

AMENDED AND RESTATED BYLAWS

OF

USA SHOOTING, INC.

[DRAFT OF FEBRUARY 12, 2016]

Adopted Effective March ___, 2016

BYLAWS

ARTICLE I. NAME

The name of this Corporation is USA Shooting, Inc. (hereinafter, "USA Shooting"). USA Shooting may file such additional registered and fictitious names and trade names as the Board of Directors 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 USOC 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 Bylaws Section 8.8.1 and 8.8.2.
 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.
 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" means the Ted Stevens Olympic and 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 an 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 Revised Nonprofit Corporation Act, Col. Rev. Stat. §§7-121-101 *et seq.*, 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 Article 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. "Junior Olympic Squad" means the junior athletes qualifying or selected for USAS support who have demonstrated development potential to earn a future berth on the National Junior and/or National Team under procedures establishing by USAS from time to time. Such persons are not members of the National Junior Team, National Development Team or 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, National Junior Team, or Junior Olympic Squad 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, 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 (4-year) period beginning on January 1 of the calendar year following the Summer Olympic Games and extending until December 31 of 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.
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. "USAS" means USA Shooting.
29. "USAS AAC" means the USA Shooting Athletes' Advisory Committee.
28. "USOC" means the United States Olympic Committee.
29. "USOC AAC" means the USOC Athletes' Advisory Council.

**ARTICLE III.
MISSION AND PURPOSE**

- A. Mission. The mission of USA Shooting shall be to prepare amateur athletes to win Olympic and Paralympic medals; to promote the Shooting Sports; and to govern the conduct of international ISSF Olympic shooting in the USA. The Board shall review and assess the mission of the USA Shooting on an ongoing basis, but at least at the last regularly scheduled Board meeting at the end of each Quadrennium, to ensure that it serves as an appropriate guide for strategic planning and decision making.

- B. Designation as National Governing Body. USA Shooting was designated as the National Governing Body for the sport of Olympic style ISSF Shooting in the United States by the USOC 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, including the obligations of a National Governing Body as identified in Article V of these Bylaws.
- 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 of USA Shooting's 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.
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.
- 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. Establish national goals for amateur athletic activities related to ISSF Shooting and encourage the attainment of those goals.
 4. 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.
 5. 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.
 6. Coordinate and develop amateur athletic activity in the United States relating to Amateur Athletic Competition in the sport of ISSF Shooting.
 7. 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.
 8. Provide for the swift resolution of conflicts and disputes involving Amateur Athletic Competitions in the sport of ISSF Shooting.
 9. 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.

10. Organize, conduct and sanction national, regional and state Amateur Athletic Competitions in the sport of ISSF Shooting.
11. Develop, implement, manage and oversee programs and activities to obtain the resources necessary to carry out the goals and objectives of USA Shooting.
12. Fulfill all other purposes outlined in general for National Governing Bodies by the USOC and the Amateur Sports Act.
13. 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.

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 NGB for the sport of ISSF Shooting in the United States. 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 XXI.
 7. To establish and maintain offices for the conduct of the affairs of USA Shooting.
 8. To publish a newspaper, magazine or other publication consistent with its corporate purposes and maintain a website to facilitate communication to members and interested parties.

9. 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.
10. 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.
11. To acquire, hold, dispose of, use, and otherwise deal in the funds, assets and resources needed for its purposes.
12. 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 (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).
 3. It 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.
 4. 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.
 5. 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.
 6. It shall facilitate, through orderly and effective administrative procedures, the resolution of conflicts, complaints or disputes which involve any of its members and any Amateur Athlete, coach, trainer, manager, administrator, official, or Amateur Sports Organizations including grievances and complaints in connection with the eligibility for and participation in Protected Competitions.
 7. 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.

8. It will provide on its Board of Directors among the voting members, Active Athletes meeting the criteria of Athletes as defined in Article II, Section A.1.b.; and that the voting membership held by such individuals is not less than twenty percent (20%) of the voting membership of the Board of Directors.
 9. 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.
 10. None of its officers may also be officers of any other Amateur Sports Organization that is recognized as a National Governing Body.
 11. It shall provide policies and procedures for the prompt and equitable resolution of grievances of its members.
 12. 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. Duties. So long as USA Shooting is the NGB for the sport of ISSF Shooting, USA Shooting is under a duty to 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. 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.
 8. Provide and coordinate technical information on physical training, equipment design, coaching and performance analysis.

9. Encourage and support research, development and dissemination of information in the areas of sports medicine and sports safety, including firearms safety.
 10. 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.
- 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. 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.
- B. Membership Application. A Person desiring to become a member of USA Shooting may become a member of USA Shooting by applying to the Membership Department of USA Shooting on the applicable forms or via the USAS website prepared for such purpose from time-to-time, and making payment to USA Shooting in an amount of the dues established under Article VII appropriate for the membership category.
- C. Membership Rights.
1. 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.
 2. Members shall have no ownership rights or beneficial interests of any kind in the property of USA Shooting.
- D. Membership Categories.
1. There will be multiple categories of membership to include: Individual, Club, Coach, Official, Supporting, Association or Corporation, and such other categories as approved by the Board of Directors from time-to-time.
 2. With respect to Individual membership, there shall be membership time/length categories including: Individual Annual; Individual Five-Year; Individual Life; and Individual Single Event.
- 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. Subject to provisions pertaining to a Protected Competition, the Board may adopt policies and procedures from time-to-time requiring athletes, 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. A USAS membership may be required of non-US citizens. 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 membership exception, as applicable, 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 thirty (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.

