



BYLAWS
of the
UNITED STATES BIATHLON ASSOCIATION, INC.

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UNITED STATES BIATHLON ASSOCIATION, INC. BYLAWS

CHAPTER 1. NAME; NON-PROFIT STATUS; AND CORPORATE SEAL

Section 1. The name of this association shall be the United States Biathlon Association, Inc. (hereinafter referred to as the "Association" or "USBA").

Section 2. The USBA shall be incorporated under the laws of the State of Utah as a not-for-profit corporation; and it shall be so organized so as to qualify as a non-profit, charitable, tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

Section 3. The USBA's official emblem and seal shall be in such form as may be approved from time to time by the Board of Directors.

CHAPTER 2. OFFICES AND REGISTERED AGENT

Section 1. The registered office and agent of the USBA within the State of Utah shall be such office and agent as is set forth in the USBA's Certificate of Incorporation.

Section 2. The principal office of USBA shall be situated at such location as may be approved by the Board of Directors, which may be located either within or without the State of Utah.

Section 3. USBA may maintain additional offices at such other locations as may be approved from time to time by the Board of Directors.

CHAPTER 3. MISSION, VISION AND PURPOSES

Section 1. Mission. The mission of USBA is: To foster the growth of the biathlon community in the US, develop athletes with integrity and achieve international and Olympic success.

Section 2. Vision. The Vision of USBA is: To stand atop the international biathlon stage and be a leading organization for supporting athletes and clubs, prioritizing athlete well-being, and acting with integrity.

Section 3. Purposes. The purposes of the Association are: (a) to serve as the National Governing Body ("NGB") recognized by the United States Olympic and Paralympic Committee (the "USOPC") for the sport of Biathlon in the United States and to carry out

all the duties, responsibilities and obligations of an NGB as required by the Ted Stevens Olympic and Amateur Sports Act (the "Sports Act"), the USOPC Bylaws as such Bylaws pertain to NGBs, and policy directives and procedures adopted by the USOPC from time to time relating to NGBs; and (b) to serve as the affiliate organization in the United States of the International Biathlon Union ("IBU") in compliance with the rules and regulations of the IBU and, in so doing, to advance amateur athletic Biathlon competition in the United States and internationally, consistent with the mission of USBA.

CHAPTER 4. CORPORATE POWERS

Section 1. The USBA, in furtherance of its mission and purposes, shall have the right to exercise all powers permitted by the State of Utah including, but not necessarily limited to, those enumerated in Section 202 of the Not-For-Profit Corporation Law of the State of Utah and, more specifically, except as may be limited by the foregoing, the power:

(1) to encourage, solicit, seek, and accept contributions of services and of money and property, real and personal, tangible and intangible, restricted, designated or unrestricted, and to maintain, use and apply the whole or any part thereof (income and principal) to or for the benefit of the mission and purposes of the USBA;

(2) to enter into contracts with other persons and corporations under which the USBA would carry out any and all of the above activities; and

(3) to carry on any activity and to deal with and expend any such property or income therefrom for any of the foregoing purposes, without limitation, except such limitations, if any, imposed upon the use of such property, or any portion thereof, by the donor, the Certificate of Incorporation, or any other limitation prescribed by law, provided, however, that the USBA shall not engage in any activity not permitted by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, and provided, further, that no part of the net earnings of this Association shall go or inure to the benefit of any member, director or private individual.

CHAPTER 5. OBLIGATIONS FOR CONTINUED RECOGNITION OF THE USBA BY THE USOPC AS THE NGB FOR BIATHLON IN THE UNITED STATES

Section 1. As the amateur sports organization recognized by the USOPC as the NGB for Biathlon in the United States, and in order to continue to be recognized as the NGB for Biathlon in the United States, the USBA is obligated to, and shall, meet all the eligibility requirements of an National Governing Body as set forth in Section 220522(a) of the Sports Act.

Section 2. In connection with its obligations under Section 1 of this Chapter, and the requirements of Section 220522(a)(4)(A) of the Sports Act and Section 8 of the USOPC Bylaws, the USBA agrees to submit to binding arbitration before the American Arbitration Association (the “AAA”) conducted in accordance with the Commercial Rules of the AAA then in effect, in any controversy involving its continued recognition as the NGB for Biathlon in the United States, upon demand of the USOPC, as provided for in Section 220529 of the Sports Act.

CHAPTER 6. AUTHORITY, DUTIES AND RESPONSIBILITIES OF THE USBA GRANTED AND IMPOSED BY STATUTE AND/OR BY THE USOPC IN ITS BYLAWS APPLICABLE TO NATIONAL GOVERNING BODIES

Section 1. The USBA, as the USOPC-recognized NGB for Biathlon in the United States, and as provided for by the Sports Act and USOPC Bylaws, has the authority to, and shall, perform the duties required of it as an NGB as specified in Section 220524 of the Sports Act and Section 8.7 of the USOPC Bylaws, and shall have the authority and responsibilities of an NGB, as set forth in Section 8.3 of the USOPC Bylaws.

Section 2. The USBA shall also perform such other duties and responsibilities, and fulfill such obligations, as are or may be required of it as the USOPC– recognized NGB for Biathlon in the United States by the Sports Act, the USOPC By-laws, and policy directives and/or procedures prescribed by the Board of Directors of the USOPC from time to time.

CHAPTER 7. MEMBERSHIP; IN GENERAL

Section 1. The membership of the Association shall be comprised of both individual and organizational members.

Section 2. Membership in the Association shall be open to:

- (a) any athlete, coach, trainer, manager, administrator and official active in the sport of Biathlon;
- (b) any other individuals who wish to support the activities of, and join, the Association;
- (c) any organization which conducts competitions or other programs or events in the sport of Biathlon on a national, regional or local level; and

(d) any other organizations, including sponsors, which wish to support the activities of, and join, the Association.

Section 3. The membership year shall be determined by the Board of Directors and published on the USBA website.

Section 4. For the Membership Application process, individuals and organizations should refer to the Membership Policy available at the US Biathlon website or by contacting the US Biathlon office.

CHAPTER 8. CLASSES OF MEMBERSHIP.

The following constitute the individual and organizational classes of membership within the USBA.

Section 1. Categories of Individual Members:

GROUP A: Athlete Members: Eligible for Group "A" membership shall be any individual who registers as a competitive athlete eligible to compete in Biathlon events. For voting privileges, athlete members must be 18 years of age or older.

GROUP B: Coaches, Trainers, Technical Delegates and Officials. Eligible for Group "B" membership shall be any presently certified coach, trainer, technical delegate or licensed official for Biathlon.

GROUP C: Sustaining-Life Members. Eligible for Group "C" membership shall be any individual who supports the sport of Biathlon through a contribution to the Association, as determined by the Board, which qualifies him or her to a life membership in the Association, and any individual who has been named as a member or alternate to any United States Olympic or Paralympic Team in the sport of Biathlon. Such former Olympic athletes shall also have life membership in the Association, but without the requirement to pay dues.

GROUP D: Supporting Members. Eligible for Group "D" membership shall be any individual who wishes to support the activities of the Association by paying the membership fee for general members as determined by the Board of Directors, and who does not qualify for membership in any of the foregoing membership categories.

Section 2. Categories of Organizational Members:

GROUP E: Eligible for Group "E" membership in the Association shall be any organization or club which conducts a national program or regular national competition in biathlon at a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international biathlon competitions. The Board of Directors shall decide who is eligible for Group E membership.

GROUP F: Eligible for Group "F" membership in the Association shall be any organization or club, other than those that qualify for membership in Group "E", which conduct competitions or other programs or events in the sport of Biathlon in the United States.

GROUP G: Eligible for Group "G" membership in the Association shall be any USBA recognized sponsor of the Association, or any partnership, corporation or other organization which has an interest in assisting the development of the sport of Biathlon in the United States and makes a contribution to the Association in an amount as determined by the Board of Directors.

CHAPTER 9. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The regularly scheduled Annual Meeting of the Members of the Association shall be held at such place, date and hour to be fixed by the Board annually for the purpose of electing directors and conducting such other business as determined by the directors or as may be required by law. The Secretary of the Association, or his/her designee, shall mail or email a notice of the Annual Meeting, together with a proposed agenda thereof, to all members of the Association at the addresses that appear for them on the records of the Association not less than thirty (30) nor more than sixty (60) days prior to the scheduled date of the annual meeting with a request for suggested additional agenda items. Notice of the date, place and time of the Annual Meeting shall be prominently posted on the Association's website at the time of the mailing, and may also be announced to the membership by e-mail, where available. The record date for determining the Association's members for purposes of all actions to be taken at the Annual Meeting of Members shall be fifteen (15) days before the date of the Annual Meeting, or such other date fixed by the Board, provided, however, the record date set by the Board may not be more than fifty (50) days, or less than ten (10) days, before any date designated by the Board for the Annual Meeting of Members.

Section 2. Special Meetings of Members.

- (a) Special meetings called by the Board. There may be such special meetings of the Members of the Association as shall be called by the Secretary upon authorization by the Board of Directors, and upon thirty (30) days written mailed notice to each member. The business conducted at any such special meeting shall be limited to that specified in the Notice of the Meeting. The record date for determining the Association's Members for purposes of all actions to be taken at a special meeting of Members shall be determined by the Board of Directors and shall be fifteen (15) days before the date of the Annual Meeting, or such other date fixed by the Board, provided, however, the record date set by the Board may not be more than not more than fifty (50) days, nor less than ten (10) days, before such meeting.
- (b) Special meetings called by members. Special meetings of the members may be called by members entitled to cast ten (10) percent of the total number of votes entitled to be cast at a meeting of members and who may, in writing by Petition, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. The Secretary of the Association, upon receiving the written demand, shall promptly give written mailed notice of such meeting, or if he/she fails to do so within five (5) business days thereafter, any member signing such demand may give such notice. The meeting shall be held at the principal office of the Association, unless the Board and those demanding the special meeting agree to some other location for the meeting.

Section 3. Agenda Items. Any member may propose that an item of business be placed on the agenda of an annual or special meeting of members, provided that such member notifies the Chief Executive Officer of the Association of the proposed agenda item, in writing, no later than twenty (20) days prior to the date of the annual or special meeting.

Section 4. A scheduled annual or special meeting, once noticed, may not be cancelled. The Board may postpone a scheduled annual or special meeting of the members for good cause by written notice mailed to all members so as to be received by the members not later than 5 days in advance of such meeting. The reasons for the postponement shall be stated in the notice, which shall also announce the place, date and time of the re-scheduled meeting.

Section 5. Quorum: The quorum for any meeting of members, including the Annual Membership Meeting, shall be members entitled to cast one fifth (1/5) of the total number of votes entitled to be cast thereat, *provided however*, that at least (1/3) are athletes meeting definitions in Chapter 33, Section 2.c.i and 2.c.ii (“10-year athletes” and “10-year plus athletes”). This may be achieved by actual votes or by weighted voting. A

minimum of twenty percent (20%) of the athletes must meet the definition in Chapter 33, Section 2.c.i (“10-year athletes”) and the remainder may be athletes meeting the definition in Chapter 33, Section 2.c.ii (“10-year plus athletes”). Any weighted voting must preserve these proportions. And further, provided that when a specified item of business is required to be voted on by a class of members, voting as a class, members entitled to cast a majority of the total number of votes entitled to be cast by such class shall constitute a quorum for the transaction of such specified item(s) of business, providing that at least one-third (1/3) the voting power shall be held by the athletes as defined above.

