



**BYLAWS OF
USA TEAM HANDBALL, INC.**

(As ratified by Board of Directors on March 31, 2009)

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USATEAM HANDBALL

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ARTICLE 1. NAME AND STATUS

Section 1.1. Name.

The name of the corporation shall be USA Team Handball, Inc. (referred to in these Bylaws as “USATH”). USATH 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.

USATH shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Utah. USATH 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 Team Handball. USATH 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 USATH shall be in Salt Lake City, Utah. USATH may at any time and from time to time change the location of its principal office. USATH may have such other offices, either within or outside Utah, as the Board of Directors may designate or as the affairs of USATH may require from time to time.

Section 2.2. Registered Office.

The registered office of USATH shall be maintained in Utah. The registered office may be changed from time to time by the Board of Directors or by the officers of USATH, or to the extent permitted by the Nonprofit Corporation Act by the registered agent of USATH. The registered office may be, but need not be, the same as the principal office.

ARTICLE 3. MISSION

Section 3.1. Mission.

The Mission of the USATH shall be to develop, promote, educate and grow the sport of Team Handball at all levels in the United States and to enable United States athletes to achieve sustained competitive excellence to win medals in international and Olympic competition

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ARTICLE 4. **RECOGNITION AS NATIONAL GOVERNING BODY**

Section 4.1. Recognition as a National Governing Body.

USATH shall be recognized and maintain recognition by the United States Olympic Committee as the National Governing Body for the sport of Team Handball in the United States. In furtherance of that purpose, USATH 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 United States Olympic Committee as such requirements are promulgated or revised from time to time. In fulfilling those requirements USATH shall:

- a. be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee as the worldwide governing body for the sport of Team Handball (currently the International Handball Federation);
- b. be autonomous in the governance of the sport of Team Handball 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 Team Handball 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 Team Handball;
- 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 Team Handball who have represented the United States in an international amateur athletic competition in Team Handball and or within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than twenty (20) percent of the voting power held in its Board of Directors or other governance body;
- f. be governed by a Board of Directors whose members are selected without regard to race, color, religion, age, national origin, sexual orientation, or gender;
- g. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in Team Handball competitions without discrimination on the basis of race, color, religion, age, gender, sexual orientation, or national origin;
- h. 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;
- i. provide procedures for the prompt and equitable resolution of grievances of its members;
- j. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;

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- k. agree to submit to binding arbitration in any controversy involving:
 - i. its recognition as a National Governing Body, or
 - ii. the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in Team Handball, 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;
- l. not have eligibility criteria relating to amateur status or to participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of Team Handball recognized by the International Olympic Committee (currently the International Handball Federation);
- m. 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.

The USATH shall have individual and organization membership categories as follows:

- a. Individual Membership Categories –
 - i. **Adult Athlete members** are those individuals who register as competitive athletes and are eligible for competition in Team Handball.
 - ii. **Youth Athlete members** are those individuals (under the age of 21) who register as athletes and are eligible for competition in Team Handball at youth levels of the sport.
 - iii. **Supporting members** are those individuals who register as supporting members and who are interested in the purpose, programs, aims and objectives of USATH (coaches, referees, volunteers, administrators, etc),
 - iv. **Life members** are those individuals who register as life members and who pay to USATH a life membership fee.
 - v. **Honorary Members** are those individuals who as a matter of prestige and honorary are provided a complimentary membership in USATH. Honorary members have no voting privileges.
- b. Organization Membership Categories
 - i. **Registered Clubs** are those Team Handball clubs that register and approved by USATH as clubs and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USATH.
 - ii. **Regional Organizations** are those non-profit organizations whose major purpose is to conduct the programs and initiatives of the USATH, and are by nature, an extension of the USATH.
 - iii. **Affiliated Organizations** are those organizations that register as affiliated organizations and which conduct athletic competition, athletic programs and/or activities in the sport of Team Handball (including youth, multi-sport and disabled organizations), or which otherwise support the sport of Team Handball in the United States.

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Section 5.2 Voting Members

Individuals belonging to the following membership categories shall each be entitled to one vote in an election for Directors of the Board: Adult Athlete members, Youth Athlete members (18 or older on day of election), Supporting members and Life members. Organizations belonging to the following membership categories shall be entitled to one vote as an organization in an election for Directors of the Board: Registered Clubs, Regional Organizations and Affiliated Organizations. No other voting privileges are conferred upon these members. 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 member of USATH sixty (60) days prior to the date of the election in order to be eligible to vote in an election.