ARTICLE VII. DUES

There may be separate dues for the various categories of membership, 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 member'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 or be designated as an Allied Shooting Sports Organization if it meets the following criteria: 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. Such organizations 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 or be designated as a Community Based Organization if it meets the following criteria: 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. 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.
TERMINATION OR 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 USA Shooting, 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 member and an opportunity for a hearing is afforded in accordance with the procedures outlined in Article XX of these Bylaws, have their membership terminated or suspended on a temporary or permanent basis by a Hearing Panel convened pursuant to the procedures outlined in Article XX of these Bylaws. USA Shooting may retain jurisdiction over any member who has pending financial obligations, or pending grievances against him/her, regardless of the status of membership.

**ARTICLE X.
GENERAL MEMBERSHIP MEETINGS**

- A. General Meetings. There may be one or more general meetings of the members for the purpose of providing an opportunity for the membership to openly communicate in a group forum with staff and management and to provide direct input to USA Shooting, and for disseminating information and soliciting nominations for athlete representative elections, as needed. 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 may be held at each such location.
- E. Director Attendance. Directors can contribute much to the discussions and membership meetings 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 D or E.
- G. Special Meetings. Special meetings of the members may be called by the Chair, and must be called by the Chair 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. Number and Qualifications. The number of Directors shall be ten (10) individuals, elected or appointed as provided in this Article. Athlete Directors. The Board shall include among its voting Directors Athletes as defined in Article II,

section A.1.b., who shall constitute at least twenty percent (20%) of the voting Directors of the Board. 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. No employee of USA Shooting may be a voting Director of the Board.

B. Term and Term Limits.

1. Term. Each Director shall hold office for a term of four (4) years (unless otherwise specified in these Bylaws), or until such Director's successor has been elected or appointed, qualified and seated.
2. Term Limits. A Director may serve a maximum of two (2) consecutive full terms.

C. 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:

1. Elect the Officers of USA Shooting and to remove the same for cause.
2. Enact, amend or repeal provisions of the Articles of Incorporation or the Bylaws.
3. Receive and review the reports of the CEO, standing committees, other committees and task forces.
4. Approve the selection of independent auditors.
5. Approve or disapprove annual budgets.
6. Take such other action as is customary for a board of directors of a nonprofit, tax-exempt organization and National Governing Body.

D. 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.

E. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any four (4) 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 by mail or via electronic delivery sent to each Director. Any such notice is to be delivered by an accountable means to verify delivery.

F. 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.

G. 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 Section AA of this Article relating to the USOC AAC representative and Athlete Alternates, proxy votes shall not be allowed.

- H. **Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.** The Board of Directors shall have the power to transact its business by postal service mail, electronic transmission, telephone, or facsimile in accordance with the provisions of Section EE of this Article. 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.
- I. **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.
- J. **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.
- K. **Minutes of Meetings.** The minutes of meetings of the Board of Directors 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 published on the official USA Shooting website and made available upon request of any member through the offices of USAS at a nominal cost for copying.
- L. **Board Composition and Staggered Board.** For purposes of continuity, the Board of Directors shall be divided into two (2) 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: USOC AAC Representative	1 Director	Advisory Council
1 Director	Coaches and Officials	1 Director	Club Representative
1 Director	Athlete: USAS AAC Representative	1 Director	Senior ISSF Representative
2 Directors	Independent	2 Directors	Independent

- 2. **Division One.** The term of each Division One Director shall commence upon such person being qualified and seated under Section O., at the first meeting of the Board in Year 1 of the Quadrennium and shall end at the seating of their replacement at the first Board meeting in Year 1 of the next Quad. The term of the AAC Representative will commence January 1 of Year 1 of the Quadrennium 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 the USOC AAC Representative under Section M. below.
 - b. A Director elected by the USAS Coaches & Officials under Section M. below.
 - c. One Director selected as the USAS AAC Representative under Section M. below.

- d. Two Independent Directors designated as the Division One Directors under Section N. below.

The term of each Division One Director shall commence upon such person being qualified and seated under Section O., at the first meeting of the Board in Year 1 of the Quadrennium and shall end at the seating of their replacement at the first Board meeting in Year 1 of the next Quadrennium. The term of the AAC Representative will commence January 1 of Year 1 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 O., at the first meeting of the Board in the Year 3 of the Quadrennium and shall end at the seating of their replacement at the first Board meeting in Year 3 of the next Quadrennial. Division Two shall consist of the following Directors:
 - a. A Director representing the USAS Advisory Council, designated as such under Section M. below.
 - b. A Director representing USAS member Clubs, as determined under Section M. below.
 - c. The senior USAS representative to the ISSF as outlined in Section M. below.
 - d. Two Independent Directors designated as the Division Two Independent Directors under Section N. below.

