

**AMENDED AND RESTATED**  
**BYLAWS**  
**of the**  
**NATIONAL ARCHERY ASSOCIATION**  
**OF THE UNITED STATES**  
  
**dba**  
  
**USA ARCHERY**

**Approved: March 24, 2007**

**Amended: December 16, 2011**

## **ARTICLE I.**

### **NAME AND STATUS**

#### Section 1.1. Name.

The name of the corporation is the National Archery Association of the United States, doing business as USA Archery (“USAA”). USAA 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.

USAA shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Colorado. USAA 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 Archery. USAA shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”).

## **ARTICLE II.**

### **OFFICES**

#### Section 2.1. Business Offices.

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

#### Section 2.2. Registered Office.

The registered office of USAA 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 USAA, or to the extent permitted by the Nonprofit Corporation Act by the registered agent of USAA. The registered office may be, but need not be, the same as the principal office.

## **ARTICLE III.**

### **MISSION**

#### Section 3.1 Purpose

The purpose of USAA is to foster the sport of Archery as a national pastime from which we can develop interest and abilities at all age levels to include international sports superiority in archery programs and athlete performance.

#### Section 3.2. Mission.

The mission of USAA shall be to enable United States athletes to achieve sustained competitive excellence in Olympic, Pan American or Paralympic and World Championship competition and to promote and grow the sport of Archery in the United States.

## ARTICLE IV.

### RECOGNITION AS NATIONAL GOVERNING BODY

#### Section 4.1. Recognition as a National Governing Body.

USAA is recognized by the United States Olympic Committee (the “USOC”) as the National Governing Body for the sport of Archery in the United States. In furtherance of that purpose, USAA 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.* (“the Sports Act”) and as mandated by the USOC as such requirements are promulgated or revised from time to time. In fulfilling those requirements USAA shall:

- a. be a member of only one international sports federation, which is recognized by the International Olympic Committee (the “IOC”) as the worldwide governing body for the sport of Archery;
- b. be autonomous in the governance of the sport of Archery 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 Archery 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 Archery;
- d. provide for individual and organizational membership;
- e. ensure that its Board of Directors has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur athletic competition in Archery or who have represented the United States in an international amateur athletic competition in Archery within the preceding ten years, and ensures that the voting power held by those individuals is not less than twenty 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 Archery, 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 Archery in the United States;

- g. be governed by a 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 Archery 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 in amateur athletic competition in the sport of Archery;
- 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 Archery, 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 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 Archery recognized by the IOC; and
- n. perform all other obligations and duties imposed by the Sports Act and by the USOC on a National Governing Body.

## **ARTICLE V.**

### **MEMBERS**

#### Section 5.1. Categories of Membership.

USAA shall have the individual and organization membership categories each requiring the qualifications and having the voting and other rights and privileges indicated:

- a. Individual Membership Categories –
  1. Athlete members. Athlete members are those individuals who have attained their eighteenth birthday, upon application, payment of dues and register as competitive athletes and are eligible for competition in Archery. Each active member shall have one vote in all matters submitted to a vote of the membership.
  2. Coach members. Coach members are those individuals who register as active coaches and who are certified as level two or above by USA Archery.
  3. Judge members. Judge members are those individuals who register as active judges and who are certified as judges by USA Archery.
  4. Youth members. Youth membership shall be granted to anyone up to and through the calendar year of their eighteenth birthday, upon application, payment of dues. Youth membership shall be non-voting. Upon attaining their eighteenth birthday, a youth member shall automatically become eligible to be an athlete member, upon application, payment of appropriate dues.
  5. Family members. Family membership may be granted to a family, including husband and wife, upon application, payment of dues, and approval of the Chief Executive Officer. Each member of a family registered under a family membership who is eighteen years of age or older shall have one vote on all matters submitted to a vote of the membership.
  6. Life members. Life members are those individuals who register as life members and who pay to USA Archery a life membership fee. Each life member shall have one vote in all matters submitted to a vote of the membership.
  7. Honorary members. Honorary membership, with exemption from regular dues, may be granted for exceptional merit or service, by the Board of Directors. Each honorary member shall have one vote in all matters submitted to a vote of the membership.

b. Organization Membership Categories –

1. Registered Clubs. Registered clubs are those Archery 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 Archery. Registered clubs shall be entitled to vote in an election for directors of the Board
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 Archery which meets the following criteria:
  - (i) It qualifies under the Sports Act as a national archery organization or national multi-sport organization;
  - (ii) It conducts programs or competitions in archery and desires to obtain status as a National Allied Archery Organization of USAA and is willing to assume the rights and responsibilities for its archery programs or competitions as may from time to time be prescribed by USAA; and
  - (iii) It agrees to comply with USAA Bylaws and with USAA's applicable rules and policies and agrees to adhere to the relevant requirements of the Sports Act.

Each Affiliated Organization member shall retain its own autonomy in its internal organization, governance, competitions, finances, business, and other activities and affairs. Recognition by USAA and approval of membership in USAA by the Board of Directors shall be extended to the entity that is the Affiliated Organization members only and not to the individual members or programs of the Affiliated Organization members entity. Affiliated Organizations shall be entitled to vote in an election for directors of the Board

3. Contributing Organization members. Contributing Organization members are those amateur or commercial sports organizations that register as contributing organizations and which conduct athletic programs or activities that further the sport of Archery in the United States or which otherwise support the sport of Archery in the United States. Contributing Organization membership shall be non-voting.

Each organization desiring to become an Affiliated or Contributing Organization member must submit an application to the Board of Directors, together with copies of the applicant's charter, constitution,

articles of incorporation, bylaws, rules, regulations and/or similar organizational documents and such other information as the Board may request.

### Section 5.2. Voting Members.

Individuals belonging to the following membership categories shall be entitled to vote in an election for directors of the Board: Athlete members, Coach members, Judge members, Family members, Life and Honorary members. Organizations belonging to the following membership categories shall be entitled to vote in an election for directors of the Board: Club members and Affiliated Organization members. No other voting privileges are conferred upon these members.

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

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

Whenever the term "members" is used herein without further modification, it shall refer to all members of every class.

All Athlete, Judge, Coach, Life, Youth, and Family members shall be entitled to appropriate publications for their respective membership category, information regarding USAA national and regional tournaments, and other benefits which shall be determined from time to time by USAA. These members shall be eligible for National, Regional and State USAA rankings, under guidelines established for each.