Individuals and organizations belonging to the following membership categories have no voting privileges: Honorary members and Contributing Organization members.

Section 5.3. Membership Requirements and Dues.

Membership in USATH 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 prorating 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.

USATH shall provide an equal opportunity to any individual who wishes to become a member without discrimination on the basis of race, color, religion, age, gender, sexual orientation, or national origin.

Section 5.4. Suspension and Termination of Membership.

The membership of any member may be terminated at any time with or without cause by the Board of Directors. A member shall have the right to a hearing prior to termination.

Section 5.5. Transfer of Membership.

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

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ARTICLE 6. REGIONAL DIVISIONS

Section 6.1. Regional Divisions.

The Board of Directors may divide the United States into geographic regions as the Board determines in its sole discretion will best serve the interests of the sport of Team Handball. The regions shall be an extension of USATH and not separate entities. The purpose of the regions shall be to hold regional competitions or conduct such other regional activities that promote the mission of USATH as the Board and the General Manager 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 USATH shall be managed by, its Board of Directors.

Section 7.2. Function of the Board.

The Board of Directors represents the interests of USATH's membership, the United States Team Handball community and Team Handball athletes by providing USATH with policy, guidance and strategic direction. The Board oversees the management of USATH and its affairs, but it does not manage USATH. The Board shall select a well-qualified and ethical General Manager and diligently oversee the General Manager in the operation of USATH. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the General Manager to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- a. selects, compensates, and evaluates the General Manager and plans for management succession;
- b. reviews and approves USATH's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- c. sets policy and provides guidance and strategic direction to management on significant issues facing USATH;
- d. reviews and approves significant corporate actions;
- e. oversees the financial reporting process, communications with stakeholders, and USATH's legal and regulatory compliance program;
- f. oversees effective corporate governance;
- g. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning
- h. reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- i. monitors to determine whether USATH's assets are being properly protected;

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

The Board of Directors shall be sensitive to the desirability of diversity at all levels of USATH. The 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 shall have the highest personal and professional integrity, shall have demonstrated exceptional ability and judgment, and shall be effective, in conjunction with the other members of the Board, in serving the long-term interests of USATH. Directors should 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 the USATH. Directors should have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent Directors, who shall also serve on the Audit and Compensation Committee, shall have financial expertise.

Section 7.5. Number.

The Board of Directors shall consist of nine (9) total Directors, as follows:

- a. five (5) of whom shall be independent Directors;
- b. two (2) of whom shall be Directors at large;
- c. two (2) of whom shall be athlete Directors

Athlete Directors shall at all times comprise at least twenty (20) percent of the membership and voting power of the Board.

Section 7.6. Election/Selection.

The initial Board of Directors shall be named by the Chairman of the Board, meeting the criteria defined in Section 7.5.

Subsequent Directors shall be nominated and elected via the following process:

- a. Independent Directors. The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate, five (5) Board Directors from among individuals considered to be independent, as that term is defined in Section 7.7.
- b. At-Large Directors. The Nominating and Governance Committee shall solicit nominations of individuals who are not athletes. The Nominating and Governance Committee shall select two (2) individuals from those nominated who shall then stand for selection.
- c. Athlete Directors. Two (2) athlete Director positions will be on the Board. One athlete Director will be USATH representative to USOC Athletes' Advisory Council and second will be the alternate AAC representative.

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Section 7.7. Independence.

An "independent Director" must be determined to have no material relationship with the USATH, either directly or through an organization that has a material relationship with the USATH. A relationship is "material" if it would interfere with the Director's independent judgment. The Nominating and Governance Committee shall determine the independence of a Director after considering all relevant information concerning that Director.

A Director of the Board of Directors will 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 the USATH, the International Handball Federation, the Pan American Team Handball Federation;
- b. an immediate family member of the Director was employed by or held any governance position (whether a paid or volunteer position) with the USATH, the USOC, the International Handball Federation, the Pan American Team Handball Federation;
- c. the Director was affiliated with or employed by the USATH's outside auditor or outside counsel;
- d. an immediate family member of the Director was affiliated with or employed by the USATH's outside auditor or outside counsel as a partner, principal or manager;
- e. the Director receives any compensation from the USATH, 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 the USATH;

Section 7.8. Tenure.