The term of each Division Two Director shall commence upon such person being qualified and seated under Section O., at the first meeting of the Board in the Year 2 of the Quadrennium and shall end at the seating of their replacement at the first Board meeting in Year 3 of the next Quadrennium.

M. Election and Appointment Procedures.

1. USOC AAC Representative. The USOC AAC representative will be elected in accordance with the provisions of Article XV of these Bylaws. Detailed election procedures are outlined in the USA Shooting Policies and Procedures. In the event of a conflict between the Policies and Procedures and these Bylaws, the Bylaws take precedence.
2. USAS AAC Representative. The USAS AAC will select one discipline athlete director and one discipline athlete alternate director from among the discipline representative members of the USAS AAC. To be eligible to serve, athlete representatives must meet the requirements of USOC Bylaws Section 8.8.1 and 8.8.2. Detailed election procedures for Discipline Representatives are outlined in the USA Shooting Policies and Procedures. In the event of a conflict between the Policies and Procedures and these Bylaws, the Bylaws take precedence. The alternate shall not be deemed to be a Director unless he or she fills 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.

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 were originally eligible to vote 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 thirty (30) days after such person has been elected as the USOC AAC member.

3. Coaches and Officials Representative. The Director representing USAS international coaches and officials to be selected by the written or electronic ballot of the USAS 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 call for candidates will be placed on the USSAS website and in the USAS official publication. The Nominating and Governance Committee will review candidate

information that is submitted and shall nominate three (3) persons, all of whom must be USAS international coaches or officials, and no less than one (1) of whom shall be a USAS international coach and one (1) of whom shall be a USAS licensed official, for submission to such recognized coaches and officials for their election. The USAS CEO shall forward a written or electronic ballot to each such USAS international coach and/or official, 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 Section P, below.

4. USAS Advisory Council Representative. The Director representing the USAS Advisory Council shall be the Advisory Council Chair as elected by the Advisory Council in accordance with election procedures established by the USAS Advisory Council, with approval of the Board.
5. USAS Club Representative. A solicitation for candidates will be made via electronic means to USAS member clubs. The Nominating and Governance Committee will select three (3) nominees for election by the member clubs. The USAS Membership Manager will conduct an election by postal service or electronic means. Current club membership is required for eligibility. The name of the elected Club representative Director will be published to the membership.
6. Senior ISSF Representative. The Senior ISSF Representative shall be 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.
7. Independent Directors. The Independent Directors shall be elected by the Board in accordance with the procedures set forth in Section N below.

An organization that otherwise meets more than one (1) category for voting shall only be entitled to vote for one (1) Director regardless of Division. The foregoing shall not act to restrict the right of athletes to vote for the discipline representatives, USAS AAC representative, or the USOC AAC representative.

N. Independent Director Selection Procedures.

1. The selection of Independent Directors will be as follows: Not later than September 1 of the calendar year of the Summer Olympics for the two (2) Division One Independent Director positions and not later than September 1 of Year 3 of the Quadrennium for the two (2) Division Two Independent Directors, the Nominating and Governance Committee will solicit nominees from members of the Board, the membership of USA Shooting via USAS' website and official publication, and other relevant sources, to fill the Independent Director positions to be vacated at the first Board meeting of such next calendar year. Special emphasis will be given to solicit and select Independent Directors 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. The Nominating and Governance Committee shall solicit and vet candidates, and propose a slate of nominees to the Board for election at the fall meeting of the Board.
2. To serve as an Independent Director, a person must meet the requirements for independence as enumerated below. The Nominating and Governance Committee shall affirmatively make a determination as to the independence of each Independent Director, and disclose those determinations. An "independent director" shall be determined to have no material relationship with USAS, either directly or through an organization that has a material relationship with USAS. A relationship is "material" if, in the judgment of the Nominating and Governance Committee, it would interfere with the director's independent judgment. To assist it in determining whether a director is independent, the guidelines set forth below are adopted, which shall be applied on a case-by-case basis by the Nominating and Governance Committee.

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

- a. The Director was employed by or held any governance position (whether a paid or volunteer position) with USAS, the ISSF, or any sport family entity of shooting.
- b. An immediate family member of the Director was employed by or held any governance position (whether a paid or volunteer position) with USAS, the ISSF, or any sport family entity of shooting.
- c. The Director was affiliated with or employed by USAS' outside auditor or outside counsel.
- d. An immediate family member of the Director was affiliated with or employed by USAS' outside auditor or outside counsel as a partner, principal or manager.
- e. The Director was a member of the USAS AAC.
- f. The Director was a member of any constituent group with representation on the Board of Directors.
- g. The Director receives any compensation from USAS, directly or indirectly.
- h. The Director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USAS.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a Director is independent, shall be made by the Nominating and Governance Committee.

