



**BYLAWS
OF
USA PENTATHLON, INC.**

Amended on December 4, 2009 by the USA Pentathlon Board of Directors

ARTICLE 1

NAME AND STATUS

Section 1.1. Name

The name of the corporation shall be USA Pentathlon, Inc. USA Pentathlon Inc. may file a dba (“doing business as”) with the state of Colorado allowing itself to be called “USA Pentathlon” for the purposes of representing Modern Pentathlon internationally. USA Pentathlon may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 1.2. Non-profit Status

USA Pentathlon shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Colorado. USA Pentathlon shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international amateur sports competition in the sport of Modern Pentathlon. USA Pentathlon shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

ARTICLE 2

OFFICES

Section 2.1. Business Offices

The principal office of USA Pentathlon shall be in the state of Colorado. USA Pentathlon may at any time and from time to time change the location of its principal office. USA Pentathlon may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the affairs of USA Pentathlon may require from time to time.

Section 2.2. Registered Office

The registered office of USA Pentathlon required by the Colorado Revised Nonprofit Corporation Act (the "Nonprofit Corporation Act) shall be maintained in Colorado. The registered office may be changed from time to time by the Board of Directors or by the officers of USA Pentathlon, or to the extent permitted by the Nonprofit Corporation Act by the registered agent of USA Pentathlon. The registered office may be, but need not be, the same as the principal office.

ARTICLE 3

MISSION AND VISION

Section 3.1. Mission

USA Pentathlon strives to identify, inspire and train athletes to achieve personal and sustained competitive excellence.

Section 3.2. Vision

Provide the opportunity for all to participate in Pentathlon.

ARTICLE 4

RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1. Recognition as a National Governing Body

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

- a. be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee (IOC) as the worldwide governing body for the sport of Modern Pentathlon;
- b. be autonomous in the governance of the sport of Modern Pentathlon by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- c. maintain the managerial and financial competence and capability to establish national goals for Modern Pentathlon relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for the sport of Modern Pentathlon;
- d. provide for individual and organizational membership;
- e. ensure that its Board of Directors, and any other governance body, has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur athletic competition in Modern Pentathlon or who have represented the United States in an international amateur athletic competition in modern pentathlon within the preceding ten (10) years, and ensures that the membership and voting power held by those individuals is not less than twenty (20) percent of the voting power held in its Board of Directors;
- f. provide for reasonable direct representation on its Board of Directors for any amateur sports organization which, in the sport of Modern Pentathlon, conducts on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, a national program, or regular national amateur athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in the sport of Modern Pentathlon in the United States;

- g. be governed by a diverse Board of Directors whose members are selected without regard to race, color, religion, national origin, or sex, with reasonable representation on the Board of both males and females;
- h. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in Modern Pentathlon competitions without discrimination on the basis of race, color, religion, age, sex, or national origin;
- i. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body;
- j. provide procedures for the prompt and equitable resolution of grievances of its members;
- k. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
- l. agree to submit to binding arbitration in any controversy involving: (i) its recognition as a National Governing Body, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in Modern Pentathlon, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Olympic and Amateur Sports Act;
- m. not have eligibility criteria relating to amateur status or to participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of Modern Pentathlon recognized by the International Olympic Committee;
- n. perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOC on a National Governing Body.

ARTICLE 5

MEMBERS

Section 5.1. Categories of Membership

USA Pentathlon shall have individual and organization membership categories as follows:

a. Individual Membership Categories –

1. Athlete members. Athlete members are those individuals who register as competitive athletes.
2. Technical members. Technical members are those individuals who register as active coaches, referees and officials.
3. Supporting members. Supporting members are those individuals who register as supporting members and who are interested in the purpose, programs, aims and objectives of USA Pentathlon.
4. Life members. Life members are those individuals who register as life members and who pay to USA Pentathlon a life membership fee.

b. Organization Membership Categories –

1. Club members. Club members are those Modern Pentathlon clubs that register as clubs and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USA Pentathlon.
2. Affiliated Organization members. Affiliated Organization members are those amateur sports organizations that register as affiliated organizations and which conduct, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athlete competition, a national program or regular national amateur athletic competition in the sport of Modern Pentathlon.
3. Contributing Organization members. Contributing Organization members are those amateur sports organizations that register as contributing organizations and which conduct athletic programs or activities that further the sport of modern pentathlon in the United States or which otherwise support the sport of modern pentathlon in the United States.

Section 5.2. Voting Members

Individuals belonging to the following Individual Membership categories shall be entitled to vote in an election for directors of the Board: Athlete, Technical, Life, and Supporting members.

Organizations belonging to the following membership categories shall be entitled to vote in an election for directors of the Board: Club, Contributing Organization, and

Affiliated Organization. No voting privileges are conferred upon the members of an Organization unless that member is an Individual Member. For example, if USA Swimming is an Affiliated Organization, members of USA Swimming do not get to vote in USA Pentathlon elections unless they are Individual members of USA Pentathlon. The election of the board of directors by the membership shall be conducted by a majority vote.

An individual may belong to more than one (1) of the above mentioned membership categories. However, an individual is only eligible to vote in one (1) membership category. Any individual who is a member of more than one (1) membership category shall designate the membership category in which he or she shall vote. An individual shall be a citizen of the United States and at least eighteen (18) years of age in order to be eligible to vote in an election. Notwithstanding these restrictions on voting, membership in USA Pentathlon is open to individuals who are less than eighteen (18) years of age and to individuals who are not citizens of the United States. An individual shall be a member of USA Pentathlon sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in an election.