The term of office for a Director of the Board of Directors shall be 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.

Directors of the Board shall serve staggered terms. To accomplish this, Director seats shall be divided into two classes. The first class shall consist of three (3) Directors. The second class shall consist of four (4) Directors. For the first Board of Directors seated under these Bylaws, the term of office of the Directors of the first class shall expire on December 31, 2010. The term of office of the Directors of the second class shall expire on December 31, 2012. Thereafter, the term of office for both the first class and the second class shall be for four years. The Nominating and Governance Committee shall designate prior to election/selection of the first Board seated under these Bylaws whether an individual seeking to be a Director is in the first class or the second class.

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Section 7.10. Term Limits.

No Director of the Board of Directors shall serve more than two (2) consecutive terms. For those initial Directors whose term of office expires on December 31, 2010, their time of service shall constitute a full four (4) year term. Those Directors would be eligible to serve only one additional four (4) year term immediately following their initial term.

For those initial Directors whose term of office expires on December 31, 2012, their time of service shall constitute a full four (4) year term. Those Directors would be eligible to serve one additional four (4) year term immediately following their initial 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 is for more than two (2) years, such term shall constitute a full term; and the Director can serve one (1) additional four (4) year term following completion of the filled vacancy term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and the Director can serve two (2) additional four (4) year terms following completion of the filled vacancy term.

Section 7.11. Director Attendance.

Directors of the Board of Directors are expected to attend in person (or via conference call) all regularly scheduled Board meetings. Each Director must attend a minimum of at least one half (1/2) of the Board meetings during any twelve-month (12) period.

Section 7.12. Resignation, Removal and Vacancies.

A Director's position on the Board of Directors may be declared vacant upon the Director's resignation, removal, incapacity, disability or death. Any Director may resign at any time by giving written notice to the Chair of the Board, except the Chair's resignation shall be given to the Board. 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 may be removed by the Board if they fail to attend more than one half (1/2) of the regular meetings of the Board during any twelve-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 Director can be removed upon 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 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 may also be removed without 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 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.

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Section 7.13. Regular and Special Meetings.

The Board of Directors shall meet at regularly scheduled meetings at least two (2) times per year. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of at least fifty (50) percent of the Board.

Section 7.14. 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 must be given in writing. 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 thirty (30) days before the date of the meeting.

Section 7.15. Quorum.

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

Section 7.16. Voting by Proxy.

No Director may vote or act by proxy at any meeting of Directors.

Section 7.17. 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 mail or email to the Secretary of the Board within seven days following the meeting.

Section 7.18. Action Without a Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if each and every member of the board in votes (yes or no) or abstains in writing.

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Section 7.19. 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 7.20. Agenda.

The agenda for a meeting of the Board of Directors shall be set by the Chair of the Board, after consultation with the General Manager. Any Director of the Board may request that items be placed on the Board's agenda.

Section 7.21. 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 7.22. 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 7.23. 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, the Chair may specifically designate and call an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter.

Section 7.24. Minutes of Meetings.

The minutes of all meetings of the Board of Directors shall be published on USATH's web site. Every reasonable effort will be made to publish the minutes within 14 (fourteen) days after completion of the meeting.

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Section 7.25. 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 USATH's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USATH in any other capacity.

Section 7.26. Fund Raising

Directors of the Board of Directors shall personally be required to contribute per term a minimum of \$50,000 to the USATH within 3 months of taking office. Each Director shall also be required to take an active role in the General Manager's fundraising generation plan and to solicit revenue for the Federation throughout the fiscal year.

ARTICLE 8. OFFICERS

Section 8.1. Designation.

The officers of USATH shall be a Chair of the Board/President and Vice-President. A Secretary shall also be designated at each meeting to record and publish agendas, meeting notes and other official business of the board. A Secretary shall be appointed who shall not be a Director of the Board of Directors and shall not have a vote on the Board.

Section 8.2. Election/Selection.

The Board of Directors shall elect from among the Directors of the Board, by majority vote, a Chair. The election shall be held at the first meeting of the Board on odd numbered years. The newly elected Chair shall take office immediately. The Chairman shall nominate a Vice President, which shall be voted upon by the Board.