### Section 5.3. Membership Requirements and Dues.

(a) Membership in USAA is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership initiation fees, periodic dues and other assessments, which may vary by class of membership, and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and the proration or refund of dues and assessments in appropriate cases as the Board of Directors shall deem necessary or appropriate. A dues schedule and information regarding USAA dues policy with respect to the various classes of

membership shall be prepared in writing and made available to members from time to time as prescribed by the Board of Directors.

(b) Upon payment of annual dues, membership shall be granted for one or more years from the first day of the month in which dues were paid. Any member who is more than one month in arrears in the payment of dues shall be dropped from the rolls and may be reinstated again only as a new member.

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 in accordance with procedures contained in Article 15 of these bylaws. 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 USAA. Members shall have no ownership rights or beneficial interests of any kind in the property of USAA.

## ARTICLE VI.

### 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 Archery. The Board may only change the geographic region division once every four years after the initial division. The regions shall be an extension of USAA and not separate entities. Additionally, USAA may hold regional competitions or conduct such other regional activities that promote the mission of USAA as the Board and the Chief Executive Officer determine in their sole discretion.

#### EAST REGION

Connecticut  
Delaware  
District of Columbia  
Maine  
Maryland  
Massachusetts  
New Hampshire  
New Jersey  
New York  
Pennsylvania  
Rhode Island  
Vermont  
Virginia  
West Virginia

#### SOUTH REGION

Alabama  
Arkansas  
Florida  
Georgia  
Kentucky  
Louisiana  
Mississippi  
North Carolina  
Oklahoma  
South Carolina  
Tennessee  
Texas

#### NORTH REGION

Illinois  
Indiana  
Iowa  
Kansas  
Michigan  
Minnesota  
Missouri  
Nebraska  
North Dakota  
Ohio  
South Dakota  
Wisconsin

#### WEST REGION

Alaska  
Arizona  
California  
Colorado  
Hawaii  
Idaho  
Montana  
Nevada  
New Mexico  
Oregon  
Utah  
Washington  
Wyoming

## **ARTICLE VII.**

### **BOARD OF DIRECTORS**

#### Section 7.1. General Powers.

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

#### Section 7.2. Function of the Board.

The USAA Board of Directors shall represent the interests of the Archery community for USAA in the United States and its athletes by providing USAA with policy, guidance and strategic direction. The Board shall oversee the management of USAA and its affairs, but it does not manage USAA. The Board shall select a well-qualified and ethical Chief Executive Officer and diligently oversee the Chief Executive Officer in the operation of USAA. 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. 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 USAA, and to evaluate Board performance;
- b. selects, compensates, and evaluates the Chief Executive Officer and plans for management succession;
- c. reviews and approves USAA'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 USAA;
- e. reviews and approves significant corporate actions;
- f. oversees the financial reporting process, communications with stakeholders, and USAA'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 USAA's assets are being properly protected;

- k. monitors USAA’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. Qualifications.

Each director of the Board of Directors must be a citizen of the United States and eighteen years of age or older. A director need not be a resident of Colorado.

A director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, (iii) possess an understanding of athletic competition and the Olympic ideals, (iv) have diverse experience in the key business, financial, and other challenges that face USAA, (v) have experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport, and (vi) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USAA. At least one of the independent directors, who shall also serve on the Audit Committee, shall have financial expertise.

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

### Section 7.4. Number of Directors and Composition of the Board.

The Board of Directors shall consist of ten total directors, comprised as follows:

- a. Two athlete directors, one of whom shall be the USAA representative to the USOC Athletes’ Advisory Council (the “Athlete Directors”) and one will be a compound representative.
- b. One representative of the Coach Members of USAA (the “Coach Director”).
- c. One representative of the Judge Members of USAA (the “Judge Director”).
- d. One at-large representative who shall be a member of USAA’s general membership not represented by any other membership category (the “At-Large Director”).
- e. Two representatives from the grassroots (one from Registered JOAD Clubs and one from Non-JOAD Registered Clubs) programs of USAA (the “Grassroots Directors”).
- f. Two independent directors (the “Independent Directors”).

g. One representative from the Allied Archery organizations (the “Allied Director”).

At least twenty percent of the Board of Directors shall be independent directors (two) and at least twenty percent shall be athlete directors (two). The rest shall be drawn from appropriate representation in the U.S. Archery community, with no single constituency having been involved in selecting a majority of directors.

#### Section 7.5. Nomination and Election.

The USAA Board of Directors shall be nominated and elected in the following manner:

- a. 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 two Athlete Directors will be USAA's representative to the USOC Athletes' Advisory Council, elected pursuant to Section 12.3 of these Bylaws.
- b. The Coach Director will come from Coach Members of USAA who are in good standing. At the appropriate time, the Nominating Committee will solicit nominations of coaches who are Coach Members, Level Two and above, in accordance with procedures to be established by the Nominating Committee. The nominees will be considered by the Nominating Committee to determine that they each qualify to serve if elected. The Nominating Committee will then timely present the names of at least three qualified nominees to the Coach Members for election (or, in the event there are fewer than three qualified nominees, the names of all qualified nominees). All current USAA Coach Members (as defined in Section 5.1 of these Bylaws) in good standing shall then vote for the Coach Director in accordance with procedures to be established by USAA. Each USAA Coach Member in good standing shall have one vote. The individual with the highest vote total is elected.
- c. The Judge Director will come from nominations made by Judge Members of USAA who are in good standing. At the appropriate time, the Nominating Committee will solicit nominations of individuals who are Judge Members, in accordance with procedures to be established by the Nominating Committee. The nominees will be considered by the Nominating Committee to determine that they each qualify to serve if elected. The Nominating Committee will then timely present the names of at least three qualified nominees to the Judge Members for election (or, in the event there are fewer than three qualified nominees, the names of all qualified nominees). All current USAA Judge Members (as defined in Section 5.1 of these Bylaws) in good standing shall then vote for the Judge Director in accordance with procedures to be established by USAA. Each USAA Judge Member in good standing shall have one vote. The individual with the highest vote total is elected.