An Organization may cast one (1) vote on behalf of that Organization in an election.

Section 5.3. Membership Requirements and Dues

Membership in USA Pentathlon is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements and dues as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

Section 5.4. Suspension and Termination of Membership

The membership of any member may be suspended or terminated at any time with or without cause by the Board of Directors. A member shall have the right to a hearing prior to suspension or termination. A member may only resign if the member has paid all dues then payable.

Section 5.5. Transfer of Membership

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

ARTICLE 6

REGIONAL DIVISIONS AND ASSOCIATION OF STATE ORGANIZATIONS

Section 6.1. Regional Divisions

The Board of Directors shall divide the United States into geographic regions as the Board determines in its sole discretion will best serve the interests of the sport of Modern Pentathlon. The Board may only change the geographic region division once every two (2) years after the initial division. The regions shall be an extension of USA Pentathlon and not separate entities. The purpose of the regions shall be to facilitate the hosting of regional competitions or conduct such other regional activities that promote the mission of USA Pentathlon as the Board and the Chief Executive Officer determine in their sole discretion.

ARTICLE 7

BOARD OF DIRECTORS

Section 7.1. General Powers

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USA Pentathlon shall be governed by, its Board of Directors.

Section 7.2. Function of the Board

The USA Pentathlon Board of Directors shall represent the interests of the Modern Pentathlon community for USA Pentathlon in the United States and its athletes by providing USA Pentathlon with policy, guidance and strategic direction. The Board shall oversee the management of USA Pentathlon and its affairs, but it does not manage USA Pentathlon. The Board may, at its discretion, select a well-qualified and ethical Chief Executive Officer and oversee the Chief Executive Officer in the operation of USA Pentathlon. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. The Board may, if it so chooses, appoint a managing director, who will assume the responsibility for the duties assigned to the Executive Director if the position is not filled. In addition, the Board performs the following specific functions, among others:

- a. implements, procedures to orient new Board directors, to educate all directors on the business and governance affairs of USA Pentathlon, and to evaluate Board performance.
- b. selects, compensates, and evaluates the Chief Executive Officer and plans for management succession;
- c. reviews and approves USA Pentathlon's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USA Pentathlon;
- e. reviews and approves significant corporate actions;
- f. oversees the financial reporting process, communications with stakeholders, and USA Pentathlon's legal and regulatory compliance program;
- g. oversees effective corporate governance;
- h. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- i. reviews and approves financial statements, annual reports, audit and control policies,

- and, upon the recommendation of the Audit Committee, selects independent auditors;
- j. monitors to determine whether USA Pentathlon's assets are being properly protected;
- k. monitors USA Pentathlon's compliance with laws and regulations and the performance of its broader responsibilities; and
- l. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

Section 7.3. Diversity of Discussion

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

Section 7.4. Qualifications

Each director of the Board of Directors must be a citizen of the United States and eighteen (18) years of age or older.

A director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USA Pentathlon (iv) possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USA Pentathlon (v) have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport (vi) not be a parent of an elite athlete who has competed in the last two years or will compete during the director's term. At least one (1) of the independent directors, who shall also serve on the Audit Committee, shall have financial expertise. Directors may not hold salaried positions in USA Pentathlon.

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

Section 7.5. Number

USA Pentathlon Board of Directors shall consist of at least seven (7) but not more than eleven (11) Directors, which shall include at least three (3) Independent Directors. Athlete Directors shall be proportionate to at least the minimum standard set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 et seq. and as mandated by the United States Olympic

Committee as such requirements are promulgated or revised from time to time. One (1) Board Member shall be the elected representative to the USOC Athletes' Advisory Council.

Section 7.6. Election/Selection

The USA Pentathlon Board of Directors shall be elected/selected as follows:

1. Independent Directors. The Nominating Committee shall nominate, using whatever process the Nominating Committee determines to be appropriate, from among individuals considered to be independent, as that term is defined in Section 7.7, individuals to be placed on the ballot for a board election. The Nominating Committee may nominate more individuals than there are slots available for any board election.
2. Athlete Directors. The Ethics and Audit Committee shall establish a process, in consultation with the USOC AAC representative, to nominate and conduct a direct athlete election for the Athlete Directors. The Athlete Directors shall be elected by the USAA Elite Athletes, as defined in Article 11 of these Bylaws, from among such group of Elite Athletes. One of the Athlete Directors will be USA Pentathlon's representative to the USOC Athletes' Advisory Council, elected pursuant to Section 11.3 of these Bylaws.
3. The Nominating Committee shall nominate the remaining At-Large members using a process the Nominating Committee determines is appropriate. The Nominating Committee may nominate more individuals than there are slots available for any board election.

