, selected by the Board of Directors whose report shall be made available to the Directors and members.

9. The Treasurer shall, in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such person by the Chairman or by the Board of Directors.

10. The Treasurer, or his designee, shall provide a financial report at all Board meetings.

H. Operating Budget. The President of USA Shooting shall submit to all directors a proposed operating budget for the following year in advance of the fall meeting of the board. Such budget, as revised or amended, shall require the approval of the Board of Directors. The President shall have the right to delegate the same to the CEO-ED or such other persons to perform such task.

I. Past President. The immediate past-President shall be an advisor to USA Shooting and shall be entitled to attend all meetings of USA Shooting with voice but no vote.

J. No Compensation. Unless approved by the Board, all officers, Directors and members of all committees of the Board shall act and serve without compensation and as a public service in furtherance of the charitable and educational purposes of USA Shooting set forth in the Articles of Incorporation, except that this provision shall not preclude the reimbursement of reasonable expenses incurred in the performance of their official duties and compensation for services performed in any other capacity. No paid employee of USA Shooting shall be eligible to be a principal officer or Director except the CEO.

K. Bonding and Waiver. All officers and employees handling funds of USA Shooting may be bonded in such amounts as may be determined by the Board of Directors. The expense of furnishing such bonds shall be paid by USA Shooting.

L. No Dual Offices. No person shall be permitted to hold office in USA Shooting who also serves as an officer of any other Amateur Sports Organization that is recognized as a National Governing Body by the USOC.

ARTICLE XV. CHIEF EXECUTIVE OFFICER

A. Chief Executive Officer (CEO). There shall be a paid Chief Executive Officer, also referred to as the Executive Director (ED) who shall be selected by and report to the Executive Committee. The CEO shall have all of the powers and duties usually vested in the office of the chief executive officer of a business corporation, and who shall carry out the policies of USA Shooting in accordance with these Bylaws and any policies and procedures adopted by the Executive Committee or Board. The CEO-ED shall have the ability and authority to make contractual commitments on behalf of the corporation. The CEO-ED may sign solely, with the written concurrence of any other proper officer of USA Shooting thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the Board of Directors or by these Bylaws to some other officer or agent of USA Shooting, or shall be required by law to be otherwise signed or executed. The CEO-ED shall be responsible for the day-to-day operations of USA Shooting, which will include the following duties:

1. Either directly or by delegation, manage all staff functions; determine the size, composition and compensation of the paid staff as well as; supervise, hire and remove the paid staff of USA Shooting in accordance with USAS policies.
2. International communications. Supervising the proper handling of the correspondence and communications with individuals and organizations, including ISSF, in foreign countries and the arrangements for attendance of United States teams competing in the United States or outside the United States and for participation of foreign athletes in the United States.
3. Execution of legal documents. Ensuring that all material contracts and other material legal commitments of USA Shooting are reviewed by the Counselor and/or corporate legal counsel and signed by the authorized officers which include the CEO-ED of USA Shooting.

4. Membership. Serving as a ex-officio and non-voting member of the Executive Committee, and all Committees (but shall not be counted in the maximum number for such purpose). Serve as a voting member of the Board of Directors.
5. Exclusive employment. Devoting full-time to the affairs of USA Shooting, without engaging in any other profession or employment. The CEO-ED will receive such salary and other benefits as shall be determined by the President and the Executive Committee.
6. Commitment review. Ensuring that all commitments of USA Shooting made by the CEO-ED are submitted to the appropriate officers of USA Shooting for review and final approval or rejection prior to execution, as set forth in the authorizations from the Board from time to time.
7. Budgetary Limitation. Operating within a yearly budget previously approved by the Board. In addition, all major funding matters and expenditures not falling within the scope of normal past practices or reasonableness shall be coordinated in advanced with the Treasurer, except in case of emergencies.
8. Yearly report. Preparing and presenting to USA Shooting an annual report on the state of USA Shooting.
9. National Championships. Managing the conduct of the various National Championships. The CEO shall, establish the date, location, and shall have the responsibility for the overall administrative details of the same, with the dates and location to be based on recommendations from the discipline committees, as may be appointed, and the respective National Coaches.
10. Policies and Procedures, Code of Conduct and Operational Documents. Oversee, manage and approve changes to the USA Shooting Policies and Procedures, Code of Conduct and other standing operational documents. Establishment and modification will be coordinated with appropriate committees, athlete representatives and/or board members. The Executive Committee may review, repeal and amend any such document.
11. Other duties. Carrying out other responsibilities assigned by the Board from time to time.

B. Attendance at Meetings. The CEO-ED, or his/her designated representative, shall attend the annual membership meeting (or meetings) and the meetings of the Board of Directors and Executive Committee, unless excused for cause.

**ARTICLE XVI.
COUNSELOR**

A. Appointment of Counselor. The President, with the approval of a majority of the Board, shall select a licensed lawyer experienced in corporate matters to serve as Counselor. The Counselor shall advise and consult with the officers and agents of USA Shooting, render legal advice and assistance as may be requested, and perform any other duties delegated. The Counselor has the right to the floor at any Corporation or Board meeting for explanatory purposes. Except as may be approved by the Board or the Executive Committee, to the extent possible, the Counselor shall receive no salary or other compensation for services, but shall receive reimbursement of necessary expenses, in accordance with USA Shooting's expense reimbursement policy in effect from time to time. The Counselor may serve no more than two four (4) year terms (eight years) without a two (2) consecutive year interruption of service on the Board.

B. 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 at such fees and compensation as agreed upon.

**ARTICLE XVII.
ELECTION OF ATHLETE TO USOC ATHLETES' ADVISORY COUNCIL**

A. Athlete's Advisory Council Representatives. Active Athletes meeting the criteria of Ten-Year List Athletes as defined in Article II A.1.a. being members of USA Shooting shall elect one (1) representative and one (1) alternate from the sport of ISSF Shooting to the USOC AAC. Only Ten-year List Athletes shall be eligible to be elected for such positions and only Ten-

Year List Athletes may vote. The athlete with the most votes shall be the USOC AAC representative and the individual of the opposite sex with the most votes shall be the alternate. The elections for such individuals shall take place and the names of the elected USOC AAC representative and the alternate shall be forwarded to the USOC by the time required under the USOC Bylaws. Such elections shall be made by written or electronic ballot according to the USA Shooting Policies and Procedures Section XVII. In the event of a conflict between Section XVII. and these Bylaws, the Bylaws take precedence

Athletes' Advisory Council Representatives. Any athlete having represented the United States in Olympic, Paralympic, Pan American or other major international competition, within the preceding ten years as measured from the first AAC meeting of the quadrennial. The term "other major international competition" as used herein means only a competition designated by the USOC as an Operation Gold competition, shall elect one (1) representative and one (1) alternate from the Olympic events of ISSF Shooting to the USOC AAC. Only those athletes meeting the preceding definition shall be eligible to be elected for such positions and only athletes meeting the preceding definition may vote. Nominees for the AAC Representative and Alternate must meet the requirements outlined in the USOC AAC Bylaws Article II that include the provisions that neither the AAC Representative nor Alternate may be paid employees of the USOC, any NGB, USP or any city's domestic bid committee for an Olympic Games. Candidates may not have served two previous terms on the AAC as a Representative. The athlete with the most votes shall be the USOC AAC representative and the individual of the opposite sex with the most votes shall be the alternate. The election for such individuals shall take place and names of the elected USOC AAC representative and the alternate shall be forwarded to the USOC by the time required under the USOC Bylaws. Such election shall be made by AAC approved procedures as outlined in USA Shooting Policies and Procedures Section XVII. In the event of a conflict between Section XVII. and these Bylaws, the Bylaws take precedence.

B. Forwarding Names. The CEO-ED or his designee shall promptly forward the name of the elected representative and alternate to the CEO-ED of the USOC within the time required for such submission as required by the USOC.

C. Statement of Procedures Required. In accordance with Section II. D. of the USOC AAC Bylaws, a statement setting forth the aforementioned procedures for the election of athletes to the USOC AAC shall be submitted to the AAC.

ARTICLE XVIII. USOC REPRESENTATION

Appointment of CEO. The CEO-ED of USA Shooting or, in his or her absence, the President, shall be the representative from USA Shooting to USOC committees, functions and the NGB Council, unless otherwise determined by USA Shooting's Board of Directors. Such representative shall keep the Board and the Chairman advised in a timely manner of all matters within the USOC affecting USA Shooting that come to such person's attention. The CEO-ED of USA Shooting or his or her designee shall be responsible for submitting the name of the representative to the USOC as may be required by the USOC.

ARTICLE XIX. REPRESENTATIVES TO THE ISSF

Designation of Representatives. The Directors shall appoint nominees, representatives and alternates to the ISSF, in accordance with the ISSF Official Statutes, Rules and Regulations. Such appointment or nomination shall be made by voice or written vote, if the same is conducted at any meeting of the Board, or upon written ballot if the same is conducted at any other time. No employee of USA Shooting may be an ISSF representative, absent approval of the Board. In each case, the name of the person to be appointed or nominated, as the case may be, shall be submitted to the Board in writing, together with the statement of qualifications and other pertinent information, which shall be obtained by the President or the President's designee for such purpose. Any person appointed to the ISSF as a representative of the NGB shall comply with such reporting and voting requirements as are lawfully imposed by the Board from time to time, including a report within 60 days as to actions taken and the major votes cast by that person, except where the same cannot be disclosed under ISSF Rules and Regulations.

**ARTICLE XX.
ELIGIBILITY**

A. Athlete Eligibility. The eligibility criteria of USA Shooting for athletes shall be the eligibility rules pertaining to ISSF Shooting as issued by the ISSF or its successor(s) as the appropriate international sports federation(s) for the sport of ISSF Shooting. For Olympic and Pan American Games, USA Shooting shall also observe the eligibility standards of the USOC, the IOC and the ISSF.

B. Availability of Rules. Eligibility rules for ISSF Shooting shall be available to new members of USA Shooting upon joining, upon payment of the price for the same; and changes shall be communicated to existing members as they occur, by publication in the standard news publication of USA Shooting, or upon the issuance of revisions of the eligibility rules which are available for purchase.

C. Eligibility Questions. Questions regarding athlete eligibility shall be determined at a meeting of the Executive Committee or Board of Directors when staff cannot satisfactorily resolve such issues. No athlete shall be declared ineligible to participate without notice and an opportunity for a hearing as defined in Article XXII.

**ARTICLE XXI.
CODES OF CONDUCT, MISCONDUCT & CONFLICT OF INTERESTS**

A. Participant Codes of Conduct. A written code of conduct shall be developed and implemented by the CEO-ED and set forth in the policies and procedures of USA Shooting, which shall govern the conduct and behavior that is applicable to all members and participants of USA Shooting conducted competitions and activities, including drug testing requirements, as applicable. Additional Team Rules and Dress Codes are applicable to all shooter athletes earning berths on the U.S. Shooting Team, National Team, National Junior Team, National Development Team and other such supported Teams under the auspices of USA Shooting. The codes shall specify sanctions and penalties for non-compliance including an appeal process providing the opportunity to be heard before a Hearing Panel. Such codes may be amended from time to time by the CEO-ED as may be necessary. The Executive Committee or Board may review and amend such codes when placed on the meeting agenda.

B. Director, Officers and Committee Codes of Conduct. A written code of conduct and dress code shall be adopted by the Board and set forth in the policies and procedures of USA Shooting, which shall govern the conduct, behavior, dress and ethical practices of officers, members of the Board of Directors, Executive Committee, other committees, staff and employees of USA Shooting and members of official delegations. Such codes may be included in the codes established under Section A of this Chapter for participants, or it may be separate codes. Upon election, selection or appointment to the positions described in this section, each person so elected, selected or appointed who is subject to such codes, shall agree in writing to abide by such codes as a precondition of acceptance of the position or appointment. Such codes may be amended from time to time by the CEO-ED as deemed necessary. The Executive Committee or Board may review and amend such codes when placed on the meeting agenda.

C. Member Misconduct. If USA Shooting, any member of USA Shooting or employee of USA Shooting becomes aware of conduct by any organization or individual member that violates the rules, policies or Codes of USA Shooting or is otherwise inconsistent with the Bylaws, rules, policies and procedures adopted by USA Shooting from time to time, including competition and eligibility rules established from time to time (including violations of safety rules), and except for matters reserved for the procedures and dispute resolution established under Chapter XXII herein, or which are required to be resolved by other procedures as required in Chapter XXII Section G, the USAS CEO-ED may consider action to be taken against the member. Upon review of information submitted and upon making the determination that a violation has occurred, the CEO-ED will inform the member in writing of the alleged misconduct and provide the member at least ten (10) calendar days from the time the member receives notice to respond. Such person shall be required to provide a written explanation to the CEO-ED. If the explanation is acceptable to the CEO-ED no further action will be taken. If, however, the response is not acceptable, or if no such response is received, the CEO-ED will respond to the member with an appropriate action as stated in the USAS Code of Conduct. For complaints involving the opportunity to participate in protected competition as referred to in Bylaw Article XXII, the President will appoint a Grievance Hearing Panel and procedures described in Bylaw Article XXII will apply.

D. Conflict of Interest. If any officer, or member of the Board of Directors, Executive Committee, or any other Committee, has a financial interest in any contract or transaction involving USA Shooting, which is being acted on by the Board or Committee in which he or she is a member, such individual shall disclose such interest prior to the action being taken and shall abstain from voting on such matter. Such matter shall be approved by the vote of a majority of the disinterested remaining Directors of such Board or members of such Committee, as the case may be. If such disclosure is not made, USA Shooting shall have the right to void the transaction previously approved or to bring an action against the member benefiting from the same, as provided by law.

ARTICLE XXII.
GRIEVANCE PROCEDURES - OPPORTUNITY TO COMPETE

A. Opportunity to Participate. Except in accordance with the procedures required by this Article XXII, neither USA Shooting nor any member of USA Shooting may deny or threaten to deny an Amateur Athlete, coach, trainer, manager, administrator or official the opportunity to compete or otherwise participate in the Olympic, Pan American Games World Championship competition or other such Protected Competitions as defined in the USOC Bylaws from time to time; nor may USA Shooting, nor any such member of USA Shooting, subsequent to such competition, censure or otherwise penalize any such person who participates in such competitions or any organization which the athlete represents. Any Athlete, coach, trainer, manager, administrator or official who alleges such denial by USA Shooting, or a member of USA Shooting, of a right established in this Article, shall immediately inform the President of USA Shooting, who shall cause an investigation to be made and steps to be taken to settle the controversy without delay. Notwithstanding any efforts taken by the President to settle the controversy, the person affected may refer the matter promptly to the CEO of the USOC for action under Article X of the USOC Bylaws if such Article applies to such dispute.

B. Filing. Any Athlete, coach, trainer, manager, administrator or official may file a written grievance in the form of a complaint with the President alleging a violation of such person's opportunity to participate under these Bylaws, the Amateur Sports Act, or the USOC Bylaws. The complaint shall include the following:

1. The identity of the complainant;
2. The identity of the member(s), Board(s), or Committee(s) of USAS against whom the grievance is directed;
3. A clear and concise statement of the facts giving rise to the grievance, including the action at issue, the specific Articles of Incorporation, Bylaws, USAS Codes, policies or procedures which are alleged to have been violated by the action, the parties involved in the action, and the harm to the complainant as a result of the action. The factual allegations shall be set forth in numbered paragraphs with each paragraph containing a single factual allegation.
4. A statement of the specific remedies sought shall be included with any grievance;
5. The signature of the complainant under oath (and the signature of the parent or legal guardian if he/she is under 18 years of age and;
6. A filing fee of \$250 to be returned if final results are found in favor of the complainant.

C. Notice and Hearing. Notice and an opportunity for hearing shall be accorded to any Amateur Athlete, coach, trainer, manager, administrator, or official named as a respondent, under the provision of this Article before USA Shooting declares such individual ineligible to participate in any Protected Competition. This includes the right to an expedited hearing in the event that a Protected Competition is scheduled so that an expedited proceeding is necessary.

D. Grievance Process and Procedures:

1. Exhaustion of Remedies. It being the policy of USA Shooting to provide for fair, expeditious and economical resolution of disputes, unless the USOC otherwise demands, any person aggrieved under this Chapter shall exhaust his or her remedies under the procedures established herein, prior to seeking remedy through the USOC and institution of a demand for arbitration.

2. The Investigator. Upon receipt of a grievance or complaint, the President of USA Shooting will appoint an investigator for that case. The investigator shall not be involved in the conduct that is the subject of the complaint, shall not be related personally to the complainant by blood or marriage, and shall not be a member of an organization (other than this Corporation) which is directly involved in the complaint.
3. The Investigation. The investigation of the complaint shall at least include a collection of all relevant documents and interviews (when practical) with such person filing the grievance, the adverse party and other persons having information related directly to the subject matter of the complaint. The investigation shall be completed promptly and within thirty (30) calendar days of the appointment of the investigator.
4. Mediation of the Complaint. Within fifteen (15) calendar days of the end of the investigation, the Investigator shall present a written report of the investigation and recommendation as to the appropriate disposition of the complaint. Without being limited to that recommendation, the CEO-ED may then attempt to mediate the dispute to the satisfaction of the Parties. If mediation is successful, the agreed upon resolution shall be recorded by the CEO-ED in a form which includes written acknowledgment to the Parties of the resolution and copies of which are sent to the President and, in the case of an athlete, the USOC AAC representative. Such report may be kept confidential, if appropriate to protect the sensitivities and resolutions of the dispute.
5. Grievance Hearing Panel. If the CEO-ED is unable to mediate the dispute to the satisfaction of the parties within ten (10) calendar days of the receipt of the investigator's report, the CEO-ED will notify the President to appoint a minimum of three (3) members to a Grievance Hearing Panel to serve as the group which will hear the grievance (hereinafter, the "Grievance Hearing Panel"). These appointments shall be subject to the following:
 - a. The appointment of the three (3) member Grievance Hearing Panel will include an athlete.
 - b. A Chair of the Grievance Hearing Panel will be designated.
 - c. A counselor shall be appointed to assist the Grievance Hearing Panel.
6. The Hearing. The Grievance Hearing Panel shall convene within thirty (30) calendar days of the end of mediation to hear evidence, make findings of fact, and determine the issues raised. All interested Parties shall have the right to counsel at such person's own cost, present evidence in support or in opposition to the grievance, to examine and cross-examine witnesses, and to present such factual or legal claims as will support their positions. Each party shall bear its own expenses in connection with such hearing. A summarized record of the proceedings will be made by the Grievance Hearing Panel. The rules of evidence shall not be strictly enforced and the burdens of proof and of going forward shall be on the person filing the grievance. The Grievance Hearing Panel shall expeditiously conduct its hearing and report its findings of fact and decisions of the Grievance Hearing Panel to the Board of Directors and all interested parties involved in such matter. The Grievance Hearing Panel shall have the power to render decisions of probation or suspension for a specified period of time or order such relief as it deems appropriate (e.g. letter of apology or restitution including payment for damaged equipment), but may not impose monetary fines as part of its penalty. The decision of the Grievance Hearing Panel shall be final and binding on all parties, except to the extent that the matter may be pursued under Article IX of the USOC Bylaws or in arbitration in accordance with the USOC Bylaws of the Amateur Sports Act. The reports and other recommendations may, if the Hearing Panel so determines, be subject to confidentiality requirements of the recipients thereof, in appropriate cases.
7. Expedited procedure. If a person files a grievance that challenges a rule or decision affecting eligibility to participate in an event which is Protected Competition, and where it is clearly demonstrated that established grievance procedures will preclude participation in such competition to which such person had been or would have been entered, then such person may, as part of his/her complaint, request an Expedited Resolution Procedure as follows:
 - a. In response to such request, within 24 hours the CEO-ED will:

- 1). Send to the person filing the grievance a notice acknowledgment receipt of the complaint.
- 2) Send to any adverse party a notice of the filing of the complaint, where no notice be sent if the adverse party is USA Shooting. The notice should include a copy of the complaint.
- 3) Notify the President.

b. The CEO-ED will have five days to mediate the dispute to the satisfaction of the Parties;

c. If the grievance is not resolved, the President will appoint a Grievance Hearing Panel, which will convene, hold an expedited hearing and shall render a decision within ten (10) business days from appointment.

d. At the option of the Chairman, the Hearing may be conducted telephonically.

e. If a decision on the complaint cannot be rendered prior to the time of such competition, such person shall be permitted to compete in that competition, unless such person poses a serious and significant threat to other persons, competitors, or the general public, as determined by the Executive Committee.

E. General. All notices, reports and decisions under this Article shall be made in writing and delivered in person by registered or certified mail, or other form of delivery creating a record of receipt. Such matters may be subject to a confidentiality obligation in appropriate circumstances as determined by the Grievance Hearing Panel. Participation in grievance procedures shall be deemed to constitute agreement to be bound by the provisions of this Section and decisions rendered in accordance therewith, subject to the provisions of arbitration.

F. Arbitration. For any dispute not resolved in accordance with the foregoing, or upon demand by the USOC, USA Shooting shall submit to binding arbitration conducted under the auspices of the American Arbitration Association in accordance with its commercial rules then pertaining: (i) any controversy involving its recognition as a national governing body for sport of ISSF Shooting, as provided for in the USOC Bylaws and Section 220522 of the Amateur Sports Act, or (ii) any controversy involving the opportunity of any Amateur Athlete, coach, trainer, manager, administrator, or official to participate athletic competition in the sport of ISSF Shooting, as provided for in the USOC Bylaws. Such arbitration shall be a hearing conducted de novo. The losing party shall pay the costs of such arbitration. In no event shall a claim for arbitration be made by any such person later than sixty days (60) after the date of denial of the right that is the subject matter of the complaint.