Section 6. The members present at a meeting of members may adjourn the meeting despite the absence of a quorum.

Section 7. At all meetings of the members, the order of business shall be:

- a. Reading the call for the meeting;
- b. Calling the roll, and determination of a quorum.
- c. Reading and approval of the minutes of the previous Annual or Special Meeting of Members, except that such reading may be dispensed with by a majority vote provided that any part of such minutes must be read if subsequently called for in connection with any matter under discussion before such meeting;
- d. Report by, or on behalf of, the Board of Directors;
- e. Report by the Chief Executive Officer;
- f. Election of Officers and/or Directors (if applicable);
- g. Other business; and
- h. Adjournment.

Section 8. Questions of order shall be decided by the Chair (or designated Co- Chair) in accordance with Roberts Rules of Order (Newly Revised), except that in the event of a conflict between these ByLaws and Roberts Rules of Order, these ByLaws shall prevail. A motion to table will be debatable, but within the limit of time fixed by the chair. The counselor shall serve as parliamentarian at meetings of the membership and Board of Directors.

CHAPTER 10. VOTING PRIVILEGES OF MEMBERS

Section 1. Only individuals and organizations who/which belong to membership categories with voting rights are entitled to vote:

- (a) in elections for directors of the Association;
- (b) on amendments to the Bylaws, where required by law, these Bylaws, or otherwise determined by the Board of Directors; and
- (c) on amendments to the certificate of incorporation,

but only if they are members of the USBA with dues fully paid as of the record date set by the Board for such meeting.

Section 2. Other than as specified in Section 1 of this Chapter, no other voting privileges are conferred upon members of the Association.

Section 3. Each individual member of the Association shall be entitled to voice and one vote at the meeting of members, either in person or by personal proxy ballot.

Section 4. Organizational members, by their duly authorized representative designated to the Chief Executive Officer of the USBA at or prior to the Membership Meeting, shall be entitled to voice at any meeting of the members, and shall be entitled to vote at the meeting of members, either in person (through their designated representative), or by proxy ballot.

Section 5. No individual member or organizational delegate may vote in more than one individual membership category or organizational membership category listed in Chapter 8 above, notwithstanding the fact that a particular individual member or delegate may meet the membership requirements of more than one individual or organizational membership category; however, this prohibition shall not preclude a individual from voting both as an individual, on behalf of himself/herself, in a particular individual membership category, and as the duly-authorized delegate on behalf of an organization in an organizational membership category.

Section 6. Only individuals present in person or by that individual's personal proxy ballot may vote at a membership meeting. Accordingly, an individual may cast no more than one vote, except for an individual who, as provided for in the preceding section, is voting both individually, as a member in an individual membership category, and as the duly

authorized delegate representing an organizational member in an organizational membership category (see Chapter 6 supra). Therefore, individuals not present at a meeting may vote only by their own personal proxy ballot vote, either submitted in advance of or at the meeting to the Secretary.

Section 7. The Chief Executive Officer shall ensure that voting members are assigned to, and vote in, only one membership category.

Section 8. A record of members entitled to vote, certified by the Secretary of the Association, shall be available at any meeting of members, and shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the Association that such request will be made at least ten (10) days prior to such meeting. If the right to vote at any meeting is challenged, the Chair (or designated Co-Chair) of the Association, or such other person presiding thereat, shall require such record of members to be produced as evidence of the right of the persons challenged to vote at such meeting; and all persons who appear from such record to be members entitled to vote thereat may vote at such meeting.

CHAPTER 11. VOTING OF MEMBERS.

Section 1. Except as otherwise may be required by the certificate of incorporation or these Bylaws, directors shall be elected by a plurality of the votes cast for each director at a meeting of members by the members in attendance thereat, either in person or by proxy ballot.

Section 2. Whenever any corporate action, other than the election of directors, is to be taken by vote of the members, it shall, except as otherwise required by the certificate of incorporation or these Bylaws, be authorized by a majority of the votes cast at the meeting of members by the members in attendance thereat, either in person, or by proxy ballot.

CHAPTER 12. EFFECTIVE DATE OF ACTIONS AT MEMBERSHIP MEETINGS.

Section 1. Actions taken at meetings of the Membership shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when an effective date be recited in the record of the action taken.

CHAPTER 13. TERMINATION OF MEMBERSHIP

Section 1. Membership in the Association shall be terminated by death (or dissolution, in

the case of an organizational member), resignation, expulsion or expiration of the term of membership.

Section 2. Any individual or organizational member of this Association who/which violates any of the provisions of these Bylaws, or any policy of this Association approved by the Board of Directors including but not limited to the Code of Ethics, Code of Conduct and/or Policy on Conflicts of Interest may, after fair notice and opportunity to be heard in accordance with the USBA's Complaint and Hearing procedures (see Chapters 30 and 31, *infra*), be expelled from membership in the Association.

CHAPTER 14. BOARD OF DIRECTORS

Section 1. The Association shall be governed by a twelve (12) to fifteen (15) - person Board of Directors. Each director shall be at least 18 years of age, and the proportionate gender make-up of the directors on the Board, collectively, shall reflect, in so far as possible, the same proportionate gender make-up of the competing athletes; otherwise the directors shall be nominated and elected without discrimination on any prohibited basis, including race, color, ethnic background, religion, gender or gender identity (except as noted above and specifically provided below), marital status, disability, sexual orientation, age, national origin, or any other characteristic protected by applicable law. To the extent possible, the individuals comprising the Board shall reflect the diverse geographic interests of the Association.

Section 2. The elected directors may appoint, following each election of the directors and officers, directors to fill the 15 total spots, while maintaining 1/3 athlete representation, for up to three (3) four-year terms. The appointed directors are intended to provide expertise, experience, and support, as may be of benefit to the Association.

Section 3. The number of directors may be increased or decreased, and the categories of membership may be changed, only by amendment of these Bylaws by members at an Annual Meeting of the Association, or at a Special Meeting of members called for that purpose.

Section 4. Independent Directors. For purposes of these Bylaws and filling the “independent” board member positions on the USBA Board of Directors, an individual shall not be considered “independent” if, they or an immediate family member are presently or were within the preceding two (2) years:

- (a) employed by, or held any governance position (whether paid or a volunteer position) with the USBA or IBU, any biathlon club, or any sport family entity

connected to USBA;

(b) registered as an athlete competitor with the USBA and/or a member of USBA's Athletes Advisory Council;

(c) affiliated with or employed by the USBA's auditor or legal counsel;

(d) a member of any USBA constituent group with representation on the USBA Board of Directors;

(e) receives or received any compensation or reimbursement of expenses, either directly or indirectly, from the USBA;

(f) an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USBA;

(g) a parent or close family member or coach of an athlete that has competed in a Protected Competition; or

(h) if there is any other fact or circumstance which, in the sole judgment of the Ethics and Audit Committee, which could call into question the ability of the individual to provide completely objective and independent advice as an "independent" member of the USBA Board of Directors.

Section 5. The independent director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term with the exception of holding any governance role in the Association or IBU and/or general membership in the corporation, including any reimbursement of expenses related thereto. Once elected, the independent director will be required to become a member of the corporation solely in order to complete board required training and background screening.

Section 6. Duty of Care and Fiduciary Duty of Officers and Directors

(a) Directors shall discharge their duties in good faith and with that degree of diligence, care and skill which an ordinarily prudent director would exercise under similar circumstances in a like position.

(b) Directors of the USBA owe a fiduciary duty to the Association and to its members and, accordingly, must at all times act in ways that will promote the

interests of the Association, unencumbered by personal or business interests which might cause, or be perceived to cause, less than undivided loyalty to the Association.

(c) In discharging their duties, officers and directors, when acting in good faith, may rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by: (i) one or more employees of the corporation whom the officer and/or director believes to be reliable and competent in the matters presented; (ii) counsel, public accountants or other persons as to matters which the officers and/or directors believe to be within such person's professional or expert competence; or (iii) a committee of the Board upon which they do not serve, duly designated in accordance with a provision of the Bylaws, as to matters within its designated authority, which committee the officers or directors believe to merit confidence, so long as in so relying they shall be acting in good faith and with that degree of care specified in subsection "a" above. Such persons shall not be considered acting in good faith if they have knowledge concerning the matter in question that would cause such reliance to be unwarranted.

(d) Persons who so perform their duties in accordance with the foregoing, shall have no individual liability to any person or entity by reason of being or having been an officer and/or director of the Association.

Section 7. No individual shall be permitted to be a candidate to serve as an officer or director of the USBA, or be permitted to continue to serve, if already serving as an officer or director, who has a conflict of interest or who is otherwise unable to satisfy the obligations of unfettered duty of loyalty that he or she owes to the Association as a director, as required by law.

Section 8. All Board members, including athlete representatives, must adhere to all USBA conflict of interest policies, code of conduct, and any relevant stakeholder codes and policies to be eligible to serve. Members of the Board, including athlete representatives, must annually complete a form to be supplied by and returned to the Nominating, Governance and Ethics Committee concerning possible conflicts of interests and ethics issues. In addition, supplemental disclosures must be made to the Nominating, Governance and Ethics Committee whenever an individual's personal circumstances or employment changes, if such changes could affect the Board member's ability to serve on the Board completely free of actual or perceived conflicts or ethical violations. If the Nominating, Governance and Ethics Committee determines a Board member has a conflict of interest, the Board member will be asked to resign.

Section 9. Non-compensation. Members of the Board of Directors shall act and serve without compensation and as a public service in furtherance of the charitable and educational purposes of the Association set forth in the Certificate of Incorporation and these Bylaws, except that this provision shall not preclude the reimbursement of reasonable expenses incurred in the performance of their official duties. Such reimbursement must be approved by the Chief Executive Officer of the Association and shall be disclosed to the Audit and Ethics Committee for its review, and approval, from time to time.

Section 10. Removal. Any director may be removed for cause by the Board by the affirmative vote of two-thirds (2/3) of all other members of the Board, after due notice to and opportunity to respond by the respective director.

CHAPTER 15. ELECTION OF OFFICERS AND DIRECTORS; TERM OF OFFICE

Section 1. All individuals who are members of the Association with dues fully paid as of the record date set by the Board, and all organizational members as of the record date, by their duly authorized representatives, shall be entitled to vote for all elected directors, except that the directors elected from membership categories “Group B” and “Group E” shall be directly elected only by members from those respective membership categories; and the five (5) Athlete Representatives to the Board are to be directly elected by eligible athletes, as provided herein.