Section 7.7. Independence

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

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

- a. the director or an immediate family member was employed by or held any governance position (whether a paid or volunteer position) with USA Pentathlon, the international federation of Modern Pentathlon (UIPM), the international regional sport entity of Modern Pentathlon, or any sport family entity of Modern Pentathlon; an immediate family member of the director was employed by or held any governance position (whether a paid or volunteer position) with USA Pentathlon, the USOC, the international

federation of Modern Pentathlon , any international; regional federation of Modern Pentathlon, or any sport family entity of Modern Pentathlon;

b. the director was affiliated with or employed by USA Pentathlon's outside auditor or outside counsel;

c. an immediate family member of the director was affiliated with or employed by USA Pentathlon's outside auditor or outside counsel as a partner, principal or manager;

d. the director was a Modern Pentathlete, a member of USA Pentathlon's Athletes' Advisory Council or any constituent group with representation on the Board;

e. the director receives any compensation from USA Pentathlon, directly or indirectly;

f. the director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Pentathlon; or

g the director was a member of USA Pentathlon and was involved in an active role or identified with any constituent group, or the director has had a business interest or has been employed in a position significantly involved in the sport governed by the NGB.

h. immediate family member of an athlete or technical member of USA Pentathlon.

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 Committee.

Section 7.8. Tenure

The initial term of office for a Director of the Board of Directors shall be four (4) or six (6) years and subsequent terms shall be for four (4) years. A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.

Section 7.9. Staggered Board

After the initial Board has been elected/selected, Directors of the Board shall be elected to staggered four (4) year or shorter terms. To implement the staggered term system, the initial Board shall be comprised of some individuals who serve six (6) year terms and some individuals who serve four (4) year terms.

Section 7.10. Term Limits

No director of the Board of Directors shall serve more than two (2) consecutive terms. For the

initial Board, a four (4) year term shall constitute a full term. Thus, an individual selected for an initial four (4) or two (2) year term shall be eligible to serve only one (1) additional four (4) year term.

When a director is elected/selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, and the remaining term or more, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, and the maximum term is four (4) years, the director may serve one additional four (4) year term following completion of the filled vacancy term. If the vacancy being filled is for less than one half (1/2) the maximum term, the term shall not be a full term and the director shall be able to serve two (2) additional full terms following completion of the filled vacancy term.

The term of the Chair of the Board shall be one half (1/2) the maximum term. No individual shall serve as Chair for than two terms during any two (2) maximum term period.

Section 7.11. Director Attendance

Directors of the Board of Directors shall be expected to attend in person all regularly scheduled Board meetings, though for exigent circumstances a director may participate in a meeting by telephone. Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board meetings in person.

Section 7.12 Director Access to Management and Outside Advisors

USA Pentathlon's senior management team shall attend Board meetings on a regular basis, both to make special presentations and as a discussion resource, and shall be available to Board directors outside of meetings. All Board director contact with members of the USA Pentathlon's management team, other than the Chief Executive Officer, outside of Board meetings shall be directed to the Chief Executive Officer, though this requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board (as opposed to individual Board directors) directly of appropriate matters.

Section 7.13. Resignation, Removal and Vacancies

A director's position on the Board of Directors shall be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director shall resign at any time by giving written notice to the Chair of USA Pentathlon, except the Chair's resignation shall be given to the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors shall be removed by the Board if they fail to attend in person more than one half (1/2) of the regular meetings of the Board during any twelve (12)-month period, unless they are able to demonstrate to the other directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent directors shall be removed by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent director).

Directors may also be removed for cause at any duly noticed meeting of the Board, and after

being provided an opportunity for the directors to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). Directors shall also be removed without cause at any duly noticed meeting of the Board, upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question). Any vacancy occurring in the Board shall be filled as set forth for the election of the director of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

No director shall be subject to removal or to not being re-nominated based on how they vote as a director, unless such voting is part of a violation of the USA Pentathlon's Code of Ethics. Any vacancy occurring in the Board shall be filled as set forth for the election of that director. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

The same rules shall apply to resignations, removals, and vacancies in the office of Chair.

Section 7.14. Regular and Special Meetings

USA Pentathlon's Board shall meet at regularly scheduled meetings at least four (4) times per year, including at least two (2) face-to-face meetings, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the Board.

Section 7.15. Notice of Meetings

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each director of the Board by or at the direction of the Chair of the Board. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose), to the director's facsimile telephone number or to the director's email address.

Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the director (or to such other individual provided by the director for such purpose). Oral notice shall be delivered no fewer than five (5) days before the date of the meeting. Oral notice is effective when communicated.

A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a

director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.16. Quorum

The presence of a majority of the directors of the Board of Directors at the time of any meeting shall constitute a quorum for the transaction of business, and the act of a majority of directors on the Board shall constitute the act of the Board.

Section 7.17 Consent

The Board shall act by the unanimous written consent of all directors.

Section 7.18. Voting by Proxy

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

Section 7.19. Presumption of Assent

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the individual acting as the Secretary of the Board before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7.20. Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board or committee in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director who delivers a written notice as described in this Section 7.20. to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 7.21. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile

The Board of Directors shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile, if in the judgment of the Chair of the Board the urgency of the case requires such action.

Section 7.22. Agenda

The Chair, in consultation with the Chief Executive Officer and the Chairs of the Board's committees, shall determine the agenda for Board meetings. Board directors shall be permitted to request items for inclusion on the agenda for Board meetings. If any three (3) Board members

request an item for inclusion on the agenda, it shall be placed on the agenda. If 20% of the membership request an item for inclusion on the agenda, it shall be placed on the agenda.

Section 7.23. Questions of Order and Board Meeting Leadership

Questions of order shall be decided by the Chair of the Board unless otherwise provided in advance by the Board of Directors. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair shall designate in writing in advance one (1) other member of the Board to preside. If the Chair is unable to make or has not made such a designation, the Board may choose another member of the Board to serve as presiding officer for that meeting.