- d. At an appropriate time, the Nominating Committee will solicit nominations of individuals to serve as the At-Large Director to be elected, using whatever process the Nominating Committee determines to be appropriate. The nominees will be considered by the Nominating Committee, which shall select at least three individuals from among nominated individuals (or, in the event there are fewer than three qualified nominees, the names of all qualified nominees). The Nominating Committee will then present to the general membership, who does not vote in any other category, the names of the selected individuals, who shall then stand for election by the general membership. The individual with the highest vote total is elected.
- e. The Grassroots Directors will come from nominations made by Registered Clubs of USAA who are in good standing. At the appropriate time, the Nominating Committee will solicit nominations from JOAD and Non-JOAD clubs, in accordance with procedures to be established by the Nominating Committee. The nominees will be considered by the Nominating Committee to determine that they each qualify to serve if elected. The Nominating Committee will then timely present the names of at least three qualified nominees from JOAD clubs and in addition at least three qualified nominees from Non-JOAD clubs, for election (or, in the event there are fewer than three qualified nominees, the names of all qualified nominees). All current registered USAA JOAD and Non-JOAD Clubs (as defined in Section 5.1 of these Bylaws) in good standing shall then vote for their respective Grassroots Director in accordance with procedures to be established by USAA. Each USAA JOAD and Non-JOAD Club in good standing shall have one vote in their respective category. The individual with the highest vote total is elected.
- f. At an appropriate time, the Nominating Committee will solicit nominations of individuals to serve as the Independent Directors to be elected, using whatever process the Nominating Committee determines to be appropriate. The nominees will be considered by the Nominating Committee, which shall select the Independent Director to be elected from among nominated individuals considered to be independent, as that term is defined in Section 7.6.
- g. The Allied Director will come from the National Field Archery Association (NFAA) as the representative for all Allied Organization Members of USAA who are in good standing.

#### Section 7.5.1 Implementation Provisions:

For purposes of implementing these Bylaws and constituting the initial Board of Directors upon the adoption of these Bylaws, the following will occur (it being recognized that this will result in a fourteen-person Board of Directors between the date of implementation of these Bylaws and August 2009):

- a. The following persons will serve on and constitute the Board of Directors during the interim period between the adoption of these Bylaws and the seating of the new Board of Directors (as referred to in Section 7.4 of these Bylaws) in October 2007:
- The four existing regional members of the USAA Board of Governors, who have already been elected to serve on the USAA Board of Governors and who have existing terms of service that continue until August 2009.
    - The four regional elected members of the Board whose terms end in 2009 will be non-voting members of the BOG during the period that they serve between the date that the new Board takes office in October and the end of their term in 2009 (the “Two Year Term”).
    - Three of those members (Jane Johnson, Randall Turner and Lloyd Brown) will not seek to be elected as Chair of USA Archery (which replaces the office of President), and will not serve in such position if asked, during the Two Year Term.
    - The remaining member (Darrell Pace) will not seek to be elected as Chair of USA Archery during the Two Year Term but may serve as such if elected by the then existing Board. Regardless of the foregoing, if Darrell Pace is so elected as Chair, he will have full voting rights of a member of the Board while he serves as Chair during the Two Year Term.
  - In addition, 10 additional members will be elected to the board as stated in paragraphs b, c & d below.
- b. The Executive Committee of USAA in existence as of the date these Bylaws are adopted will appoint the initial Nominating Committee as soon as practical. The Nominating Committee will consist of five individuals, one of whom will be an athlete that is approved for appointment by the USAA Elite Athletes, as defined in Article 11 of these Bylaws. The remaining four members of the initial Nominating Committee will be selected such that no more than one of the remaining four members is primarily affiliated with any one USAA membership group. The Nominating Committee shall select its own chair from among its members.
- c. The Nominating Committee will conduct the nominating and election process for the two Independent Directors in order that these directors will take office in October 2007.
- d. In October 2007 the entire new Board of Directors will be seated, being elected in accordance with the provisions of Section 7.5 of these Bylaws.

#### Section 7.6. Independence.

The Board, through its Nominating and Governance 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 USAA, either directly or through an organization that has a material relationship with USAA. A relationship is "material" if, in the judgment of the Nominating and Governance Committee, it would interfere with the director's independent judgment. To assist it in determining whether a director is independent, the 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 years:

- a. the director or an immediate family member was employed by or held any governance position (whether a paid or volunteer position) with USAA, the international federation of Archery, or any sport family entity of Archery;
- b. the director was affiliated with or employed by USAA's outside auditor or outside counsel;
- c. an immediate family member of the director was affiliated with or employed by the USAA's outside auditor or outside counsel as a partner, principal or manager;
- d. the director was an Archery member of USAA’s Athletes’ Advisory Council or any constituent group with representation on the Board;
- e. the director receives any compensation from USAA, directly or indirectly;  
or
- f. the director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USAA.

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

#### Section 7.7. Staggered Board.

The election of Directors of the Board of Directors shall be staggered four year or shorter terms. To implement the staggered Board system, the initial Board shall be comprised of some individuals who serve two year terms and some individuals who serve four year terms. The Nominating and Governance Committee shall designate prior to selection or election of the initial Board whether a director is serving a two or four year term. Therefore, notwithstanding the provisions of subsection a. of this Section 7.7, to

implement the staggered Board system, the initial Board of Directors as seated in August 2007 shall be comprised of five individuals who serve two year terms and five individuals who serve four year terms, as follows:

1. Athlete Directors:                   two year term –one director (Compound)  
  four year term –one director (Recurve)  
Athlete term beginning and end dates maybe be modified to align with  
USOC quad calendar.
2. Coach Director:                   two year term –one director
3. Judge Director:                   four year term –one director
4. At-Large Director:               four year term –one director
5. Grassroots Directors:           two year term –one director (College – Prior  
to 2010, Non-JOAD after 2010)  
  four year term –one director (JOAD)
6. Independent Directors:          two year term –one director  
  four year term –one director
7. Allied Director:                   no term limit –one director

#### Section 7.8. Term Limits.

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

No director of the Board of Directors (other than the Allied Director) shall serve more than two consecutive four year terms but may, after a year's absence, be re-elected to the board.

For the new Board, a term of one half the maximum allowed shall constitute a full term. Thus, an individual selected for a two year term shall be eligible to serve only one additional four year term immediately following the two year term in a system with a four year term limit.

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 two years or more, such term shall constitute a full term. Thus, if the vacancy being filled is for two or more years, and the maximum term is four years, the director may serve one additional four year term following completion of the filled vacancy term. If the vacancy being filled is for less than one half the maximum term, the term shall not be a full term and the director shall be able to serve two additional full terms following completion of the filled vacancy term.

The term of the Chair of the Board shall be two years. No individual shall serve as Chair for more than three consecutive terms.

Section 7.9. 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 of all regularly scheduled Board meetings in person.