Section 8.3. Tenure.

The term of office of the Chair of the Board shall be four years. The Chair of the Board may only serve one term. The Chair shall hold office until the Chair's successor is elected and qualified, or until the Chair's resignation, removal, incapacity, disability or death. The term of office of the Vice President shall also be four years.

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Section 8.4. Authority and Duties of Officers.

The officers of USATH 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 / President.** The Chair shall:
 - i. set all meeting and meeting agendas,
 - ii. preside at all meetings of the Directors
 - iii. see that all Board commitments, resolutions, and oversight are carried into effect
 - iv. represent USATH in official USOC, IHF, PATHF business, unless delegated to the Vice President, General Manager or other Board member
 - v. exercise such powers and perform such other duties as from time to time may be assigned by the Board.

- b. **Vice President.** The Vice President shall:
 - i. assist the Chair in the execution of Board meetings, commitments, resolutions and oversight, and
 - ii. exercise powers and perform such duties as from time to time may be assigned by the Board Chair or Board

- c. **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 by the General Manager or by the Board.

Section 8.5. Restrictions.

Officers of USATH shall perform their functions with due care. No individual may serve simultaneously as an officer of USATH and as an officer of an organization that may be viewed as potentially competing with the USATH.

Section 8.7. Resignation, Removal and Vacancies.

An officer's position with USATH 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 Board of Directors. Such resignation shall take effect at the time specified in the notice, and unless otherwise 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 Chair). 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 Chair). 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.

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Section 8.8. Compensation.

The Chair of the Board shall not receive compensation for his or her service as Chair, although the reasonable expenses of the Chair may be paid or reimbursed in accordance with USATH's policies. The Chair is disqualified from receiving compensation for services rendered to or for the benefit of USATH in any other capacity.

ARTICLE 9. COMMITTEES

Section 9.1. Designation.

USATH shall have the following standing committees:

- a. Audit and Compensation Committee
- b. Judicial Committee
- c. Nominating and Governance Committee

The Board of Directors or the General Manager may appoint such other committees (known as "ad hoc" committees) as the Board deem to be necessary and appropriate. The delegation of authority to any committee shall not operate to relieve the Board or any Director of the Board from any responsibility or standard of conduct imposed by law or these Bylaws and if any such committee has one or more members who are entitled to vote and who are not then also Directors, such committee may not exercise any power or authority reserved to the Board.

Section 9.2. Qualifications.

Each committee member at least eighteen (18) years of age.

Section 9.3. Number.

Membership on committees shall not exceed five (5) individuals.

Section 9.4. Athlete Representation.

All standing committees shall have at least twenty (20) percent athlete 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 or ad hoc committee members shall be four (4) 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.

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Section 9.6. Term Limits

No committee member shall serve for more than two (2) consecutive terms.

Section 9.7. Committee Member Attendance.

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

Section 9.8. Resignation, Removal and Vacancies.

A committee member's position on a committee 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. 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 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 meetings during any twelve-month period, unless they are able to demonstrate to the Directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee member can 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). 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). 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).

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

Section 9.9. Procedures.

Each standing or ad hoc committee shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on the USATH's website.

Section 9.10. Open and Executive Meeting Sessions.

Ordinarily, all committee meetings shall be open to members, and where appropriate, non-members. However, in the event the committee chair, with the consent of a majority of the committee members in attendance, deems it appropriate 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.

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Section 9.11. Minutes of Meetings.

Each committee shall record and publish minutes of its meetings.

Section 9.12. Compensation.

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

Section 9.13. Audit and Compensation Committee.

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

- a. The Board of Directors shall appoint the members of the Audit and Compensation 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 the Audit and Compensation Committee.
- b. The Audit and Compensation Committee shall:
 - i. recommend the independent auditors of USATH, review the report of the independent auditors and management letter, and recommend action as needed
 - ii. investigate matters of fiscal controls and disclosure and such other matter as directed by the Board
 - iii. develop, and review on an annual basis, a compensation structure for General Manager, staff of USATH, committee members and anyone else assigned and approved by the Board
 - iv. generally administer and oversee compliance structure
 - v. perform such other duties as assigned by the Board.

Section 9.14. Judicial Committee.