Section 2. At the Annual Meeting following the end of each director’s term, individuals shall be elected to serve as officers and/or directors of the Association for a four-year term from among the individuals who have been nominated by the Nominating Committee or by Petition, or by a particular membership class (as the case may be) as follows:

(a) The Chair, Vice-Chair, Secretary and Treasurer shall be elected by the Board members from among the individual members of the Board. Alternatively, the Board may elect two (2) Co-Chairs, Secretary and Treasurer. If this co-chair alternative is selected the Co-Chairs will immediately meet to determine a division of duties including, but not limited to which Co-Chair will handle: Chapter 11, Section 8 (Questions of order), Chapter 12, Section 9 (Right to vote issues), Chapter 19, Section 1 (Calling a regular meeting), Section 4 (Setting the Board agenda) and Section 9 (Calling a special meeting), Chapter 21, Section 1 (Presiding over meetings and committee involvement), Chapter 23, Section 2.1) (Spokesperson), Chapter 24, Section 6.d) (Discharging committees), Chapter 37,

Section 6 (Authorizing expenditures) and Section 9 (Verification of annual reports). Such suggested division of duties shall be presented to the Board in writing within seven (7) days, and the Board shall by majority vote approve the same or designate alternative duties. The Board vote/decision shall be final. For the avoidance of doubt, if the co-chair model is selected, the Board will also elect a Secretary and Treasurer, but will not elect a Vice-Chair. The Chair, Vice Chair, Secretary and Treasurer will serve one four-year term and may be re-elected for one additional 4-year term. Directors who previously served on the Board and who's term limits have been or will be reached, are eligible to be elected as officers for additional terms. Officers may not also be currently serving as officers on another NGB Board.

(b) One (1) director who satisfies the definition of "Athlete Representative" as defined by in Chapter 33, Section 2 (c), subsection (i), shall be directly elected by those members of the Association who satisfy the definition of "Athlete Representative" contained therein. This director may serve a total of three (3) four-year terms, provided they still meet the requirements outlined herein.

(c) One (1) director, a current IBU-certified International Referee or Technical Delegate, shall be directly elected by the individuals eligible to vote in membership category Group "B" of Chapter 8 of these Bylaws, for a four-year term. This individual, if he or she continues to satisfy the requirement of being a current IBU-certified International Referee or Technical Delegate for Biathlon at the end of his/her term of office as director, shall be eligible for re-election by the members who qualify for membership in Group "B" for another four -year term. This director may serve a total of three (3) four-year terms.

(d) One (1) director shall be directly elected by the organization(s) which comprise the organizational membership category Group "E" of Chapter 8 of these Bylaws. The Nominating Committee must ensure that the representative reflects the nature, scope, quality, and strength of the programs and competitions of the applicable organization in relation to all other programs and competitions in the sport in the United States. This director will serve at the pleasure of the Group "E" members and shall not be subject to term limits.

(e) Two (2) individuals who qualify as "Independent Directors" as that term is defined in these Bylaws, one male and one female, shall be elected by the entire membership. Each such individual, if he or she continues to satisfy the definition of "Independent Director" as set forth in these Bylaws (excluding the requirement not to be a current director) at the end of their respective terms of office as director, shall be eligible for re-election at the annual meeting of members at

which their respective term ends, if nominated by the Nominating and Governance Committee, for one additional four-year term. After two (2) four-year terms, these Directors no longer qualify as Independents, though they may serve additional terms in other capacities on the Board.

(f) Two (2) directors who satisfy the definition of “athlete” as defined in Chapter 33, Section 2 (c) subsections (i) (“Ten Year Athletes”) or (ii) (“Ten Year Plus Athletes”). These directors shall be directly elected by the Athletes defined in Chapter 33, Section 2 (c), subsection (i), and may serve a maximum of three (3) four-year terms.

(g) Two (2) additional “At-Large” directors will be elected by the entire membership. These directors may serve a total of three (3) four-year terms.

Section 3. The two (2) biathlon USOPC Athletes’ Commission Representatives shall serve as directors of the Association until the expiration of their terms, and the election of their successors (if not re-elected), following the Summer Olympic Games. The process for election and terms are outlined in Ch. 24 of these bylaws.

Section 4. Each director shall hold office until the expiration of the term for which he or she has been elected or appointed, or until his or her successor has been elected or appointed, and qualified, unless the director is removed, after notice and opportunity for a hearing for cause; the director resigns or dies; or a vacancy is declared by the Board because of the director’s non-attendance at meetings of the Board as provided for in Chapter 17, Section 3 of these Bylaws. In the event there are Co-Chairs elected and one is removed, resigns or dies, the remaining Co-Chair shall be considered the sole Chair (with all of its roles and responsibilities). The Board shall consider scheduling a special meeting to fill vacancies if urgently needed to ensure prior to the next Annual Meeting.

Section 5. All elections shall take place at an Annual Meeting of Members at which the term of office of a Director expires, or at Special Meetings of members called for that purpose of electing directors. Elections may also be held electronically.

Section 6. Any additional appointed directors may be appointed for four-year terms and may serve a maximum of three terms.

Section 7. The Board shall be empowered to vote to vacate any term limits set forth herein, with the exception of the Athlete Representatives. Any vote to vacate a term limit shall require a two-thirds majority of directors at any meeting at which a quorum is achieved.

CHAPTER 16. NOMINATION PROCESS FOR DIRECTORS

Section 1. The Nominating, Governance and Ethics Committee shall confer and shall submit the names of its director nominees to the Secretary of the Association at least sixty (60) days prior to the date of the Annual or Special Meeting of the members, whereat the election of officers and/or directors is to take place.

Section 2. The committee shall review names for possible conflicts of interest. The Secretary shall then include the names of the director nominees with the Notice of the Annual or Special Meeting of members in a mailing or electronic mailing sent to each member of the Association at least forty (45) days prior to the date of the meeting.

Section 3. Additional nominations for the director positions may be made by any member if supported by the signature of at least twenty (20) members of the Association submitted to the Chief Executive Officer at least thirty (30) days prior to the Annual or Special Meeting of members whereat the officers and/or directors are to be elected. Such individuals shall promptly be reviewed and cleared for possible conflicts of interest by the Ethics Committee.

Section 4. At least twenty (20) days before the Annual or Special meeting of members at which directors are to be elected, the Secretary or designated USBA staff member shall mail or email to each individual who is a member as of the date of the mailing, a final Notice of the meeting, together with the agenda for the meeting and a proxy with the names of the individuals nominated for each of the director positions, to be completed and returned before or at the Annual or Special Meeting of members at which the election is to take place.

CHAPTER 17. MEETINGS OF DIRECTORS

Section 1. The Board of Directors shall schedule and hold at least two (2) regularly scheduled meetings a year (“Regular Meetings”), one of which shall be immediately following the Annual Meeting of members at the place of the Annual Meeting; and shall hold Special Meetings of the Board, as may be needed or called by the Chair (or designated Co-Chair) or members of the Board, at such time and place determined by the Board.

Section 2. The Board shall meet in person; and the reasonable travel and other expenses

of the Athlete Representatives on the Board shall be paid by the Association, if requested by the athlete, to facilitate their personal attendance at Board meetings.

Section 3. Members of the Board of Directors are expected to attend in person all regularly scheduled Board meetings, but may attend a Board meeting in exceptional circumstances virtually; but that should be the exception rather than the rule. The failure of a director to attend a minimum of at least one-half (1/2) of the Board meetings, in person, during any twelve (12) month period, absent exigent circumstances resulting in the Board member's absence, approved by a majority of the remaining members of the Board, shall constitute, without more, the Board member's resignation from the Board, and shall result in a vacancy being declared by the remaining members of the Board with respect to that Board member's position.

Section 4. The Agenda for a meeting of the Board shall be set by the Chair (or designated Co-Chair) of the Board, after consultation with the Chief Executive Officer. Any Board member or the Chair of any standing or ad hoc committee may request that an item or items be placed on the agenda for a Board meeting.

Section 5. A quorum for the transaction of business at a meeting of the Board of Directors shall exist when at least 50% + 1 of the members of the Board of Directors are present, either in person or virtually, provided however, that at least one (1) of those present is an Athlete Representative and the voting power of the athlete representatives is at least 1/3 of the votes.

Section 6. Unless otherwise specified in these Bylaws, or required by law, the vote of a majority of the members at a meeting where a quorum is present, shall be the act of the Board.

Section 7. No director may vote or act by proxy at any meeting of directors.

Section 8. The dates and location of the regularly scheduled meetings of the Board of Directors shall be set well in advance of the meetings, so as to ensure the Director's personal attendance at the Directors' meeting and, in any event, written notice of all regular meetings of the Board shall be given by e-mail so as to be received by the director at least fifteen (15) days before the meeting, together with the agenda for the meeting.

Section 9. Special meetings of the Board may be called by the Chair (or designated Co-Chair) of the Board and must be called when requested in writing by one-third (1/3) or more of the members of the Board. Notice of special meetings of the Board shall be

given by the Secretary, or designated USBA staff, as soon as practicable orally (in person or telephonically) and/or in writing (by mail or e-mail); but in no event, no later than two (2) days prior to the special meeting. The personal attendance of Directors at Special Meetings of the Board are encouraged; but if a Special meeting of the Board is called on less than ten (10) days' notice, any member of the Board may participate in a Special Meeting of the Board by conference telephone or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time, and the requirements of Section 3 of this Chapter shall not apply.

Section 10. The Chief Executive Officer, Coaches, Counselor, Chairpersons of any Standing or Ad Hoc Committee, and senior staff of the Association shall be entitled to attend meetings of the Board of Directors with voice but without vote. Any member of the Association shall also be permitted to attend meetings of the Board of Directors without voice or vote but may be given voice by the majority vote of the Board of Directors.

Section 11. Actions taken at a meeting of the Board shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when a definite effective date is recited in the record of the action taken.

Section 12. Minutes of all Board meetings shall faithfully and accurately be taken and recorded and shall be posted on the Association's website.

Section 13. Conflicts of Interest. No member of the Association's Board of Directors, Executive Committee, committee, or task force member shall participate in the discussion concerning, or vote on, any action from which the member or any organization in which the member is materially interested, may directly or indirectly derive any material benefit. If any Director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving the Association, or has an interest adverse to the Association'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, unless the procedures set forth in the Association's Conflict of Interest Policy are followed. In addition, no member of the Board of Directors shall participate in any action of the Board or a Committee concerning an athlete or member if they have any bias or conflict of interest with the party who is the subject of said action. A violation of this rule by a member of the Board of Directors or Executive Committee shall not invalidate the action taken by the Board or committee if, following disclosure of the adverse interest of such member, the Board or committee authorizes,

ratifies, or approves the action by a vote sufficient for the purpose, without counting the vote of such member. Each member of the Board of Directors, members of Standing Committees, and employees of the Association will sign and execute a Conflict of Interest disclosure each year.

CHAPTER 18. POWERS AND FUNCTIONS OF THE BOARD AND DIRECTORS

Section 1. Except as may otherwise be provided in these Bylaws or the Utah Not-for Profit Corporation Law, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the USBA shall be managed by, its Board of Directors.