Section 7.10 Director Access to Management and Outside Advisors

USAA'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 USAA'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 7.11. 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 or the Chief Executive Officer of USAA, 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. In addition, the unexcused absence of a director from more than one half of the regular meetings of the Board during any twelve month period shall be deemed to constitute the resignation of such director from the Board of Directors and shall have such effect without further action by such director or the Board of Directors. Directors shall 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 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 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 USAA'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.

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

If the members of any class are entitled to elect one or more directors by the provisions of these Bylaws, the provisions of this section shall apply, in respect to the removal of a director or directors so elected, to the vote of the members of that class and not to the vote of the members as a whole.

#### Section 7.12. Regular and Special Meetings.

USAA's Board shall meet at regularly scheduled meetings at least two times per year, 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 percent of the Board.

#### Section 7.13. 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 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.

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 7.14. Quorum and voting.

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 7.15. Voting by Proxy.

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

Section 7.16. 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 7.17. 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 in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director who delivers writing described in this Section 7.18 to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

Such action shall have the same force and effect as a vote of the Board members at a duly called meeting at which a quorum was present.

Section 7.18. 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. Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence at the meeting for all purposes.

Section 7.19. 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.

Section 7.20. 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 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 7.21. 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 7.22. 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. Alternatively, the Board of Directors may upon its own motion, convene an executive session.

Section 7.23. Minutes of Meetings.

A summary of the minutes of all meetings of the Board of Directors shall be published on USAA's website. Every reasonable effort will be made to publish a draft of the minutes within thirty days after completion of the meeting. The minutes will be unofficial until approved at the next scheduled board meeting.

Section 7.24. Compensation.

Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USAA's policies. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of USAA in any other capacity, provided that the rendering of such services and such compensation are approved by the Ethics committee.

## **ARTICLE VIII.**

### **OFFICERS**

#### Section 8.1. Designation.

The only elected officer of USAA shall be a Chair of the Board.

USAA shall also have a Secretary, who shall be designated by the Chief Executive Officer and who shall be a member of the USAA staff, as referred to in Section 8.2, below.

#### Section 8.2. Election/Selection.

The Chair of the Board shall be elected from among the directors of the Board by a majority vote.

The Chief Executive Officer shall designate the Secretary to serve as USAA's corporate secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings. The Chief Executive Officer may also designate, if needed, a person to serve as Assistant Secretary. The Secretary and Assistant Secretary, if any, (i) shall be an employee of USAA, (ii) shall be approved by the Board of Directors and (iii) shall not be a member of the Board of Directors and shall not have a vote on the Board.

#### Section 8.3. Term.

The term of office of the Chair of the Board shall be two years. The newly elected Chair shall take office immediately upon conclusion of the annual meeting. 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, or the Assistant Secretary, if any, is unlimited. The Secretary shall hold office until his or her employment by USAA ends, when the Chief Executive Officer designates a different individual to serve as Secretary or until the Secretary's earlier resignation, removal by the Chief Executive Officer, incapacity, disability or death. The Assistant Secretary, if any, shall hold office until his or her employment by USAA ends, when the Chief Executive Officer selects a different individual to serve as Secretary or until the Secretary's earlier resignation, removal by the Chief Executive Officer, incapacity, disability or death. In any circumstance in which the Chief Executive Officer has not designated an employee to serve as Secretary, the Board of Directors may select a Director of the Board or another individual employed by USAA to serve as Secretary.

#### Section 8.4 Term Limits.

Notwithstanding the provisions of Section 8.3 or Sections 7.7, 7.8 and 7.9. of these Bylaws, no individual shall serve as Chair for more than three consecutive terms of service during any two maximum term periods. No Chair of the Board shall serve more than three terms during an eight year period. However, for the Chair serving upon the adoption of these Bylaws, the initial term of two years shall constitute a full term and such individual shall be eligible to serve only one additional two year term.

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

#### Section 8.5. Authority and Duties of Officers.

The officers of USAA 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) exercise such powers and perform such other duties as from time to time may be assigned by the Board, (ii) set all meetings and meeting agendas, (iii) preside at all meetings of the Board of Directors, and (iv) see that all Board commitments, resolutions and oversight are carried into effect, except as the Chair may delegate to the Chief Executive Officer or others.
- 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 Chief Executive Officer or by the Board.
- c. Assistant Secretary. An Assistant Secretary, if any, shall have the same duties and powers as the Secretary.

#### Section 8.6. Restrictions.

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

### Section 8.7. Resignation, Removal and Vacancies.

An officer's position with USAA 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. The Secretary or Assistant Secretary, if any, may resign at any time by giving written notice to the Chief Executive Officer. 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 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 of the total voting power of the Board (excluding the voting power of the director in question). The Secretary or Assistant Secretary, if any, may be removed by the Chief Executive Officer, with or without cause.

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 Assistant Secretary, if any, shall be filled by the Chief Executive Officer. Any individual selected to fill a vacancy in the office of Secretary, or Assistant Secretary, if any, shall be approved by the Board.

### 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 USAA's policies. The Chair shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of USAA in any other capacity, provided that the rendering of such services and such compensation are approved by the Ethics committee.

### Section 8.9 Surety Bonds.

The Board of Directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

**ARTICLE IX.**  
**COMMITTEES**

Section 9.1. Designation.

There shall be no Executive Committee or other committee(s) with governance authority delegated by the Board.

USAA shall have the following standing committees:

1. Audit Committee
2. Ethics Committee
3. Board of Justice (Judicial Committee)
4. Nominating and Governance Committee

The Board of Directors or the Chief Executive Officer, with the approval of the Board of Directors, may establish such other committees and task forces, including subcommittees, as the Board or Chief Executive Officer deem necessary and appropriate. This may include the continuation of existing committees, subcommittees or task forces in existence as of the date of the adoption of these Bylaws if to do so is deemed by the Board of Directors to be appropriate.

The responsibilities of the standing committees are set forth in other sections of this Article IX. Responsibilities of other committees, subcommittees and task forces shall be assigned when they are formed.

Each standing committee, other committee, subcommittee and task force shall establish procedures as are deemed to be reasonable and appropriate for conducting its business and affairs. After establishing such procedures, they shall be reported to the Board of Directors and to the Chief Executive Officer, and the Board shall have the right, but not any obligation, to approve the operating procedures. Such procedures shall be published and available on the USAA website.

Section 9.2. Assignments.

With the exception of the Nominating Committee, 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 and the needs of USAA and these Bylaws.

The Board shall annually designate standing committee Chairs. The committee Chairs will select the committee members subject to approval by the Board. Committee agendas shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of other directors.