Section 7.24. Effectiveness of Actions

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

Section 7.25. Open and Executive Meeting Sessions

Ordinarily, all meetings of the Board of Directors shall be open to members, and where appropriate, non-members. However, in the event the Chair of the Board, with the consent of a majority of the directors of the Board in attendance, deems it appropriate: (i) to exclude non-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. Discussions held in executive session are confidential within the Board of Directors.

Section 7.26. Minutes of Meetings

The minutes of all meetings of the Board of Directors shall be published on USA Pentathlon's website. Every reasonable effort will be made to publish the minutes within thirty (30) days after completion of the meeting.

Section 7.27. Compensation

Directors of the Board of Directors shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USA Pentathlon's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA Pentathlon in any other capacity (except active athletes or coaches may receive standard payments for performing services as a coach and athletes may receive athlete support payments).

ARTICLE 8

OFFICERS

Section 8.1. Designation

The officers of USA Pentathlon shall be the Chair of the Board, the Treasurer and the Secretary.

Section 8.2. Election/Selection

The Chair of the Board shall be elected from among the directors of the Board. Recognizing the significance of the Chair in international matters, the Chair shall exercise ceremonial or representational functions in the international context, but the Chief Executive Officer, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to the international federation of Modern Pentathlon, and the USOC. If the position of Chief Executive Officer is not occupied, a Director may be named Managing Director to fulfill the responsibilities of the Chief Executive Officer. The Managing Director shall not receive compensation for his or her services although reasonable expenses may be paid or reimbursed in accordance with USA Pentathlon's policies.

The Board shall select a Secretary to handle the ministerial functions usually required by that position under corporate law and as delineated in Section 8.4(b). The Board or the Chief Executive Officer may hire an Assistant Secretary to assist the Secretary with their functions. The Assistant Secretary is not a Board member.

Section 8.3. Tenure

The term of office of the Chair of the Board shall be two (2) years. The newly elected Chair shall take office immediately. The Chair shall hold office until the Chair's successor is elected and qualified, or until the Chair's earlier resignation, removal, incapacity, disability or death.

The term of office of the Secretary shall be four (4) years. The newly elected Secretary shall take office immediately. The Secretary shall hold office until the Secretary's successor is elected and qualified, or until the Secretary's earlier resignation, removal, incapacity, disability or death.

The term of office of the Treasurer shall be four (4) years. The newly elected Treasurer shall take office immediately. The Treasurer shall hold office until the Treasurer's successor is elected and qualified, or until the Treasurer's earlier resignation, removal, incapacity, disability or death.

Section 8.4. Authority and Duties of Officers

The officers of USA Pentathlon shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

a. Chair of the Board. The Chair shall: (i) set all meeting and meeting agendas, and (ii) in the event of the resignation, removal, incapacity, or death of the Chair, the remaining directors of the Board shall elect a new Chair or shall wait until after the Nominating Committee selects a replacement Board director to fill-out the Board before selecting a new Chair.

b. Secretary. The Secretary shall: (i) keep the minutes of the proceedings of the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; (iv) perform all duties incident to the office of Secretary; and (v) perform such other duties as from time to time may be assigned to the Secretary by the Board.

c. Treasurer. The Treasurer shall: (i) provide financial reporting to the board, (ii) be a member of the audit committee, (iii) be an Independent Director, (iv) perform such other duties as from time to time may be assigned to the Treasurer by the Board, and (v) assist the Chief Executive Officer to select and supervise USA Pentathlon financial staff.

Section 8.5. Restrictions

Officers of USA Pentathlon shall perform their functions with due care. No individual may serve simultaneously as an officer of USA Pentathlon and as an officer of an organization holding membership in USA Pentathlon or as an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body.

Section 8.6. Term Limits

No individual shall serve as Chair for more than two consecutive terms. The initial Chair shall serve a term through December 31, 2010, which shall constitute a full two (2) year term. That Chair shall be eligible to serve one (1) additional two (2) year term immediately following his or her initial term.

When a Chair is elected to fill a vacancy because of the previous Chair's resignation, removal, incapacity, disability or death, and the remaining term is for more than one (1) year, such term shall constitute a full term. If the vacancy being filled is for one (1) or more years, the Chair can serve one (1) additional two (2) year term following completion of the filled vacancy term. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the director can serve two (2) additional two (2) year terms following completion of the filled vacancy term.

Section 8.7. Resignation, Removal and Vacancies

An officer's position with USA Pentathlon may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair of the Board may resign at any time by giving written notice to the Chief Executive Officer. The Secretary or Treasurer, may resign at any time by giving written notice to the Chairman of the Board. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Chair may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). The Chair may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question).

The Secretary may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). The Secretary may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question).

The Treasurer may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). The Treasurer may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question).

Any vacancy occurring in the Chair shall be filled by the Board, by majority vote. A Chair elected to fill a vacancy shall be elected for the unexpired term of such Chair's predecessor in office. A vacancy in the office of Secretary or Treasurer shall be filled by the Board of Directors, by majority vote.

Section 8.8. Compensation

Directors shall not receive compensation for their services as an officer or Director although reasonable expenses may be paid or reimbursed in accordance with USA Pentathlon's policies. Officers and Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA Pentathlon in any other capacity.