Section 2. It is the responsibility of the Board of Directors to govern the Association, set policy for the Chief Executive Officer to follow and implement, through staff and committees, and otherwise provide guidance and strategic direction to management on significant issues facing the Association. Accordingly, the Board shall focus on the mission and long-term objectives of the Association, and resource generation, rather than the day-to-day affairs and management of the Association, which is the responsibility of the Chief Executive Officer, with effective Board oversight. In that regard, the Board shall:

- (a) evaluate and approve a strategic plan to achieve the USBA's mission, and monitor the Association's progress in achieving its goals;
- (b) participate in, and be responsible for, together with the Chief Executive Officer, resource generation, in support of the USBA's mission;
- (c) implement procedures to orient and educate new directors on the business and governance affairs of the USBA, and engage in meaningful self-evaluation of its performance as a Board;
- (d) select, compensate, evaluates the effectiveness of, and may terminate the Chief Executive Officer, and consider plans for management succession, as may be appropriate;
- (e) evaluate and act on annual and longer-term operating plans and budgets prepared by the Chief Executive Officer;
- (f) evaluate and act on four-year plans prepared by the Chief Executive Officer to be submitted to the USOPC;

- (g) evaluate and act on marketing and other fund-raising plans proposed by the Chief Executive Officer, with input from staff;
- (h) approve financial strategies, borrowing commitments, and long-range financial planning (to include marketing and fund-raising) to ensure appropriate funding of athlete programs and the long-term financial health of the Association;
- (i) review and approve financial statements, annual and other reports to the membership, audit and control policies and, upon the recommendation of the Audit Committee, select independent auditors;
- (j) monitor and ensure USBA compliance with Federal and state laws, as well as requirements for continued NGB status, as determined by Federal law and the USOPC requirements;
- (k) provide oversight to standing and ad hoc committee, to ensure their proper functioning and achievement of their purposes and goals;
- (l) ensure that an effective safety program is in place and actively being implemented, particularly with respect to the storage, safeguarding and use of rifles and ammunition in the sport;
- (m) review and act on significant corporate matters;
- (n) perform such oversight and audit functions to determine whether the Association's assets are being properly protected and not being misused;
- (o) ensure the Board's and management's adherence to the highest ethical standards, and the Board's effective corporate governance over the Association;
- (p) ensure that the Association adequately funds a training program and competition schedule for athletes, including international competitions, consistent with the mission of the USBA;
- (q) adopt a Code of Conduct, Code of Ethics and Conflict of Interest Policy and monitor, through the Nominating, Governance and Ethics Committee, effective compliance therewith by staff, athletes, volunteers and Board members themselves;

(r) adopt a Whistleblower Policy applicable to athletes, staff and Board members, and monitor effective compliance therewith as set forth in such policy;

(s) adopt a SafeSport Policy that is in line with Chapter 30 herein, and monitor effective compliance therewith as set forth in such policy; and

(t) ensure that the Board and management are properly structured and that the Association is prepared to act in the case of an unforeseen corporate or other crises.

Section 3. The Board of Directors shall also resolve disputes as to roles/responsibilities or otherwise between Co-Chairs (if applicable) by majority vote of the disinterested Board members.

CHAPTER 19. DUTIES OF CHAIR/CO-CHAIR, VICE-CHAIR, SECRETARY and TREASURER

Section 1. The Chair (or designated Co-Chair) of the Board of Directors shall preside at all meetings of the Board and the annual and any special meetings of members. He or she shall be an ex-officio and non-voting member of all standing and ad hoc committees of the Association.

Section 2. The Vice Chair (or Co-Chair, if applicable) of the Board shall perform the duties of the Chair (or designated Co-Chair) in his/her absence or inability to act.

Section 3. The Secretary of the Association shall be responsible for overseeing the issuance by staff of notices of all meetings of the members and all other mailings associated therewith, including the mailing of proxies for the election of officers and/or directors; the giving of notice of meetings of the Board of Directors in accordance with the provisions of these Bylaws; and the periodic and timely publication of newsletters, electronic and otherwise, to the membership. He or she shall oversee the preparation and maintenance by the Chief Executive Officer of accurate and complete minutes of the Meetings of members, the Board and all committees.

Section 4. The Treasurer shall ensure that staff maintains the books and records of the Association in accordance with generally accepted accounting principles and in conformance with the requirements of the USOPC, and, together with the other members of the Board and the Chair of the Audit and Ethics Committee, shall provide oversight to the Chief Executive Officer in connection with the preparation of the Association's financial statements.

CHAPTER 20. VACANCIES ON THE BOARD

Section 1. Vacancies among directors elected by a specific membership category, voting as a class, shall be filled by action of the persons entitled to vote thereon at the next Annual Meeting of Members for the remainder of the term or, if such position would remain vacant for more than six months, by vote of a Special Meeting of the members of the membership category involved, specifically called for the purpose of filling the vacant Board position for the remainder of the term, and for no other purpose.

Section 2. Vacancies among all other director positions shall be filled by vote of the members at the next regularly scheduled Annual Meeting of members or at a Special Meeting of the Members called for the purpose of filling the director vacancy; except that, if a vacancy remains unfilled for six months after it occurs and, by reason of the absence, illness, death, removal or disability of one or more of the remaining directors, a quorum of the Board cannot be obtained, the remaining directors, by majority vote, may appoint directors to fill the vacancies, and such individuals shall serve as directors until the next Annual Meeting of Members at which time the positions shall be filled, by election by the members, for the remainder of the term (if any), or a new director elected (or the appointed Director elected on his or her own right) for a two-year term, if the term of the director temporarily appointed by the Directors has ended.

CHAPTER 21. CHIEF EXECUTIVE OFFICER

Section 1. The Board of Directors shall be authorized to hire a full-time administrator, who shall be known as the Chief Executive Officer of the USBA.

Section 2. The Chief Executive Officer shall serve at the discretion of the Board, subject to any contract rights he or she may have. The Chief Executive Officer shall report to the Board of Directors and carry out the policies of the Association as determined by the Board and in accordance with these Bylaws. More specifically, the Chief Executive Officer shall:

(a) develop a strategy for achieving the USBA's mission, goals and objectives as determined by the Board, and present the strategy to the Board of Directors for its review and approval;

(b) prepare and maintain complete and accurate financial reports on an on-going

basis; and prepare and submit annual and quadrennial budgets to the Board for its review and approval;

(c) keep the Board advised, in a timely fashion, of all statutory and USOPC-mandated requirements, to ensure the USBA's continued recognition as the National Governing Body for biathlon in the United States;

(d) determine the staff needed to effectively carry out the USBA's mission, goals and objectives, within the USBA's resources, including coaches, and oversee the hiring and termination of all staff;

(e) manage all staff functions, either directly or by delegation;

(f) assist Committee Chairs in the fulfillment of their responsibilities;

(g) be responsible, together with the Board of Directors, for resource generation and the allocation of USBA resources;

(h) cooperate with the USOPC in connection with its audit functions, and ensure the USBA's compliance with USOPC's directives pertaining to NGBs in general and the USBA in particular;

(i) coordinate the USBA's activities with the IBU, including the USBA's attendance at meetings thereat;

(j) submit all proposed contracts to the USBA counselor for review and approval prior to entering into any contractual obligations on behalf of the USBA;

(k) oversee the preparation of meetings of the Board of Directors and members, and agenda items therefore, and maintain a minute book of minutes of all meetings of the Members, Board of Directors and Committees of the USBA;

(l) together with the Chair (or Co-Chairs, if applicable) of the Board, act as the USBA's spokesperson, and be responsible for all press releases, including compliance with the USOPC's policies in connection with such press releases; and

(m) perform all functions as may be assigned by the Board, and otherwise be responsible for the day-to-day operations of the Association.

Section 3. The Chief Executive Officer shall not be a member of the Board of Directors but shall attend all meetings of the Board.

CHAPTER 22. COMMITTEES

Section 1. The USBA shall have the following standing committees: (1) Sport Safety Committee; (2) Nominating, Governance and Ethics Committee; (3) International Competition Committee; (4) Complaint and Grievance Committee; (5) Compensation Committee; (6) Audit Committee; and (7) Finance Committee.

Section 2. The Board of Directors may create such other committees or task forces as the Board deems necessary and appropriate.

Section 3. Membership on all standing committees shall not exceed six (6) individuals. For all other committees or task forces, the Board will appoint the chair who will appoint the other members (Athlete Representatives will be approved according to the process in Chapter 33, Section 4 of these bylaws); and the members shall not exceed five individuals, unless specifically deemed necessary, and approved, by a majority of the members of the Board of Directors.

Section 4. Athlete Representation on Committees. See Chapter 33 of these bylaws.

Section 5. Quorum. Unless otherwise provided in these Bylaws, a quorum for the transaction of business at any meeting of a committee of the Association shall be a majority of the total members of such committee but must include at least one (1) Athlete Representative, and the voting power of the athletes must be at least one-third (1/3).

Section 6. Miscellaneous Committee Provisions.

(a) Tenure. The term for all standing and other committee members shall four (4) years, or until the committee member's successor is appointed, the committee member's earlier resignation, removal, incapacity, disability or death, or the discharge of the committee by the Board. Committee members may serve 3 terms on a specific committee.

(b) Committee member attendance. Members of committees and task forces are expected to participate in all regularly scheduled and task force meetings of which they are a member, and must participate in a minimum of at least one half (1/2) of the committee or task force meetings of which they are a member during any twelve-month period.

(c) Unless otherwise provided in these Bylaws or by vote of the members of the Board of Directors, all standing and ad hoc committees and task forces shall determine their own rules of procedure for the conduct of its business and affairs.

(d) In the event that any committee of the Association fails to submit a required report or carry out other assigned duties within a reasonable time, the Chair (or designated Co-Chair) of the Board may discharge such committee from further consideration of responsibility for the subject matter before it, and initiate the appointment of a new committee in accordance with these Bylaws.

(e) Resignation. A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, disability or death. A committee or task force member may resign at any time by giving written notice 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.

(f) Removal. A Committee or task force member's position may be declared vacant by the Board if he or she fails to attend in person more than one half (1/2) of the regular committee or task force meetings during any twelve-month period, unless they are able to demonstrate to the satisfaction of the Board that the presence of exigent circumstances caused the absences and should be excused. Any committee member may be removed for cause by the Board by the affirmative vote of two-thirds (2/3) of the Board, after due notice to and opportunity to respond by the respective member.

(g) Vacancies. Any vacancy occurring in a committee or task force shall be filled for the unexpired term in the same manner as the person whose vacancy is being filled was originally selected or appointed.

(h) Open and Executive Meeting Sessions. Ordinarily, all committee and task force meetings shall be open to members, and if approved by a majority of the members of the committee or task force, to non-members. However, the Chair of the Committee or task force, with the consent of the majority of the committee or task force members in attendance, may exclude non-members from the meeting, and declare an "executive session" to consider and discuss matters relating to personnel, nominations, discipline, salary or other sensitive matter.

(i) Minutes of Meetings. Each committee and task force shall take minutes of its

meeting, which shall be maintained on file by the Chief Executive Officer at the principal office of the Association.

(j) Compensation. Committee and task force members shall serve without compensation, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with USBA policies.

(k) All Committee members, including athlete representatives, must adhere to all USBA conflict of interest policies, code of conduct, and any relevant stakeholder codes and policies to be eligible to serve. Committee members will annually be asked to submit a Conflict of Interest disclosure. These policies and disclosures will be used to determine eligibility of potential committee members.