### Section 9.3. Number.

Membership on standing committees shall not exceed five individuals. Membership on all other standing committees, other committees, task forces and subcommittees shall only exceed five individuals if necessary and appropriate and if approved by a majority of the Board of Directors.

### Section 9.4. Athlete Representation.

All committees and task forces shall have at least twenty percent athlete representation so as to comply with the Sports Act and the USOC Bylaws.

### Section 9.5. Tenure.

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

### Section 9.6. Term Limits.

No committee member shall serve for more than three consecutive terms.

For a committee member whose term of office expires on August 9, 2007 his or her time of service shall constitute a full two year term. That committee member would be eligible to serve one additional two 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. Participation by telephone shall be permitted. Each committee or task force member must attend a minimum of at least one half of the committee or task force meetings of which they are a member during any twelve 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, on the recommendation of the committee Chair, if they fail to attend in person more than one half of the regular committee or task force meetings during any twelve 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 Chief Executive Officer. Committee members may also be removed for cause upon the affirmative vote of at least two-thirds 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, if appointed by the Chief Executive Officer. Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths 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. Open and Executive Meeting Sessions.

Ordinarily, all committee and task force meetings shall be open to USAA 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 persons who are not members of the committee or task force 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. Alternatively, the committee or task force may upon its own motion, convene an executive session.

#### Section 9.10. Minutes of Meetings.

Each committee and task force shall keep minutes of its meetings.

#### Section 9.11. Reports.

Each Committee Chair shall make a report on committee matters to the Board at the next regularly scheduled Board meeting.

#### 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 USAA'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 USAA in any other capacity, provided the Board gives explicit approval.

#### Section 9.13. Audit Committee.

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

- a. The Board of Directors shall appoint the members of the Audit Committee and its chair, all of whom shall be directors of the Board. The independent director on the Board with financial experience shall be on the Audit Committee.
- b. The Audit Committee shall –
  1. recommend the independent auditors of USAA, review the report of the independent auditors and management letter, and recommend action as needed;
  2. meet with the independent auditors of USAA prior to the release and filing of USAA's annual audit to review such materials.
  3. meet separately in executive session individually with the Chief Executive Officer and USAA's financial staff.
  4. investigate matters of fiscal controls and disclosure and such other matter as directed by the Board; and
  5. perform such other duties as assigned by the Board.

#### Section 9.14. Ethics Committee.

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

- a. The Board of Directors shall appoint the members of the Ethics Committee and its chair. Members of the Ethics 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 Ethics Committee.

- b. The Ethics Committee shall –
  - 1. Oversee the creation and implementation of the USAA Code of Ethics;
  - 2. report to the Board on all ethical issues;
  - 3. if requested by the Board of Justice in connection with any Complaint review and investigate matters of ethical impropriety and make recommendations or render decisions on such matters to the Board of Justice;
  - 4. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USAA members, including with respect to the USAA Conflict of Interest Policy; and
  - 5. perform such other duties as assigned by the Board.

Section 9.15. Board of Justice (Judicial Committee)

The Board of Justice shall be appointed and have the responsibilities as follows.

- a. The Board of Directors shall appoint the members of the Board of Justice and its chair. No director of the Board shall be appointed to the Board of Justice.
- b. The Board of Justice shall –
  - 1. generally administer and oversee all administrative grievances and right to compete matters filed with USAA;
  - 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 9.16. Nominating and Governance Committee.

The Nominating and Governance Committee shall be selected and have the responsibilities as follows:

The initial Nominating Committee.

- a. The initial Nominating and Governance Committee will be selected in accordance with the Implementing Provisions of Section 7.5.1 of these Bylaws.

- b. Each subsequent Nominating and Governance Committees shall be selected as follows:
1. one individual elected by the previous Nominating and Governance Committee from that Committee, who shall be the Chair;
  2. one individual who is independent as that term is defined in Section 7.6 of these Bylaws and who is selected by the Board of Directors;
  3. one athlete as elected by the Athletes Advisory Committee of USAA and who shall otherwise qualify as an athlete in accordance with Article 11 of these bylaws;
  4. one coach or judge who is selected by the previous Nominating and Governance Committee; and
  5. one grassroots/ representative (Registered Club) who is selected by the previous Nominating and Governance Committee
- c. No Nominating and Governance Committee member shall serve for more than four consecutive terms. For a Nominating and Governance Committee member whose initial term is less than one half year, his or her initial term of service shall constitute a full one year term.
- d. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current director. No individual who serves on the Nominating and Governance Committee may serve or be eligible to serve on the Board of Directors. Members of the Nominating and Governance Committee shall be precluded from serving as a Board director or in any other USAA capacity, whether governance or on staff, for a period of one year after their service on the Nominating and Governance Committee ends.
- e. The Nominating and Governance Committee shall: –
1. identify and evaluate prospective candidates for the Board;
  2. select 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 inspecting all nominations for potential conflict of interest or other problematic issues;
  5. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces; and
  6. perform such other duties as assigned by the Board.

- f. In considering a candidate for nomination to the Board, the Nominating and Governance Committee shall take into consideration:
1. the candidate's contribution to the effective functioning of USAA;
  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. whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the director to continue serving on the Board;
  7. the ability of the candidate to work cooperatively and effectively with other members of the Board, committees, subcommittees and task forces;
  8. USAA's need for a diverse Board of Directors; and
  9. any other qualification the Nominating and Governance Committee deems appropriate to select a qualified and capable director.

## ARTICLE X.

### ANNUAL ARCHERY ASSEMBLY

#### Section 10.1. Purpose.

There shall be an annual USAA Assembly at which all individual and organization members and other USAA constituencies in the United States Archery family shall gather and provide input to the Board on important issues confronting USA Archery. At USAA's Assembly, the Board of Directors shall provide a report on the "State of USAA." The Chief Executive Officer shall provide a managerial report addressing issues of concern and importance to USAA. Individual and organization members and other constituencies may be permitted to pose questions to the Board and Chief Executive Officer for response, except with respect to voting rights otherwise afforded to the members in these Bylaws. The annual USAA Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, though portions of the Assembly may involve the nomination process and elections for individuals to serve on the USAA Board and Nominating and Governance Committee as otherwise set forth in these Bylaws.