The Judicial Committee, and its chair, shall be appointed by the Board of Directors and have the responsibilities as follows:

- a. 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:
 - i. develop, and review on an annual basis, a Code of Ethics for the Board, officers, committee members, volunteers, staff and member organizations for adoption by the

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Board;

- ii. generally administer and oversee compliance with the Code of Ethics, all administrative grievances and right to compete matters filed with USATH
- iii. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board
- iv. review and provide guidance on ethical questions presented to it by the Board, committees, volunteers, staff and USATH members;
- v. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
- vi. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters;
- vii. perform such other duties as assigned by the Board.

Section 9.15 Nominating and Governance Committee

The initial Nominating and Governance Committee shall be selected by the Board of Directors. Subsequently, the Nominating and Governance Committee shall be elected via the process defined herein. The Committee shall have the responsibilities as follows:

- a. The Nominating and Governance Committee shall:
 - i. identify and evaluate prospective candidates for the Board and Standing Committees
 - ii. select individuals to serve on the Board as provided in these Bylaws
 - iii. recommend as requested by the Board individuals to serve on various committees;
 - iv. consult with the Judicial Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues
 - v. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees;
 - vi. perform such other duties as assigned by the Board.

- b. After the initial Committee term, Nominating and Governance Committees shall be selected as follows:
 - i. At least two (2) individuals from the Nominating and Governance Committee from that Committee, including one who shall be elected as the new chair
 - ii. At least two (2) individuals who shall be considered “independent” as defined in these bylaws
 - iii. At least one (1) athlete as elected by the athlete members;
 - iv. No Director of the Board shall be elected/selected to the Nominating and Governance Committee.
 - v. No individual who serves on the Nominating and Governance Committee may

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simultaneously serve on the Board of Directors. Each individual is excluded from serving as a Board Director for a period of four (4) years after their service on the Nominating and Governance Committee ends.

- c. In considering a candidate for nomination to the Board, the Nominating and Governance Committee may take into consideration the candidate's:
- i. contribution to the effective functioning of the USATH
 - ii. professional and sport experiences that may be relevant to USATH
 - iii. time and/or ability to attend meetings and fully participate in the activities of the Board
 - iv. reputation for professional integrity and commitment to ethical conduct
 - v. relationships with other organizations that may cause a real or perceived conflict of interest with the goals and mission of USATH
 - vi. ability to generate or attract revenue funds to the USATH
 - vii. ability to be a productive board member with ability to think globally and/or skills and traits to develop the sport and the infrastructure of the sport; and
 - viii. other qualifications that the Nominating and Governance Committee deems appropriate to select or exclude a potential Director.

ARTICLE 10. ANNUAL TEAM HANDBALL ASSEMBLY

Section 10.1. Purpose.

There shall be an annual Team Handball Assembly at which all individual and organization members and other Team Handball constituencies shall gather and provide input to the Board on important issues confronting the organization. The Board of Directors and/or General Manager shall provide a report on the "State of the Federation."

Individual and organization members and other Team Handball constituencies may pose questions to the Board and General Manager for response. The annual Team Handball Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority. The Board shall determine the agenda of the annual Team Handball Assembly. Notwithstanding the foregoing, an annual meeting of the voting members is not required.

Section 10.2. Place.

The annual Team Handball Assembly may be held in conjunction with a Board of Director's meeting. If practicable, the annual Team Handball Assembly meeting shall also be held in conjunction with a major USATH competition.

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Section 10.3. Notice.

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

ARTICLE 11. USATH ATHLETES' ADVISORY COUNCIL

Section 11.1. Designation.

The USATH shall recognize an Athletes' Advisory Council ("THAAC") consisting of up to seven individuals, if requested by USATH Board of Directors or athletes. Establishment of a THAAC is not a requirement of these by-laws. The primary purpose of the THAAC shall be to advise the two Athletes' Representatives on the USATH Board of Directors.

Section 11.2. Qualifications.

Those individuals: (i) 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 Team Handball, or (ii) who have competed in the USATH National Club Championships as athletes shall be eligible to run for election to the THAAC. Additionally, in order to be eligible to run for election, an individual shall be eighteen years of age or older by December 31 of the year in which the election is held.

Section 11.3. Election/Selection.