ARTICLE XXIII. SANCTIONING OF AMATEUR ATHLETIC COMPETITIONS

A. Policy. The sanctioning policy of USA Shooting for International Amateur Athletic Competition in sport of ISSF Shooting shall be as follows:

1. An Amateur Sports Organization or person may be granted a sanction under this Section only if the organization or person meets the following requirements:

a. The organization or person must pay USA Shooting the required sanctioning fee, which must be reasonable and nondiscriminatory.

b. To hold an International Amateur Shooting Competition in the sport of ISSF Shooting within the United States, such Amateur Sports Organization or person must:

i. Submit to the NGB an audited or notarized financial report of similar events, if any, conducted by the applicant;

- ii. Demonstrate that:
 - (a) Appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in Amateur Athletic Competition;
 - (b) Appropriate provision has been made for validation of records recognized by USA Shooting that may be established during the competition;
 - (c) Due regard has been given to any International Amateur Athletic requirements specifically applicable to the competition;
 - (d) The competition will be conducted by qualified officials;
 - (e) Proper medical supervision will be provided for athletes who will participate in the competition; and
 - (f) Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

- c. To sponsor United States Amateur Athletes to compete in international Amateur Athletic Competition in the sport of ISSF Shooting held outside the United States, such Amateur Sports Organization or person must:
 - i. Submit a report of the most recent trip to a foreign country, if any, that the organization or persons sponsored for the purpose of having United States Amateur Athletes compete in International Amateur Athletic Competition; and
 - ii. Submit a letter from the appropriate entity that will hold the International Amateur Athletic Competition certifying that the following have been met:
 - (a) Appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in Amateur Athletic Competition;
 - (b) Appropriate provision has been made for the validation of records recognized by USA Shooting that may be established during the competition;
 - (c) Due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 - (d) The competition will be conducted by qualified officials;
 - (e) Proper medical supervision will be provided for athletes who will participate in the competition; and
 - (f) Proper safety precautions have been taken, to protect the personal welfare of the athletes and spectators at the competition.

**ARTICLE XXIV.
INDEMNIFICATION**

A. Indemnification. USA Shooting shall indemnify each of its present or former Directors, officers, employees, or official representatives, or any person who is or was serving another Corporation or other entity in any capacity at the request of

USA Shooting against all expenses actually and reasonably incurred by such person (including, but not limited to, judgments, costs and counsel fees) in connection with the defense of any pending or threatened litigation to which such person is, or is threatened to be made, a party because such person is or was serving in such capacity. This right of indemnification may also apply to expenses of litigation which is compromised or settled, including amounts paid in settlement, if USA Shooting approves such settlement as provided in Section B of this Article. An individual listed above shall be indemnified if the individual acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of USA Shooting. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the individual did not act in good faith or in a manner the individual reasonably believed to be in or not opposed to the best interests of USA Shooting.

B. Amount of Indemnification. Any amount payable as indemnification pursuant to this Chapter may be determined and paid by USA Shooting upon a determination by majority vote of the Board of Directors, not including those members who have incurred expenses in connection with the litigation for which indemnification is sought, that the individual in question has met the standard of conduct set forth in paragraph A. above. If no such disinterested Board members are available, the required determination may be made either (a) by the Counselor of USA Shooting in a written opinion, or (b) by a majority vote of the members of USA Shooting.

C. Advancement of Expenses. Any expenses incurred by a qualified individual in connection with the defense of any litigation may be paid by USA Shooting in advance of a final disposition of such litigation upon receipt of a written commitment by such person or repay the amount advanced if it is determined under paragraph B. hereof that such person is not entitled to be considered for indemnification pursuant to this Article.

D. Insurance. The Board of Directors may, at its discretion, authorize the purchase of insurance on behalf of any persons potentially indemnifiable under this Article. Such insurance may include provisions for indemnification of such persons for expenses of a kind not subject to indemnification pursuant to this Article.

ARTICLE XXV. ADMINISTRATIVE, FISCAL AND LEGAL MATTERS

A. Deposits. All funds of USA Shooting not otherwise employed shall be deposited from time to time to the credit of USA Shooting in such banks, trust companies or other depositories as the Board of Directors or the Treasurer, as authorized, may select.

B. Imprest Accounts. The Board may establish separate accounts employing the imprest system for the liquidation of obligations requiring prompt payment and for payroll obligations requiring prompt payment, and it may authorize checks to be drawn thereon upon the facsimile of any one (1) officer or employee.

C. Bonding. Corporate fidelity bonds may, in the discretion of the Board, be obtained at the expense of USA Shooting in a form and amount approved by the Board, indemnifying USA Shooting against losses resulting from infidelity, defalcation, or misappropriation by officers, employees, or agents of funds, property, or assets owned by or under the control of USA Shooting.

D. Liability Insurance. USA Shooting shall secure comprehensive liability insurance coverage, including insurance for athlete/participant injury liability, protecting USA Shooting from liability losses in such amounts and coverages as the CEO or the majority of the Board may approve from time to time.

E. Fiscal Year. The fiscal year of USA Shooting shall begin on the 1st day of January and shall end on the 31st day of December in each year.

F. Audit Schedule. The Board shall select an independent certified public accountant to audit the books and financial records of USA Shooting for the year. After completing the audit, the auditor shall submit an audit report to the Board, and as soon thereafter as reasonable possible, a copy of such audit report shall be available for each Director of USA Shooting before the next annual meeting.

- G. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of USA Shooting, and such authority may be general or confined to specific instances.
- H. **Loans.** No loans shall be contracted on behalf of USA Shooting and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- I. **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of USA Shooting, shall be signed by such officer or officers, agent or agents of USA Shooting and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- J. **Seal.** The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of USA Shooting, the words "State of Colorado" and in the center shall be the words "Corporate Seal", and such seal is hereby adopted as the corporate seal of USA Shooting.
- K. **Principal Office.** Unless otherwise determined by the Board and the requisite filings made according to law, the principal office of Corporation shall be located at 1 Olympic Plaza, Colorado Springs, Colorado; provided, however, that offices may also be established and maintained in any of the states of the United States, its territories or possessions, as may from time to time be authorized by the Board of Directors.
- L. **Filing.** Any member of USA Shooting may file a written grievance in the form of a complaint with the Secretary pertaining to any matter within the cognizance of USA Shooting, and alleging a violation of any provision of these Bylaws, the Amateur Sports Act, or the USOC Bylaws. At the time of 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 in Chapter XXII 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.

**ARTICLE XXVI.
DUTIES REGARDING OLYMPIC SYMBOLS AND TERMINOLOGY**

USOC Cooperation. USA Shooting shall cooperate in every way reasonably possible with the USOC and the CEO of the USOC in preventing the unauthorized use of the names, symbols, emblems, terminology and trademarks of the USOC or the word "Olympic" and its derivatives, as well as symbolic equivalents thereof, the Olympic rings, or the United States Olympic Emblem as described in the Amateur Sports Act.

**ARTICLE XXVII.
AMENDMENTS TO BYLAWS**

- A. **Amendment.** These Bylaws may be amended or repealed by the affirmative vote of two-thirds of the entire Board of Directors cast at any meeting of the Board of Directors, provided that notice of such proposed amendment or repeal be contained in the notice of the meeting. Such notice of a proposed amendment or repeal of the Bylaws shall be included in the notice of such meeting upon documented petition of at least five Directors or by majority of the Executive Committee.
- B. **Recommendations.** All proposed amendments shall be forwarded to the CEO-ED who shall provide a report of recommendations on all proposed amendments, both as to substance and form within 60 days of receipt of the proposal, to the Executive Committee for determination as to the submission to the Board.
- C. **Member Proposals.** Members of USA Shooting may propose Bylaw changes in accordance with this Article. Proposed amendments to the Bylaws may be submitted by USA Shooting members in good standing to the Secretary USA Shooting when accompanied by 100 supporting signatures of USA Shooting members in good standing, at least sixty (60) days in advance of the Board meeting to consider the same.

D. Compliance with Laws. All proposed amendments submitted to the Board for consideration must comply with applicable laws, including the Articles of Incorporation, the Colorado Nonprofit Corporation Act, the Amateur Sports Act, the USOC Bylaws, and general principles of corporate law and must conform to other sections and chapters of these Bylaws not being affected. All such proposed amendments shall include a written analysis showing such and shall be subject to a determination by the Counselor that such compliance has been obtained, prior to submission to a vote.

E. Exclusive Procedure. Except for proposed amendments distributed in accordance with the procedure outlined above, no other amendment or repeal of the Bylaws shall be considered by a meeting of the Board of Directors, nor shall any proposed amendment to an amendment as proposed be considered, unless the same merely goes to the form and not the substance thereof. Nevertheless, if more than one amendment has been proposed on the same subject matter, and there are substantive differences between such amendments, the meeting may, after due consideration of such proposals, adopt a compromise of substance as well as form, and if the adoption of an amendment as proposed or amended or compromised is inconsistent or in conflict with other parts of the Bylaws or the laws established in paragraph D., the meeting may adopt conforming amendments appropriate to the case.

F. Effective Date of Amendments. Such amendments shall be effective when approved by the Board as provided herein, or at such later date as may be specified in the proposal.

**ARTICLE XXVIII.
SAVING CLAUSE**

Literal Compliance Not Required. Failure of literal or complete compliance with provisions of these Bylaws with respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the members at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the Board of Directors, Committees or other body so affected.

EXHIBIT B

BYLAWS OF THE UNITED STATES OLYMPIC COMMITTEE

Effective as of March 8, 2013

SECTION 1

NAME, OFFICES, AND DEFINITIONS

Section 1.1 The Corporation. The name of this organization, incorporated by an Act of Congress on September 21, 1950, as amended August 10, 1964, November 8, 1978, July 8, 1980 and October 21, 1998 (36 USC §§ 220501-220529) (the "Act"), shall be the United States Olympic Committee (the "corporation"), and the corporation shall be exempt from taxation within the meaning of Section 501(c)(3) of the Internal Revenue Code. To the extent that the Act refers to the corporation's "constitution and bylaws," such reference shall be deemed to refer to this document (the "Bylaws").

Section 1.2 Business Offices. The principal office of the corporation is located at One Olympic Plaza, Colorado Springs, Colorado 80909. The registered office of the corporation may be, but need not be, the same as the principal office, and the address of the registered office may be changed from time to time by the Board.

Section 1.3 Definitions. As used in these Bylaws the term:

- a) "AAA" means American Arbitration Association;
- b) "AAC" means the corporation's Athletes' Advisory Council;
- c) "amateur athlete" means any athlete who meets the eligibility standards established by the National Governing Body or Paralympic Sports Organization for the sport in which the athlete competes;
- d) "amateur athletic competition" means a contest, game, meet, match, tournament, regatta, or other event in which amateur athletes compete;
- e) "amateur sports organization" means a not for profit corporation, club, federation, union, association, or other group organized in the United States that sponsors or arranges any amateur athletic competition;
- f) "ANOC" means the Association of National Olympic Committees;
- g) "Board" means the corporation's board of directors;
- h) "CEO" means the corporation's chief executive officer;
- i) "Chair" means the chairman of the corporation's Board of Directors;
- j) "Code" means the Code of Conduct as defined in Section 12 of these Bylaws;
- k) "corporation" means the United States Olympic Committee;
- l) "IF" means the international federation for a particular sport;
- m) "international amateur athletic competition" means any amateur athletic competition between any athlete or athletes representing the United States, either individually or as a part of a team, and any athlete or athletes representing any foreign country¹;

¹ This term is not intended to be limited to athletes or teams known as "national" teams of the United States. In the context of this definition, it is intended that any United States amateur sports organization that wishes to conduct or sponsor amateur athletic competition between United States amateur athletes, or teams of United States amateur athletes representing such organization and athletes or teams of amateur athletes representing a foreign country or institution, must obtain a sanction from the appropriate NGB or PSO. Correlatively, an NGB or PSO must sanction such international amateur athletic competition upon satisfaction by the applicant organization of the objective and nondiscriminatory sanction criteria

- n) "IOC" means the International Olympic Committee;
- o) "IPC" means the International Paralympic Committee;
- p) "members" means those organizations accepted into the membership of the corporation as provided for in Section 8 of these Bylaws;
- q) "NGB" means a National Governing Body that is an amateur sports organization recognized by the corporation in accordance with Section 8 of these Bylaws;
- r) "NGB Council" means the corporation's National Governing Bodies Council;
- s) "OCOG" means an Organizing Committee for the Olympic Games or the Olympic Winter Games, as applicable;
- t) "Olympic Games" means either the summer Olympic Games or the Olympic Winter Games as applicable unless specified otherwise;
- u) "PASO" means the Pan American Sport Organization, a confederation of national Olympic committees from the Americas;
- v) "PSO" means a Paralympic Sport Organization that is an amateur sports organization recognized by the corporation in accordance with Section 8 of these Bylaws;
- w) "protected competition" means:
 - 1) any amateur athletic competition between any athlete or athletes officially designated by the appropriate NGB or PSO as representing the United States, either individually or as part of a team, and any athlete or athletes representing any foreign country where (i) the terms of such competition require that the entrants be teams or individuals representing their respective nations and (ii) the athlete or group of athletes representing the United States are organized and sponsored by the appropriate NGB or PSO in accordance with a defined selection or tryout procedure that is open to all and publicly announced in advance, except for domestic amateur athletic competition, which, by its terms, requires that entrants be expressly restricted to members of a specific class of amateur athletes such as those referred to in Section 220526(a) of the Act; and
 - 2) any domestic amateur athletic competition or event organized and conducted by an NGB or PSO in its selection procedure and publicly announced in advance as a competition or event directly qualifying each successful competitor as an athlete representing the United States in a protected competition as defined in 1) above.
- x) "sanction" means a certificate of approval issued by an NGB or PSO in accordance with Section 220525 of the Act;
- y) "quadrennium" means the four year (4-year) period that begins on the first day of January after the summer Olympic Games and extends until the last day of December following the next summer Olympic Games; and
- z) "US Olympians" means an organization or association of U.S. Olympians and

set forth in Section 220525 of the Act. This definition is not intended to change the prevailing practices that vary from sport to sport with respect to sanctioning of regular "border" scholastic or collegiate competition between American and Canadian or Mexican educational institutions, nor is any provision in these Bylaws intended to authorize an NGB or PSO to designate or select (as distinct merely from certifying on request the eligibility or amateur status of) United States amateur athletes or a team of United States amateur athletes to participate in an international competition other than one involving a United States national team.

such other individuals as the organization or association may determine, that is recognized by the corporation as representing such group.

Section 1.4 Jurisdiction. The corporation shall enforce and comply with all rules and regulations of the IOC, including the Olympic Charter, IPC and PASO. In addition, the corporation shall abide by the World Anti-Doping Code. Pursuant to the authority granted by the IOC, IPC and PASO, the corporation shall have exclusive jurisdiction to enter competitors who will represent the United States in the Olympic Games, the Paralympic Games, the Pan American Games, the ParaPan American Games and the Youth Olympic Games and to enforce in connection therewith the definition of an eligible athlete adopted by the IOC, IPC and PASO. The corporation shall be and remain autonomous from political influence in accordance with the Olympic Charter.

SECTION 2

THE MISSION

Section 2.1 Mission Statement. The mission of the corporation shall be: To support U. S. Olympic and Paralympic athletes in achieving sustained competitive excellence while demonstrating the values of the Olympic Movement, thereby inspiring all Americans.

Section 2.2 Review of Mission Statement. The Board shall review and assess the mission of the corporation on an ongoing basis, and in all events at least at the last regularly scheduled Board meeting at the end of the first year of each quadrennium, to ensure that it serves as an appropriate guide for strategic planning and decision making.

Section 2.3 Purposes. The purposes of the corporation are set forth in Section 220503 of the Act and shall be reviewed and prioritized by the Board on an ongoing basis as part of an annual strategic planning process.

SECTION 3

THE BOARD

Section 3.1 General Powers. The business and affairs of the corporation shall be overseen by the Board, except as otherwise provided in the Act or these Bylaws. The Board shall have ultimate authority over the business, policies, affairs, and activities of the corporation, including, but not limited to, the authority:

- a) to elect members of the Board, following receipt of the recommendations of the Nominating and Governance Committee and to elect the Chair;
- b) to remove the Chair or any other member of the Board or any Committee for cause or not for cause;
- c) to elect one member of the Board to act as, and be referred to internationally as, the President of the U.S. Paralympics;
- d) to hire, fire, evaluate and set the compensation for the CEO;
- e) to enact, amend, or repeal provisions of these Bylaws;
- f) to admit new members, to reclassify and to terminate the membership of members, as provided by these Bylaws;
- g) to receive and review the reports of the CEO and committees and task forces;
- h) to approve the selection of independent auditors;
- i) to maintain a culture of ethical behavior and compliance throughout the corporation;
- j) to achieve as much transparency in the operations of the corporation as is reasonably achievable and to keep the attendees at the Olympic and Paralympic Assembly and the stakeholders in the Olympic and Paralympic movements in the United States informed about the business and operations of the corporation; and
- k) to take such other action as is customary for a board of directors of a corporation.

Further, the Board shall:

- a) set the strategic plan, budget and corporate performance measures;
- b) create policy direction for the CEO and staff on significant issues facing the corporation;
- c) monitor the financial reporting process and the legal and regulatory compliance program;
- d) set policy on capital structure, financial strategies, borrowing commitments and long range financial planning;
- e) monitor the corporation's assets to ensure that they are being properly protected;
- f) ensure that the Board is properly structured and is capable of acting in case of an unforeseen corporate crisis; and
- g) conduct an annual review of the corporation's performance and effectiveness and determine future actions required to achieve the corporation's mission.

The Board may seek assistance in these tasks from the committees it appoints, but the Board shall remain ultimately responsible for ensuring these tasks are carried out appropriately.

Section 3.2 Composition and Voting. The composition of the Board shall be as follows:

- a) six independent members (“independent directors”) elected by the Board from among individuals recommended by the Nominating and Governance Committee pursuant to the process set out in Sections 3.5 and 5.6 of these Bylaws;
- b) three members elected by the Board from among individuals recommended by the Nominating and Governance Committee from slates of candidates nominated by the NGB Council pursuant to the process set out in Sections 3.5 and 5.6 of these Bylaws;
- c) three members elected by the Board from among individuals recommended by the Nominating and Governance Committee from slates of candidates nominated by the AAC pursuant to the process set out in Sections 3.5 and 5.6 of these Bylaws;
- d) the United States members of the IOC, who assume their positions as directors on the corporation’s Board by virtue of, and for the same term as, their IOC membership; and
- e) the CEO of the corporation, as an ex officio member.

In electing directors and advising the Nominating and Governance Committee regarding criteria sought in new Board members, the Board shall ensure that there is (1) at least one director on the Board who has leadership experience within, or other substantial experience with, Paralympic sport in the United States, and (2) at least two directors on the Board who competed in the Olympic Games at some time during their lives. In the event that vacancies occur in Board positions such that the Board does not contain appropriate representation as referenced in the foregoing sentence, then the Board shall direct the Nominating and Governance Committee to use its best efforts to recruit Board members to replace such vacancies or vacated positions within six (6) months.

The IOC members for the United States shall each have one vote, and the other directors except the CEO shall each have a vote equal to the number of United States members of the IOC who are at that time serving on the corporation’s Board. The CEO shall not be entitled to vote.

The IOC members for the United States and all the other members of the Board shall be entitled to participate in discussions and (except the CEO) vote on all issues presented to the Board as to which they do not have a conflict of interest. All Board members shall disclose any actual or potential conflict of interest prior to participating in a discussion or vote on any matter pertaining to such conflict.

The Board shall hold at least one executive session, during the last regularly scheduled Board meeting each year, at which the CEO, notwithstanding his status as a member of the Board, shall not be present, specifically for the purpose of discussing the CEO’s performance.

Section 3.3 AAC and NGB Council Nominated Directors. All AAC and NGB Council nominated directors shall be reviewed by the Nominating and Governance Committee in accordance with the process set out in Section 5.6 of these Bylaws and elected to the Board in accordance with Section 3.5 of these Bylaws. The members of the Board elected from among individuals nominated by the AAC and the NGB Council, along with the United States members of the IOC, shall represent the Olympic sports in the United States and the NGBs for those sports, and shall collectively constitute a majority of the membership and voting power of the Board.

Section 3.4 Independence. A director will not be considered an “independent director” for purposes of Section 3.2 of these Bylaws if, at any time during the two years preceding commencement of or during his or her term or position as a director:

- a) the director was employed by or held any paid position or any volunteer governance position with the corporation, a corporation-member sports governing body, the IOC, the IPC, an OCOG, PASO or ANOC;
- b) an immediate family member of the director was employed by or held any paid position or any volunteer governance position with the corporation, a corporation-member sports governing body, the IOC, the IPC, an OCOG, PASO or ANOC;
- c) the director was affiliated with or employed by the corporation’s outside auditor or outside counsel;
- d) an immediate family member of the director was affiliated with or employed by the corporation’s outside auditor or outside counsel as a partner, principal or manager; or
- e) the director held a paid position or any volunteer governance or leadership position with, the AAC, NGB Council, or the Multisport Organizations Council.

A director will not be considered independent if at any time during the two years preceding commencement of or during his or her term or position as a director the director receives any compensation from the corporation, directly or indirectly. For purposes of this rule, compensation does not include reimbursement of out of pocket expenses incurred for the benefit of the corporation or receipt of any benefits, subsidies or payments generally available to athletes or elite athletes to support their training.

A director will not be considered independent if at any time during the two years preceding commencement of or during his or her term or position as a director the director is an officer, member of senior management, controlling shareholder, or partner of a corporation or partnership or other business entity that has a material business relationship with the corporation and the director was/is directly involved in or oversees/oversaw the business relationship.