The order of business at the Annual Assembly shall be:

- Reading of the Minutes of the last meeting.
- Announcement by the Chair of the place for holding the next Annual Target Tournament and Annual Assembly.
- Report of the Board of Directors.
- Report of the CEO.
- Report of the Audit Committee.
- Report of the Nominating and Governance Committee.
- Old Business.
- New Business.\*
- Announcement and giving of awards.\*\*
- Adjournment.

The Chair shall have authority to limit or end debate on any matter.

- \* All new business to be brought before the meeting must be by resolution signed by at least five members and filed with the CEO at least forty-five days before the meeting.
- \*\* If it is impossible to determine all awards in time to announce them at the Annual Meeting, the CEO shall announce the results by mail to the participants of the tournament.

### Section 10.2. Place.

The annual USAA Assembly shall be held in conjunction with the Annual Target Tournament, at a time and place designated by the Board of Directors. The Board meeting shall take place after the annual USAA Assembly. The Annual Meeting may be called to order by the Chair at any time after the opening of the Annual Target Tournament if no competitive shooting is then in progress and reasonable notice has been given to all contestants. Except as herein provided, the Annual Meeting shall not adjourn finally until after the banquet and presentation of awards.

### Section 10.3. Notice.

Notice of the annual USAA Assembly stating the place, date and time of the meeting shall be posted on the website of USAA no fewer than sixty days before the date of the meeting.

## **ARTICLE XI**

### **ATHLETES' ADVISORY COUNCIL**

#### Section 11.1. Designation.

USAA shall have an Athletes' Advisory Council consisting of seven individuals.

#### 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 Archery within the ten year period prior to December 31 of the year in which the election is held, or (ii) who have competed in and finished in the top third of USAA's National Outdoor Target Championships as athletes within the two year period prior to December 31 of the year in which the election is held shall be eligible to run for election to the Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States and 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 Athletes Advisory Council as follows. 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 Archery within the ten year period prior to December 31 of the year in which the election is held, or (ii) who have placed in the top third of their respective division at the USAA's National Championships as athletes within the two 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 and eighteen years of age or older by December 31 of the year in which the election is held. Further, an individual shall be a member of USAA sixty days prior to the date of the election (record date) in order to be eligible to vote in the election. 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 six individuals with the highest vote totals shall be elected to the Athletes' Advisory Council. The seventh position on the Athletes' Advisory Council shall be filled by USAA's representative to the USOC Athletes' Advisory Council.

#### Section 11.4. Tenure.

The term for members of the Athletes' Advisory Council shall be for four years. A member shall remain on the Athletes' Advisory Council until the member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability or death.

#### Section 11.5. Term Limits.

No Athletes Advisory Council member shall serve for more than two consecutive terms.

#### Section 11.6. Chair.

The Athletes' Advisory Council shall elect from among its members, by majority vote, a chair. The term of office of the chair shall be four 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.

#### Section 11.7. Board of Directors.

The Athletes' Advisory Council shall elect from among its members, by majority vote, an individual who shall be a compound athlete director on the Board.

#### Section 11.8. Procedures.

The Athletes Advisory Council shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on USAA's website.

#### Section 11.9. Open and Executive Meeting Sessions.

Ordinarily, all Athlete Advisory Council meetings shall be open to USAA members. In the event the Athletes Advisory Council chair, with the consent of a majority of the Athletes Advisory Council members in attendance, deems it appropriate: (i) to exclude members at an open meeting for any reason, then the chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Alternatively, the Council may upon its own motion, convene an executive session. Further, the chair may open a meeting of the Athlete's Advisory Council to non-USAA members, with the consent of a majority of the members of the Council in attendance.

#### Section 11.10. Compensation.

Athlete Advisory Council members shall not receive compensation for their services as Athlete Advisory Council members. USAA shall pay for the reasonable expenses of all members of the Athletes Advisory Council to attend Athletes Advisory Council meetings. In addition, USAA shall pay for the reasonable expenses of the two athlete Board directors to attend USAA Board meetings.

## ARTICLE XII.

### USOC ATHLETES' ADVISORY COUNCIL

#### Section 12.1. Designation.

USAA shall have a representative and an alternate representative to the USOC Athletes' Advisory Council, who will be elected by USA Archery athletes.

#### Section 12.2. Qualifications.

Those individuals who compete in the recurve (Olympic) discipline and 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 Archery within the ten 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 and eighteen years of age or older by December 31 of the year in which the election is held. Athletes cannot be paid employees of the USOC or USA Archery and simultaneously serve on the AAC. The representative and alternate must be of the opposite sexes in a sport in which men's and women's teams are represented by USA Archery.

#### Section 12.3. Election/Selection.

All such members identified in 12.2 shall be automatically nominated for election to this position provided they agree in writing to serve in such position if elected. 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 Archery within the ten 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 and eighteen (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 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. Only athletes eligible to run for the AAC position are eligible to vote for the AAC position.

#### Section 12.4. 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. Athlete term beginning and end dates may be modified to align with USOC requirements.

Section 12.5. 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.

Section 12.6. Resignation, Removal and Vacancies.

An AAC representative's position with USAA may be declared vacant upon the athlete's resignation, removal, incapacity, disability or death. 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 AAC representative may be removed for cause upon the affirmative vote of at least two-thirds of the total voting power of the eligible AAC athletes (excluding the voting power of the athlete in question).

Any vacancies in either the primary or alternate AAC representative will be filled by the election procedures outlined in Section 12.3 above.

## **ARTICLE XIII.**

### **USOC NATIONAL GOVERNING BODIES' COUNCIL**

#### Section 13.1. Designation.

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

#### Section 13.2. Election/Selection.

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

## **ARTICLE XIV.**

### **CHIEF EXECUTIVE OFFICER**

#### Section 14.1. Designation.

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

#### Section 14.2. 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 USAA, the contract shall provide that the Chief Executive Officer's employment may be terminated by the Board with or without cause.

#### Section 14.3. Secretary General.

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

#### Section 14.4. Responsibilities.

The Chief Executive Officer shall:

- a. develop a strategy for achieving USAA'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 USAA's mission, goals and objectives, within USAA'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 USAA's international activities;
- h. with the Chair of the Board, act as USAA's spokesperson;
- i. perform all functions as usually pertain to the office of Chief Executive Officer.

## ARTICLE XV.

### COMPLAINT PROCEDURES

#### Section 15.1. Designation of Complaints.

The following kinds of complaints may be filed with USAA:

- a. **Administrative Grievance.** USAA or any member of USAA may file a complaint pertaining to any matter within the cognizance of USAA, including but not limited to any alleged violation of or grievance concerning: (i) any USAA policy rule or regulation, (ii) any provision of USAA's Bylaws, (iii) any provision of the USAA Code of Ethics, or (iv) any provision of the Sports Act relating to USAA'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 USAA sanctioned competition or in a protected competition as referred to in the Sports Act and the USOC Bylaws.