Six individuals shall be elected to the THAAC as follows:

- a. All candidates must meet the qualifications standards set forth in section 11.2
- b. Three (3) positions must be filled by candidates who meet the standards set forth in section 13.2.
- c. An individual who wishes to run for election to the THAAC and to be placed on the ballot shall obtain at least ten (10) signatures of support from individuals entitled to vote in the election, as set forth in section 11.2.
- d. Additionally, in order to be eligible to vote in the election, an individual shall be eighteen years of age or older by December 31 of the year in which the election is held and a member of USATH sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in the election.
- e. The six individuals with the highest vote totals are elected to the THAAC. If section 13.2 requirements are not achieved, then the first three that meet section 13.2 will be selected and the other three (3) positions will be selected from according to highest vote totals.
- f. The seventh position on the THAAC shall be filled by USATH's representative to the USOC Athletes' Advisory Council.

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Section 11.4. Tenure.

The term for members of the Team Handball Athletes' Advisory Council shall be for four years.

Section 11.5. Term Limits.

No THAAC member shall serve for more than two consecutive terms. The THAAC shall elect from among its members, by majority vote, a chair. The term of office of the chair shall be two years. The newly elected chair shall take office immediately.

Section 11.6. Procedures.

The THAAC shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on USATH's website.

Section 11.7. Open and Executive Meeting Sessions.

Ordinarily, all THAAC meetings shall be open to members, and where appropriate, non-members. However, in the event the THAAC chair, with the consent of a majority of the THAAC members 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.

Section 11.8. Compensation.

THAAC members shall not receive compensation for their services as THAAC members, nor shall USATH be obligated to pay expenses of all members of the THAAC to attend meetings.

ARTICLE 12. USOC NATIONAL GOVERNING BODIES' COUNCIL

Section 12.1. Designation.

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

Section 12.2. Election/Selection.

The General Manager shall be USATH's representative to the USOC National Governing Bodies' Council. The Chair of the Board of Directors shall be USATH's alternate representative to the USOC National Governing Bodies' Council. A designee may be assigned by the Board of Directors to either position.

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ARTICLE 13. REPRESENTATIVE TO USOC AAC

Section 13.1. Designation.

The USATH shall have a representative (“AAC Rep”) and an alternate representative (“Alternate AAC Rep”) to the USOC Athletes’ Advisory Council.

Section 13.2. Qualifications.

Those individuals who have represented the United States as athletes in the Olympic Games, World Championships, the Pan American Games, Pan American Championships (including PATHF Division I Championships) in the sport of Team Handball 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, and vote for, the USOC Athletes’ Advisory Council. Additionally, in order to be eligible to run or vote in the election, an individual shall be eighteen years of age or older by December 31 of the year in which the election is held.

Section 13.3. Election/Selection.

The election of each successive AAC Rep and Alternate AAC Rep shall be coordinated by the sitting AAC Rep, with assistance if necessary from USATH. 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, as defined in Section 13.2.

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 second 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 13.4. Tenure.

The term for all representatives to the USOC Athletes’ Advisory Council shall be for four 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 13.5. Term Limits.

No representative to the USOC Athletes’ Advisory Council shall serve for more than two consecutive terms. There is no term limit restriction for the position of alternate representative.

ARTICLE 14. GENERAL MANAGER

Section 14.1. Designation.

USATH shall have and hire a General Manager no later than July 1st, 2008. During the transition and until that time, the Board of Directors Chair will act as a voluntary and uncompensated General Manager. The Board of Directors may hire other staff positions to complete the necessary tasks until this General Manager is hired. At that time, sections 14.2, 14.3 and 14.4 will be delegated to this General Manager.

Section 14.2. Tenure.

The General Manager shall be employed by the Board of Directors for whatever term the Board deems appropriate. The General Manager 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 General Manager. If the General Manager has a contract of employment with USATH, the contract shall provide that the General Manager's employment may be terminated by the Board with or without cause.

Section 14.3. Secretary General.

The General Manager shall serve as Secretary General of USATH and in that capacity shall represent the USATH in relations with the international sports federation for Team Handball recognized by the International Olympic Committee and at international Team Handball functions and events.

Section 14.4. Responsibilities.