A director will not be considered independent if at any time during the two years preceding commencement of or during his or her term or position as a director the director or the director’s spouse is an officer, employee, director, or trustee of a nonprofit organization to which

the corporation or the U.S. Olympic Foundation makes payments in any year in excess of 5 percent of the organization's consolidated gross annual revenues, or \$100,000, whichever is less. The Ethics Committee also will administer standards concerning any charitable contributions to organizations otherwise associated with a director or any spouse or other family member of the director. The corporation shall be guided by the interests of the corporation and its stakeholders in determining whether and the extent to which it makes charitable contributions.

The definitions of independence set out in this Section 3.4 for "independent directors" shall also be used to determine whether an individual is independent for other purposes, as set forth in these Bylaws. For example, when a member of the Ethics Committee or the Nominating and Governance Committee is required to be independent, these definitions of independence shall be applied.

When the guidelines in this Section 3.4 do not address a particular relationship, the determination of whether the relationship is material, and whether a director is independent, will be made by the Nominating and Governance Committee if it concerns a person nominated or under consideration for selection to be a member of the Board or to be a member of the Ethics Committee or the Nominating and Governance Committee. If the issue concerns an individual who is already serving as a member of the Board, the Ethics Committee, or the Nominating and Governance Committee, the determination shall be made by members of the Board who occupy the independent director seats on the Board (with the Board member whose independence is at issue not voting if the issue concerns a current member of the Board), after receiving the recommendation of the Nominating and Governance Committee.

The Nominating and Governance Committee may determine that, in its judgment, a director who does not meet these guidelines strictly nonetheless, under all the facts and circumstances, does not have a relationship with the corporation or any organization, entity, or individual associated with the corporation that would interfere with the perception or reality of the director's independent judgment, and that such a person may nevertheless be independent or an independent director under these Bylaws.

The Nominating and Governance Committee shall review at least annually the independence of "independent directors" and others who are required by these Bylaws to be independent.

Section 3.5 Selection to the Board. When a Board seat is going to become available due to a current director's term ending, or becomes available due to the resignation or removal of a director, the Board shall have the right, but not the obligation, to provide the Nominating and Governance Committee with a written description of the qualifications, skills and experiences the Board feels would be beneficial to the corporation in its next Board member. The Nominating and Governance Committee shall then solicit, review and, if appropriate, interview candidates for such Board seat and shall recommend one candidate for the Board to consider in filling each available Board seat in accordance with the process set out in Section 5.6 of these Bylaws. Candidates proposed by the Nominating and Governance Committee for consideration by the Board shall be accompanied by a written description setting forth the Nominating and Governance Committee's views regarding the qualifications, skills and experiences making each

candidate a good selection for the Board. The Board shall then, at a duly noticed meeting, vote upon each candidate so recommended by the Nominating and Governance Committee. Election of new members to the Board shall be by majority vote. The Board shall accompany such vote with feedback on each candidate, either confirming the views of the Nominating and Governance Committee or specifying any differing views of the Board. In the event the Board elects a candidate or candidates recommended by the Nominating and Governance Committee, the views of the Board and the Nominating and Governance Committee regarding the qualifications, skills and experiences that led the Board to elect such candidate(s) shall promptly be made public. In the event the Board does not elect a candidate recommended by the Nominating and Governance Committee, as soon as possible thereafter, the Nominating and Governance Committee shall provide the Board with an alternative candidate, again accompanied by a written description setting forth the Nominating and Governance Committee's views regarding the qualifications, skills and experiences of the new candidate. This process shall continue until the Board elects a candidate recommended by the Nominating and Governance Committee and the open Board seat is filled.

Section 3.6 Term for Directors.

Section 3.6.1 General. The term limit for a member of the Board shall not exceed eight consecutive years, consisting of an initial period of four (4) years and a subsequent period of four (4) years that is subject to a vote of retention by the Board as provided in Section 3.23 of these Bylaws, except that:

- a) the term for the CEO shall continue for so long as the CEO continues in that capacity and shall terminate immediately upon termination of the CEO's employment as CEO (for any reason, whether voluntary or involuntary);
- b) the term for the United States members of the IOC shall continue for so long as such persons continue in their capacity as United States members of the IOC and shall terminate immediately upon termination of such IOC membership (for any reason, whether voluntary or involuntary);
- c) the term for the Chair shall be as provided in Section 3.9.2 of these Bylaws; and
- d) when a director is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, (i) if the remaining term is for less than two (2) years, then the director's service during such shortened term shall not count towards the eight-year limitation described above; and (ii) if the remaining term is for between two (2) and four (4) years, then the director's service during such shortened term shall count as four-years towards the eight-year limitation described above.

Section 3.6.2 Terms of Office to be Staggered. The terms of office of members of the Board (other than the CEO and the United States members of the IOC) shall be staggered, such that one-quarter of the Board (or as near to one-quarter as practicable, and without counting the CEO and the United States members of the IOC) shall be elected by the Board pursuant to Section 3.5 of these Bylaws every other year as contemplated in Section 3.6.3 of these Bylaws. In order to accomplish this staggering, the Board has been divided into four classes (which do

not include the CEO or the United States members of the IOC). The Secretary shall maintain a list of Board members and their terms of office.

Section 3.6.3 Term Completions. The Board members' staggered terms shall end on December 31 of every even-numbered year (2012, 2014, etc.) and new Board members' terms of office shall begin on January 1 of every odd-numbered year (2011, 2013, 2015, etc.); provided, however, that each director shall hold office until such director's successor shall have been elected and qualified, or until such director's earlier death, disability, resignation, disqualification, incapacity or removal.

Section 3.7 Qualifications. Directors must be citizens of the United States and at least eighteen years old.

Section 3.8 Resignations/Vacancies/Removal. A director's position on the Board may be declared vacant upon the resignation, removal, incapacity, disability, disqualification or death of a director. Any director may resign at any time by giving written notice to the Secretary of the corporation. 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. Directors shall be removed by the Board if they fail to attend in person more than one half of the regular meetings of the Board during any twelve-month period, unless they are able to demonstrate to the other members of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent director can be removed by a vote of the majority of the voting power of the directors then in office (not including the voting power of the absent director, who shall not be eligible to vote on such matters). Directors may also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Board member to be heard by the Board, upon the affirmative vote of at least two-thirds of the voting power of the directors then in office (excluding the voting power of the director in question). Directors may also be removed not for cause at any duly noticed meeting of the Board upon the affirmative vote of at least three-fourths of the voting power of the directors then in office (excluding the voting power of the director in question). Any vacancy occurring in the Board shall be filled as set forth for the election of that member of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office. No director shall be subject to removal based upon how they vote as a director, unless such voting is determined to be part of a violation of the Code of Conduct.

Section 3.9 The Chair.

Section 3.9.1 Duties. The Chair shall:

- a) preside at all meetings of the directors;
- b) have primary responsibility for ensuring that the Board carries out its responsibilities under these Bylaws and applicable laws;
- c) appoint, with approval of the Board, Board members to Board committees as appropriate;
- d) work with the CEO on a cooperative basis as necessary to manage key international relationships (including, without limitation, by executing

cooperation and other international agreements on behalf of the corporation as appropriate), with the allocation of international responsibilities between the CEO and the Chair to be determined by the Board in the event of a conflict between the two;

- e) be referred to internationally as the President of the U.S. Olympic Committee; and
- f) have and may exercise such powers and perform such other duties as may be specified in these Bylaws and/or assigned from time to time by the Board.

Section 3.9.2 Term. The Chair shall be elected for a four (4) year term from among then seated Board members in good standing at the last duly noticed Board meeting of the year in every year in which the summer Olympic Games are held. Election of the Chair shall be by majority vote of the voting power of the directors then in office. There shall be no limit on the number of consecutive four (4) year terms a director may be elected Chair. The Chair shall hold office until the Chair's successor shall have been duly elected and shall have qualified, or until the Chairs' earlier death, resignation, disability, disqualification, incapacity or removal. For the sake of clarity, and notwithstanding the term limits set forth in Section 3.6.1 of these Bylaws, a director who is the Chair at the conclusion of his or her term as a member of the Board shall be eligible to continue to serve as a director in his/her category of director (as specified in Section 3.2 of these Bylaws) and the Chair for consecutive four year terms thereafter, for so long as the Board shall determine. Further, if a director serves for longer than eight (8) total years by virtue of being the Chair, and is subsequently removed from the Chair position, such director shall, unless the Board determines otherwise, complete his/her then current four (4) year term as a director.

Section 3.9.3 Compensation of the Chair. The Chair shall not receive compensation for his or her services, but he/she shall be reimbursed for reasonable expenses incurred by him/her in the course of performing his/her duties, subject to the expense reimbursement policies of the corporation.

Section 3.9.4 Removal. The Board may remove the Chair (for cause or not for cause) from serving as the Chair of the Board at any time prior to the expiration of the Chair's term as Chair. The Chair may be removed for cause by the affirmative vote of two-thirds of the voting power of the directors then in office (excluding the voting power of the Chair). The Chair may be removed not for cause by the affirmative vote of not less than three-fourths of the voting power of the directors then in office (excluding the voting power of the Chair). Removal from serving as Chair shall not, in and of itself, constitute removal from the Board. Selection to serve as the Chair or as a director shall not in itself create any contract rights.

Section 3.10 Regular Meetings. Regular meetings of the Board shall be held in person at the time and place determined by the Board. The Board shall hold a minimum of four regular meetings per calendar year, but it may hold additional regular meetings. At least one regular meeting of the Board shall be held in association with the Olympic and Paralympic Assembly. The last regularly scheduled meeting of the Board during each year shall (in the absence of unforeseen circumstances) be devoted primarily to review and assessment of the corporation's strategic plan and budget.

Section 3.11 Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or at the request of directors holding a majority of the voting power of the directors then in office. The Chair may fix any appropriate place as the place for holding any special meeting of the Board, but special meetings may also be held in accordance with Section 3.12 of these Bylaws.

Section 3.12 Meetings by Telephone and Transacting Business by Other Means. Members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting for purposes of a quorum and voting, but not for purposes of the attendance requirement in Section 3.8 of these Bylaws. The Board shall have the power to transact its business by mail, e-mail, telephone, or facsimile, if in the judgment of the Chair the urgency of the case requires such action; but if directors holding at least one-third (1/3) of the voting power of the directors then in office indicate their unwillingness to decide such a matter in such manner, the Chair must call a meeting of the Board to determine the question at issue. Minutes of Board meetings may in all instances be voted upon for approval via e-mail, but if directors holding at least one-third (1/3) of the voting power of the directors then in office express concerns about the minutes, the vote shall be delayed until the matter can be discussed at the next meeting of the Board.

Section 3.13 Agenda. The agenda for a meeting of the Board shall be set by the Chair of the Board, after consultation with the CEO. Any Board member and the Chairs of the NGB Council, AAC, and the Multisport Organizations Council may request that items be placed on the Board's agenda.

Section 3.14 Notice. Notice of each meeting of the Board, stating the place, day and hour of the meeting, along with the agenda and any supporting materials, shall be given to each director at the director's business address (or such other address provided by the director for such purpose) at least five (5) days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two (2) days prior thereto by personal delivery of written notice or by telephonic, facsimile or electronically transmitted notice (and the method of notice need not be the same as to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If transmitted by facsimile or electronic transmission, such notice shall be deemed to be given when the transmission is received. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 3.15 Presumption of Assent. A director of the corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the

meeting or unless the director shall file a written dissent to such action with the person acting as the Secretary of the Board before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.16 Quorum and Proxies. A simple majority of the voting power of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, and the vote of a majority of a quorum shall be the act of the Board. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

No director may vote or act by proxy at any meeting of directors.

Section 3.17 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by directors or committee members (as applicable) representing at least two-thirds (2/3) of the voting power of the directors then in office committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a vote of the directors or committee members. In the event of a conflict between this Section and Section 3.12 of these Bylaws, the provisions of Section 3.12 shall control.

Section 3.18 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of directors may be paid or reimbursed in accordance with the policies of the corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity, provided that the rendering of such services and such compensation are approved by the Ethics Committee or Board policies.

Section 3.19 Effectiveness of Actions. Actions taken at a meeting of the Board shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or when a definite effective date is recited in the record of the action taken.

Section 3.20 Questions of Order and Board Meeting Leadership. Questions of order shall be decided by the Chair unless otherwise provided in advance by the Board. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair shall designate in writing in advance one other member of the Board to preside. If the Chair is unable to make or has not made such a designation, the Board may choose another member of the Board to serve as presiding officer for that meeting.

Section 3.21 Olympic Games Participation. Any motion before the Board that would seek to prevent the corporation from participating in the Olympic, Paralympic or Pan American Games, or that would not allow the team representing the United States to participate in the Olympic, Paralympic or Pan American Games, or any motion having the same effect as the

above, shall require that at least three-fourths (3/4) of the voting power of the directors then in office vote in favor of such a motion.

Section 3.22 Submission of Specific Olympic Issues to Further Review. In the event that the Board votes, in accordance with the provisions of Section 3.21 of these Bylaws, to prevent or not allow the corporation or the team representing the United States to participate in the Olympic, Paralympic or Pan American Games, or to take any action having that effect, the Board must submit the issue to a vote of (a) the members of the Board, (b) the members of the NGB Council, and (c) the members of the AAC, with each member having one vote. The issue must be noticed a reasonable time before a meeting of that collection of individuals, pursuant to procedures established by the Board, and for the motion to have any effect it must be approved by that collection of individuals by a three-fourths (3/4) vote of the individuals present, with each individual having one vote. If there are other issues as to which the Board decides, by a vote of a majority of the voting power of the directors then in office, that it should secure guidance or a broad United States Olympic family consensus, it may submit those issues to the above-referenced collection of individuals for review, comment or approval of action proposed by the Board. If the Board does decide to refer any additional issues to the above-referenced group, the procedure and vote required for approval should be specified by the Board.

Section 3.23 Vote of Retention After Four Years. If a director has been elected to serve an eight-year period of service and has served four years, prior to the commencement of his or her final four years of service on the Board he or she shall be subject to a vote of retention by the Board. The Board shall vote as to whether the director shall be retained to serve the remaining four (4) years of service or whether that director position shall be opened to be filled by a new director. The strong presumption shall be in favor of retention of the director and the director shall be retained unless there is a vote by two-thirds of the voting power of the directors then in office (excluding the director subject to the retention vote) against retention. Failure by the Board to take action with regard to a particular director shall be deemed to constitute a vote of retention.

SECTION 4

OFFICERS

Section 4.1 Number and Qualifications. The officers of the corporation shall be the CEO, Secretary and Treasurer.

Section 4.2 Selection/Appointment. The officers of the corporation shall be selected or appointed and their terms shall be as set out below.

Section 4.2.1 CEO. The CEO shall be the corporation's chief executive officer and shall be an officer of the corporation for so long as he or she is employed as the CEO of the corporation.

Section 4.2.2 Secretary and Treasurer. The corporation's general counsel shall be the Secretary and the corporation's chief financial officer shall be the Treasurer. In any circumstance in which the CEO has not designated an employee to serve as general counsel or chief financial officer, the Board may select a Board member or another individual employed by the corporation to serve as Secretary or Treasurer until a new Secretary or Treasurer is designated by the CEO. The term of the Secretary and Treasurer shall end automatically when his or her employment by the corporation ends or when that person is no longer able to serve. If either the general counsel or chief financial officer's position is vacant, or if either the general counsel or chief financial officer is otherwise unable to serve, then the CEO may designate another appropriate employee of the corporation to fill that position.

Section 4.3 Vacancies. The CEO, the Secretary and the Treasurer may resign at any time from their positions as officers and employees of the corporation by giving written notice to the Chair and the other members of the Board. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

A vacancy in the office of CEO, however occurring, shall be filled as determined by the Board. A vacancy in the office of Secretary or Treasurer shall be filled by the CEO in accordance with Section 4.2.2 of these Bylaws.

Section 4.4 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified in this Section 4 and as may be additionally specified by the Board or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

Section 4.4.1 CEO. The CEO shall perform such duties and functions as are specified in Section 6 of these Bylaws.

Section 4.4.2 Secretary. The Secretary shall:

- a) keep the minutes of the proceedings of the Board;
- b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c) be custodian of the corporate records and of the seal of the corporation; and
- d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the CEO or the Board.

Section 4.4.3 Treasurer. The Treasurer shall:

- a) have general oversight of the financial affairs of the corporation;
- b) present financial reports to the Board as the Board may request from time to time; and
- c) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the CEO or the Board.

Section 4.5 Due Care. Officers shall perform their functions with due care. No person may serve simultaneously as an officer of the corporation and as an officer of an organization holding membership in the corporation.

SECTION 5

COMMITTEES AND TASK FORCES

Section 5.1 Standing Committees. The corporation shall have the following committees: Audit, Compensation, Ethics and Nominating and Governance. The Chair shall be entitled to attend meetings of all committees and receive copies of all committee correspondence, but shall not be entitled to a vote on said committees. The delegation of authority to any committee shall not operate to relieve the Board or any member of the Board or the CEO from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board shall be as set forth in these Bylaws or as established by the Board or, in the absence thereof, by the committee itself.

Section 5.2 Other Committees and Task Forces. The Chair may determine that additional committees or task forces and the CEO may determine that task forces, are necessary to assist them in performing their respective functions and obligations and they may appoint such committees or task forces as they deem appropriate and shall establish such procedures, guidelines, and oversight of such committees and task forces as they deem necessary to ensure that those committees and task forces are accountable for their performance.

Section 5.3 Audit Committee. The Audit Committee shall be comprised in accordance with, governed pursuant to and perform those duties as contained in those sections set forth below.

Section 5.3.1 Appointment and Composition. The Chair shall appoint the members of the Audit Committee and its chair, with approval of the Board. The Audit Committee shall consist of at least three and not more than five members, all of whom shall be members of the Board.

The Audit Committee shall include at least one member who was selected as a member of the Board from among individuals nominated by the AAC. A majority of members of the Audit Committee shall be financially literate and at least one member shall have accounting or financial management expertise.

Section 5.3.2 Term. The term for each Audit Committee member shall expire automatically when such individual's standing as a director expires. In addition, the Chair, with approval of the Board, may, from time to time, determine to rotate members of the Board on to and off of the Audit Committee. The Secretary shall maintain a list of Committee members and their terms of service.

Section 5.3.3 Responsibilities. The purpose of the Audit Committee shall be to assist the Board in its oversight of:

- a) the integrity of the financial statements of the corporation;
- b) the corporation's compliance with legal and regulatory requirements relating to corporation finances and reporting thereof;

- c) the NGBs' and PSOs' compliance with the Act, these Bylaws, contracts and agreements, and applicable laws and regulations as more fully described in section (j) below;
- d) the independence and qualifications of the independent auditor; and
- e) the performance of the corporation's internal audit function and independent auditors.

Additionally, the Audit Committee shall perform those duties normally performed by a finance committee.

The responsibilities of the Audit Committee shall include the following:

- a) to discuss with management the annual audited financial statements and quarterly financial statements including matters required to be reviewed under applicable legal, regulatory or other requirements;
- b) to approve the corporation's financial statements prior to publication;
- c) to discuss with management and the independent auditor, as appropriate, press releases containing financial information and financial information provided to the public;
- d) to select the independent auditor to examine the corporation's accounts, controls and financial statements (the Audit Committee shall have the sole authority to approve all audit engagement fees and terms and the Audit Committee must pre-approve any non-audit service provided to the corporation by the corporation's independent auditor);
- e) to discuss with management and the independent auditor, as appropriate, any audit problems or difficulties and management's response, and the corporation's risk assessment and risk management policies, including the corporation's major financial risk exposure and steps taken by management to monitor and mitigate such exposure;
- f) to review the corporation's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the corporation's financial statements, including alternatives to, and the rationale for, the decisions made;
- g) to review and approve the internal audit staff functions, including (i) purpose, authority and organizational reporting lines and (ii) annual audit plan, budget and staffing;
- h) to review and approve of the appointment and compensation of the Director of Internal Audit, who shall report functionally to the Audit Committee and operationally to the Chief Administrative Officer or his/her designee;
- i) to review, with the CEO, Chief Administrative Officer, Chief Financial Officer, Director of Internal Audit, General Counsel, independent auditors, and/or others, as the committee deems appropriate, the corporation's internal system of audit and financial controls and the results of internal and independent audits;
- j) to receive copies of all NGB audits, and review, as requested by the CEO, Chief Administrative Officer, Director of Internal Audit or other USOC staff, or as determined by the Audit Committee, those issues identified as having a material effect on the NGB's ability to (i) adhere to the conditions specified in the Act or (ii) continue to be recognized as an NGB by the USOC;
- k) to periodically review with the independent auditor the qualifications and

performance of the corporation's finance personnel as observed by the independent auditor;

- l) to establish practices or procedures alone or in conjunction with the CEO and or the Ethics Committee as appropriate, providing effective mechanisms for employees and others to make complaints relating to accounting practices, internal accounting controls, or audit matters, with provisions for confidential anonymous submission by employees and others (the Audit Committee shall be provided with an analysis of all financial, accounting and audit related complaints and their disposition, and shall provide safeguards against retaliation against employees and others who make such complaints);
- m) to obtain and review at least annually a formal written report from the independent auditor delineating (i) the auditing firm's internal quality-control procedures and (ii) any material issues raised within the preceding five years by the auditing firm's internal quality-control reviews, by peer reviews of the firm, or by any governmental or other inquiry or investigation relating to any audit conducted by the firm (the Audit Committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews and will also review with the independent auditor any significant lawsuits or criminal action alleged against the independent audit firm and the impact, if any, of such suits on the viability of the independent audit firm);
- n) to maintain minutes of its activities and records of attendance of its members; and
- o) to conduct such other activities as may be requested or assigned by the Board or as set forth in these Bylaws.