- O. 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: 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.
- P. 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 the judgment of the CEO 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 and Governance Committee which will, within forty-five (45) days following receipt of the nomination packages, make a recommendation to the Board. A ballot of the Board shall be taken within thirty (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 O above. Such position shall be for the original and remaining term of such position.
- Q. 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 Ethics 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.
- R. Open Meetings and Executive Sessions. Ordinarily, all meetings of the Board of Directors shall be open to USA Shooting members and guests. In the event the Chair of the Board, with the consent of a majority of the Directors in attendance, deems it appropriate: (i) to exclude members at an open meeting for any reason, then the Chair may

declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the Chair may specifically designate and call an executive session. Persons attending a meeting who are not Directors shall have no voice or vote, provided, however, that voice may be given by the Chair or by majority vote of the Board of Directors.

- S. Board Officers. The Board shall have officers of the Board for the purpose of conducting Board business, which officers will be a Chair of the Board of Directors, a Vice-Chair, and a Treasurer. 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 XIII. There shall also be a Secretary who is appointed by the Board under Article XIII, Section A.2.
- T. 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 and filled in accordance with Section V.
- U. 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 forty-five (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 Representative/Director elected by the athletes for the USOC AAC or USAS AAC representative Director positions, which may only be filled by the alternate who will serve out the remaining term of office. 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.
- V. 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 Chair 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 (2/3) 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.
- W. Excused Absences. Notwithstanding any other provision of these Bylaws, the Director elected as USAS AAC athlete representative and the Director holding the position as the USOC AAC representative, shall have the right to designate their alternates to the Chair as proxy to act on their behalf and in their stead for all purposes, including Board of Directors and 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.
- X. Alternate Directors. Only the USAS AAC athlete representative Director and the USOC AAC Representative 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.
- Y. Presiding Authority. The Chairman of the Board shall preside over the meetings of the Board of Directors and in such person's absence the Vice-Chair of the Board shall preside. In the absence of both, the Directors present shall choose a presiding officer by majority vote.
- A. 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.

- AA. 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.
- BB. Loans Prohibited. No loans shall be made by USA Shooting to its Directors or officers.
- CC. 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 USAS 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 the Directors then in office were present and voted; and (ii) USAS 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 USAS received such a demand from the Director in writing 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 USAS 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 USAS 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 USAS 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 USAS 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.
- DD. Compensation. The Directors shall not receive compensation for their services as a Director but reimbursement of expenses under Section BB shall not be deemed compensation.

- EE. No individual Director or officer shall be personally liable in respect of any debt or other obligation incurred in the name of USAS pursuant to the authority granted directly or indirectly by the Board of Directors.
- FF. Patronage. No member of the Board of Directors may be related to another member of the Board of Directors, nor may any member of Board of Directors be an employee or employer of another member of the Board of Directors.

**ARTICLE XII.
COMMITTEES**

- A. Designation of Committees. USAS shall have the following standing committees:

- 1. Finance and Compensation Committee
- 2. Audit Committee
- 3. Nominating and Governance Committee
- 4. Ethics Committee
- 5. Judicial Committee

There shall be no Executive Committee or other committee(s) with management authority delegated by the Board. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the Board, such as a "super-board" (commonly called a governing council or general assembly).

- B. Athletes' Advisory Committee. In addition to standing committees, there shall be a USAS Athletes' Advisory Committee (USAS AAC). This Committee shall consist of the Discipline Representatives from the Rifle, Pistol, Paralympic, and Shotgun disciplines and the USOC AAC Representative Director and alternate. The USAS AAC 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 USAS AAC shall hold meetings at such times as called by the chair of the USAS AAC.
- C. Advisory Council. There shall be USAS Advisory Council. The Advisory Council shall consist of representatives from USAS constituent groups that may include Allied Shooting Sports Organizations and Community Based Organizations, as well as individuals that bring resources to USAS for the benefit of USAS. The size of the Advisory Council shall be determined by the Board of Directors. Members of the Advisory Council will be appointed by the Board of Directors. The chair of the Advisory Council shall be elected by the members of the Advisory Council.
- D. Ad Hoc, Task Force and Special Committees. The Chair of the Board and CEO may appoint, subject to approval of the Board, 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 for final approval and action.
- E. Appointment. Other than for the USAS AAC, and except as stated in the relevant committee structure, USAS committee members will be nominated by the Nominating and Governance Committee and appointed by the Board, and the Board Chair shall appoint committee chairs with confirmation by the Board. The Board Chair shall also appoint any ad hoc committees or task force, and the chairs of such ad hoc committees or task force.
- F. Number of Committee Members. Membership on standing committees shall not exceed five (5) individuals. Other USAS committees shall be of the minimum number and size that is reasonable to permit both conduct of the sport and appropriate governance. Athlete representation shall be included on all committees.
- G. Athlete Representation on Committees. Athlete representatives shall equal at least twenty percent (20%) on all USAS Committees.
 - 1. Designated Committees (Finance and Compensation, Audit, Nominating and Governance, Ethics, and Judicial, as well as any committees that prepare, approve or implement (i) expenditure of funds allocated to USAS by USOC or (ii) selection of international teams, have a higher standard of athlete representation than

do other Committees. To be eligible to serve on Designated Committees, athlete representatives must comply with the requirements found in USOC Bylaw Section 8.8.2.