ARTICLE 9
COMMITTEES

Section 9.1. Designation

There shall be no Executive Committee or other committee(s) with management authority delegated by the Board. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the Board, such as a “super-board” (commonly called a governing council or general assembly). This requirement, however, is not intended to detract from the ability of the members or some parts thereof to nominate individuals to serve on the Board. USA Pentathlon shall have at least the following standing committees: an Audit & Ethics Committee, a Judicial Committee and a Nominating Committee.

The Board or Chief Executive Officer may appoint advisory task forces or committees as the Board believes appropriate, and shall define narrowly the mission and deliverables of such task forces or committees. The decision to appoint or not appoint and to terminate such a task force or committee shall be exclusively the Board’s or Chief Executive Officer’s.

Section 9.2. Assignments

Committee assignments, including the designation of standing committee Chairs, shall be made annually by the Board. Assignments shall be made based on a combination of factors including each individual member's expertise, the interest in achieving a diversity of the membership of committees, and the needs of USA Pentathlon, and these Bylaws. Committee agendas shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of other directors. Committee members shall be expected to attend in person all regularly scheduled committee meetings. Participation by telephone shall be permitted in exigent circumstances. Each Committee Chair shall make a report on committee matters to the Board at the next regularly scheduled Board meeting.

The independent director on the Board with financial experience shall be on the Audit Committee. The Audit Committee shall periodically meet separately in executive session individually with management, USA Pentathlon's financial staff, and the USA Pentathlon’s outside auditor. In addition, the Audit Committee, or a designated representative of the Committee, shall meet with the outside auditor prior to the release and filing of the USA Pentathlon's quarterly financial reports, to review such materials.

Section 9.3. Number

All committees and advisory task forces shall have at least twenty (20) percent athlete membership and voting representation defined consistently with the USOC’s requirements in this area. Membership on standing committees shall not exceed five (5) individuals. USA Pentathlon committees shall be of the minimum number and size possible to permit both conduct of the sport and appropriate board governance. Membership on other committees and task forces shall not exceed five (5) individuals.

Section 9.4. Athlete Representation

All committees and task forces shall have at least twenty (20) percent athlete membership and voting representation so as to comply with the Ted Stevens Olympic and Amateur Sports Act and the USOC Bylaws.

Section 9.5. Tenure

The term for all standing and other committee members shall be two (2) years. 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.

Section 9.6. Term Limits

No committee member shall serve for more than three (3) consecutive terms. For a committee member whose term of office expires on August 31, 2010, his or her time of service shall constitute a full two (2) year term. That committee member would be eligible to serve one (1) additional two (2) year term immediately following his or her initial term.

Section 9.7. Committee Member Attendance

Committee and task force members are expected to attend in person all regularly scheduled committee and task force meetings of which they are a member. Each committee or task force member must attend a minimum of at least one half (1/2) of the committee or task force meetings of which they are a member during any twelve (12)-month period.

Section 9.8. Resignation, Removal and Vacancies

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

Committee or task force members may be removed by the Board of Directors if they fail to attend in person more than one half (1/2) of the regular committee or task force meetings during any twelve (12)-month period, unless they are able to demonstrate to the directors of the Board, or to the Chief Executive Officer, if appointed by the Chief Executive Officer, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Executive Director.

Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a director), or upon the determination of the Chief Executive Officer. Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Any vacancy occurring in a committee or task force shall be filled as set forth for the appointment of that committee or task force member. A committee or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office.

Section 9.9. Procedures

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

Section 9.10. Open and Executive Meeting Sessions

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

Section 9.11. Minutes of Meetings

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

Section 9.12. Compensation

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

Section 9.13. Audit & Ethics Committee

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

- a. The Board of Directors shall appoint the members of the Audit & Ethics Committee and its chair, all of whom shall be directors of the Board. An independent director of

the Board with financial experience shall be on and Chair the Audit & Ethics Committee.

b. The Audit & Ethics Committee shall –

1. recommend the independent auditors of USA Pentathlon, review the report of the independent auditors and management letter, and recommend action as needed;
2. investigate matters of fiscal controls and disclosure and such other matters as directed by the Board;
3. oversee implementation of, and compliance with, the Code;
4. report to the Board on all ethical issues;
5. develop, and review on an annual basis, a Code of Ethics for the Board, officers, committee and task force members, volunteers, staff and member organizations for adoption by the Board;
6. generally administer and oversee compliance with the Code of Ethics;
7. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
8. review and provide guidance on ethical questions presented by the Board, officers, committee and task force members, volunteers, staff and USA Pentathlon members;
9. perform such other duties as assigned by the Board.

Section 9.14. Judicial Committee

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

a. The Board of Directors shall appoint the members of the Judicial Committee and its chair. Members of the Judicial Committee shall satisfy the standards of independence for “independent directors” as set forth in these Bylaws. No director of the Board shall be appointed to the Judicial Committee.

b. The Judicial Committee shall –

1. generally administer and oversee all administrative grievances and right to compete matters filed with USA Pentathlon;
2. identify individuals who would be fair and impartial and who would have the

qualifications and ability to serve on hearing panels;

3. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters;

4. perform such other duties as assigned by the Board.