#### Section 15.2. Jurisdiction.

Any member of USAA, by reason of membership, agrees to be subject to these complaint procedures and, subject to any right to proceed to arbitration as referred to in this Article 15, agrees to be bound by any decision rendered pursuant to these complaint procedures.

#### Section 15.3. Manner of Filing.

Except in the case of expedited procedures, the complainant shall file the complaint with the Chief Executive Officer who shall forward the complaint to the Chair of the Board of Justice. 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 complaint under oath.

#### Section 15.4. Filing Fee.

Except in the case of expedited procedures, a complaint filed by an individual shall be accompanied with a filing fee in an amount to be established from time-to-time by the Board of Directors. A complaint filed by an organization shall be accompanied with a filing fee in an amount to be established from time-to-time by the Board of Directors, except that USAA 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 Board of Justice shall determine whether or not to reduce or waive the filing fee. If the complaint is upheld by the Board of Justice, the fee will be returned.

#### Section 15.5. 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 15.6. Field of Play Decisions.

The final decision of a Judge 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 Judge) 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 Judge to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the Judge. For purposes of this Section, the term “Judge” shall include any individual with discretion to make field of play decisions.

#### Section 15.7 Administration.

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

#### Section 15.8 Hearing Panel.

Except in the case of an expedited procedure, upon the filing of a complaint, the chair of the Board of Justice, after consultation with the other Committee members, shall appoint a hearing panel consisting of three (3) individuals to hear the complaint. The Board of Justice shall also appoint a chair of the hearing panel. Board of Justice members and members of the Ethics Committee may be appointed to and serve on the hearing panel. Other disinterested individuals identified by the Board of Justice may also be appointed to and serve on, or advise 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 USAA or involved in the sport of Archery.

#### Section 15.9. Conduct of the Proceeding.

Except in the case of expedited procedures, 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 15.10. Expedited Procedures.

If a complaint arises during the course of a competition or during travel by a team to a competition and it is necessary to expedite the proceeding in order to resolve a matter relating to the competition and compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, such complaint will be filed with the Team Coach or Team Leader and shall be heard by a Hearing Panel appointed by the Team Coach or Leader in consultation with the Board of Justice (which may be telephonic and which may take place to establish a panel prior to the competition). The hearing panel shall consist of three (3) individuals and include the Team Coach, the Team Leader or Captain and an athlete, so long as no such person is involved in or may be affected by such complaint or the decision of the hearing panel rendered on the complaint. Such complaints shall be heard and decided within twenty-four (24) 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 15.11. Complaints Involving Selection to Participate in a Competition.

Except in the case of expedited procedures, 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 15.12. Decision.

All decisions, including those of panels appointed for expedited procedures, shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties. The Hearing Panel's decision will be final and

binding upon the parties unless a party is entitled to seek arbitration as referred to in Section 15.13.

Section 15.13. Arbitration.

Any party may pursue arbitration with the American Arbitration Association in the event the decision involves the opportunity of the party to participate or to seek to participate in a protected competition, as referred to in and in accordance with applicable provisions of the Sports Act and the USOC Bylaws.

## ARTICLE XVI.

### SANCTIONING EVENTS

#### Section 16.1. Prompt Review of Request.

USAA 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 USAA athletes to compete in an international athletic competition held outside the United States.

#### Section 16.2. Standard for Review.

If USAA, 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 USAA, and (ii) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then USAA shall grant the sanction requested by the amateur sports organization or person.

#### 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 or national amateur athletic competition in the United States shall comply with the following requirements:

- a. submits, in the form required by USAA, an application to hold such competition;
- b. pays to USAA the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits to USAA 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.

Section 16.4. Requirements for Sponsoring USAA Athletes to Compete in an International Athletic Competition Held outside the United States.

An amateur sports organization or person requesting a sanction to sponsor USAA 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 USAA, an application to hold or attend such competition;
- b. pays to USAA 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 –
  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.

## ARTICLE XVII.

### RECORDS OF THE CORPORATION

#### Section 17.1. Minutes.

USAA 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.

USAA shall maintain appropriate accounting records.

#### Section 17.3. Membership List.

USAA 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.

USAA 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.

USAA shall maintain a website for the dissemination of information to its members. USAA shall publish on its website (i) its Bylaws, (ii) its most recent annual financial statement; and (iii) its most recent Form 990 filed with the Internal Revenue Service.

#### Section 17.6. Records Maintained at Principal Office.

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

- a. the articles of incorporation;
- b. these Bylaws;
- c. rules and regulations adopted by the Board of Directors pertaining to the administration of the sport of Archery;
- 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 years;
- e. all written communications within the past three 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 years;
- i. USAA'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 USAA 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 USAA's principal office, any of the records of USAA described in Section 17.6., provided that the member gives USAA written demand at least five 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, USAA 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 USAA 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 USAA'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 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 USAA written demand at least five 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 USAA limiting the use of such list in accordance with Section 17.7.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. USAA 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 USAA, or the power of a court to compel the production of corporate records for examination.

## **ARTICLE XVIII.**

### **CODE OF ETHICS**

#### Section 18.1. Code of Ethics.

USAA has adopted and maintains a Code of Ethics for directors, officers, members of USAA committees and task forces, members of USAA, volunteers, employees, athletes, coaches, trainers, managers, judges and referees. The Code of Ethics has been approved by the Board of Directors and will apply unless and until changed by the Board of Directors. The USAA Ethics Committee will oversee implementation and compliance with the Codes of Ethics.

## ARTICLE XIX.

### FIDUCIARY MATTERS

#### Section 19.1. Indemnification.

USAA shall to the extent permitted by and in accordance with provisions of the Nonprofit Corporation Act, as amended and modified from time-to-time, (i) defend, indemnify and hold harmless each director of the Board, officer, committee and task force member 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 USAA, and (ii) pay for or reimburse the expenses incurred by any such party in advance of the final disposition of such action or lawsuit.

#### Section 19.2. Discharge of Duties.

Each director of the Board, officer, committee and task force member 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 such person reasonably believes to be in the best interests of USAA.

#### Section 19.3. Conflicts of Interest.

If any director of the Board, officer, committee or task force member has or is aware of a financial interest in any contract or transaction involving USAA, or has an interest adverse to USAA'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.