Section 7. Sport Safety Committee

(a) The Board of Directors shall appoint three (3) individuals who will serve as members of the USBA Safety Committee, including the Chair and at least one athlete representative.

(b) The Safety Committee shall meet as needed, and shall be responsible for regularly assessing and reviewing procedures related to range procedures, rollerskiing, and other health risks to ensure the safety of athletes, coaches, spectators and others at biathlon training sessions and competitions. The Safety Committee shall also review the circumstances surrounding injuries that occur at training sessions and competitions to determine is steps can be taken in the future to eliminate or mitigate such injuries.

(c) The Safety Committee shall report to the Board of Directors with respect to its work, and make recommendations, for consideration by the Board, to improve the safety of all individuals in connection with biathlon training sessions and competitions.

Section 8. Nominating, Governance and Ethics Committee

(a) Six (6) individuals shall serve as members of the Nominating, Governance and Ethics Committee, selected as follows:

i) two (2) individuals who meet the definition of “athlete representative” set forth in USOPC Bylaw Section 8.8.2 selected by the three (3) athlete

representatives on the USBA Board of Directors;

ii) two (2) individuals, one (1) from Group “B” membership category, and one (1) individual -representing either of Groups “E” or “F” membership category, each selected by the Board;

iii) two (2) additional Board members, selected by the Board, one of whom shall serve as the Chair of the Committee.

(b) The Board shall have final approval over the membership of the Nominating, Governance and Ethics Committee, and shall ensure that the members it selects, when considered in conjunction with the individual selected by the athlete representatives, provide for reasonable representation of both males and females, and that the individuals which comprise the Committee represent the various constituencies and geographical interests of the Association.

(c) No member of the Nominating, Governance and Ethics Committee that is not currently a Board member, may serve as a member of the Board of Directors during or immediately following the completion of their service on the Nominating, Governance and Ethics Committee.

(d) The Nominating, Governance and Ethics Committee shall:

i) identify, evaluate and propose prospective candidates to serve as members of the Board (except for the members selected by Groups “B” and “E” membership categories);

ii) Vet potential nominees to the Board for potential conflicts of interest or other background issues. Together with the USBA AAC, develop and implement a vetting process for potential athlete representatives, including 10-year, 10-year plus, and active athletes that may serve on the Board, designated, and non-designated committees;

iii) recommend, as may be requested by the Board, individuals to serve on various committees and/or task forces;

iv) develop and recommend to the Board, for its consideration, an annual plan for Board self-evaluation, and the evaluation by the Board of its committees and task forces; and

v) perform such other duties as may be assigned by the Board.

(e) In considering an individual for possible selection as a nominee to the Board, the Nominating, Governance and Ethics Committee shall take into consideration:

i) his or her demonstrated commitment to the sport and to the Association and to work on their behalf; the abilities and experience of the individual which would enable the individual to contribute to the functions of the Board, the growth of the sport and achieving the mission of the Association; and the ability and willingness of the individual to either personally contribute financially to the Association or provide access to individuals and organization who/which are able and willing to do the same;

ii) the Sports Act's requirement for reasonable representation of both males and females, and the need for geographic diversity, on the Board;

iii) the individual's reputation for personal integrity and commitment to ethical conduct;

iv) the willingness of the individual to focus on the mission of the USBA, without seeking to benefit any particular constituency of the USBA at the expense of the USBA as a whole;

v) whether the individual has the ability and intention to personally attend meetings, and fully participate fully in the activities, of the Board;

vi) whether the individual is a member of, or has relationships with other organizations or individuals, that might make it inappropriate for the individual to serve on the Board; and

vii) any other appropriate qualification or factor the Committee deems appropriate to consider in its deliberations in selecting nominees to serve as qualified and capable directors of the USBA.

(f) The responsibilities with regard to Ethics shall be:

i) to prepare, for approval by the Board, a Code of Ethics for Officers and/or Board members, staff, committee and task force members and other members to follow;

ii) to review such Code of Ethics annually for purposes of revising it so as to improve the ethical conduct by which all associated with the USBA will conduct themselves;

iii) annually prepare, submit and collect from Board members a form intended to disclose possible or actual conflicts of interest or other ethical concerns; and request supplemental disclosures whenever an individual's personal circumstances or employment has changed, which may result in a conflict of interest or ethical concern;

iv) give advisory opinions, if the Committee deems it appropriate, with respect to ethical questions that may arise from time to time;

v) determine, by means it deems appropriate, whether proposed nominees for officer and/or director positions are disqualified from being nominated by reason of conflicts of interest or other ethical considerations; and

vi) oversee the implementation of and compliance with the Code of Ethics, including, but not limited to hearing and deciding complaints which may be filed with or by the Association pursuant to Chapter 31, Section 2 (a) or (b) concerning an individual's alleged non-compliance with the Code of Ethics.

Section 9. International Competition Committee

(a) With approval by the Board of Directors, the International Competition Committee shall consist of six (6) members, selected as follows:

i) one (1) individual who shall be appointed from the Board of Directors and will serve as Chair;

ii) two (2) individuals who meets the definition of "athlete representative" set forth in USOPC Bylaw Section 8.5.4 selected by the five (5) athlete representatives on the USBA Board of Directors. Usually this should be the primary and alternate athlete representatives to the USOPC AC, unless one of those athletes is currently competing or otherwise has a significant conflict of interest;

iii) three (3) individuals appointed by the Chair, one each from among the

Group “B” membership category, the Group “E” membership category, and the USBA Coaching Staff.

(b) The International Competition Committee shall meet as required, in person or by telephone conference for specific issues, and shall be responsible for providing recommendations to the Board of Directors for approval of:

- i) team selection criteria for domestic and international events and activities, to include all levels of international participation;
- ii) confirmation of team selection criteria outcomes;
- iii) proposals on issues of USBA National Team selections and levels of individual support as provided by USBA budgetary actions;
- iv) guidance concerning potential disciplinary actions for non-compliance of team directives and/or violations of USBA Athlete Code of Conduct, and the USBA Team Handbook; and
- v) assist and support the High Performance Director in formulating the developmental and competitive strategies designed to meet the goals of the USBA High Performance Plan.

Section 10. Complaint and Grievance Committee

(a) The Board of Directors shall appoint three (3) individuals who will serve as members of the USBA Complaint and Grievance Committee, including its chair. No member of the Board of Directors shall be a member of the Complaint and Grievance Committee. The USBA Counselor shall be an ex officio member of the Complaint and Grievance Committee.

(b) The Complaint and Grievance Committee, with the advice of the USBA Counselor, shall:

- i) Follow the USBA Complaint and Grievance Procedure set forth in the policy on the USBA website in resolving complaints and grievances; and
- ii) perform such other duties that are necessary and appropriate to ensure the prompt, fair and independent resolution of complaints filed by or with, or grievances filed against, the Association; and perform such other duties

as may be assigned by the Board.

Section 11. Compensation Committee

(a) Three (3) members of the Board of Directors, including the Chair (or one of the co-Chairs) and one of the athlete representatives, shall be appointed by the Board to serve as members of the Compensation Committee.

(b) The responsibilities of the Compensation Committee shall be to:

i) evaluate at least once a year the Chief Executive Officer's performance in (a) meeting the Board's expectations, as communicated to the Chief Executive Officer by the Board, and carrying out his or her responsibilities as set forth in these Bylaws, and (b) advancing the Association's fulfillment of its mission, set forth in Chapter 3, Section 1 of these Bylaws;

ii) recommend to the full Board the Chief Executive Officer's compensation, including salary, bonus, incentive and/or any other compensation; and

iii) review the Association's compensation plan for the Chief Executive Officer, and other senior USBA staff, in view of relevant market data, and to recommend changes to such compensation plans to the full Board, as necessary and appropriate.

iv) review the goals and objectives with the CEO and senior USBA staff annually and evaluate the CEO and senior USBA staff in their performance related to those goals.

Section 12. Audit Committee.

(a) Three (3) members of the Board of Directors, to include at least one of the athlete representatives and one of the independent directors, shall be appointed by the Board to serve as members of the Audit Committee.

(b) The Audit Committee shall:

i) oversee and monitor staff's implementation and handling of internal controls to ensure the timely and accurate recording and disclosure of

financial information pertaining to the Association;

ii) recommend to the Board the selection of the independent auditors who will perform the annual audit of the USBA;

iii) review the findings of the auditors, including the auditor's management letter, and report and make recommendations to the Board with respect thereto;

iv) investigate all matters of fiscal controls including, but not limited to, budget control; report to the Board with respect thereto; and where appropriate, make recommendations as needed;

v) recommend the establishment of policies and controls that encompasses any activity that may impact on the financial well-being of the Association; and

vi) perform such other duties as may be assigned by the Board.

Section 13. Finance Committee

(a) Up to six (6) members of the Board of Directors, including the Treasurer and Chair (or one co-Chair), shall be nominated by the Board. The committee must have at least 33% athlete representation.

(b) The Finance Committee shall:

i. Evaluate the financial performance of USBA;

ii. Review the staff's budget proposal, offering assistance as needed; and

iii. Recommend to the Board the annual budget.

CHAPTER 23. COUNSELOR

Section 1. The Board shall select a member of the legal profession to serve as Counselor. He or she shall provide legal advice to the Board and Chief Executive Officer and perform such other duties as requested. He or she has the right to the floor at any meeting of the Members, Board of Directors and Committees for explanatory purposes. His or her files, records, and documents pertaining to the Association belong to this Association

and, except as may be recommended by the Chief Executive Officer and approved by the Board, he or she shall receive no compensation for his or her services, but shall be reimbursed for reasonable expenses.

Section 2. Notwithstanding the foregoing, the Chief Executive Officer may engage the Counselor, or some other legal counsel, to provide legal services with respect to any specific matter or matters as may be required from time to time at such fees as may be agreed upon.

CHAPTER 24. USOPC ATHLETES' COMMISSION

Section 1. The USBA shall have a representative and alternate representative on the USOPC's Athletes' Commission ("USOPC's AC" or "AC"), whose purpose is to ensure communication between the USOPC and currently active athletes, and to serve as a source of opinion and advice to the USOPC Board of Directors with regard to both current and contemplated policies of the USOPC.

Section 2. The USBA's representative, and alternate representative to the AC shall also serve as "athlete representative" members on the USBA Board of Directors.

Section 3. Following the conclusion of the summer Olympic Games, but prior to January 1 of the following year, an athlete representative and alternate representative shall be elected by eligible athletes to represent USBA athletes on the USOPC's AC for the next Quadrennial Period.

Section 4. The following procedures will be followed for the election of an athlete representative and alternate athlete representative to the USOPC's AC:

(a) In accordance with Section 14.8 of the USOPC's Bylaws, the USBA shall submit to the USOPC for its review and approval, a copy of its procedures regarding the election of an athlete representative and alternate representative to represent the USBA's athletes on the AC. The USBA shall also amend these procedures, as needed, to ensure that they are not inconsistent with the requirements of the Bylaws of the USOPC's AC, as such Bylaws may be modified by the AC from time to time.