Section 9.15. Nominating Committee

The Nominating Committee shall have the responsibilities as follows:

a. The Nominating Committee shall be comprised of five members and selected by a process determined by the Board of Directors.

b. The members of the Nominating Committee shall serve for terms of four (4) years or less. An individual shall not serve on the Nominating Committee for more than two (2) consecutive terms.

c. The Committee shall be comprised of five members. Only one independent member of the Board of Directors shall be eligible to serve on the Nominating committee. Members of the Nominating Committee, other than the independent director, shall be precluded from serving as a Board director or in any other USA Pentathlon capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating Committee ends.

d. The Nominating Committee shall:

1. identify and evaluate prospective candidates for the Board;

2. nominate individuals to serve on the Board as provided in these Bylaws;

3. recommend, as requested by the Board, individuals to serve on various committees and task forces;

4. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;

5. perform such other duties as assigned by the Board.

e. In considering a candidate for nomination to the Board, the Nominating Committee takes into consideration:

1. the candidate's contribution to the effective functioning of the USA Pentathlon;

2. any potential or impending change in the candidate's principal area of

responsibility with his or her company or in his or her employment;

3. whether the candidate continues to bring relevant experience to the Board;

4. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;

5. the candidate's reputation for personal integrity and commitment to ethical conduct;

6. the NGB's need for a diverse Board; and

7. whether the candidate has developed any relationships with another organization or a business interest related to the sport, or other circumstances have arisen, that might make it inappropriate for the director to serve or to continue serving on the Board.

ARTICLE 10

ANNUAL USA PENTATHLON ASSEMBLY

Section 10.1. Purpose

There shall be an annual USA Pentathlon Assembly at which all individual and organization members and other USA Pentathlon constituencies in the United States Modern Pentathlon family shall gather and provide input to the Board on important issues confronting the organization. At USA Pentathlon's Assembly, the Board of Directors shall provide a report on the "State of USA Pentathlon." The Chief Executive Officer shall provide a managerial report addressing issues of concern and importance to USA Pentathlon. Individual and organization members and other constituencies may be permitted to pose questions to the Board and Chief Executive Officer for response. The annual USA Pentathlon Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, though it, or some of it, may be involved in some appropriate way in the nomination of individuals to serve on the Board as otherwise set forth in these Bylaws. The Board shall determine the agenda of the annual USA Pentathlon Assembly.

Section 10.2. Place

The annual USA Pentathlon Assembly shall be held in conjunction with a Board of Director's meeting. The Board meeting shall take place after the annual USA Pentathlon Assembly. If practicable, the annual USA Pentathlon Assembly meeting shall also be held in conjunction with a major USA Pentathlon competition.

Section 10.3. Notice

Notice of the annual USA Pentathlon Assembly stating the place, date and time of the meeting shall be posted on the website of USA Pentathlon no fewer than thirty (30) days before the date of the meeting.

ARTICLE 11

USOC ATHLETES' ADVISORY COUNCIL

Section 11.1. Designation

USA Pentathlon shall have a representative and an alternate representative to the USOC Athletes' Advisory Council.

Section 11.2. Qualifications

Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of Modern Pentathlon within the ten (10) year period prior to December 31 of the year in which the election is held shall be eligible to run for election to the USOC Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States, a current member of USAP in good standing, and eighteen (18) years of age or older by December 31 of the year in which the election is held.

Section 11.3. Election/Selection

An individual who wishes to run for election to the USOC Athletes' Advisory Council and to be placed on the ballot shall obtain at least ten (10) signatures of support from individuals entitled to vote in the election. Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of Modern Pentathlon within the ten (10) year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election. Additionally, in order to be eligible to vote in the election, an individual shall be a citizen of the United States, a current member of USAP in good standing, and eighteen (18) years of age or older by December 31 of the year in which the election is held. The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games. The individual with the highest vote total is elected as athlete representative to the USOC Athletes' Advisory Council. The individual with the highest vote total of the opposite gender (as is required by the USOC Athletes' Advisory Council), is elected as the alternate representative to the USOC Athletes' Advisory Council.

Section 11.4. Tenure

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

Section 11.5. Term Limits

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

ARTICLE 12

USOC NATIONAL GOVERNING BODIES' COUNCIL

Section 12.1. Designation

The USA Pentathlon shall have a representative and an alternate representative to the USOC National Governing Bodies' Council.

Section 12.2. Election/Selection

The Chief Executive Officer shall be USA Pentathlon's representative to the USOC National Governing Bodies' Council. The Chair of the Board of Directors shall be USA Pentathlon's alternate representative to the USOC National Governing Bodies' Council.

ARTICLE 13

CHIEF EXECUTIVE OFFICER

Section 13.1. Designation

USA Pentathlon may have an Chief Executive Officer, who shall be the leader of management and vested with the authority to make decisions on behalf of management. The Chief Executive Officer shall not be a voting director of the Board.

The Chief Executive Officer shall oversee the hiring and firing of all staff and the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of USA Pentathlon. The Chief Executive Officer shall, either directly or by delegation, manage all staff functions; determine the size and compensation of, hire and terminate the professional staff in accordance with USA Pentathlon compensation policies and guidelines (established by the Board); develop a strategy for achieving USA Pentathlon's mission, goals and objectives and present the strategy for approval by the Board; be responsible for resource generation and allocation; coordinate international activities; act as USA Pentathlon's spokesperson (with the Chair); prepare and submit quadrennial and annual budgets to the Board; and perform all functions as usually pertain to the office of Chief Executive Officer.