2. To be eligible to serve on Committees other than Designated Committees, athlete representatives must comply with the requirements found in USOC Bylaw Section 8.8.3.
3. Paralympic athlete representatives shall equal at least twenty percent (20%) of any "Designated Committee" that prepares, approves or implements selection to an IPC-recognized event, Paralympic Games or Parapan American Games Team. This can either be accomplished by including twenty percent (20%) Paralympic athlete representation on an existing committee or by creating a new committee with the appropriate representation. Eligibility requirements for Paralympic athlete representatives to serve on such a Designated Committee must comply with the Paralympic equivalent to requirements found in USOC Bylaw Section 8.8.2
4. Except as otherwise provided for a committee, athletes on all committees, including Designated Committees, shall be selected by the Board of Directors with approval of athletes, or a representative group of athletes, who are eligible to be considered for service on the committee.

H. **Term and Term Limits.** Committee members will serve terms of two (2) years, with a limitation of two (2) full terms. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death. The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of two (2) years.

I. **Duties.** In addition to duties outlined below, 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 committees or task force must have a specific objective, a specific deliverable and a term. All committees will record minutes which should be completed within thirty (30) days that will include date of the meeting, that the meeting was conducted telephonically or in person, a listing participants and detail of motions made, actions taken s and recommendations to the Board.

1. **Finance and Compensation Committee:**

- a. The Finance and Compensation Committee shall consist of three (3) persons. The USAS Treasurer shall serve *ex-officio* as one (1) member of this Committee and shall chair the Committee. The other two (2) members of this Committee shall be an Active Athlete, appointed by the USAS AAC, and a person with financial expertise, appointed by the Board of Directors.
- b. This Committee shall (i) investigate matters of fiscal controls and disclosure and such other matter as directed by the Board; (ii) review financial statements with the USAS Controller and report to the Board; (iii) oversee short and long term investments; (iv) review and provide recommendations for CEO compensation; and (v) provide oversight and guidance to the CEO for employee benefits; and (vi) perform other duties as assigned by the Board or President.

2. **Audit Committee:**

- a. The Audit Committee shall be composed of three (3) USAS Directors appointed by the Board of Directors.
- b. The Chair shall be appointed by the Board of Directors shall have significant finance experience;
- c. This Committee shall (i) recommend independent auditors; (ii) review the independent audit report and IRS form 990; (iii) review the independent auditor management letter and recommend action as needed; and (iv) investigate matters of financial controls and disclosure and such other matters as directed by the Board.

3. **Ethics Committee:**

- a. The Ethics Committee shall be composed of three (3) independent persons including one (1) athlete, none of whom are Directors.
- b. The Chair of this Committee shall be appointed by the Board of Directors.
- c. This Committee shall (i) review and oversee implementation of and compliance with Codes of Conduct and Ethics for Board, officers, committee and task force members, staff, and volunteers, and report all ethical issues to the Board; (ii) oversee the USAS Safe Sport program; (iii) review and oversee that conflict of interest policies are implemented; (iv) review and investigate matters of ethical impropriety and make recommendations on such matters to the Board; and (v) perform other duties as assigned by the Board or the Chair

4. Judicial Committee:

- a. The Judicial Committee shall consist of five (5) persons appointed by the Board of Directors. No Director may serve on the Judicial Committee.
- b. The Chair of this Committee shall be appointed by the Board of Directors.
- c. This Committee shall (i) generally administer the adjudication of complaints, grievances and right to compete matters as outlined in these Bylaws; (ii) identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels; (iii) hear and render a decision, or appoint a hearing panel to hear and render a decision, on complaint, grievance and disciplinary matters; and (ii) perform other duties as assigned by the Board.

5. Nominating and Governance Committee:

- a. The Nominating and Governance Committee shall consist of five (5) persons and be composed of: (i) one (1) member from the previous Nominating and Governance Committee not eligible for re-election, who shall be the Chair; (ii) one Director of the Board who is not eligible for re-election; (iii) one Active Athlete meeting criteria of USOC Bylaw 8.8.2; and two (2) Independent individuals who are not Directors. Members of the Nominating and Governance Committee shall be precluded from serving as a Director for the ensuing term or in any other USAS capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Governance Committee ends.
- b. This Committee shall (i) identify and vet prospective candidates for Director, officer, and committee positions; (ii) consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest, nepotism or other problematic background issues; (iii) review the USAS Bylaws and other relevant governance policies of USA Shooting on an annual basis and review proposed changes to governing documents and provide recommendations to the Board; (iv) develop recommendations to the Board for a self-evaluation process; and (v) perform other duties as assigned by the Board.