Section 5.3.4 Meetings. The Audit Committee shall meet at least three times a year with management and with the Internal Auditor, and at least annually with the corporation's independent auditors. The Audit Committee shall meet periodically in executive session without management present. The Audit Committee may invite such members of management, corporate employees, individuals associated with the corporation's independent auditors or outside legal counsel, or others to its meetings as it deems desirable or appropriate.

The Audit Committee shall report its minutes and recommendations to the Board of Directors after each committee meeting.

Section 5.4 Compensation Committee. The Compensation Committee shall be comprised in accordance with, governed pursuant to and perform those duties as contained in those sections set forth below.

Section 5.4.1 Appointment and Composition. The Chair shall appoint the members of the Compensation Committee and its chair, with approval of the Board. The Compensation Committee shall consist of at least three and not more than five members, all of whom shall be members of the Board. The Compensation Committee shall include at least one member who was selected as a member of the Board from among individuals nominated by the AAC.

Section 5.4.2 Term. The term of each member of the Compensation Committee shall expire automatically when such individual's term as a director expires. In addition, the Board

may, from time to time, determine to rotate members of the Board on to and off of the Compensation Committee. The Secretary shall maintain a list of Committee members and their terms of services.

Section 5.4.3 Responsibilities. The purpose of the Compensation Committee shall be to carry out the Board's overall responsibility relating to executive compensation.

The responsibilities of the Compensation Committee shall be as follows:

- a) to assist the Board in developing and evaluating potential candidates for the CEO position, and to oversee the development of executive succession plans;
- b) to review and approve on an annual basis the corporate goals, and objectives with respect to performance and compensation for the CEO, including salary, bonus and incentive compensation, benefits, perquisites, and any other compensation (the Compensation Committee shall evaluate at least once a year the CEO's performance in light of these established goals and objectives and based upon these evaluations shall set the CEO's annual compensation, including salary, bonus, incentive, and any other compensation);
- c) to review and approve on an annual basis the evaluation process and compensation structure for the corporation's senior executive management (the Compensation Committee shall review with the CEO the CEO's view of the performance of the corporation's senior executives and shall also review and provide oversight of management's decisions concerning the performance and compensation of other corporation executives, and the corporation's policies concerning benefits, retirement plans and contributions thereto, relocation benefits, and all other forms of benefits and perquisites offered to the corporation's employees);
- d) to review the corporation's incentive compensation and other compensation plans and recommend changes to such plans as necessary (the Compensation Committee shall have and shall exercise the authority of the Board with respect to the oversight of such plans);
- e) to conduct periodic review of the reasonableness of the compensation of the corporation's executives using relevant market benchmarks and survey data;
- f) to maintain regular contact with the CEO and/or his designees about compensation issues;
- g) to prepare and follow an annual work plan and report to the Board on its activities (the report to the Board may take the form of an oral report by the chair of the Compensation Committee or any other member of the Compensation Committee designated by the chair of the Compensation Committee to make such report);
- h) to maintain minutes of its activities and records of attendance of its members;
- i) to conduct such other activities as may be requested or assigned by the Board or as set forth in these Bylaws.

The Compensation Committee shall review its Charter at least annually and recommend any proposed changes to the Board for its approval.

Section 5.4.4 Meetings. The Compensation Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Compensation Committee shall meet regularly in executive session, without corporation management present. The Compensation Committee may invite to its meetings any director or employee of the corporation and such other persons as it deems appropriate to carry out its responsibilities. A member of the corporation's management shall not, however, be present at any discussion or review where his or her performance or compensation is being determined.

The chair of the Compensation Committee shall chair all meetings of the Compensation Committee, and, in consultation with the Chair of the Board and the CEO, set the agendas for Compensation Committee meetings. Members of the Board may suggest to the chair of the Compensation Committee items for consideration by the Compensation Committee.

The Compensation Committee shall report its minutes and any recommendations to the Board of Directors after each Compensation Committee meeting.

Section 5.5 Ethics Committee. The Ethics Committee shall be comprised in accordance with, governed pursuant to and perform those duties as contained in those sections set forth below.

Section 5.5.1 Appointment and Composition. The Nominating and Governance Committee shall appoint the members of the Ethics Committee other than its chair. The Ethics Committee shall consist of five members. The chair of the Ethics Committee shall be a member of the Board, appointed by the Chair with approval of the Board.

The four (4) other members of the Ethics Committee shall not be members of the Board. All members of the Ethics Committee, other than the chair, must satisfy the standards of independence for "independent directors" as is set forth in Section 3.4 of these Bylaws. The Ethics Committee shall include at least one athlete who has competed as a member of United States national teams in the Olympic, Pan American or Paralympic Games, or other major amateur international competition, within the ten (10) years preceding the date when he or she starts serving as a member of the committee (or, if he or she is a member of the Board, within the ten (10) years preceding when he or she started serving on the Board).

Section 5.5.2 Term. Other than the chair, who shall serve until his or her term as a director expires (unless replaced by the Chair with the Board's approval), each member of the Ethics Committee shall serve for an initial term of four years. At the end of each member's initial term, he or she shall be eligible for a second four year term if so determined by the Nominating and Governance Committee, provided, however, that the athlete's representative on the Ethics Committee must have competed within ten years preceding the date when they start serving as members of the committee (or, if they are a member of the Board, within the ten (10) years preceding when they started serving on the Board) at the time of such consideration to be eligible. The members of the Ethics Committee, excluding the chair, shall have staggered terms. To accomplish this, members sitting on the Ethics Committee have been divided into two classes

expiring in alternating even years. The Secretary shall maintain a list of Committee members and their terms of service.

Section 5.5.3 Responsibilities. The responsibilities of the Ethics Committee shall be as follows:

- a) to develop, administer and oversee compliance with the Code of Conduct;
- b) to recommend, for Board consideration, proposed revisions to the Code of Conduct;
- c) to review the ethics and compliance staff functions, including: (i) purpose, authority and organizational reporting lines and (ii) annual ethics and compliance plan, budget and staffing;
- d) to review the handling of ethics-related complaints, and if directed by the Board, to handle directly such complaints;
- e) to report to the Board on its activities;
- f) to maintain minutes of its activities and records of attendance of its members; and
- g) to conduct such other activities as may be requested or assigned by the Board or as set forth in these Bylaws.

Section 5.5.4 Meetings. The Ethics Committee shall meet at least two times annually, or more frequently as circumstances dictate.

Section 5.6 Nominating and Governance Committee. The Nominating and Governance Committee shall be comprised in accordance with, governed pursuant to and perform those duties as contained in those sections set forth below.

Section 5.6.1 Appointment and Composition. The Nominating and Governance Committee shall consist of five (5) members. The Chair shall appoint, with approval of the Board, two (2) Board members who are not members of the IOC and who are not eligible for re-selection to the Board to serve on the Nominating and Governance Committee. The three (3) remaining members of the Nominating and Governance Committee shall be selected one each by the NGB Council, the AAC, and the Multisport Organizations Council from individuals who are not on the existing Board and who meet the definition of independence as set forth in Section 3.4 of these Bylaws. The Nominating and Governance Committee shall include at least one athlete who has competed as a member of a United States national team in the Olympic, Pan American or Paralympic Games, or other major amateur international competition, within the ten (10) years preceding the date when he or she starts serving as a member of the committee (or, if they are a member of the Board, within the ten (10) years preceding when he or she started serving on the Board). The chair of the Nominating and Governance Committee shall be one of the two appointed Board members. The chair of the Nominating and Governance Committee shall be appointed by the Chair, with approval of the Board.

Section 5.6.2 Term. Each member of the Nominating and Governance Committee shall serve for an initial term of four years. At the end of each member's initial term, he or she shall be eligible for a second four year term, provided however that the athlete's representative on the

Nominating and Governance Committee must have competed within ten years preceding the date when they start serving as members of the committee (or, if they are a member of the Board, within the ten (10) years preceding when they started serving on the Board) at the time of such consideration to be eligible. The Secretary shall maintain a list of Committee members and their terms of service.

Section 5.6.3 Responsibilities. The responsibilities of the Nominating and Governance Committee shall include the following:

- a) to lead the search for individuals qualified to become members of the Board and to recommend potential directors for consideration by the Board (the Nominating and Governance Committee shall recommend individuals to serve as directors who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment, and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the corporation);
- b) to develop and appropriately disseminate written director criteria for each open Board position, taking into consideration the recommendations and directions (if any) provided by the Board pursuant to Section 3.5 of these Bylaws, the needs of the corporation, the skills, experience and qualifications of the then current Board members, and the category of Board seat(s) then open;
- c) to provide the Board with appropriate individuals for the Board to vote upon as potential new Board members, with each such individual recommendation to be accompanied by a written description of the qualifications, skills and experiences of each individual so identified;
- d) in recommending candidates for the Board to vote upon as potential new Board members, to ensure that there is (1) at least one director on the Board who has leadership experience within, or other substantial experience with, Paralympic sport in the United States, and (2) at least two directors on the Board who competed in the Olympic Games at some time during their lives, and in the event that vacancies occur in Board positions such that the foregoing is not in place, to use its best efforts to recruit Board members to replace such vacancies or vacated positions within six (6) months;
- e) to, at the request of the Board, work with the Chair and CEO to develop and implement an appropriate orientation program for new directors and continuing education of existing directors;
- f) to report to the Board of Directors on its activities (the report to the Board of Directors may take the form of an oral report by the chair of the Nominating and Governance Committee or any other member of the Nominating and Governance Committee designated by the chair of the Nominating and Governance Committee to make such report);
- g) to maintain minutes of its activities and records of attendance of its members; and
- h) to conduct such other activities as may be requested or assigned by the Board or as set forth in these Bylaws.

The Nominating and Governance Committee shall select candidates for the Board to consider as follows: If a vacancy occurs or is about to occur in a position of a director selected from among individuals nominated by the NGB Council or the AAC, either because a director's term ended or because a director left the position before the term ended, that council (NGB Council or AAC) shall nominate two (2) individuals to be considered by the Nominating and Governance Committee for selection to be a director. Prior to such nomination, the Nominating and Governance Committee shall provide the AAC or NGB Council, as applicable, with written selection criteria in accordance with Section 3.5 of these Bylaws. When making nominations for any director position, (x) no more than one of the two individuals nominated by the NGB Council may be paid employees or staff members of an NGB, and (y) all of the individuals nominated by the AAC must be amateur athletes who have competed as a member of a United States national team in the Olympic, Pan American or Paralympic Games, or other major amateur international competition, within the last ten (10) years, as defined in the Act. If the AAC or NGB Council nominates only one (1) or fails to nominate any individual within the time prescribed by the Nominating and Governance Committee (which in all events shall be not less than 60 days), then the Nominating and Governance Committee may select an individual or individuals to bring the candidate pool up to two (2) individuals. The Nominating and Governance Committee shall then recommend one of the two (2) individuals to the Board. The Board shall then vote on whether to elect such recommended individual to the Board. If the term of a director selected from individuals nominated by the AAC or the NGB Council comes to an end (or is ending) before that director has served two years as a director (because the director is serving the end of another director's term) or if that director is the Chair of the Board when his or her initial term on the Board ends, then he or she shall be considered to have been nominated again by the organization that nominated that director initially, and shall be considered in addition to the other two (2) nominees submitted by that council. The Nominating and Governance Committee shall then decide whether one of the new nominees should be recommended to the Board or whether the current director should be recommended to the Board to serve a new term as a director. If a vacancy occurs or is about to occur in a position of an independent director, the Nominating and Governance Committee shall solicit candidates from the Olympic family, including, without limitation, the AAC, the NGBC, the MSOC and the US Olympians, and the general public after preparing and disseminating written director selection criteria.

Section 5.7 General Board Committee Powers/Requirements. Each Board committee shall have the authority to delegate any of its responsibilities to a subcommittee or to an individual member of the committee as the Board committee may deem appropriate in its discretion, subject to review and oversight by the Board. Each Board committee shall have the authority to retain such compensation consultants, outside counsel and other advisors as the Board committee may deem appropriate in its sole discretion, consistent with the policies, budgets, and controls established by the Board. The Board committee in question shall have the authority to approve related fees and retention terms unless specifically restricted by the Board or restricted by policies established by the Board. Each Board committee shall report its actions and any recommendations and the attendance of its membership to the Board after each committee meeting and shall conduct and present to the Board an annual performance evaluation of the Board committee. Each Board committee shall review at least annually the adequacy of

its charter and shall recommend any proposed changes to the Board for review and consideration.

Section 5.8 Vacancies. Notwithstanding any provision herein to the contrary, committee members (whether members of the Board or not) shall hold office until such committee member's successor shall have been appointed or until such committee member's earlier death, disability, resignation, disqualification, incapacity or removal.

Section 5.9 Resignation and Removal. The absence of any committee member, without adequate excuse, from two or more consecutive meetings may be construed as his/her resignation from such committee by a majority vote of the Board. Members of any committee may be removed, for cause or not for cause, upon the majority vote of the Board, after the member has been provided an opportunity to be heard by the Board.

SECTION 6

THE CEO

Section 6.1 Employment. There shall be a CEO of the corporation, who shall report to the Board. Internationally, the CEO may also be referred to as the Secretary General of the corporation. The CEO shall be employed by the Board for whatever term the Board deems appropriate and may be removed at any time for or not for cause by the Board without prejudice to the CEO's contract rights, if any, and the contract of employment between the corporation and the CEO, if any, shall provide that the CEO's employment may be terminated by the Board for cause or not for cause.

Section 6.2 Management Responsibilities. The CEO shall either directly or by delegation, manage all staff functions; determine the size and compensation of, hire and terminate the professional staff in accordance with the corporation's compensation policies and guidelines established by the Compensation Committee and/or the Board; develop a strategy for achieving the mission, goals and objectives of the corporation as established by, and consistent with the policies of the Board; be responsible for resource generation and allocation; manage key government relationships and coordinate government relations activities; work collaboratively with the Chair to manage key international relationships, with the allocation of international responsibilities between the CEO and the Chair to be determined by the Board in the event of a conflict between the two; coordinate the international relations activities of the corporation; act as the corporation's spokesperson; be primarily responsible for coordinating the corporation's communications on all issues, subject to communication policies established by the Board; prepare and submit quadrennial and annual budgets to the Board; oversee the activities of all task forces the CEO appoints; and perform such other functions as usually pertain to that office. The CEO shall implement the policies established by the Board and report to the Board concerning the results achieved.

Section 6.3 Official Notices. All official notices intended for the corporation or its Board, or any of its committees or task forces, may be addressed in care of the CEO or any member of management designated by the CEO, who will be responsible for proper attention thereto.

Section 6.4 Service. The CEO shall devote his/her entire time and service to the affairs of the corporation and shall not engage in any other profession or employment (other than reasonable appropriate membership on boards of directors of other organizations as approved by the Ethics Committee and the corporation's Board). The CEO shall receive such salary, benefits and other perquisites as shall be set forth in the CEO's contract of employment with the corporation, if any, or as otherwise determined by the Board or the Compensation Committee.

SECTION 7

THE OLYMPIC AND PARALYMPIC ASSEMBLY

Section 7.1 Purpose and Attendance. Once each year, in association with a regularly scheduled Board meeting, the corporation shall hold an Olympic and Paralympic Assembly. The purpose of the Assembly shall be to facilitate communication between and among the corporation, the Board, the corporation's members and other constituents. Representatives of all members of the corporation and the members of the AAC may choose to attend the Olympic and Paralympic Assembly as well as such others as the Board determines may attend. The Board shall determine the parameters for attendance at the Olympic and Paralympic Assembly, including but not limited to determining a limit on the number of attendees and the amount of travel expenses, if any, that the corporation will pay, associated with the attendance of individuals at the Olympic and Paralympic Assembly.

Section 7.2 Development of Assembly Content and Format. The CEO shall oversee and coordinate all operational aspects of the Olympic and Paralympic Assembly. In order to ensure the most effective Olympic and Paralympic Assembly, the CEO shall convene an Assembly Advisory Committee to provide him or her with advice and input regarding the Assembly format, sessions and content. The Assembly Advisory Committee shall consist of a representative from the Board, a representative from each the three councils (NGB Council, AAC, and the Multisport Organizations Council) appointed by each council, a representative of the US Olympians appointed by the US Olympians and such other individuals as the CEO may determine in his or her discretion. The Assembly Advisory Committee shall meet telephonically as and when deemed appropriate by the CEO, and the CEO shall, in good faith, consider all recommendations made by the Assembly Advisory Committee prior to making any Assembly-related recommendations to the Board. The purpose of the work of the Assembly Advisory Committee shall be to ensure that the Assembly is designed so as to facilitate communication between and among the Board, the CEO and senior management of the corporation, the three councils and their members, and other members of the Olympic family; and to advance the mission of the corporation. The Board shall ultimately decide the time, place, and format of the Olympic and Paralympic Assembly based upon the recommendation of the CEO.

Section 7.3 Information to Assembly Attendees. The Board, in conjunction with the CEO, shall provide information to the attendees at the Olympic and Paralympic Assembly on the affairs of the corporation, which shall include information on the performance of the organization, the financial performance and well being of the corporation, preparations for the Olympic, Paralympic and Pan American Games, achievement of the corporation's mission, and actions taken, results achieved, and programs being implemented by the corporation, or such other matters as are determined by the Board and/or CEO to be included.

Section 7.4 Communications with the Board. At the Olympic and Paralympic Assembly the attendees at the Olympic and Paralympic Assembly will have an opportunity to provide information and to communicate with the Board and the CEO concerning the performance,

policies and other matters related to the corporation. Such input shall be advisory in nature and shall not be deemed to direct the Board or the CEO to take or not take any particular action. The Olympic and Paralympic Assembly shall not conduct or perform any governance functions.

Section 7.5 Board and Council Meetings. The Board, NGB Council, AAC, and Multisport Organizations Council shall each also meet in association with the Olympic and Paralympic Assembly in the same geographic location.

SECTION 8

MEMBERS

Section 8.1 Board Authority. The Board has the power to elect properly qualified organizations to membership in each of the categories of membership listed in this Section 8, to transfer a member organization from one membership category to another and to terminate a member organization's membership. The Board shall specify the date upon which the rights and duties of new and transferred members shall become effective. If no date is specified, such rights and duties shall become effective immediately.

Also, the Board has the power to recognize qualified organizations as NGBs or PSOs. Further, the Board has the power to review all matters relating to the continued recognition of an NGB or PSO and may take such action as it considers appropriate, including, but not limited to, placing conditions upon the continued recognition of an NGB or PSO, placing an NGB or PSO on probation, suspending an NGB or PSO or terminating the recognition of an NGB or PSO, provided that notice of any such proposed action shall be given to the NGB or PSO.

Section 8.2 General Membership Requirements. Organizations eligible for membership shall be those that take some active part in the administration of one or more sports or competitions on the program of the Olympic, Pan American or Paralympic Games, organizations that administer other sports that are widely practiced in the United States and organizations (patriotic, educational, or cultural) that are engaged in efforts to promote the participation in, or preparation for, amateur athletic competition.

Organizations that are purely commercial or political in character are not eligible for membership.

Section 8.3 Olympic Sport Organizations. Eligibility for membership as Olympic Sport Organizations shall be limited to those amateur sports organizations that are recognized by the corporation as the NGBs for sports that have competed on the program of the Olympic Games or competed in medal sports in the immediate past Olympic Games. The term "sports that have competed on the program" means sports that have been approved by the IOC to participate as medal sports at an upcoming Olympic Games. An Olympic Sport Organization that has participated in the immediate past Olympic Games is eligible to remain an Olympic Sport Organization until determined that it is not included on the program of the next Games. Each Olympic Sport Organization shall be identified with a sport included on the program of the Olympic Games. In accordance with the IOC's Olympic Charter, the corporation shall not recognize more than one (1) NGB in each sport. Olympic Sport Organizations shall be United States members of IFs recognized by the IOC.

No amateur sports organization is eligible to be recognized as an Olympic Sport NGB, or is it eligible to continue to be recognized as an Olympic Sport NGB, unless it complies with Sections 220522 through 220525 of the Act.

Section 8.4 Pan American Sport Organizations. Eligibility for membership as Pan American Sport Organizations shall be limited to those amateur sports organizations that are recognized by the corporation as the NGBs for sports that have competed on the program of the Pan American Games, but which are not competing at the Olympic Games. The term “sports that have competed on the program” means sports that have been approved by PASO to participate as medal sports at an upcoming Pan American Games or competed as medal sports in the immediate past Pan American Games. A Pan American Sport Organization that has participated in the immediate past Pan American Games is eligible to remain a Pan American Sport Organization until determined that it is not included on the program of the next Games. Each Pan American Sport Organization shall be identified with a sport included on the program of the next Pan American Games. In accordance with the IOC’s Olympic Charter, the corporation shall not recognize more than one (1) Pan American Sport Organization in each sport. Pan American Sport Organizations shall be United States members of IFs recognized by the IOC. No amateur sports organization is eligible to be recognized as a Pan American Sport NGB, or is it eligible to continue to be recognized as a Pan American Sport NGB, unless it complies with Sections 220522 through 220525 of the Act.

Section 8.5 Designation to Govern a Paralympic Sport. For any sport that is included on the program of the Paralympic Games, the corporation is authorized to designate, where feasible and when such designation would serve the best interest of the sport, and with the approval of the affected NGB, an NGB recognized under this Section 8 to govern such sport.