#### Section 19.4. Prohibited Loans.

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

## **ARTICLE XX.**

### **FINANCIAL MATTERS**

#### Section 20.1. Fiscal Year.

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

#### Section 20.2. Budget.

USAA shall have an annual budget.

#### Section 20.3. Audit

Each year USAA 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 USAA pursuant to the authority granted directly or indirectly by the Board of Directors.

#### Section 20.5. Irrevocable Dedication and Dissolution.

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

### MISCELLANEOUS PROVISIONS

#### Section 21.1. Severability and Headings.

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

#### Section 21.2. 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.

If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under section 4941 of the Internal Revenue Code.

#### Section 21.3 Conveyances and Encumbrances.

Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

#### Section 21.4 Designated Contributions.

The corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the

corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.

Section 21.5 References to Internal Revenue Code.

All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 21.6 Governing Law.

These Bylaws shall be construed and enforced under, and in accordance with, and be governed by, the laws of the State of Colorado.

## **ARTICLE XXII.**

### **AMENDMENTS OF BYLAWS**

#### Section 22.1. 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 regular or special meeting duly called and at which a quorum is present.

**ARTICLE XXIII.**

**EFFECTIVE DATE AND TRANSITION**

Section 23.1. Effective Date and Election/Selection of Board.

These Bylaws shall be effective when adopted by the current Board of Directors. Immediately upon adoption, the Nominating and Governance Committee shall initiate the process to have a new Board elected/selected pursuant to these Bylaws.

## ARTICLE XXIV.

### Eligibility and Tournaments

#### Section 24.1. Eligibility.

Only USAA members in good standing may participate in competitive events of USAA. The Board of Directors may adopt policies and procedures pursuant to which members in good standing of National Allied Archery Organization members of USAA may also be eligible for participation in USAA competitions and programs.

(a) USAA National Championships. All non-U.S. citizens shall compete in the guest division.

(b) Other USAA Sanctioned International Competitions, National Team Trials and USAA International Team Selection Events. Eligibility for participation in other USAA sanctioned international competitions, national team trials and USAA international team selection events shall be governed by the eligibility rules of the International Archery Federation (FITA), the United States Olympic Committee (USOC) and/or the International Olympic Committee (IOC), as applicable with regard to such events.

#### Section 24.2 Technical Rules of Competition.

The Board of Directors may from time to time adopt and amend such technical rules of archery competition and policies and procedures relating thereto as may be deemed appropriate by the Board to govern the tournaments, events and activities conducted under USAA jurisdiction.

#### Section 24.3 Fees.

Fees for holding USAA-sanctioned tournaments and for participation in such tournaments shall be as from time to time established or approved by the Board of Directors. Insofar as possible, tournament expenses shall be kept within tournament income.

#### Section 24.4 Annual Target Tournament.

(a) An Annual Target Tournament, to conduct USAA Archery Championships of the United States and for other appropriate competitions in archery, shall be held between July 15 and September 1, or as the Board of Directors may otherwise determine.

(b) The Annual Target Tournament shall be held at such locations as may from time to time be determined by the Board of Directors. The place for the next Tournament shall be announced at the annual business meeting, if possible. The Annual Target Tournament may be awarded for multiple years at a location selected by the Board

of Directors. As with all other USAA National and Regional Championships events and all Trials events, USAA shall seek bids to host the National Target Championships. The awarding of this event may be made for more than one year in advance, and for more than one year.

(c) The Annual Target Tournament shall, in general, follow the rules and regulations as approved by the Board of Directors for the preceding Tournament. In general, the same rounds, events, and archery activities shall be held, however, any change to the regular program shall be announced to the membership in the tournament registration form, no later than one hundred and twenty days prior to the event.

(d) All Tournament competition shall be in accordance with FITA Shooting Rules, when appropriate.

#### Section 24.5 Tournament Director.

A Tournament Director shall be appointed by the Chair with the approval of the Board of Directors. The Tournament Director shall have charge of the Annual Target Tournament of USAA subject to such rules and regulations as may be prescribed by the Board of Directors. The Tournament Director shall (i) present the championship medals, awards, and prizes after the Annual Target Tournament; and (ii) perform such other duties as may be assigned by the Board of Directors. The Tournament Director shall hold such position until the conclusion of the Annual Target Tournament for which he or she was appointed. If the location of the next Annual Target Tournament is not decided upon at the Annual Meeting of the membership of USAA, then the Tournament Director shall be appointed as soon as possible by the Chair with the approval of the Board of Directors. The Tournament Director shall appoint a Tournament Committee, with the approval of the Chair, and shall serve as the Chair of the Tournament Committee. The Tournament Committee shall arrange and manage all details of the Annual Target Tournament, subject to the guidance and approval of the Board of Directors, shall submit a proposed budget for the Annual Target Tournament for the Board's approval, and shall prepare and submit to the Board a final financial report for the Tournament within ninety days after conclusion of the Tournament.

#### Section 24.6 Prizes and Trophies.

(a) The CEO shall be the custodian of all prizes and trophies of USAA and shall keep a record of them, including the names of the donors, the conditions of competition governing their award and the names and scores of those who win them.

(b) Archers awarded the temporary custody of prizes and trophies shall give a written receipt for them and shall be responsible for their return, in good order, to the local awards Chair of the sponsoring organization for the next Annual Target Tournament, at least four weeks before the Tournament.

(c) The Cyrus E. Dallin Medal, usually called the Dallin Medal, shall be the

championship medal of USAA. It shall be awarded only to those in the Senior Division. In gold, it shall be awarded, as a gift of USAA, to the man and woman champions and to no one else. In silver, it may be given to the intermediate boy and girl champions and to the winners of the second places in the championship standings for men and women. In bronze, it may be given to the winners of second places for intermediate boys and girls and of third places for men and women. No Dallin Medals shall be given or awarded other than the above.

(d) Except as set forth in Section 24.6(c), the Board of Directors may authorize or provide such trophies or awards as they deem proper for all divisions of USAA, or they may change or retire at any time any awards which they feel should be discontinued.

#### Section 24.7 Championships and Titles.

(a) All championship titles shall be recorded and dated as of the year in which they are won, but they shall be held until the next Annual Target Tournament, even though that may be more than one year later.

(b) The Champion Archers shall be decided on the highest combined scores of all regular target rounds in the respective divisions of the Annual Target Tournament. Only United States citizens are eligible for Champion Titles.