Section 13.2. Tenure

The Chief Executive Officer shall be employed by the Board of Directors for whatever term the Board deems appropriate. The Chief Executive Officer may be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the Chief Executive Officer. If the Chief Executive Officer has a contract of employment with USA Pentathlon, the contract shall provide that the Chief Executive Officer's employment may be terminated by the Board with or without cause.

Section 13.3. Secretary General

The Chief Executive Officer shall serve as Secretary General of USA Pentathlon and in that capacity shall represent the USA Pentathlon in relations with the international sports federation for Modern Pentathlon recognized by the International Olympic Committee and at international Modern Pentathlon functions and events.

Section 13.4. Responsibilities

The Chief Executive Officer shall:

- a. develop a strategy for achieving USA Pentathlon's mission, goals and objectives and present the strategy to the Board of Directors for approval;
- b. prepare and submit quadrennial and annual budgets to the Board for approval;

- c. determine the staff needed to effectively carry out USA Pentathlon's mission, goals and objectives, within USA Pentathlon's budget;
- d. oversee the hiring and termination of all staff;
- e. either directly or by delegation manage all staff functions;
- f. be responsible for resource generation and allocation of resources;
- g. coordinate USA Pentathlon's international activities;
- h. with the Chair of the Board, act as the USA Pentathlon's spokesperson;
- i. perform all functions as usually pertain to the office of Chief Executive Officer.

ARTICLE 14

COMPLAINT PROCEDURES

Section 14.1. Designation of Complaints

The following kinds of complaints may be filed with USA Pentathlon:

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

b. Right to Compete. Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individuals opportunity to compete in a USA Pentathlon sanctioned competition.

Section 14.2. Manner of Filing

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

Section 14.3. 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 USA Pentathlon 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.

Section 14.4. 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.

Section 14.5. Field of Play Decisions

The final decision of a referee during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the referee) shall not be reviewable through the procedures for, or the subject of, Administrative Grievances or Right to Compete Complaints unless the decision is: (i) outside the authority of the referee to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes

of this Section, the term “referee” shall include any individual with discretion to make field of play decisions.

Section 14.6 Administration

The Judicial Committee shall generally administer and oversee all administrative grievances and right to compete matters filed with USA Pentathlon. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USA Pentathlon.

Section 14.7 Hearing Panel

Upon the filing of a complaint, the chair of the Judicial Committee, after consultation with the other Committee members, shall appoint a hearing panel consisting of three (3) individuals to hear the complaint. The Judicial Committee shall also appoint a chair of the hearing panel. 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 USA Pentathlon or involved in the sport of modern pentathlon.

Section 14.8. Conduct of the Proceeding

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

The hearing may be conducted by teleconference, 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.

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.

Section 14.9. Expedited Procedures

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the

affected parties, the 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.

Section 14.10. 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 hearing panel shall determine which additional individuals 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.

Section 14.11. 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.

Section 14.12. Arbitration

Any party may appeal a decision of the hearing panel to the American Arbitration Association. The arbitrator appointed by the American Arbitration Association shall have the authority to hear the matter 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. The arbitrator may give whatever weight or authority to the hearing panel's decision as the arbitrator deems appropriate.

ARTICLE 15

SANCTIONING EVENTS

Section 15.1. Prompt Review of Request

USA Pentathlon shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request: (i) to hold an international or national amateur athletic competition in the United States, or (ii) to sponsor United States Modern Pentathlon athletes to compete in an international athletic competition held outside the United States.

Section 15.2. Standard for Review

If USA Pentathlon, as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of United States Modern Pentathlon, and (ii) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then USA Pentathlon shall grant the sanction requested by the amateur sports organization or person.

Section 15.3. Requirements for Holding an International or National Amateur Athletic Competition in the United States

An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States shall comply with the following requirements:

- a. submits, in the form required by USA Pentathlon, an application to hold such competition;
- b. pays to USA Pentathlon the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits to USA Pentathlon an audited or notarized financial report of similar events, if any, conducted by the organization or person; and
- d. demonstrates that –
 1. 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 competition;
 2. appropriate provision has been made for validation of records which may be established during the competition;

3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
4. the competition will be conducted by qualified officials;
5. proper medical supervision will be provided for athletes who will participate in the competition; and
6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.
7. proper venues have been secured.

Section 15.4. Requirements for Sponsoring United States Modern Pentathlon Athletes to Compete in An International Athletic Competition Held Outside the United States

An amateur sports organization or person requesting a sanction to sponsor United States Modern Pentathlon athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

- a. submits, an invitation to USA Pentathlon, inviting American pentathletes to such a competition;
- b. pays to USA Pentathlon or receives payment from USA Pentathlon any required fee, provided that such fee shall be reasonable and nondiscriminatory and;
- c. submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that –
 1. 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 competition;
 2. appropriate provision has been made for validation of records which may be established during the competition;
 3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 4. the competition will be conducted by qualified officials;
 5. proper medical supervision will be provided for athletes who will participate in the competition; and
 6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

7. proper venues have been secured.

ARTICLE 16

RECORDS OF THE CORPORATION

Section 16.1. Minutes

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

Section 16.2. Accounting Records

The USA Pentathlon shall maintain appropriate accounting records.

Section 16.3. Membership List

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

Section 16.4. Records In Written Form

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

Section 16.5. Website

USA Pentathlon shall maintain a website for the dissemination of information to its members. USA Pentathlon shall publish on its website (i) its Bylaws, (ii) USA Pentathlon's bylaws, rules, and regulations (iii) a procedure for communicating with the Chair of the Audit Committee regarding accounting, internal accounting controls, or audit-related matters; (iv) its most recent annual financial statement; and (v) its most recent 990 Form filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, USA Pentathlon shall publish on its website a mailing address and an e-mail address for communications directly with the Board.