(b) Eligible for election to the USOPC's AC shall be any individual who has represented the United States as an athlete in the Olympics, the World Championships in the sport of biathlon within the ten (10) year period prior to

December 31 of the year in which the election of athletes to the AC is held, or athletes defined as “10-year rule” athletes by the USOPC, and who will be at least eighteen (18) years of age by that same date.

(c) Eligible to vote for the election of the USBA’s representative and alternate representative to the USOPC’s AC shall be any member of the USBA who is eligible for election as the USBA’s representative or alternate representative to the AC, as set forth in Section “3(b)” above.

(d) Following the conclusion of the Summer Olympic Games, the USBA, by its Chief Executive Officer, or his/her designee, with the assistance of the current representative and alternate representative from the USBA to the AC, shall contact all biathlon athletes eligible to serve on the AC requesting that any athlete desiring to be considered for election to the AC as the USBA’s representative or alternate representative should so indicate in a letter, e-mail to the Chief Executive Officer by a date certain, but which date shall not be earlier than thirty (30) days from the date of the Chief Executive Officer’s inquiry.

(e) The names of all eligible athletes who have indicated a willingness to serve as the USBA’s representative or alternate representative on the USOPC’s AC will be placed on a ballot. The USBA will mail this ballot to all/each athletes eligible to vote (as defined above) and request that they vote for one (1) individual to represent them on the AC. Email or electronic communication and voting methods may be utilized.

(f) The individual who receives the most votes will become the USBA’s representative to the AC. The individual who receives the second most votes will become the alternate representative from the USBA to the AC.

(g) In the event of a tie for the position of the USBA representative to the AC, USBA shall send the names of the two individuals involved in the tie to the athletes eligible to vote and ask them to vote for one individual.

(h) The USBA will advise the USOPC Athletes’ Commission Executive Director, the chairperson of the AC, the USOPC Athlete Ombudsman and all eligible athletes (as defined above) informing them of the names of the individuals elected as the representative and alternate representative from the USBA to the AC, and shall also certify to the USOPC Athletes’ Commission Executive Director and USOPC Athlete Ombudsman the date and competition in which the athlete representative and alternate representative last competed internationally.

Section 5. The terms for the USBA's representatives to the USOPC's AC shall be for four years, or until the representative's successor is elected, or the representative's earlier resignation, removal, incapacity, disability or death. Representatives will be eligible for one additional four-year term, providing they still meet the requirements of "Athlete Representative" defined herein.

CHAPTER 25. USBA ATHLETES' ADVISORY COUNCIL

Section 1. The purpose of the internal Athlete Advisory Council (AAC), composed of and elected by athletes, is to ensure a strong, diverse, and effective athlete voice in the organization governance, to serve as a source of athlete opinion and advice to the athlete representatives who are members of the Board of Directors with regard to both current and contemplated policies and activities of the organization, and to ensure communication between the organization and currently active athletes.

Section 2. USBA shall have an Athlete's Council of between 3 and 6 members. At minimum, the three (3) Athlete Representatives that serve on the Board of Directors as defined in Chapter 15, Section 2 (b) and Section 3 will be members. Up to three (3) additional members may be elected as outlined in Section 3 below.

Section 3: The following procedures will be followed for the election of up to three additional athletes for the internal athlete advisory council:

(a) Eligible for election to the internal AAC shall be any individual who has represented the United States as an athlete in the Olympics, the World Championships or an event designated by the USOPC as an "Operation Gold" event in the sport of biathlon within the ten (10) year period before the election; or within the twenty-four (24) months before election, demonstrated that they are actively engaged in amateur athletic Biathlon competition by finishing in the top half of the USBA national championships or team selection competition for the events specified above prior to December 31 of the year in which the election of is to be held, and who will be at least eighteen (18) years of age by that same date.

(b) Eligible to vote for the election of the internal AAC shall be any member of the USBA who is eligible for election, as set forth in Section 4 (a).

(c) Following the conclusion of the USBA USOPC Athlete Advisory Representatives election, the USBA, by its Chief Executive Officer, with the assistance of the representative and alternate representative from the USBA to the

USOPC AC, shall contact all biathlon athletes eligible to serve on the internal AAC requesting that any athlete desiring to be considered for election to the internal AAC should so indicate in a letter or e-mail to the Chief Executive Officer by a date certain, but which date shall not be earlier than thirty (30) days from the date of the Chief Executive Officer's inquiry.

(d) The names of all eligible athletes who have indicated a willingness to serve as athlete representatives on the internal AAC will be placed on a ballot. The USBA will e-mail this ballot to all/each athletes eligible to vote (as defined above) and request that they vote for up to three (3) individual(s) to represent them on the internal AAC.

(e) The gender and team representation of the internal AAC must be considered in election of the additional three members. Their genders shall be the opposite of the three Board member representatives whenever possible. At least one (1) of the additional members should represent a team other than the National A team.

(f) In the event of a tie for the position of representative to the internal AAC, USBA shall send the names of the two individuals involved in the tie to the athletes eligible to vote and ask them to vote for one individual.

Section 4. The terms for the athlete representatives to the internal AAC shall be for two years, or until the representative's successor is elected, or the representative's earlier resignation, removal, incapacity, disability or death. Representatives will be eligible for three additional two-year term (eight years total), providing they still meet the eligibility requirements of "Athlete Representative" defined in Section 4a above.

Section 5. Members of the Athletes Advisory Committee must annually complete a form to be supplied by and returned to the Ethics Committee concerning possible conflicts of interests and ethics issues. In addition, supplemental disclosures must be made to the Ethics Committee whenever an individual's personal circumstances or employment changes, if such changes could affect the athletes' ability to serve on the AAC completely free of actual or perceived conflicts or ethical violations. If the Ethics Committee determines an AAC member has a conflict of interest, the member will be asked to resign.

CHAPTER 26. ELIGIBILITY

Section 1. The eligibility criteria of this Association relating to amateur status shall be the eligibility rules as issued by the IBU or its successor(s) as the appropriate international

sports federation for Biathlon.

Section 2. The current eligibility rules for biathlon, as adopted by the IBU, shall be published on the USBA's website, be available at the Association's principle office, and shall be provided to any individual upon request to the Chief Executive Officer of the Association.

CHAPTER 27. COMPLIANCE WITH SECTION 220522(a)(8) OF THE SPORTS ACT

Section 1. The USBA, in compliance with the requirements for continued recognition as the NGB for biathlon in the United States as set forth in Section 220522(a)(8) of the Sports Act, shall:

(a) provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators and officials to participate in amateur athletic competition, without discrimination on any prohibited basis, including race, color, ethnic background, religion, gender or gender identity, marital status, disability, sexual orientation, age, national origin, or any other characteristic protected by applicable law; and

(b) provide fair notice and an opportunity for a hearing to any athlete, coach, trainer, manager, administrator, or other official before such individual may be declared ineligible to participate in any USBA sanctioned event. Any Hearing conducted hereunder shall be conducted in accordance with the USBA Complaint and Grievance Procedure set forth on the USBA website.

CHAPTER 28. RIGHT TO PARTICIPATE IN "PROTECTED" COMPETITIONS

Section 1. Neither the Association nor any member of this Association may deny or threaten to deny any athlete the opportunity to participate in the Olympic Games, a World Championship competition or other such "protected competition" as that term is defined by the USOPC in its Bylaws (see Section 9 of the USOPC Bylaws, a copy of which is annexed hereto as Exhibit A); nor may the Association, or any member of the Association, subsequent to such competition, censure or otherwise penalize any athlete who participates in any such protected competition.

Section 2. Any athlete who alleges that he or she has been denied, or has been threatened to be denied, a right established in Section "1" of this Bylaw Chapter, shall promptly inform the President of the USBA, and the USBA's athlete representative to USOPC's Athletes' Advisory Council, who together shall cause an investigation to be made and steps to be taken to settle the controversy without delay. Notwithstanding any efforts

taken to settle the controversy informally, the athlete may (a) file a grievance with the USBA pursuant to the USBA Complaint and Grievance Procedure set forth on the USBA website; and/or (b) refer the matter to the Chief Executive Officer of the USOPC and pursue such remedies as may be available pursuant to Section 9 of the USOPC Bylaws, a copy of which is annexed hereto as Exhibit "A".

Section 3. The rights and remedies granted to athletes under Sections "1" and "2" of this By-law Chapter shall apply equally to any coach, trainer, manager, administrator, or other official seeking to participate in the conduct of any of the international athletic competitions designated, or referred to, in Section "1" hereof.

Section 4. The USBA agrees to submit to binding arbitration before the American Arbitration Association conducted in accordance with the Commercial Rules of the AAA then in effect, or as such rules may be modified in accordance with Section 220522(a)(4)(B) of the Sports Act, in any controversy involving the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in the Olympic Games, a World Championship competition, or such other "protected competition" upon demand of any aggrieved athlete, coach, trainer, manager, administrator or official, as provided for in Section 9 of the USOPC Bylaws, a copy of which is annexed hereto as Exhibit A.

CHAPTER 29. PROHIBITION AGAINST THE USE OF BANNED SUBSTANCES

Section 1. It is the duty of individual members of USBA to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), the IBU, the USOPC including the USOPC National Anti-Doping Policy, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the IBU, the USOPC and USADA. Athlete members agree to submit to drug testing by the IBU and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that an individual member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the IBU, if applicable or referred by USADA.

Section 2. It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic

Games, participation in an Event or Competition organized or sanctioned by an NGB, PSO or HPMO, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USBA, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, the IBU, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the IBU and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the IBU, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the IBU and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

CHAPTER 30. SAFESPORT

Section 1. As a member National Governing Body of the United States Olympic Committee, USBA is required to adhere to the safe sport rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.4.1.c provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the U.S. Center for SafeSport as that organization. The current safe sport rules, policies and procedures are available at the offices of USBA or on-line at the following website: www.safesport.org.

Section 2. As a condition of membership in USBA and a condition for participation in any competition or event sanctioned by the USBA or its member organizations, each USBA member and each athlete, coach, trainer, agent, athlete, support personnel, medical or para-medical personnel, team staff, official and other person who participates in USBA or USBA events (whether or not a USBA member), agrees to comply with and be bound by the safe sport rules, policies and procedures of USBA and the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for SafeSport for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time. To the extent any USBA rule is inconsistent with the rules of the U.S. Center for SafeSport, such rule is hereby superseded.

CHAPTER 31. COMPLAINTS AND GRIEVANCES

Complaints (including SafeSport Complaints) and Grievances may be filed with or by USBA as set forth in the USBA Complaint and Grievance Policy set forth on the USBA website.

CHAPTER 32. SANCTIONS FOR INTERNATIONAL BIATHLON COMPETITIONS

The USBA shall promptly grant a sanction requested by an amateur sports organization or person to hold an international amateur athletic competition within the United States, or to sponsor U.S. amateur athletes to compete in international amateur athletic competition held outside the United States, if (a) this Association does not determine by clear and convincing evidence that holding or sponsoring an international amateur athletic competition by the amateur sports organization or person would be detrimental to the best interest of the sport, and (b) if such amateur sports organization or person seeking to sponsor an event meets the requirements set forth in Article Section 220525(b) of the Sports Act for obtaining such a sanction.