The General Manager shall:

- a. develop a strategy for achieving the USATH's mission, goals and objectives and present the strategy to the Board of Directors for review and approval;
- b. prepare and submit quadrennial and annual budgets to the Board for approval;
- c. determine the staff needed to effectively carry out USATH's mission, goals and objectives, within USATH's budget;
- d. be responsible for developing and implementing the resource generation from non-USOC funds;
- e. oversee the hiring and termination of all staff;
- f. either directly or by delegation manage all staff functions;
- g. coordinate USATH's international activities;
- h. with the Chair of the Board, act as the USATH's spokesperson;
- i. perform such other duties as assigned by the Board

ARTICLE 15. COMPLAINT PROCEDURES

Section 15.1. Designation of Complaints.

The following kinds of complaints may be filed with USATH:

- a. **Administrative Grievance.** Any individual or organization member of USATH may file a complaint pertaining to any matter within the cognizance of the USATH, including but not limited to any alleged violation of or grievance concerning:
 - i. any USATH rule or regulation
 - ii. any provision of USATH's Bylaws, or
 - iii. any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USATH'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 individual's opportunity to compete in a USATH sanctioned competition.

Section 15.2. 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:

- a. the alleged violation, grievance, denial or threat to deny, and
- b. the remedy requested. The complainant shall sign the complainant.

Section 15.3. 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. 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 15.4. 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 15.5. 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:

- a. outside the authority of the referee to make, or
- b. the product of fraud, corruption, partiality or other misconduct of the referee.

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

Section 15.6 Administration.

The Judicial Committee shall generally administer and oversee all administrative grievances and right to compete matters filed with USATH. 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 USATH.

Section 15.7 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 independent 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 USATH or involved in the sport of Team Handball.

Section 15.8. 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 15.9 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.

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Section 15.10. 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 15.11. 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 15.12. 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 16. SANCTIONING EVENTS

Section 16.1. Prompt Review of Request.

USATH 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, national or local amateur athletic competition in the United States, or (ii) to sponsor U.S. Team Handball athletes to compete in an international athletic competition held outside the United States.

Section 16.2. Standard for Review.

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

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Section 16.3. 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, national or local amateur athletic competition in the United States shall comply with the following requirements:

- a. submits, in the form required by USATH, an application to hold such competition;
- b. pays to USATH the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits to USATH an audited or notarized financial report of similar events, if any, conducted by the organization or person; and demonstrates 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 competition;
 - ii. appropriate provision has been made for validation of records which 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. proper medical supervision will be provided for athletes who will participate in the competition; and
 - vi. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 16.4. Requirements for Sponsoring USA Team Handball Athletes to Compete in An International Athletic Competition Held Outside the United States.

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

- a. submits, in the form required by USATH, an application to hold such competition;
- b. pays to USATH the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and
- d. submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that:

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- 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 competition;
- ii. appropriate provision has been made for validation of records which 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. proper medical supervision will be provided for athletes who will participate in the competition; and
- vi. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

ARTICLE 17. RECORDS OF THE CORPORATION

Section 17.1. Minutes.

USATH 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 17.2. Accounting Records.

USATH shall maintain appropriate accounting records.

Section 17.3. Membership List.

USATH 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 17.4. Records In Written Form.

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

Section 17.5. Website.

USATH shall maintain a website for dissemination of information to its members. USATH shall post on its website its Bylaws. Additionally, USATH shall post on its website its most recent annual financial statement and its most recent 990 Form filed with the Internal Revenue Service.

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Section 17.6. Records Maintained at Principal Office.

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

- a. the articles of incorporation;
- b. these Bylaws;
- c. rules or regulations adopted by the Board of Directors pertaining to the administration of the sport of Team Handball;
- 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 secretary of state;
- h. all financial statements prepared for periods ending during the last three (3) years;
- i. USATH'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 USATH at its principal office under applicable law or regulation.

Section 17.7. 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 USATH's principal office, any of the records of the USATH described in Section 18.6, provided that the member gives USATH 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, USATH 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. Preparation of Membership Voting List. After determining the members entitled to vote in an election USATH 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.
- d. Right of Inspection. A member shall be entitled to inspect during regular business hours at USATH'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;
 - 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 USATH written demand at least five (5) business days before the date

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- on which the member wishes to inspect 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 a membership list shall, prior to such inspection, execute a signed agreement in the form as approved by USATH limiting the use of such list in accordance with Section 18.7.c.3.
- e. **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.
- e. **Scope of Members' Inspection Rights.**
- i. **Agent or Attorney.** The member's duly authorized agent or attorney has the same inspection rights as the member.
 - ii. **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.
 - iii. **Reasonable Charge for Copies.** USATH 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.
 - iv. **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 USATH, or the power of a court to compel the production of corporate records for examination.