Section 8.6 Paralympic Sport Organizations. Where designation of an NGB is not feasible or would not serve the best interest of the sport, the corporation is authorized to recognize an amateur sports organization as a PSO to govern a sport that is included on the program of the Paralympic Games. The term “sports that are included on the program” means sports that have been approved by the IPC to participate as medal sports at an upcoming Paralympic Games. A PSO, with the approval of the corporation, may govern more than one sport included on the program of the Paralympic Games. Any such PSO shall comply with the criteria for NGBs applicable to Olympic and Pan American Sport Organization members, and shall perform those duties, and have those powers that the corporation, in its sole discretion, determines are appropriate to meet the objects and purposes of the Act and these Bylaws. A PSO shall be a member of each IF or International Sports Organization of the sport or sports it governs.

Section 8.7 NGB and PSO Membership Requirements. An Olympic, Pan American and Paralympic Sport Organization, in order to fulfill its membership obligations and to be considered a member in good standing with the corporation shall:

- a) fulfill its responsibilities as an NGB or PSO as set forth in the Act;
- b) be recognized by the Internal Revenue Service (“IRS”) as a tax-exempt

- organization under the Internal Revenue Code;
- c) develop a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence, and in growing the sport;
 - d) adopt a code of conduct for its employees, members, board of directors and officers;
 - e) adopt an athlete safety program consistent with the policy(ies) and standards directed by the corporation;
 - f) cooperate with the corporation in preventing the unauthorized use of the names and trademarks of the corporation, the words “Olympic,” “Paralympic” and “Pan American,” and their derivatives, as well as their symbolic equivalents;
 - g) establish a written procedure, approved by a Designated Committee (as defined in Section 8.8.1 of these Bylaws) of the NGB or PSO, or if no such Designated Committee exists, by the NGB or PSO Board, and thereafter approved by the corporation, to fairly select athletes and team officials for the Olympic, Paralympic or Pan American Games teams, and, upon approval, timely disseminate such procedure to the athletes and team officials;
 - h) conduct, in accordance with approved selection procedures, a selection process, including any Games trials, to select athletes for the Olympic, Paralympic and Pan American Games teams (no Games trials shall be conducted unless the NGB or PSO first contracts with the corporation to hold such trials, or the corporation otherwise gives its assent to hold such trials);
 - i) recommend to the corporation athletes and team officials for the Olympic, Paralympic and Pan American Games teams;
 - j) establish and implement a plan for successfully training Olympic, Paralympic and Pan American Games athletes;
 - k) comply with the anti-doping policies of the corporation and with the policies and procedures of the independent anti-doping organization designated by the corporation to conduct drug testing and adjudicate anti-doping rule violations (no exceptions to such procedures shall be allowed unless granted by the CEO, or his or her designee, after allowing the NGB or PSO to present the reasons for such exception);
 - l) actively seek, in good faith, to generate revenue, in addition to any resources that may be provided by the corporation, sufficient to achieve financial sustainability;
 - m) be financially and operationally transparent and accountable to its members and to the corporation;
 - n) adopt a budget and maintain accurate accounting records in accordance with accounting principles generally accepted in the United States of America (GAAP);
 - o) permit the corporation to conduct an organization-wide audit of its financial and managerial capabilities;
 - p) submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the corporation annually;
 - q) post on its website its current bylaws and other organic documents;
 - r) post on its website its IRS Form 990 for the three most recent years;

- s) post on its website its audited financial statements for the three most recent years;
- t) obtain and keep current insurance policies in such amount and for such risk management as the corporation considers necessary or appropriate;
- u) permit the corporation, at its request, to have reasonable access to all files, records and personnel necessary to make such membership and governance reviews as the corporation deems necessary or appropriate; and
- v) satisfy such other requirements as are set forth by the corporation.

Section 8.8 Athlete Representation on NGB Boards and Committees. Additionally, an Olympic and Pan American Sport Organization, in order to fulfill its membership obligations and to be considered a member in good standing with the corporation, shall comply with the athlete representation requirements as set forth below.

Section 8.8.1 Representation on Boards and Designated Committees. Athlete representatives shall equal at least 20 percent of all NGB boards of directors, executive boards, and other governing boards, as well as those committees that are “Designated Committees” within the meaning of these Bylaws. For purposes of these Bylaws, the phrase “Designated Committees” means nominating and budget committees, panels empowered to resolve grievances and committees that prepare, approve or implement programs in the following areas:

- a) expenditures of funds allocated to NGBs by the corporation; and
- b) selection of international, Olympic, Paralympic and Pan American Games Team members including athletes, coaches, administrators and sports staff.

If approved by the corporation, NGBs may use proportional or weighted voting to achieve the necessary level of athlete representation in extraordinarily large legislative bodies such as “Houses of Delegates” or “Boards of Governors.”

Section 8.8.2 Standards. Athlete representatives on those NGB boards or committees described in Section 8.8.1 of these Bylaws shall meet the following standards:

- a) at least one-half of the individuals serving as athlete representatives shall have competed in the NGB’s events or disciplines that are on the sport’s program in the Olympic or Pan American Games;
- b) up to one-half of the individuals serving as athlete representatives may have competed in (i) an event or discipline not on the program of the Olympic or Pan American Games, provided that such event or discipline is recognized by the IF of the NGB or is regularly included in the international competition program of the IF, or (ii) the Paralympic Games, or an IPC-recognized World Championship in events on the Paralympic Games program; and
- c) at the time of election, all NGB athlete representatives shall have demonstrated their qualifications as athletes by having:
 1. within the ten (10) years preceding election, represented the United States in the Olympic or Pan American Games, or an Operation Gold event, or a World Championship recognized by the NGB’s IF for which a competitive

- selection process was administered by the NGB, or, in a team sport, an international championship recognized by the IF of the NGB; or
2. within the twenty-four (24) months before election, demonstrated that they are actively engaged in amateur athletic competition by finishing in the top half of the NGB's national championships or team selection competition for the events outlined in subparagraphs (1) or (2) or in a team sport, have been a member of the NGB's national team; or for the purposes of the standards outlined in this Section 8.8.2.b(ii) only, within the ten (10) years preceding election, represented the United States in the Paralympic Games, or an IPC-recognized World Championship in events on the Paralympic Games program.

Athlete representatives may not be drawn from events that categorize entrants in age-restricted classifications commonly known as "Juniors," "Masters," "Seniors," "Veterans" or other similarly designated age-restricted competition. This provision is not meant to exclude from eligibility athletes who compete in an event for which the IOC or an IF has established an age restriction but whom otherwise meet the standard set forth in this Section 8.8.2.

Section 8.8.3 Representation on Other Committees. Athlete representatives shall also equal at least 20 percent of those NGB committees that are not Designated Committees, except that qualification as an "athlete representative" shall be determined as follows:

- a) at least one-half of the individuals serving as athlete representatives shall have competed in the NGB's events or disciplines that are on the sport's program in the Olympic or Pan American Games;
- b) up to one-half of the individuals serving as athlete representatives may have competed in (i) an event or discipline not on the program of the Olympic or Pan American Games, provided that such event or discipline is recognized by the IF of the NGB or is regularly included in the international competition program of the IF, or (ii) the Paralympic Games, or an IPC-recognized World Championship in events on the Paralympic Games program; and
- c) at the time of selection, all NGB athlete representatives under this Section 8.8.3 shall have demonstrated their qualifications as athletes by having:
 1. within the ten (10) years preceding selection, represented the United States in the Olympic or Pan American Games, or an Operation Gold event, or a World Championship recognized by the NGB's IF for which a competitive selection process was administered by the NGB, or, in a team sport, an international championship recognized by the IF of the NGB; or the Paralympic Games, or an IPC-recognized World Championship in events on the Paralympic Games program; or
 2. within the twenty-four (24) months before selection, demonstrated that they are actively engaged in amateur athletic competition; or
 3. for the purposes of the standards outlined in this Section 8.8.3.b(ii) only, within the ten (10) years preceding selection, represented the United States in the Paralympic Games, or an IPC-recognized World Championship in events on the Paralympic Games program.

Athlete representatives may not be drawn from events that categorize entrants in age-restricted classifications commonly known as “Masters,” “Seniors,” “Veterans” or other similarly designated age-restricted competition. This provision is not meant to exclude from eligibility athletes who compete in an event for which the IOC or IF has established an age restriction but whom otherwise meet the standard set forth in Sections 8.8.2 or 8.8.3 of these Bylaws.

Section 8.8.4 Permissibility of Higher Standards. An NGB may set standards for its athlete representatives that are higher than those in Sections 8.8.2 and 8.8.3 of these Bylaws provided that such standards are not in conflict with the Act or these Bylaws.

Section 8.8.5 Direct Election by Athletes. Athlete representatives to an NGB’s board of directors, executive committee, and other such governing boards as defined in Section 8.8.1 of these Bylaws shall be directly elected by athletes who meet the standards set forth in Section 8.8.2 of these Bylaws. Athlete Representatives to all other NGB committees and task forces shall be selected by the NGB with the approval of the athletes, or a representative group of athletes, who meet the standards set forth in Section 8.8.3 of these Bylaws.

Section 8.8.6 Application for Review. Any NGB may submit an Application for Review (“Application”) to the CEO. The Application shall set forth:

- a) the reasons why the NGB believes it cannot meet the requirements of this Section 8.8; and
- b) the NGB’s proposed alternative plan for compliance with this Section 8.8, which should expand on the standards set forth in Sections 8.8.2 and 8.8.3 of these Bylaws only to the extent necessary to achieve the required 20 percent athlete representation.

If the Application is not approved by the CEO, the provisions of this Section 8.8 shall apply. An NGB may appeal the decision of the CEO on the Application to a three-person panel composed of one individual appointed by the AAC Chair, one individual appointed by the NGB Council Chair, and one individual appointed by the CEO.

Section 8.9 Community-Based Multisport Organizations. Eligible for membership as Community-Based Multisport Organizations shall be those national amateur sports organizations in the United States that are not Armed Forces or Education-Based Multisport Organizations and meet one or more of the following criteria: (i) directly or indirectly conduct a national program or regular national amateur athletic competition in two (2) or more sports that are included on the official program of the Olympic, Pan American or Paralympic Games on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in unrestricted international amateur athletic competition; (ii) promote and encourage physical fitness and public participation in amateur athletic activities; (iii) encourage and provide assistance to amateur athletic activities for women and/or minorities; or (iv) encourage and provide assistance to amateur athletic programs and competition for amateur athletes with disabilities.

Section 8.10 Education-Based Multisport Organizations. Eligible for membership as Education-Based Multisport Organizations shall be those sports organizations comprised of member educational institutions regularly conducting programs in sports that are included on the program of the Olympic and Pan American Games on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in athletic competition and that base the eligibility of athletes upon enrollment in an educational institution sanctioned by a national accrediting body.

Section 8.11 Armed Forces Organizations. Eligible for membership as Armed Forces Organizations shall be the Army, Navy, Air Force, and Marines.

Section 8.12 Recognized Sport Organizations. Eligible for membership as Recognized Sport Organizations shall be those national amateur sports organizations (i) that are not eligible for membership as an Olympic, Pan American or Paralympic Sport Organization, (ii) that administer sports not considered to be disciplines of Olympic, Pan American or Paralympic sports, (iii) that are widely practiced in this and other countries and continents, and (iv) whose international sports federation is recognized by the IOC as administering a Recognized Sport. Additionally, such sports organizations shall:

- a) comply substantially with Sections 220522 through 220525 of the Act;
- b) be incorporated as a not-for-profit organization in the United States;
- c) be recognized by the Internal Revenue Service as a tax exempt organization under the Internal Revenue Code;
- d) administer and support an annual national championship of athletes from several different areas or regions of the United States;
- e) have an active athlete training and competition program financially supported by self-generated funds;
- f) have participated with a full contingent in two (2) of the last three (3) World Championships as sanctioned by its appropriate IF; and
- g) satisfy such other requirements as are set forth by the corporation.

Section 8.13 Other Sport Organizations. Eligible for membership as Other Sport Organizations shall be those national sports organizations in the United States not eligible to be recognized in any of the other categories of membership that meet one or more of the following criteria: (i) foster the development of amateur athletic facilities for use by amateur athletes and assisting in making existing amateur athletic facilities available for use by amateur athletes; (ii) provide and coordinate technical information on physical training, equipment design, coaching and performance analysis; (iii) encourage and support research, development and dissemination of information in the areas of sports medicine and sports safety; or (iv) are recognized by the Board in its discretion as organizations that should be included as attendees at the Olympic and Paralympic Assembly to advance the mission of the corporation.

Section 8.14 US Olympians. Eligible for membership in the Multisport Organizations Council shall be the US Olympians.

Section 8.15 Dues. The Board shall fix the amount of annual dues, if any, for each member organization of the corporation. Such dues shall be fixed on an equitable basis and shall be due and payable on the first day of January each year. A member's failure to pay its dues by the first day of February shall suspend all membership privileges of the delinquent member, including participation in the Olympic and Paralympic Assembly, until all arrearages are paid. Membership shall be terminated automatically if the delinquent member remains in arrears for dues by the first day of February of the next succeeding year.

Section 8.16 Attendance at the Olympic and Paralympic Assembly. The US Olympians and other organizations that meet the requirements for membership as Olympic, Paralympic or Pan American Sport Organizations, Community-Based Multisport Organizations, Education-Based Multisport Organizations, Armed Forces Organizations, Recognized Sport Organizations, or Other Sport Organizations shall be entitled to attend the Olympic and Paralympic Assembly.

Section 8.17 Publication of Members. The corporation shall publish on its website a list of its member organizations.

Section 8.18 General Procedures Applicable to Membership Matters. Except for changes in membership and recognition as an NGB or PSO as provided for in Sections 10 and 11 of these Bylaws, all questions relating to membership in the corporation including termination of membership status, shall be decided by the Board, after a report by the CEO. In preparing his or her report to the Board, the CEO shall solicit input from the affected constituent(s).

Section 8.19 Applications for Membership. Public Hearings. An amateur sports organization that desires to become a member of the corporation, or that desires to transfer membership from one membership group to another, shall apply in writing to the corporation through the CEO. Applications made under this Section shall be of sufficient detail to demonstrate that the applicant meets the criteria for membership in the group for which application is made. Prior to action by the Board on an application for membership, or for membership transfer, the CEO shall submit a written report with recommendations to the Board showing the facts that relate to the proposed action. In the case of an application for membership as an Olympic, Pan American or Paralympic Sport Organization, prior to preparing his or her report to the Board, the CEO shall hold at least two (2) public hearings concerning the application for membership. The corporation shall publish on its website, not less than thirty (30) days or more than sixty (60) days prior to the date of each hearing, a notice of the time, place, and nature of such hearing. The corporation shall send written notice, which shall include a copy of the application, at least thirty (30) days prior to the date of any such public hearing to all amateur sports organizations in that sport that are known to the corporation. At such hearing, the CEO or the CEO's designee shall afford both the applicant organization and any other interested parties an opportunity to comment on the merits of the application, and the CEO shall summarize in the CEO's report to the Board the comments so received.

Section 8.20 Termination of NGB and PSO Membership and Recognition. Any action by the corporation to suspend, revoke, or otherwise take action with respect to the membership and recognition of an Olympic, Pan American or Paralympic Sport Organization pursuant to the provisions of Section 220521(d) of the Act and Section 8.1 of these Bylaws shall be taken at the

initiative of the CEO and shall be finally determined by the Board. Such action may be taken as a result of a compliance review undertaken by the corporation or pursuant to other information known to the corporation.

Section 8.20.1 Initiation of Action. The CEO, upon initiation of such an action, shall (i) issue a complaint to the Olympic, Pan American or Paralympic Sport Organization setting forth the legal and factual basis of non-compliance or other deficiency, and (ii) the remedy requested. The CEO shall also appoint an independent hearing panel of three individuals to hear the complaint. The hearing panel shall consist of (1) member of the Board (who shall chair the panel), one (1) individual who is a member of the NGB Council, and one (1) individual who is a member of the AAC. The hearing panel shall not include any individual having a direct interest, either personally or by virtue of organizational affiliation, in the outcome of the proceeding.

Section 8.20.2 Hearing. A hearing shall be held at which the Olympic, Pan American or Paralympic Sport Organization shall be given a reasonable opportunity to present factual evidence and legal argument regarding the allegations of the complaint. Upon conclusion of the hearing, the hearing panel shall prepare a report to the Board on the Organization's non-compliance or deficiency. The report shall also include a recommendation as to the action to be taken by the Board.

Section 8.20.3 Report to the Board. The CEO shall provide the hearing panel's report and recommendation, together with any report the CEO wishes to make, to the Board. The Olympic, Pan American or Paralympic Sport Organization shall also be furnished with a copy of the hearing panel's report and recommendation, and with a copy of the CEO's report, if any. The Olympic, Pan American or Paralympic Sport Organization shall also be provided an opportunity to present a written report to the Board.

Section 8.20.4 Board Consideration. The Board shall consider the matter relating to the Olympic, Pan American or Paralympic Sport Organizations membership and recognition as soon as is practicable. The Board shall not hold a further hearing on the matter, but shall only be required to consider the reports and recommendations provided to it. The Board shall then determine what action it will take concerning the Olympic, Pan American or Paralympic Sport Organization's membership and recognition. The action of the Board shall be final and binding on the Olympic, Pan American or Paralympic Sport organization.

SECTION 9

ATHLETES' RIGHTS

Section 9.1 Opportunity to Participate. No member of the corporation may deny or threaten to deny any amateur athlete the opportunity to participate in the Olympic Games, the Pan American Games, the Paralympic Games, a World Championship competition, or other such protected competition as defined in Section 1.3 of these Bylaws nor may any member, subsequent to such competition, censure, or otherwise penalize, (i) any such athlete who participates in such competition, or (ii) any organization that the athlete represents. The corporation shall, by all reasonable means, protect the opportunity of an amateur athlete to participate if selected (or to attempt to qualify for selection to participate) as an athlete representing the United States in any of the aforesaid competitions. In determining reasonable means to protect an athlete's opportunity to participate, the corporation shall consider its responsibilities to the individual athlete(s) involved or affected, to its mission, and to its membership.

Any reference to athlete in this Section 9 shall also equally apply to any coach, trainer, manager, administrator or other official.

Section 9.2 Manner of Filing the Complaint. Any athlete who alleges that he or she has been denied by a corporation member an opportunity to participate as established by Section 9.1 of these Bylaws, may seek to protect his or her opportunity to participate by filing a complaint with the CEO, with a copy to the corporation's legal division. A copy of the complaint shall also be served on the respondent. The party filing the complaint shall file with the corporation proof of service on the respondent. An athlete competing in a team sport, where the team as a whole is affected, may bring a claim on behalf of the team.

Section 9.3 The Complaint. The complaint shall be in writing and must be filed on the form as provided by the corporation. Such form shall be set forth on the corporation's website. The complaint shall contain at a minimum the following:

- a) the name and addresses of the parties;
- b) the factual and legal basis upon which the claimant alleges that his or her opportunity to participate has been denied;
- c) the competition that is the subject of the complaint; and
- d) the relief sought.

Section 9.4 Failure to Properly File. A complaint that is not filed in accordance with Sections 9.2 and 9.3 of these Bylaws shall render the filing ineffective and the complaint shall not be considered to have been properly filed.

Section 9.5 Administration. Complaints filed under this Section 9 shall be administered by the corporation's legal division. When a complaint is filed, the legal division shall promptly notify the athlete Ombudsman and the Chair of the AAC of the complaint and confirm that the

complaint has been served on the respondent.

Section 9.6 Action by the Corporation. Upon the filing of a complaint, the CEO, or his or her designee, and the Athlete Ombudsman shall review the complaint, seek information from the parties as to the merits of the complaint, and determine whether the complaint can be resolved to the satisfaction of the parties. The parties shall cooperate with the CEO, or his or her designee, in providing information regarding the complaint and in exploring resolution of the complaint.

Section 9.7 Arbitration. If the complaint is not settled to the athlete's satisfaction the athlete may file a claim with the AAA against the respondent for final and binding arbitration. If an impending competition requires immediate resolution of the complaint, an athlete may file a claim with the AAA simultaneously with the filing of the complaint with the CEO.

The corporation has the right to participate in the arbitration proceeding, but it cannot be involuntarily joined by a party.

The arbitrator shall render a reasoned award in writing. All such awards shall be made public and may be published on the corporation's website.

Section 9.8 Affected Parties. In any arbitration brought pursuant to this Section 9, the athlete filing the claim with the AAA shall submit with the claim a list of all individuals the athlete believes may be adversely affected by the arbitration. The respondent shall also promptly submit to the AAA a list of individuals it believes may be adversely affected by the arbitration, along with the relevant contact information for the individuals identified by the respondent and by the athlete. The arbitrator may also determine that individuals not listed by either the athlete or the respondent shall be given notice. The arbitrator shall then promptly determine which individuals must receive notice of the arbitration. The arbitrator shall also approve the notice to be given. Unless determined otherwise by the arbitrator, the AAA shall then be responsible for providing notice to those individuals. Any individual so notified of the claim, shall have the option to participate in the arbitration as a party. If an individual is notified of the claim, then that individual shall be bound by the decision of the arbitrator even though the individual chose not to participate.

Section 9.9 Expedited Procedures. Upon the request of a party, and provided that it is necessary to expedite the proceeding in order 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 AAA shall hear and decide the claim within forty-eight (48) hours of the filing of the claim. In such case, the AAA is authorized to hear and decide the claim under such procedures as are necessary, but fair to the parties involved.

Section 9.10 Time Bar. A claim against a respondent shall be prohibited unless filed with the AAA not later than six (6) months after the alleged date of denial.