CHAPTER 33. ATHLETE REPRESENTATION ON USBA "DESIGNATED" AND "NON-DESIGNATED" COMMITTEES

Section 1. Athlete Representatives, as defined in section 3 below, shall have not less than 33.3% representation and voting power at all meetings of members, and shall equal at least 33.3% of the Board of Directors as well as "Designated Committees," defined by the USOPC in its Bylaws at Section 8.5.1.a as nominating and budget committees, panels empowered to resolve complaints and grievances, audit, compensation, ethics, and committees which prepare, approve or implement programs in the following areas:

- (a) the expenditures of funds allocated to the USBA by the USOPC; and
- (b) the selection of all international and Olympic Team members, including athletes, coaches, administrators and sports staff.

Section 2. Athlete Representatives on the USBA Board of Directors and all "Designated Committees" as defined by the USOPC shall meet the following standards, except for the two athlete representatives elected to the Board as the representative and alternate representative elected by eligible athletes to the USOPC's AC, which meet a more restrictive standard as permitted by the USOPC in its Bylaw Section 14.7:

- (a) At least one-half of the individuals serving as Athlete Representatives shall have competed in the USBA's events or disciplines that are on the program in the

Olympic Games;

(b) Up to one-half of the individuals serving as Athlete Representatives may have competed in an event or discipline not on the program of the Olympic Games, provided that such event or discipline is recognized by the IBU or is regularly included in the international competition program of the IBU; and

(c) at the time of election, all USBA Athlete Representatives shall have demonstrated their qualifications as athletes by having:

(i) within the ten (10) years preceding election, represented the United States in the Olympic Games, or a World Championship recognized by the IBU for which a competitive selection process was administered by the USBA, or as defined by the USOPC as "10-year rule athletes"; or

(ii) athletes outside the 10-year window as defined in section (i) above but otherwise meeting the criteria outlined there ("10-year plus" rule athletes).

(d) On designated committees, at least 50% of the athletes must meet the criteria outlined in Chapter 33, Section 2.c.i above, and up to 50% can meet either qualifications from Chapter 33, Section 2.c.i or 2.c.ii.

Section 3. Athlete Representatives, as defined below, shall comprise at least 33.3% of the members of all USBA "Non-Designated Committees", as the term is defined by the USOPC in Section 8.5.1 of its Bylaws; and such Athlete Representatives shall have at least 33.3% of the voting power of all such "Non- Designated Committees." Qualification as an "Athlete Representative" on all USBA "Non-Designated Committees" shall be determined as follows:

(a) At least one-half of the individuals serving as athlete representatives shall have competed in the USBA's events or disciplines that are on the program in the Olympic Games.

(b) Up to one-half of the individuals serving as athlete representatives may have competed in an event or discipline not on the program of the Olympic Games, provided that such event or discipline is recognized by the IBU or is regularly included in the international competition program of the IBU.

(c) At the time of selection, all Athlete Representatives on "Non-Designated

Committees" of the USBA shall have demonstrated their qualifications as athletes by having:

(i) Within the ten (10) years preceding selection, represented the United States in the Olympic Games, or a World Championship recognized by the IBU for which a competitive selection process was administered by the USBA, or as defined by the USOPC as "10-year rule athletes"; or

(ii) Within the twenty-four (24) months before selection, demonstrated that they are actively engaged in amateur athletic Biathlon competition, or

(iii) athletes outside the 10-year window as defined in section (i) above but otherwise meeting the criteria outlined there ("10-year plus" rule athletes).

Section 4. The USBA Athletes Advisory Council (AAC) will select all Athlete Representatives on any USBA committee of task force, after vetting such individuals as set forth in Chapter 22, Section 8 d. of these bylaws.

Section 5. The reasonable transportation and other expenses incurred by the Athlete Representatives to attend USBA committee and task force meetings shall, if requested by the athlete, be borne by the Association.

CHAPTER 34. BOOKS AND RECORDS; WEBSITE

Section 1. The Association shall keep at its principal office correct and complete books and records of account and minutes of the proceedings of its members and Board of Directors, including records of all actions taken by the Board of Directors without a meeting, if any; and shall keep at such office a list or record containing the names and addresses of all members and the category of membership of each. Any of the foregoing books, minutes and records may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 2. The Association shall maintain a website for the dissemination of information to its members. Among other things, the Association shall post on its website the following:

(a) these Bylaws;

(b) the membership year and fiscal year of the Association;

- (c) the minutes of the meetings of its members and Board of Directors for at least the last three (3) years;
- (d) its most recent Form 990 filed with the Internal Revenue Service;
- (e) Board members, Officers, and their respective terms;
- (f) All USBA Board Standing and Ad hoc Committees and members;
- (g) The USBA Conflict of Interest Policy; and
- (h) The USBA Code of Conduct

CHAPTER 35. RIGHT OF INSPECTION

Section 1. Any person who shall have been a member of record of the Association for at least six (6) months immediately preceding his or her demand, upon at least five (5) written demand shall have the right to examine in person or by agent or attorney, during usual business hours, the minutes of the proceedings of its members and Directors, and the list or record of the names and addresses of members, and to make extracts or copies thereof.

Section 2. An inspection authorized by Section 1 of this Chapter may be denied to such member upon his or her refusal to furnish to the Association an affidavit that such inspection is not desired and will not be used for a purpose which is in the interest of a business or object other than the business of the Association, and that he or she has not within five years given, sold or offered for sale and list or record of members of any domestic or foreign corporation, or aided or abetted, or attempted to offer to aid or abet, any person in procuring any such list or record of members for any such purpose.

Section 3. Upon the written request of any person who shall have been a member of record for at least six (6) months immediately preceding his request, the Association shall mail or email to such member an annual balance sheet and profit and loss statement or a similar financial statement performing a similar function for the preceding fiscal year, and any interim balance sheet or profit and loss or similar financial statement.

Section 4. The Association may impose a reasonable charge, covering the cost 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.

Section 5. Nothing in this chapter is intended, or shall work, to deny the absolute right of a Director of this Association to inspect or copy, upon request to the Chief Executive Officer, any document maintained by, or prepared by or on behalf of, the Association including any of its committees.

CHAPTER 36. CODE OF ETHICS; POLICY AGAINST CONFLICTS OF INTEREST

Section 1. The Board of Directors shall approve and adopt a Code of Ethics and Policy Against Conflicts of Interest for the Board of Directors, Officers, employees, committee and task force members and others associated with the Association to adhere to and/or follow.

Section 2. Failure of a member of the Association to adhere to and/or follow the Code of Ethics and/or Policy Against Conflicts of Interest could result in a Complaint being filed against the member by the USBA or by another member, pursuant to Chapter 31, Section 2 (a) or (b) of these Bylaws.

CHAPTER 37. ADMINISTRATIVE, FISCAL, AND LEGAL MATTERS

Section 1. The fiscal year of this Association shall be determined by the Board of Directors and published on the USBA website.

Section 2. The Association shall have an annual budget, approved by the Board; and shall prepare such other budgets and plans as may be required by the USOPC.

Section 3. The property and other assets of the Association is, and shall be, irrevocably dedicated to charitable and educational purposes; and no part of the property or assets of the USBA shall inure to the benefit of private persons.

Section 4. Corporate fidelity bonds may be obtained at the expense of the Association in a form and amount approved by the Board, indemnifying this Association against losses resulting from infidelity, defalcation or misappropriation, by officers, employees, or agents of funds, property or assets owned by or under the control of this Association.

Section 5. The Board shall, from time to time as necessary, designate depositories for the funds, property, and assets belonging to or under the control of this Association.

Section 6. Funds on deposit in banks can be withdrawn only by voucher check upon the signature of the Chief Executive Officer of the Association or any one of the following authorized officers: Chair (or Co-Chair, if applicable), Vice Chair, or Treasurer. Other

assets or property of the USBA may be transferred from one depository to another by action of the Chief Executive Officer with the approval of the Treasurer.

Section 7. The Board may establish separate special accounts employing the Imprest system for the liquidation of obligations requiring prompt payment, and it may authorize checks to be drawn thereon upon the facsimile of the Chief Executive Officer or any one of the authorized individuals.

Section 8. The Chief Executive Officer shall have the authority to enter into contracts or agreements on behalf of the Association contemplated by the Board in the ordinary course of operations, including contracts or agreements which cause or may cause the USBA to be obligated to pay unbudgeted expenditures below an amount to be set by the Board for any fiscal year. All proposed contracts and agreements not in the ordinary course of operations contemplated by the Board, or which may cause the USBA to be obligated to pay an amount (or more) to be set by the Board for any fiscal year, must be submitted by the Chief Executive Officer for approval by the Board of Directors. All contracts, whether they be ordinary, budgeted or not, shall be examined and approved for form by the Counselor, prior to execution.

Section 9. The Board of Directors, or the Chief Executive Officer on its behalf, shall annually prepare a report, verified by the Chair (or designated Co-Chair) and Treasurer, or by a majority of the directors, or certified by an independent public or certified public accountant or firm of such accountants selected by the Board, in conformity with the requirements of Section 16-6a of the Utah Revised Nonprofit Corporation Act, for presentment to the membership of the Association at its Annual Meeting. Such report shall be filed with the records of the USBA and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of members.

Section 10. The Board shall select a Certified Public Accountant to audit the books and financial records of the Association for the ensuing year. After completing the audit, the auditor shall submit his report to the Chief Executive Officer, and, as soon thereafter as reasonably possible, a copy of the audit report shall be given to each member of the Board, and must be made available for inspection and copying by any member of the Association, upon reasonable notice, during normal business hours.

Section 11. No loans shall be made by the Association to its directors or officers, or any corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial financial interest. A loan made in violation of this section shall be a violation of the duty to the Association of the director(s) and/or officer(s) authorizing it or participating in it; but the obligation of the

borrower with respect to the loan shall not be affected thereby.

Section 12. No member (either individual or organizational) may seek or invoke the aid of the courts of the United States or of any State to seek compliance by the Association or any member with these Bylaws, without first exhausting all remedies available (if any) within the Association and the United States Olympic Committee; nor may any member seek or invoke the aid of the courts in any “opportunity to participate” disputes involving “protected competition” as that term is defined by the USOPC in its Bylaws, since the Sports Act, 36 U.S.C. 220501, *et seq.* grants to the USOPC, directly or through its constituent members, such as the Association, exclusive jurisdiction over such matters, provided however, this Section does not apply to the commencement of an arbitration proceeding under these Bylaws or the Bylaws of the USOPC; nor does it apply to the confirmation or enforcement of an Arbitration Award rendered in such an arbitration proceeding.