ARTICLE 18. **CODE OF ETHICS.**

USATH shall adopt a Code of Ethics for Directors of the Board, officers, committees, task forces, members, employees, and others who are associated with USATH. The Code of Ethics shall be approved by the Board. The Judicial Committee shall oversee development, implementation of and compliance with the Code of Ethics.

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ARTICLE 19. FIDUCIARY MATTERS

Section 19.1. Indemnification.

USATH 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 in the USATH, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or Director.

Section 19.2. Discharge of Duties.

Each Director of the Board and officer shall discharge his or her duties:

- a. in good faith
- b. with the care and ordinarily prudent individual in a like position would exercise under similar circumstances, and
- c. in a manner the Director or officer reasonably believes to be in the best interests of USATH.

Section 19.3. Conflicts of Interest.

If any Director of the Board, officer, committee member has a financial interest in any contract or transaction involving USATH, or has an interest adverse to USATH'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. If Conflicts of Interest are not properly and thoroughly disclosed, then the Judicial Committee can recommend to the Board of Directors any action including the removal from the Board or other USATH positions.

Section 19.4. Prohibited Loans.

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

ARTICLE 20. FINANCIAL MATTERS

Section 20.1. Fiscal Year.

The fiscal year of USATH shall commence July 1 and end on June 30 each year.

Section 20.2. Budget.

USATH shall have an annual budget.

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Section 20.3. Audit

Each year USATH 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 auditor's report to the Board of Directors upon completion.

Section 20.4. 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 USATH pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 20.5. Irrevocable Dedication and Dissolution.

The property of USATH is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USATH shall inure to the benefit of private persons. Upon the dissolution or winding up of USATH, its assets remaining after payment, or provision for payment, of all debts and liabilities of USATH, 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 21. USADA CONTROLS

Section 21.1. USADA Controls

As a member National Governing Body of the United States Olympic Committee ("USOC") and as a member Federation of International Handball Federation(IHF), USATH is obligated to adhere to the anti-doping rules of the USOC and IHF. In addition, USOC Bylaw Chapter XXIII, Section 2(G) provides that, as a condition of membership in the USOC, each National Governing Body shall comply with the procedures pertaining to drug testing and adjudication of related doping offenses of the independent anti-doping organization designated by the USOC to conduct drug testing. The USOC has designated the United States Anti-Doping Agency ("USADA") as that organization.

It is the responsibility of each athlete member of USATH to comply with the anti-doping rules of the IHF, USOC and USADA. It is also the responsibility of each athlete member of USATH to submit, without reservation or condition, to in-competition and out-of-competition doping controls conducted by either the IHF or USADA. (Out-of-competition testing of athletes may take place at USATH elite-level camps, training sessions at USOC facilities, or at other designated events. No advance notice of testing of athletes may take place at any time for those athletes designated by USATH and USADA for inclusion in USATH's no advance notice testing pool.)

Pursuant to USOC Bylaws Chapter XXIII, Section 2(G), the management of positive and elevated test results (post October 2, 2000) for NGB athletes has become the responsibility of USADA. Any inconsistent provisions elsewhere in USATH rules are hereby suspended. USATH will, without further process, enforce and publish any sanction communicated to USATH by USADA resulting from adjudication of a doping control under the USADA protocol.

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ARTICLE 22. MISCELLANEOUS PROVISIONS

Section 22.1. 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 22.2. Saving Clause.

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the 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 23. AMENDMENTS OF BYLAWS

Section 23.1. Amendments of Bylaws.

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a 75% majority of the Directors of the Board at any meeting duly called and at which a quorum is present or by 66% of the eligible voting membership or their designated representatives. The membership amendment process will be triggered with a 25% affirmative vote of the current members which will be determined through an amendment process to be determined by the General Manager.

ARTICLE 24. EFFECTIVE DATE AND TRANSITION

Section 24.1. Effective Date and Transition.

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