Section 9.11 Anti-Doping Violations. A decision concerning an anti-doping rule violation adjudicated by the independent anti-doping organization designated by the corporation to conduct drug testing shall not be reviewable through, or the subject of, these complaint procedures.

Section 9.12 Field of Play Decisions. The final decision of a referee 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 referee) shall not be reviewable through or the subject of these complaint procedures unless the decision is (i) outside the authority of the referee to make or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the term “referee” shall include any individual with discretion to make field of play decisions.

Section 9.13 Complaints Regarding Compliance. No action taken by an athlete under this Section 9 shall preclude, or act as a bar, to the filing of a complaint by the athlete alleging that an NGB or PSO is in non-compliance with Section 8 of these Bylaws and Sections 220522-220525 of the Act.

SECTION 10

COMPLAINTS OF NON-COMPLIANCE AGAINST AN NGB OR PSO

Section 10.1 Manner of Filing the Complaint. Any amateur sports organization or person that belongs to, or is eligible to belong to, an NGB or PSO may seek to compel such NGB or PSO to comply with the requirements of Section 8 of these Bylaws and Sections 220522-220525 of the Act by filing a written complaint with the corporation's CEO, with a copy to the corporation's legal division. A copy of the complaint shall also be served on the applicable NGB or PSO. The party filing the complaint shall file with the corporation proof of service on the NGB or PSO.

Section 10.2 The Complaint. The complaint shall be in writing and signed by the individual or the chief executive officer of the group or organization making the complaint. The complaint shall set forth the factual allegations in numbered paragraphs, each paragraph containing a single factual allegation, and shall contain, at a minimum, the following:

- a) the names and addresses of the parties;
- b) the jurisdictional basis of the complaint;
- c) the efforts made to exhaust available remedies, or if such remedies
- d) have not been exhausted, the grounds upon which the complainant
- e) alleges that exhaustion would result in unnecessary delay;
- f) the alleged grounds of noncompliance;
- g) the supporting evidence or documentation forming the basis of the
- h) complaint; and
- i) the relief sought.

Section 10.3 Filing Fee. A complaint filed by an individual shall be accompanied by a two-hundred and fifty (250) dollar filing fee. A complaint filed by an organization shall be accompanied by a five hundred (500) dollar filing fee. Such filing fee shall be made payable to the corporation. The complainant may request that the filing fee be reimbursed for reasons of significant financial hardship or if there is otherwise just cause. If such request is made, the hearing panel shall determine whether or not to reimburse the filing fee.

Section 10.4 Failure to Properly File. A complaint that is not filed in accordance with Sections 10.1 and 10.2 of these Bylaws, and which is not accompanied by the designated filing fee as set forth in Section 10.3 of these Bylaws shall render the filing ineffective and the complaint shall not be considered to have been properly filed.

Section 10.5 Administration. Complaints filed under this Section 10 shall be administered by the corporation's legal division.

Section 10.6 Hearing Panel. A complaint properly filed under this provision shall be heard by a corporation hearing panel. The hearing panel shall consist of a panel of three individuals appointed by the CEO. The hearing panel shall consist of one (1) member of the

Board, one (1) individual who is a member of the NGB Council or Multisport Organizations Council and one (1) individual who is a member of the AAC. The CEO shall also appoint the chair of the hearing panel. The hearing panel shall not include any individual having a direct interest, either personally or by virtue of organizational affiliation, in the outcome of the proceeding.

If for any reason a hearing panel member is unable to perform his or her duties as a Panel member, and such vacancy occurs prior to commencement of a hearing on the merits, the CEO shall appoint a substitute hearing panel member. If such vacancy occurs after commencement of the hearing, the remaining hearing panel members may continue with the hearing and render a decision on the complaint, unless the parties agree to have a substitute hearing panel member appointed.

Section 10.7 Communication with the Hearing Panel. No party and no one acting on behalf of any party shall communicate ex parte with a hearing panel member.

Section 10.8 Mediation. At the request of a party, the hearing panel may adjourn the proceeding to allow for mediation of the complaint. The hearing panel shall set a deadline for completion of the mediation. The CEO shall appoint a mediator, after consultation with the parties. The mediator shall not be a member of the hearing panel associated with the mediation.

Section 10.9 Conduct of the Proceeding. The hearing panel shall have the authority to rule on all motions and other matters raised in the proceeding. The hearing panel shall set such timelines and other rules regarding the proceeding, and the conduct of the hearing, as it deems necessary.

Section 10.10 Time Computation. In computing any period of time, the last day of the period so computed shall be included, unless it is a Saturday, a Sunday or a legal holiday, in which event the period runs until the end of the next day which is not one of the aforementioned days. The parties may modify any period of time by mutual agreement and consent of the hearing panel. The hearing panel may extend any period of time as it deems necessary.

Section 10.11 Exhaustion of Remedies. The complainant may file a complaint under this Section 10 only after exhausting all available remedies with the NGB or PSO for correcting deficiencies, unless it can be shown by clear and convincing evidence that those remedies would have resulted in unnecessary delay.

The hearing panel shall determine whether the complainant has exhausted his or her or its remedies within the applicable NGB or PSO. If the hearing panel determines that such remedies have not been exhausted, it may direct that such remedies be pursued before the hearing panel will further consider the complaint.

Section 10.12 Motion to Dismiss. If the respondent contends that jurisdiction of the complaint is improper, that the complainant has failed to exhaust available remedies, that there is some other procedural or jurisdictional defect that would preclude a hearing on the merits, or that the complaint fails to state a claim upon which relief can be granted, it may move to dismiss the complaint. Such motion to dismiss shall set forth the grounds for dismissal and shall be filed within thirty (30) days after receipt of the complaint by the respondent.

The complainant shall be given the opportunity to submit papers in opposition to the respondent's motion to dismiss. The hearing panel shall determine whether or not to have argument on the motion to dismiss.

Section 10.13 Answer. If no motion to dismiss is filed, the respondent shall file an answer within thirty (30) days after receipt of the complaint by the respondent. If the hearing panel finds against the respondent with respect to its motion to dismiss, the respondent shall file an answer to the complaint within thirty (30) days after the hearing panel issues its decision on the motion to dismiss. If no answer is filed within the stated time, the respondent shall be deemed to have denied the claim.

Section 10.14 Preliminary Hearing. Either on its own directive, or at the request of a party, the hearing panel may schedule a preliminary hearing with the parties. The preliminary hearing may be conducted by telephone at the hearing panel's discretion.

During the preliminary hearing, the parties and the hearing panel should discuss the future conduct of the proceeding, including clarification of the issues and claims, a schedule for the hearing and any other preliminary matter.

Section 10.15 Exchange of Information. Either on its own directive or at the request of a party, the hearing panel may direct the production of documents and other information. Further, the hearing panel may require that the parties (i) identify any witnesses the parties intend to call at the hearing and (ii) exchange copies of all exhibits the parties intend to submit at the hearing. The hearing panel shall set due dates for the exchange of such information. The hearing panel is authorized to resolve any disputes concerning the exchange of information.

Section 10.16 Recording the Proceedings. Proceedings may be recorded by a court reporter upon the request of a party. The party making the request shall pay for the services of the court reporter, or if the parties mutually agree, the cost may be equally divided between the parties. A party requesting a transcript shall pay for the cost of the transcript. Any transcript ordered by a party shall be made available to the hearing panel upon request of the panel.

Section 10.17 Hearing. Provided that the complaint is not dismissed, the hearing panel shall hold a hearing on the merits of the complaint. The hearing panel shall set such timelines and other rules regarding the hearing as it deems necessary.

At any hearing all parties shall be given a reasonable opportunity to present oral or written evidence, to cross-examine witnesses, and to present such factual or legal claims as desired. The rules of evidence shall not be strictly enforced; instead, rules of evidence generally accepted in administrative proceedings shall be applicable. The hearing panel shall determine the admissibility, relevance, and materiality of the evidence offered and may exclude evidence deemed by the hearing panel to be cumulative or irrelevant. The hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.

The burden of proof shall be upon the complainant who shall also initially have the burden of going forward with the evidence. The respondent shall then have the burden of going forward with evidence in opposition to the complaint and in support of respondent's position.

The complainant must establish by a preponderance of the evidence that the NGB or PSO does not meet the criteria of Section 8 of these Bylaws and/or Sections 220522-220525 of the Act.

Section 10.18 Decision. A decision shall be determined by a majority of the hearing panel. The hearing panel shall issue a written reasoned decision of its findings. The decision shall be made public and may be published on the corporation's website.

If the hearing panel determines that the NGB or PSO is in compliance with the requirements of Section 8 of these Bylaws and Sections 220522-220525 of the Act, it shall so notify the Board, the complainant and such NGB or PSO.

If the hearing panel determines that the NGB or PSO is not in compliance with the requirements of Section 8 of these Bylaws and/or Sections 220522 –220525 of the Act, it shall so notify the Board, the complainant and the NGB or PSO. Further, the hearing panel shall make a recommendation to the Board either to place the NGB or PSO on probation or to revoke the recognition of the NGB or PSO. However, if the hearing panel finds that the NGB or PSO's non-compliance can readily be rectified, then, prior to making a recommendation to the Board, the hearing panel may issue an order directing that the NGB or PSO take such action as is appropriate to correct the deficiency, and if such deficiency is corrected, the hearing panel may then make a finding of compliance.

Section 10.19 Action of the Board. Upon receipt of the hearing panel's notification of non-compliance, the Board shall convene and determine whether:

- a) to place the NGB or PSO on probation for a specified period of time, not to exceed one hundred eighty (180) days, which it considers necessary to enable such NGB or PSO to comply with such requirements; or
- b) to revoke the recognition of the NGB or PSO.

In making this determination the Board shall consider the recommendation of the hearing panel, but is not bound by it.

Section 10.20 Probation. If an NGB or PSO is placed on probation, it shall, at the conclusion of the probationary period, submit a report to the hearing panel as to whether or not it is in compliance. The hearing panel shall then convene to consider the report.

If, after considering the report of the NGB or PSO, the hearing panel determines that such NGB or PSO is in compliance with the requirements of Section 8 of these Bylaws and Sections 220522-220525 of the Act, it shall so notify the Board, and the NGB or PSO.

If, after consideration of the report of the NGB or PSO, the hearing panel determines that such NGB or PSO is not in compliance with the requirements of Section 8 of these Bylaws and/or Sections 220522-220525 of the Act, it shall so notify the Board and the NGB or PSO. If the hearing panel determines that the NGB or PSO has proven by clear and convincing evidence that, through no fault of its own, it needs additional time to comply with such requirements, the hearing panel may recommend to the Board that the probationary period be extended.

If, at the end of the probationary period allowed by the Board, the NGB or PSO has not complied with such requirements, the Board shall revoke the recognition of the NGB or PSO.

Section 10.21 Arbitration. There shall be no right of appeal to any other body of the corporation from a decision of the hearing panel or from a remedy imposed by the Board. Any party that considers itself aggrieved by a decision of the hearing panel on the merits of the complaint or by a remedy imposed by the Board may, within thirty (30) days after such decision or imposition of remedy, file a demand for arbitration with the AAA. The corporation has the right to participate in the arbitration proceeding, but it cannot be involuntarily joined by a party.

A respondent shall be entitled in a demand for arbitration to raise any jurisdictional or procedural objection to the complaint raised in its original motion to dismiss, but determined against it by the hearing panel that considered the jurisdictional or procedural challenge.

The arbitrator shall render a reasoned award in writing. All such awards shall be made public and may be published on the corporation's website.

The arbitral award shall be binding upon the parties, and unless the award is inconsistent with the terms of the Act, these Bylaws, or the rules of the IOC, upon the corporation.

SECTION 11

APPLICATION TO REPLACE AN NGB OR PSO

Section 11.1 Manner of Filing the Application. Any amateur sports organization may seek to replace an incumbent as the NGB or PSO for a particular sport by filing with the corporation a written application for such recognition with the CEO, with a copy to the corporation's legal division. A copy of the application shall also be served on the applicable NGB or PSO. The party filing the application shall file with the corporation proof of service on the NGB or PSO.

Section 11.2 Multiple Applications. If two (2) or more organizations file applications for the same sport, the applications shall be considered in a single proceeding. Each applicant shall serve a copy of its application on the other applicant, and shall file with the corporation proof of such service.

Section 11.3 Filing Period. An application under this Section 11 must be filed (i) within the one-year (1-year) period after the final day of any Olympic Games in the case of a sport for which competition is held in the Olympic Games or Paralympic Games, or in both the Olympic and Pan American Games, or (ii) within the one-year (1 year) period after the final day of any Pan American Games in the case of a sport for which competition is held in the Pan American Games and not in the Olympic Games.

Section 11.4 The Application. The application shall be in writing and signed by the chief executive office of the organization making the application. The application shall set forth the factual allegations in numbered paragraphs, each paragraph containing a single factual allegation, and shall contain at a minimum the following;

- a) the names and addresses of the parties;
- b) the jurisdictional basis of the challenge;
- c) the factual basis upon which, pursuant to the criteria of Section 8 of these Bylaws and Sections 220522-220525 of the Act, the applicant claims that it is entitled to replace the respondent; and
- d) the relief sought.

A copy of the applicant's organic documents shall be appended to the application.

Section 11.5 Filing Fee. An application filed by an applicant shall be accompanied by a five hundred (500) dollar filing fee. Such filing fee shall be made payable to the corporation.

Section 11.6 Failure to Properly File. An application that is not filed in accordance with Sections 11.1 through 11.4 of these Bylaws, and which is not accompanied by the designated filing fee as set forth in Section 11.5 of these Bylaws shall render the filing ineffective and the application shall not be considered to have been properly filed.

Section 11.7 Administration. Applications filed under this Section 11 shall be administered by the corporation's legal division.

Section 11.8 Hearing Panel. An application properly filed under this provision shall be heard by a corporation hearing panel. The hearing panel shall consist of three (3) individuals appointed by the CEO. The hearing panel shall consist of one (1) individual who is a member of the Board, one (1) individual who is a member of the NGB Council or Multisport Organizations Council, and one (1) individual who is a member of the AAC. The CEO shall also appoint the chair of the hearing panel. The hearing panel shall not include any individual having a direct interest, either personally or by virtue of organizational affiliation, in the outcome of the proceeding.

If for any reason a hearing panel member is unable to perform his or her duties as a panel member, and such vacancy occurs prior to commencement of a hearing on the merits, the CEO shall appoint a substitute hearing panel member. If such vacancy occurs after commencement of the hearing, the remaining hearing panel members may continue with the hearing and render a decision on the application, unless the parties agree to have a substitute hearing panel member appointed.

Section 11.9 Communication with the Hearing Panel. No party and no one acting on behalf of any party shall communicate ex parte with a hearing panel member.

Section 11.10 Mediation. At the request of a party, the hearing panel may adjourn the proceeding to allow for mediation of the application. The hearing panel shall set a deadline for completion of the mediation. The CEO shall appoint a mediator, after consultation with the parties. The mediator shall not be a member of the hearing panel. The parties shall bear all costs associated with the mediation.

Section 11.11 Conduct of the Proceeding. The hearing panel shall have the authority to rule on all motions and other matters raised in the proceeding. The hearing panel shall set such timelines and other rules regarding the proceeding, and the conduct of the hearing, as it deems necessary.

Section 11.12 Time Computation. In computing any period of time, the last day of the period so computed shall be included, unless it is a Saturday, a Sunday or a legal holiday, in which event the period runs until the end of the next day that is not one of the aforementioned days. The parties may modify any period of time by mutual agreement and consent of the hearing panel. The hearing panel may extend any period of time as it deems necessary.

Section 11.13 Motion to Dismiss. If the respondent contends that jurisdiction of the application is improper, that there is some other procedural or jurisdictional defect that would preclude a hearing on the merits, or that the application fails to state a claim upon which relief can be granted, it may move to dismiss the application. Such motion to dismiss shall set forth the grounds for dismissal and shall be filed within thirty (30) days after receipt of the application by the respondent.

The applicant shall be given the opportunity to submit papers in opposition to the respondent's motion to dismiss. The hearing panel shall determine whether or not to have argument on the motion to dismiss.

Section 11.14 Answer. If there is no motion to dismiss, the respondent shall file an answer within thirty (30) days after receipt of the application by the respondent. If the panel finds against the respondent with respect to its motion to dismiss, the respondent shall file an answer to the application within thirty (30) days after the hearing panel issues its decision on the motion to dismiss. If no answer is filed within the stated time, the respondent shall be deemed to have denied the claim.

Section 11.15 Preliminary Hearing. Either on its own directive, or at the request of a party, the hearing panel may schedule a preliminary hearing with the parties. The preliminary hearing may be conducted by telephone at the hearing panel's discretion.

During the preliminary hearing, the parties and the hearing panel should discuss the future conduct of the proceeding, including clarification of the issues and claims, a schedule for the hearing and any other preliminary matter.

Section 11.16 Exchange of Information. Either on its own directive, or at the request of a party, the hearing panel may direct the production of documents and other information. Further, the hearing panel may require that the parties (i) identify any witnesses the parties intend to call the hearing, and (ii) exchange copies of all exhibits the parties intend to submit at the hearing. The hearing panel shall set due dates for the exchange of such information. The hearing panel is authorized to resolve any disputes concerning the exchange of information.

Section 11.17 Recording the Proceedings. Proceedings may be recorded by a court reporter upon the request of a party. The party making the request shall pay for the services of the court reporter, or if the parties mutually agree, the cost may be equally divided between the parties. A party requesting a transcript shall pay for the cost of the transcript. Any transcript ordered by a party shall be made available to the hearing panel upon request of the panel.

Section 11.18 Hearing. Provided that the application is not dismissed, the hearing panel shall hold a hearing on the merits of the application. The hearing panel shall set such timelines and other rules regarding the hearing as it deems necessary.

The corporation shall publish notice of the time and place of such hearing on its website at least thirty (30) days, but not more than sixty (60) days, prior to the date of the hearing. The parties, at the direction of the hearing panel, shall send written notice, including a copy of the application, at least 30 days prior to the date of the hearing to all amateur sports organizations known in that sport. The hearing shall be open to the public.

At any hearing all parties shall be given a reasonable opportunity to present oral or written evidence, to cross-examine witnesses, and to present such factual or legal claims as desired. The rules of evidence shall not be strictly enforced; instead, rules of evidence generally

accepted in administrative proceedings shall be applicable. The hearing panel shall determine the admissibility, relevance, and materiality of the evidence offered and may exclude evidence deemed by the hearing panel to be cumulative or irrelevant. The hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.

The burden of proof shall be upon the applicant who shall also initially have the burden of going forward with the evidence. The respondent shall then have the burden of going forward with evidence in opposition to the challenge and in support of respondent's position.

The applicant must establish by a preponderance of the evidence that:

- a) it meets the criteria for recognition as an NGB or PSO under Section 220522 of the Act; and
- b) (i) the NGB or PSO does not meet the criteria of Section 8 of these Bylaws or Sections 220522-220525 of the Act, or (ii) the applicant more adequately meets the criteria of Section 220522 of the Act, is capable of more adequately meeting the criteria of Section 8 of these Bylaws and Sections 220523-220524 of the Act, and provides, or is capable of providing, a more effective national and international program of competition than the NGB or PSO in the sport for which it seeks recognition.

Section 11.19 Decision. A decision shall be determined by a majority of the hearing panel. The hearing panel shall issue a written reasoned decision of its findings. The decision shall be made public and may be published on the corporation's website.

If the hearing panel determines that such NGB or PSO should continue as the NGB or PSO for its sport the hearing panel shall so notify the Board, the applicant and such NGB or PSO.

If the hearing panel determines that such NGB or PSO would have retained recognition except for a minor deficiency in one of the requirements of Section 8 of these Bylaws or Sections 220522-220525 of the Act, the hearing panel shall so notify the Board, the applicant and the NGB or PSO. The hearing panel shall also make a recommendation to the Board to place the NGB or PSO on probation for a specified period of time not to exceed one hundred-eighty (180) days, pending compliance by the NGB or PSO.

If the hearing panel determines that the recognition of such NGB or PSO should be revoked, it shall so notify the Board, the applicant and such NGB or PSO. Further, the hearing panel shall make a recommendation to the Board either to (i) declare a vacancy in the NGB or PSO for that sport, or (ii) recognize the applicant as the NGB or PSO.

Section 11.20 Action of the Board. Upon receipt of the hearing panel's notification (i) that the NGB or PSO would have retained recognition except for a minor deficiency, or (ii) that the NGB or PSO's recognition should be revoked, the Board shall convene and determine whether:

- a) to place such NGB or PSO on probation for a specified period of time not to exceed one hundred eighty (180) days, which it considers necessary to enable such NGB or PSO to comply with such requirements; or
- b) to revoke the recognition of such NGB or PSO and declare a vacancy in the NGB or PSO for that sport; or
- c) to revoke the recognition of such NGB or PSO and recognize the applicant as the NGB or PSO for that sport.

In making its determination, the Board shall consider the recommendation of the hearing panel, but is not bound by it.

Section 11.21 Probation.

If an NGB or PSO is placed on probation, it shall, at the conclusion of the probationary period, submit a written report to the hearing panel as to whether or not it is in compliance. The NGB or PSO shall provide a copy of that report to the applicant. The hearing panel shall then convene to consider the report.

If, after considering the report of the NGB or PSO, the hearing panel determines that such NGB or PSO is in compliance with the requirements of Section 8 of these Bylaws and Sections 220522-220525 of the Act, the hearing panel shall so notify the Board, the applicant, and the NGB or PSO.

If, after consideration of the report of the NGB or PSO, the hearing panel determines that such NGB or PSO is not in compliance with the requirements of Section 8 of these Bylaws or Sections 220522-220525 of the Act, the hearing panel shall so notify the Board, the applicant, and the NGB or PSO.