CHAPTER 38. INDEMNIFICATION

Section 1. The Association may indemnify each of its present or former directors, officers, employees, or official representatives, or any person who is or was serving another corporation or other entity in any capacity at the request of the Association, against all expenses actually and reasonably incurred by such person (including, but not limited to, judgments, costs, and counsel fees) in connection with the defense of any pending or threatened litigation to which such person is, or is threatened to be made, a party because such person is or was serving in such capacity. This right of indemnification may also apply to expenses of litigation, which is compromised, or settled, including amounts paid in settlement, if the Association approves such settlement as provided in Section 2 hereof. An individual listed above may be indemnified only if he or she has acted in good faith, absent any conflict of interest, consistent with his duty of loyalty as a director to the Association, and in a manner he/she reasonably believed to be in, and not opposed to, the best interests of the Association. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo-contendere or its equivalent shall not, of itself, create a presumption that the individual did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association.

Section 2. Any amount payable as indemnification pursuant to this Chapter may be determined and paid by the Association upon a determination by majority vote of the Board of Directors, not including those members who have incurred expenses in connection with the litigation for which indemnification is sought, that the individual in question has met the standard of conduct set forth in Section 1 above. If no such

disinterested Board members are available, the required determination may be made either (a) by the Counselor of the Association in a written opinion, or (b) by a majority vote of the members of the Association.

Section 3. Any expenses incurred by a qualified individual in connection with the defense of any litigation may be paid by the Association in advance of a final disposition of such litigation upon receipt of a written commitment by such person to repay the amount advanced if it is determined under Section 2 hereof that such person is not entitled to be considered for indemnification pursuant to this Chapter.

Section 4. The Board of Directors may, at its discretion, authorize the purchase in insurance on behalf of any persons potentially indemnifiable under this Chapter. Such insurance may include provisions for indemnification of such persons for expenses of a kind not subject to indemnification pursuant to this Chapter.

CHAPTER 39. AMENDMENTS TO BYLAWS

Section 1. These Bylaws may be amended, repealed, or new Bylaws adopted, at any duly-noticed meeting of the Board of Directors or at an annual meeting of members or a special meeting of members called for that purpose, at which a quorum is present, upon the affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors entitled to vote (in the case of a Board vote), or, the affirmative vote of at least two-thirds (2/3) of the members present at the meeting, either in person or by proxy (if voted upon at a meeting of members); provided however, that any Bylaw amendment which increases or decreases the number of directors, or which changes the membership categories, may only be voted on and approved by the members at an annual meeting or a special meeting of members called for the purpose of amending, repealing or adopting new Bylaws pertaining to the same.

Section 2. Amendments to these Bylaws, including new Bylaws, may be proposed by any member of the USBA.

Section 3. All proposed amendments shall be submitted to the Chief Executive Officer, in writing, at least sixty (60) days before any Board meeting at which the proposed amendment is proposed to be considered and acted on by the Board, or at least one hundred-twenty (120) days before any meeting of members at which a proposed Bylaw amendment is proposed to be considered and acted on by the members. Upon receipt of a proposed amendment, the Chief Executive Officer shall promptly refer it to the USBA Counselor for review and recommendation to the Board both as to form and substance.

Section 4. Written notice of any proposed amendment to be acted upon by the Board shall be given by the Chief Executive Officer by first class mail, or email to the Board of Directors, together with the recommendation of the USBA Counselor, not less than twenty (20) days before the date of the Board meeting at which the Bylaw amendment is to be considered; and written notice of any proposed amendment to be acted upon by the members shall be given by the Chief Executive Officer by first class mail to all members not less than forty-five (45) days before the meeting of members at which the By-laws are to be considered and voted upon, together with the recommendation of the Board of Directors as to each specific amendment, and an explanation of each proposed amendments and reasons therefore. In addition, where proposed amendments are to be acted on by the members, the proposed amendments and the recommendations of the Board, shall also be posted on the USBA web-site, and transmitted by e-mail to all members for whom the USBA has an e-mail address, at the time that the notice of proposed amendments, and explanations, are mailed to members.

Section 5. Except for amendments to Bylaws proposed and distributed in accordance with the procedures set forth in this Chapter, no other amendment shall be considered by the Board or at the meeting of members; nor shall any proposed amendment to an amendment be considered, unless the same merely goes to the form and not the substance thereof.

Section 6. Amendments to Bylaws shall be effective as of the close of the meeting at which they are adopted, unless the proposal specifies that the amendment shall be effective immediately upon passage or at such later date as may be specified in the proposal.

Section 7. The invalidity of any Chapter or Section of any Bylaw shall not affect the other provisions of these Bylaws; and in the event a Chapter or Section of the Bylaws is determined to be invalid, the remaining Chapter and Sections of the Bylaws shall be construed in all respects as if such invalid provision were omitted.

CHAPTER 40. DISSOLUTION

Upon the dissolution or other termination or winding up of the Association, no part of the property of the Association or any of the proceeds shall be distributed to or inure to the benefit of any of the members, directors, or officers of the Association, but all such property and proceeds, subject to the discharge of valid obligations of the Association, shall be distributed exclusively to Federal, State or local government bodies or to other charitable or educational organizations which would then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code and the Regulations as they now exist or

as they may hereafter be amended.

CHAPTER 41. EFFECTIVE DATE AND TRANSITION.

These Bylaws shall be effective when adopted by vote of the membership or Board of Directors (as set forth in Chapter 39 of these Bylaws), provided however, that the Board of Directors and Executive Committee of the USBA in place at the time of the adoption of these Bylaws shall continue to serve and govern the Association until such time as the new Board is elected pursuant to these Bylaws, or their term of office expires (as is the case of the two athlete representatives to the Board who are the representative and alternate representative elected by the athletes to the USOPC's Athletes' Advisory Council).

- Bylaws as revised by USBA on July 28, 2006
- Bylaws as revised by USBA on September 26, 2006
- Bylaws as revised by USBA September 2010
- Bylaws as revised by USBA February 2018
- Bylaws as revised by USBA December 2018
- Bylaws as revised by USBA October 2021
- Bylaws as revised by USBA September 2022
- Bylaws as revised by USBA August 2023
- Bylaws as revised by USBA November 2023
- Bylaws as revised by USBA October 2024
- Bylaws as revised by USBA January 2025

EXHIBIT A: SECTION 9 OF THE USOPC BYLAWS (as of April 2023)

ATHLETES' RIGHTS TO PARTICIPATE IN PROTECTED COMPETITION

Section 9.1 Opportunity to Participate. No member of the corporation may deny or threaten to deny any Amateur Athlete the opportunity to participate in an upcoming Protected Competition nor may any member, subsequent to such competition, censure, or otherwise penalize, (i) any such athlete who participates in such competition, or (ii) any organization that the athlete represents. The corporation will, by all reasonable means, protect the opportunity of an Amateur Athlete to participate if selected (or to attempt to be selected to participate) in a Protected Competition. In determining reasonable means to protect an athlete's opportunity to participate, the corporation will consider its responsibilities to the individual athlete(s) involved or affected, to its mission, and to its membership.

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

Section 9.2 Denial of Opportunity to Participate. Any athlete who alleges that they have been denied, or threatened denial, by a corporation member an opportunity to participate as established by Section 9.1 of these Bylaws, may seek to protect their opportunity to participate by filing a complaint with the corporation, and may make a subsequent demand for arbitration, all as set out in the USOPC Dispute Resolution Policy. An athlete competing in a team sport, where the team as a whole is affected, may bring a claim on behalf of the team.

Section 9.3 Administration. Complaints filed under this Section 9 will be administered by the corporation's dispute resolution team as set out in the Dispute Resolution Policy. When a complaint is properly filed, the dispute resolution team will promptly notify the Athlete Ombuds, the chair of the AC and any necessary internal corporation staff of the complaint and confirm that the complaint has been served on the NGB.

Section 9.4 Failure to Properly File. A complaint that is not filed in accordance with the Dispute Resolution Policy will render the filing ineffective and the complaint will not be considered to have been properly filed.

Section 9.5 Action by the Corporation and the Office of Athlete Ombuds. Upon the filing of a complaint, the corporation's Dispute Resolution team and the Athlete Ombuds will review the complaint, seek information as to the merits of the complaint, and determine whether the

complaint can be informally resolved to the satisfaction of the parties. The parties will cooperate with the Dispute Resolution team in providing information regarding the complaint and in exploring resolution of the complaint. If the complaint is not resolved or otherwise pursued through arbitration within 60 days, the Dispute Resolution team will close the complaint.

Section 9.6 Arbitration. If the complaint is not settled to the athlete's satisfaction the athlete may file a claim with the arbitral organization designated by the corporation Board against the respondent for final and binding arbitration. If an impending competition requires immediate resolution of the complaint, an athlete may file a claim with the arbitral organization simultaneously with the filing of the complaint with the corporation.

The corporation has the right to participate in the arbitration proceeding in any capacity, but it cannot be involuntarily joined by a party or by an arbitrator appointed by the arbitral organization.

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

Section 9.7 Affected Parties. In any arbitration brought pursuant to this Section 9, the athlete filing the claim will submit with the claim a list of all individuals the athlete believes may be adversely affected by the arbitration. The NGB will also promptly submit to the arbitrator a list of individuals it believes may be adversely affected by the arbitration, along with the relevant contact information for the individuals identified by the NGB and by the athlete. If requested by the arbitrator, the USOPC may also include a list of parties it believes to be affected. The arbitrator has the ultimate authority to determine which individuals will be included in the pool of affected athletes. The arbitrator will then promptly provide those individuals with notice of the arbitration. The arbitrator will also approve the notice to be given. Any individual identified as an affected party and so notified of the claim, will have the option to participate in the arbitration as a party. If an individual is notified of the claim, then that individual will be bound by the decision of the arbitrator even though the individual chose not to participate.

Section 9.8 Expedited Procedures. Upon the request of a party, claims may be heard on an expedited basis if filed for arbitration at least 48 hours in advance of the upcoming Protected Competition (or participation deadline) and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a Protected Competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties. The arbitrator will hear and decide the claim within 48 hours of the filing of the claim. In such case, the arbitrator is authorized to hear and decide the claim under such procedures as are necessary, but fair to the parties involved. Additionally,

the USOPC may take necessary measures to ensure that all parties, including the affected athletes, have timely notice of the claim.

Section 9.9 Time Bar. A claim against a respondent will be prohibited unless filed with the arbitrator no later than 180 days after the alleged date of denial and the competition that is the subject of the dispute is still upcoming.

Section 9.10 Anti-Doping Violations. A pending case or decision concerning an anti-doping rule violation under the jurisdiction of, or adjudicated by, an anti-doping organization is not reviewable through, or the subject of, these Bylaws.

Section 9.11 SafeSport Violation. An allegation or decision concerning a SafeSport rule violation that is either accepted under the jurisdiction of the USCSS or adjudicated by the USCSS (or was previously adjudicated by an NGB prior to the opening of the USCSS) is not reviewable through, or the subject of, these Bylaws.

Section 9.12 Field of Play Decisions. The final decision of a referee during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the referee) is not reviewable through or the subject of these Bylaws unless the decision is (i) outside the authority of the referee to make or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the term “referee” includes any individual with discretion to make field of play decisions.

Section 9.13 Complaints Regarding Compliance. No action taken by an athlete under this Section 9 precludes, or acts as a bar, to the filing of a complaint by the athlete under Section 10 of these Bylaws.