J. 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.

K. Quorum. A majority of the members of a committee represented in person or by telephonic participation, 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.

- L. 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 Article 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 Board of Directors.
- M. Each Committee Chair shall make a report on committee matters to the Board at the next regularly scheduled Board meeting. This report may be written or verbal as determined by the Board Chair.

**ARTICLE XIII.
OFFICERS**

- A. Officers of USA Shooting.
 - 1. The principal officers of USA Shooting shall be a Chair, Vice-Chair, Secretary, and Treasurer.
 - 2. The persons holding the offices of Chair, Vice-Chair, 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, to serve for a term of two (2) years and until their successors are elected, qualified and seated.
 - 3. The person holding the office of Secretary may be a member of the staff of USA Shooting, who shall be appointed by the Board to serve in such capacity to fulfill the administrative duties and functions of the Secretary as described below.
 - 4. With the exception of the Secretary, no paid employee of USA Shooting shall be eligible to serve as an officer of USA Shooting.
- B. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors from office 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 shall not of itself create contract rights. In the case of the Chair, Vice-Chair, or Treasurer, 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. Chair of the Board. The Chair shall preside at all meetings of the members and the Board of Directors. The Chair shall have general supervision and direction of the other officers of USA Shooting, shall prepare or cause to be prepared an annual budget for review by the Board of Directors, and in general shall perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board of Directors from time-to-time. The Chair shall be an *ex officio*, non-voting member of all committees (and shall not be counted for purposes of determining if a quorum of committee members is present for a committee meeting). The Chair may serve no more than two (2) consecutive full terms (four years).
- E. Vice-Chair. In the absence of the Chair or in the event of the Chair's death, inability or refusal to act, the Vice-Chair shall perform the duties of the Chair and, when so acting, shall have all the powers and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time-to-time may be assigned to such person by the Chair 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, email and telephone number 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 Chair or by the Board of Directors.
7. The administration of responsibilities 1-6 above may be delegated to others.

G. Treasurer. The Treasurer shall have review responsibility over USA Shooting's financial records and accounting procedures reporting any findings that merit review, change or audit to the Board. The Treasurer shall:

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. 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. Provide a financial report at all Board meetings.
7. Render an annual financial report to the Board of Directors and 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.
8. See that the financial records of USA Shooting are 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. Perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

H. Operating Budget. The Finance and Compensation Committee shall submit to the Board of 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 Treasurer, as the chair of the Finance and Compensation Committee, shall have the ability to delegate this task to the CEO.

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

J. No Compensation. Unless approved by the Board, officers shall act and serve without compensation and as a public service in furtherance of the charitable and educational purposes of USA Shooting, 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.

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 an NG by the USOC.

ARTICLE XIV. CHIEF EXECUTIVE OFFICER

A. Chief Executive Officer (CEO). USA Shooting shall have a paid Chief Executive Officer (CEO) who shall be selected by and report to the Board of Directors. The Board of Directors shall oversee the activities of the CEO.

B. Authority and Duties. 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 Board. The duties and responsibilities of the CEO shall include:

1. The ability and authority to make contractual commitments on behalf of USA Shooting.
2. With the written concurrence of any other proper officer of USA Shooting thereunto authorized by the Board of Directors, signing 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.
3. Determine the size and compensation of, and hire and terminate, USA Shooting staff in accordance with USAS compensation policies and guidelines established by the Board to effectively carryout USA Shooting's mission, purposes, goals, and objectives.
4. Either directly or by delegation, manage all staff functions and oversee the conduct of all staff and the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of USA Shooting.
5. Develop a strategy for achieving USAS's mission, goals and objectives and present the strategy to the Board of Directors for approval.
6. Prepare and submit quadrennial and annual budgets to the Board for approval.
7. Be responsible for resource generation and allocation of resources.
8. Coordinate USAS international activities.
9. With the Chair of the Board, act as the USAS spokesperson.
10. Oversee and manage changes to the USA Shooting policies and procedures, Code of Conduct and other standing operational documents. Establishment and modification of such documents will be coordinated with the Board and appropriate committees and athlete representatives, with approval as necessary and appropriate.

C. Secretary General. The CEO shall serve as Secretary General of USA Shooting and in that capacity shall represent USA Shooting in relations with the ISSF and at ISSF functions and events.

D. Tenure. The CEO shall be employed by the Board of Directors for whatever term the Board deems appropriate. The CEO may be removed by the Board at any time, with or without cause, subject to the contract rights, if any, of the CEO.

E. Attendance at Meetings. The CEO shall attend meetings of the Board of Directors and any meetings of the members, unless excused.

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

A. Athlete's Advisory Council Representatives. Active Athletes meeting the criteria of Athletes as defined in Article II, Section 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 Athletes as defined in Article II, Section A.1.a. shall be eligible to be elected for such positions and only such 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.