If, at the end of the probationary period allowed by the Board, the NGB or PSO has not complied with such requirements, the Board shall revoke the recognition of such NGB or PSO and either (i) recognize the applicant as the NGB or PSO or (ii) declare a vacancy in the NGB or PSO.

Section 11.22 Arbitration. There shall be no right of appeal to any other corporation body from a decision of the hearing panel or from a remedy imposed by the Board. Any party that considers itself aggrieved by a decision of the hearing panel on the merits of the hearing panel's decision concerning the application or by a remedy imposed by the Board may, within thirty (30) days after such decision or imposition of remedy, file a demand for arbitration with the AAA. The corporation has the right to participate in the arbitration proceeding, but it cannot be involuntarily joined by a party.

A respondent shall be entitled in a demand for arbitration to raise any jurisdictional or procedural objection to the application raised in its original motion to dismiss, but determined against it by the hearing panel that considered the jurisdictional or procedural challenge.

The arbitrator shall render a reasoned award in writing. All such awards shall be made public and may be published on the corporation's website.

The arbitral award shall be binding upon the parties thereto, and unless the award is inconsistent with the terms of the Act, these Bylaws, or the rules of the IOC, upon the corporation.

Section 11.23 Replacement of NGB or PSO. If the Board upholds the application of an amateur sports organization to replace the incumbent as the NGB or PSO and there is no appeal, or if there is an appeal and the final arbitration award upholds the application of an amateur sports organization to replace the incumbent as the NGB or PSO:

- a) such applicant organization shall be deemed elected to membership in the corporation, and the membership of the incumbent shall be deemed terminated without further action of the Board; and
- b) The incumbent shall cease to exercise the authority of an NGB or PSO as specified in Section 220523 of the Act.

The Board shall, within sixty (60) days after such award, recommend and support in any appropriate manner the new NGB or PSO to the appropriate international sports federation or organization for recognition by such federation or organization as the United States NGB or PSO in that sport, any provision to the contrary in Section 10 of these Bylaws notwithstanding. Such action shall include, without limitation, formally advising such federation or organization of the decision of the Board and recommending acceptance of such action by the federation or organization.

In the event that there is a significant delay in the acceptance of the new NGB or PSO as the United States member in such international federation or organization, the Board shall take any and all steps that may be necessary to protect the right of United States athletes to participate in international amateur athletic competition.

SECTION 12

CODE OF CONDUCT FOR VOLUNTEERS, STAFF AND MEMBER ORGANIZATIONS

Section 12.1 Code of Conduct. The Board shall adopt a Code of Conduct for members of the Board, committee and task force members, member organizations associated with the corporation, the CEO, all corporation employees and others who are associated with the corporation (the “Code”). The Code shall establish minimum standards for the conduct of corporate personnel, including staff. All member organizations shall comply with the requirements of the Code, when representing the corporation or participating in corporation activities or events. Violations of the Code shall be handled in the manner specified in the Code. Amendments to the Code shall require a recommendation of the Ethics Committee and the approval of two-thirds of the voting power of the directors present at a meeting of the Board.

Section 12.2 Affirmative Obligation to Promote Ethical Conduct. All corporation personnel should promote ethical behavior and take steps to ensure that the corporation:

- a) encourages employees, Board, committee, and task force members and others associated with the corporation to address ethical concerns, and to talk to supervisors, managers, and the Ethics Officer, when in doubt about the best course of action in a particular situation;
- b) encourages everyone associated with the corporation to report, on a confidential basis, violations of laws, rules, regulations or the Code to the Ethics Officer or the Ethics Committee; and
- c) informs corporation personnel that the corporation will not allow retaliation for reports made in good faith concerning ethical behavior or the violation of laws, rules, regulations, or the Code.

Section 12.3 Written Standards. The corporation shall develop, maintain, and distribute written standards of conduct, as well as written policies, procedures and protocols, that promote the corporation’s commitment to compliance with such standards and address specific areas of potential infractions.

Section 12.4 Compliance Officer. The corporation shall designate an ethics officer who shall report functionally to the Ethics Committee and operationally to the CEO or his/her designee and shall be charged with the responsibility for developing, operating, and monitoring the corporation’s ethics program, subject to oversight by the Ethics Committee.

Section 12.5 Education and Training. The corporation shall develop and maintain regular and effective education and training programs for all affected corporation employees, officers, directors, committee and task force members, and volunteers, and others associated with the corporation.

Section 12.6 Effective Communication. The corporation shall ensure that an effective line of communication exists between the ethics officer and all corporation employees, officers, directors, committee members, and volunteers, and others associated with the corporation, including maintaining a process, such as a hotline or other reporting system, to receive complaints and the adoption of procedures to protect the anonymity of complainants and to protect complainants from retaliation based on their reporting of ethics or compliance issues.

Section 12.7 Monitoring. The corporation shall use audits and other risk evaluation techniques to monitor compliance and identify problem areas affecting the corporation and its employees, officers, directors, committee and task force members, and volunteers, and others associated with the corporation.

Section 12.8 Investigation. The corporation shall develop and maintain policies and procedures with respect to the investigation of identified systemic problems, which include direction regarding the prompt and proper response to detected offenses, such as the initiation of appropriate corrective action and preventive matters.

Section 12.9 Reporting Systems. The corporation shall develop and maintain a system to respond to allegations of illegal, unethical, or improper activities and enforcement of appropriate disciplinary action against members of the Board, committee and task force members, member organizations associated with the corporation, the CEO, all corporation employees and others who are associated with the corporation who have violated internal compliance policies, applicable statutes, regulations, or other corporation requirements.

Section 12.10 Member Organizations and Bid Cities. The corporation shall encourage its member organizations (except that NGBs and PSOs are required to comply with Section 8.7(d) of these Bylaws) and shall require any bid city organizations to implement procedures that comply with the requirements of Sections 12.3 through 12.9 of these Bylaws.

SECTION 13

ATHLETE OMBUDSMAN

Section 13.1 Confidential Information. The Ombudsman shall keep information that is communicated or provided to him in any matter involving the exercise of his or her official duties confidential, except that the Ombudsman may use such information as necessary in resolving or mediating a dispute.

Section 13.2 Privilege. Neither the Ombudsman nor a member of his or her staff shall be compelled to testify or produce evidence in any judicial or administrative proceeding with respect to any matter involving the exercise of his or her official duties. All related memoranda, work product, notes or case files of the Ombudsman are confidential and are not subject to discovery, subpoena, or other means of legal compulsion, and are not admissible in evidence in a judicial or administrative proceeding.

Section 13.3 Exceptions to Privilege. The privilege described in Section 13.2 of these Bylaws does not apply to information concerning:

- a) a felony personally witnessed by the Ombudsman or a member of his or her staff;
- b) a situation where an individual is at imminent risk of serious harm, which is communicated to the Ombudsman or a member of his or her staff; and/or
- c) the general operation of the Ombudsman's office and the general processes employed.

Section 13.4 Ombudsman Statements. In light of the Ombudsman's independence pursuant to the Act, statements of the Ombudsman shall not be deemed to reflect the views or positions of the corporation as evidence in any legal or judicial proceeding.

SECTION 14

ATHLETES' ADVISORY COUNCIL AND ATHLETE REPRESENTATION

Section 14.1 Composition. There shall be an AAC composed of, and elected by, amateur athletes to ensure communication between the corporation and currently active athletes, and to serve as a source of opinion and advice to the Board with regard to both current and contemplated policies of the corporation. The AAC shall consist of at least (i) one (1) athlete from each NGB elected by athletes having competed at the appropriate level in the sport governed by that NGB, (ii) two (2) athletes elected from among athletes competing in winter Paralympic sports, elected by athletes having competed at the appropriate level in the winter Paralympic sports (iii) six (6) athletes elected from among athletes competing in summer Paralympic sports, elected by athletes having competed at the appropriate level in the summer Paralympic sports and (iv) six (6) athletes elected by the AAC to serve at-large on the AAC.

Section 14.2 Operation. The AAC shall meet regularly and in accordance with the budget approved by the Board. The AAC shall operate in accordance with bylaws adopted by the members of the AAC and approved by the Board.

Section 14.3 Term. Election to membership in the AAC shall be made in accordance with provisions of the AAC Bylaws. Elected athletes shall serve until their successors are elected unless removed for cause or not for cause pursuant to the AAC Bylaws, except as otherwise set forth in the corporation's Bylaws.

Section 14.4 Athlete Representation on Board and Committees. Athlete representatives shall equal 100 percent of the AAC, at least 20 percent of the voting power of the Board of the corporation and at least 20 percent of the membership and voting power of all corporation committees, task forces and other such groups operating under the authority of the Board or CEO. For purposes of this Section 14.4, athlete representatives must have represented the United States in the Olympic, Pan American or Paralympic Games, World Championships, or an event designated as an Operation Gold event within the ten (10) years preceding election.

Section 14.5 Qualifications. Athlete representatives to the AAC (i) representing Olympic and Pan American sports, must be directly elected by athletes from their NGB who meet the standard set forth in Section 14.4 of these Bylaws at the time of election, (ii) representing Paralympic sports, must be directly elected by athletes from either PSOs, or NGBs designated to govern a Paralympic sport (or the corporation if overseeing a Paralympic sport) who meet the standard set forth in Section 14.4 of these Bylaws, and (iii) who are at-large members of the AAC must be directly elected by athletes serving on the AAC. Athlete representatives to the Board shall be recommended to the Nominating and Governance Committee by members of the AAC from among the athletes who meet the standard set forth in Section 14.4 of these Bylaws at the time they would take office, and the Nominating and Governance Committee may also consider other athletes who meet the definition of independence set forth in Section 3.2 of these Bylaws to serve as independent directors on the Board, as provided in these Bylaws. Athlete representatives on corporation committees, task forces and other such groups shall be appointed after consultation with the AAC from among the athletes who meet the standard set forth in

Section 14.4 of these Bylaws.

Section 14.6 NGB Election Procedures. Each NGB shall adopt and submit to the AAC, consistent with policies established by the AAC, a procedure whereby eligible athletes as defined in Section 14.4 of these Bylaws shall elect an active athlete to represent the Olympic or Pan American sport governed by the NGB on the AAC. The PSOs and NGBs designated to govern a Paralympic sport, collectively, with the corporation, shall adopt and submit to the AAC, consistent with policies established by the AAC, a procedure whereby eligible athletes as defined in Section 14.4 of these Bylaws shall elect eligible athletes to represent the Paralympic sports on the AAC.

SECTION 15

NATIONAL GOVERNING BODIES COUNCIL

Section 15.1 Composition. There shall be an NGB Council whose members shall be representatives of the NGBs and PSOs selected by their boards of directors or such other governing boards to ensure effective communication between the corporation and such NGBs and PSOs.

Section 15.2 Term. Each member of the NGB Council shall serve until replaced by the NGB or PSO that appointed them, unless removed for cause or not for cause by the NGB Council pursuant to fair procedures as provided for in the NGB Council bylaws.

Section 15.3 Operation. The NGB Council shall operate in accordance with bylaws adopted by the members of the NGB Council and approved by the Board. The NGB Council shall elect its own officers from among its members and shall meet and conduct business as necessary in accordance with its bylaws and the budget approved by the Board.

SECTION 16

MULTISPORT ORGANIZATIONS COUNCIL

Section 16.1 Composition. There shall be a Multisport Organizations Council whose members shall be one representative of each of the Multisport Organizations (Community-Based Multisport Organizations, Education-Based Multisport Organizations, Armed Forces Organizations, Recognized Sport Organizations, Other Sport Organizations and the US Olympians) selected by their board of directors or such other governing board to ensure effective communication between the corporation and such Multisport Organizations.

Section 16.2 Term. Each member of the Multisport Organizations Council shall serve until replaced by the Multisport Organization that appointed them, unless removed for cause or not for cause by the Multisport Organizations Council pursuant to fair procedures as provided for in the Multisport Organizations Council bylaws.

Section 16.3 Operation. The Multisport Organizations Council shall operate in accordance with bylaws adopted by the members of the Multisport Organizations Council and approved by the Board. The Multisport Organizations Council shall elect its own officers from among its members and shall meet and conduct business in accordance with its bylaws and the budget approved by the Board.

SECTION 17

INDEMNIFICATION

Section 17.1 Indemnification Right. The corporation shall indemnify each of its present or former directors, officers, employees, committee members or official representatives, or any person who is or was serving another corporation or other entity in any capacity at the request of the corporation, against all expenses actually and reasonably incurred by such person (including, but not limited to, judgments, costs and counsel fees) in connection with the defense of any pending or threatened litigation to which such person is, or is threatened to be made, a party because such person is or was serving in such capacity. This right of indemnification shall also apply to expenses of litigation that is compromised or settled, including amounts paid in settlement, if the corporation shall approve such settlement as provided in Section 17.2 of these Bylaws. Such person shall be entitled to be indemnified if he/she acted in good faith and in a manner he/she reasonably believed to be in, and not opposed to, the best interests of the corporation. The termination of any litigation by judgment, order, settlements, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in, and not opposed to, the best interests of the corporation.

Section 17.2 Determination of Payment. Any amount payable as indemnification under this Section 17 shall be determined and paid by the corporation pursuant to a determination by a majority vote of a quorum of the Board, consisting of members of the Board who have not incurred expenses in connection with the litigation for which indemnification is sought, that such person seeking indemnification has met the standards of conduct set forth in this Section 17. If such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, such determination shall be made either:

- a) by the Board upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct set forth in this Section 17 has been met; or
- b) by a majority vote of the members of the Board upon a finding that the person seeking indemnification has met the applicable standard of conduct set forth in this Section 17.

Section 17.3 Advance Payment of Litigation Expenses. Any expenses incurred by such person in connection with the defense of any litigation may be made by the corporation in advance of a final disposition of such litigation upon receipt of an undertaking by such person to repay such amount if it is determined under Section 17.2 of these Bylaws that such person is not entitled to be indemnified under this Section 17.

Section 17.4 Other Rights. The right of indemnification under this Section 17 shall be in addition to, and not exclusive of, all other rights to which such person may be entitled.

Section 17.5 Insurance. The Board may, at its discretion, authorize the purchase of insurance on behalf of any persons indemnifiable under this Section 17. Such insurance may include provisions for indemnification of such persons for expenses of a kind not subject to indemnification under this Section 17. Any repeal or modification of this Section 17 shall be prospective only and shall not adversely affect any right or protection of a director, officer, employee, fiduciary and agent of the corporation under this Section 17, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Section 17, prior to such repeal or modification.

SECTION 18

ORGANIZATION OF OLYMPIC, PARALYMPIC AND PAN AMERICAN GAMES IN THE UNITED STATES

Section 18.1 Games Organization. The organization of Olympic, Pan American and Paralympic Games is governed by the rules of the IOC, PASO and the IPC. Selection of the host cities for the Olympic Games shall be made in accordance with IOC rules. Selection of the host cities for the Pan American Games shall be made in accordance with special provisions in PASO rules. Selection of the host cities for the Paralympic Games shall be made in accordance with IPC rules.

Section 18.2 Bid Procedures. Any United States city interested in bidding for the privilege of organizing the Olympic, Pan American or Paralympic Games in the United States shall follow the procedures established by the Board.

SECTION 19

OLYMPIC, PARALYMPIC AND PAN AMERICAN GAMES-RELATED MATTERS

Section 19.1 Chef de Mission. The Board shall appoint a Chef de Mission, who shall function as the liaison officer between the Local Organizing Committee for the Olympic, Paralympic and Pan American Games, and the members of the United States official delegation at the site of the Games.

Section 19.2 Games Administrative Board. There shall be a Games Administrative Board of the corporation which shall have final authority at the site of the Games with respect to all matters regarding policy, protocol, discipline, and similar matters, except with regard to team selection issues and Code of Conduct violations, which are otherwise governed by the Code of Conduct and Grievance Procedures for the Games or Section 9 of these Bylaws. The Games Administrative Board shall consist of the chair, the CEO, the Delegation Director, the Chef de Mission and the chair of the AAC or their designated representative. In the case of the absence of a member of the Games Administration Board (assuming that an alternate representative has not been designated by the absent member), the CEO may designate an alternate, who shall exercise all of the privileges of the absent member. The CEO shall chair meetings of the Games Administrative Board.

Section 19.3 Games Trials. The corporation has the exclusive jurisdiction over all matters pertaining to the participation of the United States in the Olympic, Paralympic and Pan American Games, including, but not limited to, the authority (i) to approve or disapprove selection procedures recommended by NGBs or PSOs and (ii) to conduct trials. Also, the corporation has the exclusive right to control the use of Olympic, Paralympic and Pan American marks, images and designations in the United States related to those trials. All such trials shall be the property of the corporation. An NGB or PSO shall enter into an agreement with the corporation to manage the trials on behalf of the corporation, unless the corporation otherwise assents in writing that such agreement is not required. For the sake of clarity, the foregoing shall in no way prohibit an NGB or PSO from holding a regional, national, or other events as part of an approved selection process, provided that (i) the event is in no way branded with any Olympic, Paralympic or Pan American mark and (ii) no athlete earns an automatic nomination to an Olympic, Paralympic or Pan American Games teams by participating in the event.

Section 19.4 Former Olympic Teams. Subject to approval by the CEO, members and administrative officials of former U.S. Olympic Teams may organize separately or jointly in units, chapters or groups for the purpose of promoting the Olympic objectives as defined in the Act and these Bylaws and may use the word "Olympic" in names adopted for and by units, chapters, or groups. The activities of these units, chapters, or groups shall be carried on and subject to the consent and approval of the CEO.

SECTION 20

FINANCIAL MATTERS

Section 20.1 Fiscal Year. The fiscal year of the corporation shall commence January 1 and end on December 31 each year.

Section 20.2 Accounts, Books, Minutes. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees. All books and records of the corporation may be inspected by any director, or such director's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 20.3 Financial Audit. The accounts and financial reports of the corporation shall be audited annually by an independent firm of auditors.

Section 20.4 Conveyances and Encumbrances. The assignment, conveyance or encumbrance or sale, exchange, lease or other disposition of any of the real property of the corporation or all or substantially all of the other property and assets of the corporation shall only be authorized by the Board if the purpose of such assignment, conveyance or encumbrance or sale, exchange, lease or other disposition of any of the real property of the corporation or all or substantially all of the other property and assets of the corporation complies with the purposes and restrictions on the powers of the corporation set forth in the Act and these Bylaws.

Section 20.5 Designated Contributions. The corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax exempt purposes as set forth in the Act and these Bylaws, and a restricted gifts policy adopted by the Board. The corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax exempt purposes.

Section 20.6 Loans to Directors and the Chair Prohibited. No loans shall be made by the corporation to the Chair or any other director or to any corporation committee or task force members. Any Chair, director, committee or task force member, who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

Section 20.7 Individual Liability. No individual officer, director or member of a committee of the corporation shall be personally liable in respect of any debt or other obligation incurred in the name of the corporation or any of its committees pursuant to authority granted directly or indirectly by the Board.

Section 20.8 Bonding. All officers, directors, and employees handling funds of the corporation shall be bonded or insured in such amounts as may be determined from time to time by the CEO. The expense of furnishing such bonds shall be paid by the corporation.

SECTION 21

IRREVOCABLE DEDICATION AND DISSOLUTION

Section 21.1 Charitable Purposes. The property of the corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the corporation shall inure to the benefit of private persons.

Section 21.2 Dissolution. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended. The use and disposition on dissolution or winding up of real or personal property owned or used by the corporation in any and all States and Territories which are part of the United States of America shall be limited to the purposes stated in the foregoing paragraph in such a manner as to satisfy the requirements of the laws of such States for exemption of such property from property taxation in such States.

SECTION 22

MISCELLANEOUS

Section 22.1 Severability and Headings. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted. The descriptive headings of Sections used in these Bylaws are inserted for convenience only and are not intended to and do not have any operative effect.

Section 22.2 Saving Clause. Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the members at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the members at any meeting.

Section 22.3 Compliance with Laws. Nothing contained in the Bylaws shall require the corporation to violate, contravene, or abrogate its duties under any US law, including, but not limited to the Act and the Internal Revenue Code.

SECTION 23

AMENDMENTS OF THE BYLAWS

Section 23.1 Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the Board taken at and noticed for an appropriately called Board meeting. Amendments shall take effect at the close of such meeting except in such cases where it may be specified in the resolution approving the amendment that the amendment will take effect during the meeting or at a later time.

Section 23.2 Proposed Amendments. Any member of the Board may recommend that the Board consider amendments to the Bylaws. If a Board member requests amendments to the Bylaws, not later than sixty (60) days before the date of any meeting of the Board at which an amendment is to be voted on, a general notice of the proposed alteration shall be published on the corporation's website setting forth the text or substantive terms of the proposed amendment, the time and place of the Board's meeting at which such amendment is to be voted upon, and a provision informing interested persons that they may comment on the proposed amendment by submitting materials and information on the amendment to the CEO not less than fourteen (14) calendar days before the Board meeting. All proposed amendments, along with materials or information submitted on the amendment, shall be distributed by the CEO to each member of the Board in a timely fashion.

The undersigned, being the Secretary of the United States Olympic Committee, hereby indicates that the Board has adopted the foregoing Bylaws as the Bylaws of the corporation on.