Section 16.6. Records Maintained at Principal Office

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

- a. the articles of incorporation;
- b. these Bylaws shall govern the conduct of USA Pentathlon, USA Pentathlon's Board and Committees and the USA Pentathlon's members ;
- c. rules and regulations that govern the technical conduct of Modern Pentathlon's events in the United States as USA Pentathlon Board and Chief Executive Officer determine is

appropriate in their sole discretion of Modern Pentathlon;

d. 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;

e. all written communications within the past three (3) years to the members generally as the members;

f. a list of the names and business or home addresses of the current directors and officers;

g. a copy of the most recent corporate report delivered to the Colorado Secretary of State;

h. all financial statements prepared for periods ending during the last three (3) years;

i. USA Pentathlon's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and

j. all other documents or records required to be maintained by USA Pentathlon at its principal office under applicable law or regulation.

Section 16.7. Inspection of Records by Members

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

a. **Records Maintained at Principal Office.** A member shall be entitled to inspect and copy, during regular business hours at USA Pentathlon's principal office, any of the records of the USA Pentathlon described in Section 16.6., provided that the member gives USA Pentathlon written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.

b. **Financial Statements.** Upon the written request of any member, USA Pentathlon shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.

c. **Membership List.**

1. **Preparation of Membership Voting List.** After determining the members entitled to vote in an election USA Pentathlon shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.

2. **Right of Inspection.** A member shall be entitled to inspect and copy, during regular business hours at USA Pentathlon's principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least three (3) months immediately preceding the demand to

inspect or copy, (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (iii) the member gives USA Pentathlon written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list, (iv) the member describes with reasonable particularity the purpose for the inspection, and (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by USA Pentathlon limiting the use of such list in accordance with Section 16.7.c.3.

3. Limitation on Use of Membership Voting List. Without consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.

d. Scope of Members' Inspection Rights.

1. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.

2. Right to Copy. The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.

3. Reasonable Charge for Copies. USA Pentathlon may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.

4. Litigation. Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with USA Pentathlon, or the power of a court to compel the production of corporate records for examination.

ARTICLE 17

CODE OF ETHICS

Section 17.1. Code of Ethics

The Code of Ethics and Conflict of Interest Policy shall be the USA Pentathlon Code of Ethics and conflict of interest policy (the "Code"). The Code is applicable to all USA Pentathlon employees, directors of the Board, committee members and volunteers. Each NGB employee and volunteer shall annually certify compliance with the Code. The Board shall review the Code within 90 days of initial appointment and after each election and shall affirm or modify the Code as it sees fit. Any modification to the Code shall require a two thirds majority vote.

ARTICLE 18

FIDUCIARY MATTERS

Section 18.1. Indemnification

USA Pentathlon shall defend, indemnify and hold harmless each director of the Board and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such director or officer arising out of the latter's performance of his or her duties with USA Pentathlon, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or director.

Section 18.2. Discharge of Duties

Each director of the Board 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 Pentathlon.

Section 18.3. Conflicts of Interest

If any director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving USA Pentathlon, or has an interest adverse to USA Pentathlon's business affairs, or has any other business interest in the sport governed by the NGB and that individual is in a position to influence a determination with regard to the contract, transaction, business affair, or business interest, such individual shall: (i) disclose the conflict of interest, (ii) not participate in the evaluation of the contract, transaction, business affair, or decision that affects the business interest and (iii) not vote on the contract, transaction, business affair, or decision that affects the business interest.

Section 18.4. Prohibited Loans

No loans shall be made by USA Pentathlon to the Chair of the Board, to any director of the Board, or to any committee or task force member or to any USA Pentathlon employee. Any Chair, director, committee or task force member or USA Pentathlon employee, who assents to or participates in the making of any such loan, shall be liable to USA Pentathlon for the amount of such loan until it is repaid.

ARTICLE 19

FINANCIAL MATTERS

Section 19.1. Fiscal Year

The fiscal year of USA Pentathlon shall commence January 1 and end on December 31 each year.

Section 19.2. Budget

USA Pentathlon shall have an annual budget.

Section 19.3. Audit

Each year USA Pentathlon shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit Committee. The Audit Committee shall provide the auditors report to the Board of Directors upon completion.

Section 19.4. Individual Liability

No individual director of the Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of USA Pentathlon pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 19.5. Irrevocable Dedication and Dissolution

The property of USA Pentathlon is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USA Pentathlon shall inure to the benefit of private persons. Upon the dissolution or winding up of USA Pentathlon, its assets remaining after payment, or provision for payment, of all debts and liabilities of USA Pentathlon, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE 20

MISCELLANEOUS PROVISIONS

Section 20.1. Severability and Headings

The invalidity of any provision of these Bylaws shall not affect the other provisions these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 20.2. Saving Clause

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

ARTICLE 21

AMENDMENTS OF BYLAWS

Section 21.1. Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of directors of the Board at any meeting duly called and at which a quorum is present.

ARTICLE 22

EFFECTIVE DATE AND TRANSITION

Section 22.1. Effective Date and Election/Selection of New Board

These Bylaws shall be effective when adopted by the current Board of Directors.