B. 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 XVI.
USOC REPRESENTATION**

Appointment of CEO. The CEO of USA Shooting or, in his or her absence, the Chair, 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 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 XVII.
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 Chair, or the Chair's designee, for such purpose. Any person appointed to the ISSF as a representative of USA Shooting shall comply with such reporting as are lawfully imposed by the Board from time-to-time. The senior USA Shooting representative to the ISSF will provide reports to the Board regarding ISSF developments, actions and rules adopted as well as any other actions and information relevant to USA Shooting.

**ARTICLE XVIII.
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 Ethics Committee when staff cannot satisfactorily resolve such issues. No athlete shall be declared ineligible to participate without notice and an opportunity for a hearing as referred to in Article XX.

**ARTICLE XIX.
CODES OF CONDUCT**

A. Participant Codes of Conduct/Ethics. A written code of conduct shall be developed by the Ethics Committee, approved by the Board, and implemented by the CEO, which shall govern the conduct and behavior that is applicable to all members and participants of USA Shooting conducted competitions and activities, including the United States Anti-Doping Agency doping 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 Ethics Committee, subject to approval by the Board of Directors.

B. Director, Officers, Committee, Volunteer, and Employee Codes of Conduct. A written code of conduct shall be adopted by the Board, which shall govern the conduct, behavior, and ethical practices of Directors, officers, members of committees, volunteers, and employees of USA Shooting, and members of official delegations. 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 Ethics Committee, subject to review and approval by the Board of Directors.

**ARTICLE XX.
COMPLAINT PROCEDURES**

- A. Designation of Complaints. The following kinds of complaints may be filed with USA Shooting:
1. Administrative Grievance. USAS or any member of USAS may file a complaint pertaining to any matter within the cognizance of USAS, including but not limited to any alleged violation of or grievance concerning: (i) any USAS rule or regulation, (ii) any USAS program or service, (iii) any provision of USAS' Bylaws, or (iv) any provision of the Amateur Sports Act relating to USAS' recognition as a National Governing Body.
 2. Disciplinary Proceeding. USAS or any member of USAS may file a complaint against another member of USAS, or former member of USAS if the action occurred while the individual was a member, regarding any alleged violation of the USAS Code of Conduct, USAS SafeSport Policy, or any other code, policy, rule or regulation relating to conduct.
 3. Right to Participate. Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individual's opportunity to participate in a USAS sanctioned competition or protected competition.
- B. Jurisdiction. Any member of USAS, by reason of membership, agrees to be subject to these complaint procedures and agrees to be bound by any decision rendered pursuant to these complaint procedures.
- C. Manner of Filing. The complainant shall file the complaint with USAS to the attention of the Judicial Committee. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny and (ii) the remedy requested. The complainant shall sign and date the complaint.
- D. Filing Fee. A complaint filed by an individual shall be accompanied with a \$250.00 filing fee. A complaint filed by an organization shall be accompanied with a \$500.00 filing fee, except that USAS is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee shall determine whether or not to reduce or waive the filing fee.
- E. Statute of Limitations. A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny of opportunity to participate. There shall be no time bar for actions regarding SafeSport disciplinary proceedings involving violations of a sexual nature.
- F. Doping Decisions. A decision concerning a doping violation adjudicated by the independent anti-doping organization designated by the USOC to serve as the U.S. National Anti-Doping Organization (currently the United States Anti-

Doping Agency) shall not be reviewable through, or the subject of, these complaint procedures.

- G. **Safe Sport Decisions.** A decision concerning a safe sport violation of a sexual nature adjudicated by the independent safe-sport organization designated by the USOC (currently the United States Center for Safe Sport) shall not be reviewable through, or the subject of, these complaint procedures.
- H. **Field of Play Decisions.** The final decision of an official 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 subject official) shall not be reviewable through, or the subject of these complaint procedures unless the decision is: (i) outside the authority of the official to make or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the term “official” shall include any individual with discretion to make field of play decisions.
- I. **Administration.** The Judicial Committee shall generally administer and oversee all administrative grievances and right to participate matters filed with USAS. The Judicial Committee shall be responsible to ensure that all complaints are processed and adjudicated in a timely, fair and impartial manner. Respondents shall be afforded basic due process rights applicable in administrative proceeding of the nature dealt with in this Article, as set out more fully in the USOC Due Process Checklist. The Judicial Committee shall promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USAS, including procedures for the conduct of hearing that are consistent with the due process rights referred to above.
- J. **Hearing Panel.** Upon receipt of a complaint, the chair of the Judicial Committee, after consultation with the other Committee members, shall appoint a hearing panel consisting of three (3) individuals to hear the complaint. The Judicial Committee shall also appoint a chair of the hearing panel from the three individuals selected. Judicial Committee members may be appointed to and serve on the hearing panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the hearing panel. At least one (1) member of the hearing panel shall be an athlete. Members of the panel need not be members of USAS or involved in the sport of shooting.
- K. **Conduct of the Proceeding.**
 - 1. The Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the hearing panel shall hold a hearing on the complaint. The hearing panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath.
 - 2. The hearing may be conducted by teleconference, if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.
 - 3. Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript.
- L. **Expedited Procedures.** Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a right to participate matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.
- M. **Complaints Involving Selection to Participate in a Competition.** Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the