USOC Secretary _____

Date: March 8, 2013

EXHIBIT C

GRIEVANCE

To the Secretary of USA Shooting, Inc.:

We, the undersigned members 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 election which took place at the meeting of the Board of Directors on March 16, 2015, was tainted and rendered invalid by the misconduct of ED-CEO Bob Mitchell and persons acting in concert with him (identified in the March 27, 2015 Code of Conduct filing as John Doe Nos. 1, 2, 3, etc., a copy of which is attached hereto and incorporated by reference as if fully set forth herein). By their actions, ED-CEO Bob Mitchell and John Doe Nos. 1, 2, 3, etc. violated the USAS Code of Conduct and Article XXI of the Bylaws of USAS, and also deprived the USAS membership of the valid, legitimate, and faithful representation and service of individuals on the Board of Directors to which they are entitled pursuant to Article XI of the USAS Bylaws.**
- 2. The election which took place at the meeting of the Board of Directors on March 16, 2015, was tainted and rendered invalid by the wrongful participation in the election by Gary Anderson, notwithstanding that his term on the Board had expired by virtue of the term limits imposed by USAS Bylaw XI.W.2. ("No member of the Board may serve more than eight years without a two (2) consecutive year interruption of**

service on the Board with the following exceptions: **** 2.
The term of the Senior Representative to the ISSF may be extended by a 2/3 vote of the Board membership.”)

3. The election which took place at the meeting of the Board of Directors on March 16, 2015 was tainted and rendered invalid by the wrongful refusal of USAS President James Lally and USAS ED-CEO Bob Mitchell, acting in concert with each other, to allow a vote of the Board to take place on the question whether to extend the term of Mr. Anderson (which would require a 2/3 affirmative vote of the Board, see above). The reason the President and ED-CEO did not want a vote with respect to Mr. Anderson’s tenure on the Board to take place was because the President and the ED-CEO feared that Mr. Anderson would not receive the required 2/3rds vote to remain on the Board and, if he did not, he would not be able to vote for Dr. Lally (as they knew he would) in the contested At-Large position sought to be filled by Dr. Lally. The actions by the President and the ED-CEO of USAS in that regard, taken in conjunction of the additional actions of the ED-CEO to intimidate and instill fear of retaliation in the minds of Board members if they did not vote for James Lally (see the attached March 27, 2015 Code of Conduct) were in violation of USAS Bylaws XI.W; XV.A; and XXI; and were also in violation of the inherent requirements and standards imposed on all NGB officers, directors and paid employees of NGBs which provide that they should not, and may not, act in a corrupt, improper and wrongful manner.
4. The election which took place at the meeting of the Board of Directors on Mach 16, 2015, was further tainted and rendered

invalid by James Lally, a candidate for a Board position, voting for himself for that position, in contravention of well-known and established rule pertaining to Conflicts of Interest that no member should vote on a question in which he / she has a direct personal interest not common to other members of the organization.

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

- a) that the election of At-large Directors had on March 16, 2015 be declared invalid, null and void, and of no effect;
- b) that a new election for At - Large board members be re-noticed and held, and the outcome determined by secret ballot, and otherwise be free from threats of intimidation and reprisals, and conflicts of interest, following a valid nomination process;
- c) that the meeting of the Board of Directors of USAS now scheduled for April 18, 2015 be adjourned, *sine die*, pending the resolution of this Grievance and the holding of a new and valid election for At- Large Board members, in place and stead of the tainted and invalid proceedings had on March 16, 2015; and
- d) 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 2nd day of April 2015:

Walter Glenn Eller, Jr.
Walter Glenn Eller, Jr. - USA Shooting Vice President

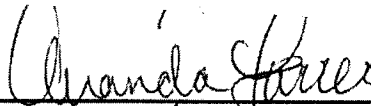
Signed and dated as of the 3 day of April 2015:



Vladimir Cusackou



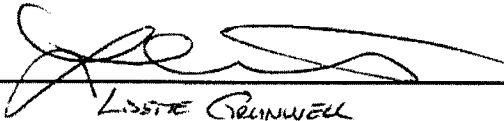
Kaiti Sanderson



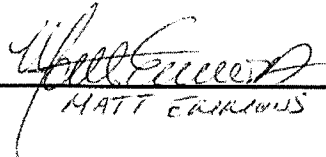
Amanda Ferrer



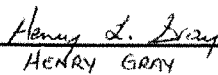
Brad Balsley



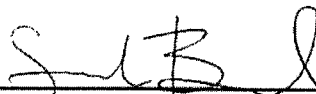
Louise Greenwell



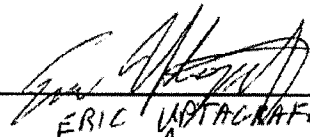
MATT EDWARDS



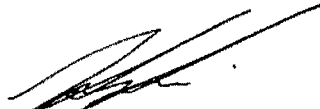
HENRY GRAY



Sarah Beard



ERIC WOTACKRAFFT



Joe Hein



LTC Bret A. Tecklenburg

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: Code of Conduct submission dated March 27, 2015

John Taylor John Taylor

Austin Odom Austin Odom

Mark L. Weeks Mark L. Weeks

Mary K Weeks Mary K Weeks

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

Attachment: Code of Conduct submission dated March 27, 2015

Jeffrey Holguin HOLGUIN, JEFFREY

Mark Staffen Staffen, Mark

Joshua Richmond RICHMOND, Joshua

Richard Hadden Hadden, Richard

Glen Eller Eller, Glen

Hayden Stewart Stewart, Hayden

Seth Inman INMAN, SETH

Derek Holdeman Holdeman, Derek

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

Attachment: Code of Conduct submission dated March 27, 2015

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 2 day of April 2015:

Corey Cogdell Unrien

Corey Cogdell
Unrien

LMH Ronda Sean McElleand

Abby Joyce Anne English

Shirley Ann Davis

Nancy Ann Haley Dunn

Walter Casey Wallace

William Lambson

Jan Turner Jason Turner

William Nelson

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

Signed and dated as of the 2nd day of April 2015:

Alex Rennert

Alex Rennert

Signed and dated as of the 2 day of April 2015:

b) that a new election for AI - Large board members be re-noticed and held, and the outcome determined by secret ballot, and otherwise be free from threats of intimidation and reprisals, and conflicts of interest, following a valid nomination process;

c) that the meeting of the Board of Directors of USAS now scheduled for April 18, 2015 be adjourned, ~~not do~~, pending the resolution of this Grievance and the holding of a new and valid election for AI- Large Board members, in place and stead of the tainted and invalid proceedings had on March 16, 2015; and

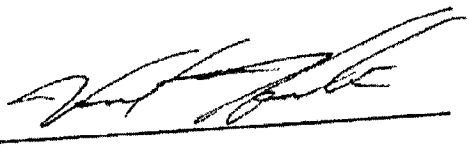
d) that Grievants be granted such other, further and different relief as may be deemed just and proper under the circumstances.

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 2 day of April 2015:



Kim Rhode
Harryman


_____ Vincent Hancock

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

Attachment: Code of Conduct submission dated March 27, 2015

CERTIFICATION OF FILING

This Grievance, with attachment, has been sent by the undersigned to the Secretary of USAS by certified mail, return receipt requested, with a courtesy copy also sent by email to the Secretary on this 3rd day of April, 2015.

Certified as true: Walton Glenn Elbr
Walton Glenn Elbr

CODE OF CONDUCT VIOLATION

**To: James M. Lally, DO. MMM
President of USA Shooting, Inc.**

The undersigned member of USA Shooting, Inc. ("USAS") submits the following report of misconduct by ROBERT MITCHELL, the Executive Director / CEO of USA Shooting, Inc. and JOHN DOES 1, 2, 3, etc (whose identities are presently unknown) in accordance with USAS's CODE OF CONDUCT (dated as of April 11, 2011), and respectfully requests that a neutral individual be appointed to promptly conduct an investigation with respect to the offenses charged, and to render a report and decision thereon, together with recommended disciplinary actions.

1) The person filing the report: LTC Bret A. Tecklenburg

2) The identity of the person(s) who violated the Code:

- a) Bob Mitchell, the Executive Director/ CEO of USAS;
- b) John Doe # 1 (acting in concert with Mr. Mitchell);
- c) John Doe # 2, etc. (others acting in concert with Mr. Mitchell)

The Identities of John Doe #s 1, 2, etc. are presently unknown, but were referred to by Mr. Mitchell in his threatening call to

me on March 13, 2015 (see below and attached) as “us” and “we”.

d) Statement of the Facts: Mr. Mitchell, through his words and actions, directed to both the complainant herein, and others, has intentionally, purposefully and wrongfully abused his position, both as Executive Director of USAS and as a member of the Board of Directors of USAS, to intimidate (and attempt to intimidate) both me and others to vote at a March 16, 2015 Special Meeting of the USAS Board, for Dr. James Lally, a candidate for election for the contested position of President of USAS (and against Mr. Mike English, also a candidate for election as President of USAS). In addition to speaking directly to me to make his desires known (and the possible adverse consequences which would result to me and the Army Marksmanship Unit I command, if his desires as to voting were not followed), Mr. Mitchell has also, by his actions and words, created an atmosphere of fear of retribution among board members and employees of USAS, if his wishes were not followed. This has caused a toxic and unhealthy atmosphere of fear among board members and employees of USAS, which has caused emotional distress to those who are beholden to, and subject to, the whims of Mr. Mitchell, by virtue of their position as an actively competing athlete and / or their (or a family member’s) status as an employee in USAS.

Mr. Mitchell, as part of his acts of intimidation and coercion, made derogatory statements, as fact (as opposed to opinion)

during his March 13, 2015 call to me regarding Mr. English leaving the employ of the US Olympic Committee, which cast Mr. English in a poor and unfavorable light. Upon information and belief, these statements were and are false, and were intended to demean the reputation of Mr. English and attempt to persuade me to vote against Mr. English, and in favor of Dr. Lally.

A secret ballot election, where only the voter knows how he or she has voted, is a crucial way of ensuring fair elections, free from intimidation and fear of reprisals and retribution. Mr. Mitchell, as part of his lobbying for Dr. Lally (and scheme to ensure the election of Dr. Lally through his threats of reprisals if I and others did not vote for Dr. Lally at the March 16, 2015 Board meeting), made it clear that he and others (...the "we" and "us" ...) would not permit a secret ballot. On account of the refusal of Mr. Mitchell and others acting on concert with him (John Does # 1, 2, 3 etc.) a secret ballot was not held at the March 16, 2015 vote, thereby dissuading Board members from voting for Mr. English as their preferred candidate on account of the fear of reprisals that would befall them if they did not vote for Dr. Lally in the open vote Mr. Mitchell (and John Does # 1, 2, 3 etc.) insisted on having.

As noted, Mr. Mitchell was not acting alone in connection with his acts of intimidation. He repeatedly referred, during his March 13, 2015 call to me, to "us" and "we" wanting the vote to go in favor of Dr. Lally (and against Mike English) but never identified the individuals with whom he was acting in concert with. The independent investigation that is to be

conducted in response to the filing of the Code of Conduct will disclose the identity of those individuals.

Memorandum for the Record: Attached hereto, as direct evidence of the foregoing, is a Memorandum for the Record I prepared promptly following the call I received from Mr. Mitchell, on March 13, 2015.

e) **Relief (Discipline) Requested:** USAS's Code of Conduct lists, at subsection E.5 thereof, a number of disciplinary "options" in the event of a finding of a violation of the Code of Conduct, among them "counseling", "appropriate letter from the staff member addressing the violation"; "letter of apology"; "other such non-monetary action appropriate for the situation"; "fines" ranging from between \$100 to \$1,000; and "suspension".

None of these "options" are appropriate here. Rather, it is respectfully submitted that the appropriate disciplinary "option" for the egregious violation by Mr. Mitchell of the USAS Code of Conduct by his intentional interference with what should have been the neutrality of the electoral process is nothing short of termination of employment, for cause.

Short of that, Mr. Mitchell should at least be removed as a member of the Board, placed on "probation" with respect to his employment, counselled with respect to his inappropriate actions, and closely supervised to ensure that he does not engage in any further acts of intimidation or any other actions

inappropriate to his position as Executive Director/ CEO of USAS.

In addition, those individuals identified as a result of the investigation that is to follow the filing of this Code of Conduct charge (i.e., John Does #s 1, 2, 3, etc.) should also be sanctioned, in accordance with their culpability in acting in concert with Mr. Mitchell to deny Board members their right to participate in a free and fair election for President of USAS, absent intimidation and fear of reprisals for voting their conscience.

Signed and dated as follows:



Date: March 27, 2015

LTC Bret A. Tecklenburg

US Army Marksmanship Unit

7031 Bills Street

Fort Benning, GA 31905-5810

Tele: (334) 224-6649

Email: bret.a.tecklenburg.mil@mail.mil

Cc: Robert Mitchell, CEO

USA Shooting, Inc.

Attachment: Memorandum for the Record dated March 13, 2015



REPLY TO
ATTENTION OF

DEPARTMENT OF THE ARMY
HEADQUARTERS, U.S. ARMY MARKSMANSHIP UNIT
7031 BILL STREET
FORT BENNING, GEORGIA 31905-5910

MRSB-MUC

13 March 2015

MEMORANDUM FOR RECORD

SUBJECT: Phone Conversation between the USA Shooting Executive Director-Chief Executive Officer (Robert "Bob" Mitchell) and the U.S. Army Marksmanship Unit (USAMU) Commander LTC Bret Tecklenburg

1. Purpose. Purpose of this memorandum is to capture this conversation as closely as possible.
2. Specifics. This was a return call for a missed call and in response to a voice mail from Bob Mitchell to LTC Tecklenburg. LTC Tecklenburg called Bob at 1:53pm (Eastern) on Friday, 13 March and the call lasted 14-minutes.
3. Conversation. The following comments are captured from memory so they are accurate; however, they are not exact quotes.
 - a. Bob Mitchell – "I hear that you have been campaigning for the upcoming vote. And I just want to let you know that campaigning is highly discouraged by our bylaws."
 - b. Bret Tecklenburg – "I have talked with a few board members asking their opinions' of Dr. Lally and Mike English since they are running for the only opposed seat and I don't know either one very well. Over the course of those discussions Mike English has become my preference."
 - c. Bob Mitchell – "I need you to support us on this and vote for Dr. Lally. Listen, I supported you on hosting a Shotgun Selection Match at Ft. Benning and I need you to support us on this."
 - d. Bret Tecklenburg – "Actually, you didn't support me on the match, you resisted it."
 - e. Bob Mitchell – "That's not true, I did support you and you need to support us on this if you want to see another Shotgun Match at Ft. Benning."
 - f. Bret Tecklenburg – "OK, I will ask you the same thing I asked others since I believe that both Doc and Mike English are capable and good men, tell me something about them."
 - g. Bob Mitchell – "Mike and I worked well together during his terms as a USAS director but he did not support me and has been critical following his departure which I did not understand. Mike had an influential position at USOC and left on less than favorable terms and that his presence. His presence on the USAS board will cause us problems with USOC and we don't want that."
 - h. Bret Tecklenburg – "That sounds like personal bias and hyperbole, I am looking for some factual information on these two that will help with my decision."

MRSB-MUC

SUBJECT: Phone Conversation between the USA Shooting Executive Director-Chief Executive Officer (Robert "Bob" Mitchell) and the U.S. Army Marksmanship Unit (USAMU) Commander LTC Bret Tecklenburg

i. In response to this Bob Mitchell did provide some positive and specific comments about Dr. Lally. This was followed by another round of demands for supporting "us" by voting for Dr. Lally and repeated references to the upcoming Shotgun match and "if" we wanted to host future matches.

j. Bret Tecklenburg – "Let me ask you a question, since Gary Anderson has remained on the board longer than the 8-years that is permitted have we ever conducted the required vote to extend his tenure on the board."

k. Bob Mitchell – "No, never, we don't follow our bylaws anyway. By our bylaws we are also suppose to receive written notification from AMU, NSSF, and NRA for their reps and that never happens."

l. Bret Tecklenburg – "Why don't we just hold the required vote for Gary at the start of our meeting on Monday and take care of it instead of ignoring it."

m. Bob Mitchell – "We aren't doing that. Listen, you have to support us on this thing." This ended the phone call. After this call Bob Mitchell called my senior civilian employee (Bob Aylward) who intern relayed some indirect threats against AMU based on not "supporting" Gary Anderson specifically.

5. Point of contact for this memorandum is the undersigned, LTC Bret A. Tecklenburg, USAMU Commander at (334) 224-6649, or bret.a.tecklenburg.mil@mail.mil.

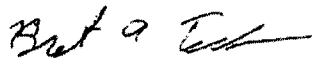

BRET A. TECKLENBURG
LTC, IN
Commanding

EXHIBIT D

UNITED STATES OLYMPIC COMMITTEE

WALTON ELLER, et al.)	
)	
Complainants)	
)	
v.)	ORDER
)	
USA SHOOTING)	
)	
Respondent.)	September 25, 2015

I. COMMENCEMENT OF PROCEEDING AND PRELIMINARY FILINGS

1. On August 13, 2015, Walton Eller, Janet Raab, Joshua Richmond, Bret Tecklenburg, Jason Turner, and Mary Weeks filed a Complaint against USA Shooting (“USAS”) pursuant to Section 220527 of the Ted Stevens Olympic and Amateur Sports Act (36 USC §§ 220501-220529) (the “Act”) and Section 10 of the USOC Bylaws.

2. The Complaint alleges that USAS is not in compliance with certain National Governing Body (“NGB”) obligations as delineated in the Act and the USOC Bylaws.

3. On September 11, 2015, the following individuals joined in the Complaint as Complainants: Edward V. Arrighi, Lance Bade, Brad Balsley, Sarah Beard, Brian Burrows, Matt Chezem, Haley Dunn, Buddy Duvall, Glenn Eller, Matt Emmons, Amber English, Ana English, Mike English, Amanda Furrer, Henry Luther Gray, Lisette Grunwell, Ryan Hadden, Derek Haldeman, Vincent Hancock, Joe Hein, Jeff Holguin, Seth Inman, Joel Martin, Rachel Martin, Sean Mclelland, Richard Mungia, Austin Odom, Eric Pueppke, Marcus Raab, Alex Rennert, Keith Sanderson, Phillip Sarofim, Mark

Staffen, Hayden Stewart, Dustan Taylor, Eric Uptagrafft, Mark Weeks and Collin Wietfeldt.

4. The individuals listed above are collectively referred to in this Order as Complainants. Complainants attest that they are members of USAS.

5. USAS is the NGB for the sport of shooting in the United States, as recognized by the United States Olympic Committee (“USOC”) pursuant to the Act and Section 8 of the USOC Bylaws.

6. USAS filed an Answer to the Complaint on September 14, 2015. Included in the Answer was an affirmative defense and counterclaim.

7. On September 21, 2015, Complainants responded to the Answer, including the affirmative defense and counterclaim. Additionally, Complainants requested that the Hearing Panel hold a preliminary conference.

II. HEARING PANEL APPOINTMENT

8. In accordance with Section 220527(a)(2) of the Act and Section 10 of the USOC Bylaws, USOC Chief Executive Officer, Scott Blackmun, appointed a Hearing Panel of three members for the purpose of hearing this matter. The Panel members are:

Bob Wood, Chair
USOC Board of Directors
Jack Gierhart
National Governing Bodies Council, US Sailing
Jessica Cloy
USOC Athletes Advisory Council, Paralympic Track and Field

9. The Parties were provided with a list of Hearing Panel members. Panel members also made disclosures of conflicts, if any. The Parties were invited to voice any objections to the composition of the Hearing Panel.

10. Complainants responded that they had no objection to the Hearing Panel members.

11. USAS responded that it had no objection to the composition of the Hearing Panel.

12. Accordingly, the Hearing Panel is seated without objection.

III. MEDIATION

13. Section 10.8 of the USOC Bylaws provides that the Hearing Panel may order mediation upon the request of a Party.

14. On September 16, 2015, the Parties were asked if they were amenable to attempt mediation of their dispute.

15. Claimants responded that they “would be pleased to attempt to resolve the issues of non-compliance as set forth in their Section 10 complaint by mediation”.

16. USAS replied that it “is certainly willing to be appropriately cooperative in participating in mediation if the Hearing Panel orders the parties to mediate”.

17. The Hearing Panel believes that an attempt to mediate the issues raised in the Complaint could be beneficial, and may resolve those issues alleviating the necessity to have a hearing on the merits or at the very least narrow the issues before the Hearing Panel. Accordingly, the Hearing Panel orders the following:

- USAS and Complainants shall enter into mediation.
- Section 10.8 of the USOC Bylaws provides that the USOC CEO shall appoint a mediator to assist the Parties in their mediation efforts. Scott Blackmun, USOC CEO, has appointed Paul George, of the law firm Kellogg & George, as mediator.
- The Parties shall conduct their first mediation session by October 2, 2015.
- The Parties shall conclude their mediation efforts by October 23, 2015.

- Mr. George has full authority to set mediation dates within the parameters set forth above and to confer with the Parties as he considers appropriate. He also has full authority to request that the Parties provide him with documents and other materials that may assist him in conducting the mediation. The Parties shall fully cooperate with Mr. George.
- The Parties shall report to the Hearing Panel on whether or not mediation has been successful by October 26, 2015. In making such report, the Parties shall not disclose to the Hearing Panel any information concerning mediation discussions or negotiations, including the actions of the Parties, positions taken in mediation, issues considered during the mediation, or any other matter that should remain confidential to the mediation efforts.
- If the Parties believe that further mediation efforts after October 23 would be productive, they may request in their October 26 report that mediation be continued.

18. The Hearing Panel encourages the Parties to make every effort to resolve their differences through the mediation process.


IV. HEARING

19. If mediation is not successful to fully resolve the issues presented in the Complaint, the Hearing Panel puts the Parties on notice that it intends to hold a hearing on the merits of the Complaint during the period of November 30 through December 4, 2015.

V. ORDER

20. It is so ordered.

Dated this 25th day of September, 2015.



Bob Wood, Chair

Jack Gierhart, Panel Member
Jessica Cloy, Panel Member