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

- N. **Decision.** A decision shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties. The hearing panel's decision shall be final and binding, subject to the right of a party to seek arbitration under Section P, below, with respect to a right to participate complaint or a complaint pertaining to the recognition of USAS as an NGB.
- O. **Assessment of Costs.** The hearing panel shall have the authority, if it deems a complaint to be frivolous and/or completely without merit, to assess against the losing party the direct costs and disbursements, including travel and lodging expenses for the hearing panel and parties including photocopying, but not including attorney's fees or the costs associated with witnesses called by either party, associated with participation in any step of the complaint procedure outlined in this Article.
- P. **Arbitration.** Any party may appeal a decision of the hearing panel to the American Arbitration Association if the complaint is a (i) a right to participate complaint or (ii) a complaint pertaining to the recognition of USAS as an NGB. The arbitrator appointed by the American Arbitration Association shall have the authority to hear the matter anew or if requested by a party to render a decision on a more limited review. Either party may submit the decision of the hearing panel to the arbitrator for the arbitrator's consideration.

ARTICLE XXI. 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 described below.
- B. **Granting of Santion.** An Amateur Sports Organization or person may be granted a sanction under this Section only if the organization or person meets the following requirements:
 - 1. The organization or person must pay USA Shooting the required sanctioning fee, which must be reasonable and nondiscriminatory.
 - 2. To hold an International Amateur Shooting Competition in the sport of ISSF Shooting within the United States, such Amateur Sports Organization or person must:
 - a. Meet the requirements and be a current USA Shooting member club.
 - b. Demonstrate that:
 - i. 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.
 - ii. Appropriate provision has been made for validation of records recognized by USA Shooting that may be established during the competition.
 - iii. Due regard has been given to any International Amateur Athletic requirements specifically applicable to the competition.
 - iv. The competition will be conducted by qualified officials.

- v. Current USA Shooting Rules are in effect and followed with exception granted only the USA Shooting Director of Competition.
- vi. Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

**ARTICLE XXII.
FIDUCIARY MATTERS**

- A. Discharge of Duties. Each Director and officer shall discharge his or her duties: (i) in good faith, (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances, and (iii) in a manner the director or officer reasonably believes to be in the best interests of USA Shooting.
- B. Conflicts of Interest. If any Director, officer, committee or task force member, or employee has a financial interest in any contract or transaction involving USA Shooting, or has an interest adverse to USA Shooting's business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest, (ii) not participate in the evaluation of the contract, transaction or business affair and (iii) not vote on the contract, transaction or business affair. 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. In furtherance of these provisions, USAS shall maintain a written Conflict of Interest Policy (including a Conflict of Interest and Disclosure Statement). All Directors, officers, committee and task force members, and employees are required to complete and sign the USA Shooting Conflict of Interest and Disclosure Statement annually. The USAS Conflict of Interest Policy shall also contain appropriate anti-nepotism provisions.
- C. Prohibited Loans. No loans shall be made by USA Shooting to any Director, officer, any committee or task force member, or to any employee of USA Shooting.

**ARTICLE XXIII.
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 Section 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 Section 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 XXIV.
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, the Treasurer or CEO, 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 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. USA Shooting shall maintain a website for the dissemination of information to its members. USA Shooting shall publish on its website:

1. Its Bylaws.
2. Rules and regulations.
3. Minutes of Board meetings.
4. A procedure for communicating with the Chair of the Audit Committee regarding accounting, internal accounting controls, or audit-related matters.
5. Its most recent annual financial statement.
6. Its most recent Form 990 filed with the Internal Revenue Service.

So as to facilitate the ability of interested parties to communicate their concerns or questions, USA Shooting shall publish on its website a mailing address and an e-mail address for communications directly with the Board.

M. USA Shooting shall keep a copy of each of the following records at its principal office:

1. The Articles of Incorporation.
2. These Bylaws.
3. Policy, procedures, rules and regulations that govern the conduct of USA Shooting's Board, committees, and members, and that govern the technical conduct of USA Shooting's events in the United States as USA Shooting's Board determines is appropriate in their discretion.
4. The minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years.
5. A list of the names and business or home addresses of the current directors and officers.
6. A copy of the most recent corporate report delivered to the Colorado secretary of state.
7. All financial statements prepared for periods ending during the last three (3) years;
8. USA Shooting's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service.
9. All other documents or records required to be maintained by USA Shooting at its principal office under applicable law or regulation.

ARTICLE XXV.

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 XXVI.

AMENDMENTS TO BYLAWS

- A. Amendment. These Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) 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.
- B. Recommendations. All proposed amendments shall be forwarded to the CEO who shall provide a report of recommendations on all proposed amendments, both as to substance and form within sixty (60) days of receipt of the proposal, to the Board.

- C. 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 legal counsel that such the proposed amendments are in compliance with these Bylaws prior to submission to a vote.
- D. 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 Section D., the meeting may adopt conforming amendments appropriate to the case.
- E. 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 XXVII.
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.