

BYLAWS
USA PENTATHLON MULTISPORT, INC.

As Amended August 05, 2026

ARTICLE 1

NAME AND STATUS

Section 1.1.

Name. The name of the corporation shall be USA Pentathlon, Inc. USA Pentathlon, Inc. shall do business as (dba) USA Pentathlon MultiSport (USAPM). For the purposes of these Bylaws USA Pentathlon, Inc shall be referred as USA Pentathlon MultiSport. USA Pentathlon MultiSport may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 1.2. Non-Profit Status

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

ARTICLE 2

OFFICES

Section 2.1. Business Offices

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

Section 2.2. Registered Office

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

ARTICLE 3

MISSION AND VISION

Section 3.1. Mission

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

Section 3.2. Vision

Provide the opportunity for all to be aware of and participate in Pentathlon.

ARTICLE 4

RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1. Recognition as a National Governing Body

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

- a. be a member of an international sports federation, which is recognized by the International Olympic Committee (IOC) as the worldwide governing body;
- b. be autonomous in the governance of the sport of Modern Pentathlon under the USOPC by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- c. maintain the managerial and financial competence and capability to establish national goals relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body;
- d. provide for individual and organizational membership;
- e. ensure that its Board of Directors, and any other governance body, has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur athletic competition in Modern Pentathlon or who have represented the United States in an international amateur athletic competition in modern pentathlon within the preceding ten (10) years and ten (10) Year+, and ensures that the membership and voting power held by those individuals is not less than thirty three and one third percent (33.3%) of the voting power held in its Board of Directors and committees;
- f. be governed by a diverse Board of Directors whose members are selected without regard to race, color, religion, national origin, or sex, with reasonable representation on the Board of both males and females;
- g. provide an equal opportunity to amateur athletes, coaches, trainers, managers,

- administrators, and officials to participate in Modern Pentathlon competitions without discrimination on the basis of race, color, religion, age, sex, or national origin;
- h. provide procedures for the prompt and equitable resolution of grievances of its members;
 - i. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
 - j. agree to submit to binding arbitration in any controversy involving: (i) its recognition as a National Governing Body, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant
 - k. not have eligibility criteria relating to amateur status or to participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of Modern Pentathlon recognized by the International Olympic Committee;
 - l. perform all other obligations and duties imposed by the Act and by the USOPC on a National Governing Body.

Section 4.2. USA Pentathlon MultiSport Adherence to USOPC Safe Sport Rules and Regulations

As a National Governing Body of the United States Olympic Committee, USA Pentathlon MultiSport is required to adhere to the safe sport rules and regulations of the USOPC. Further, the USAPM Board's responsibility is to ensure that athlete safety rules, policies and procedures comply with the requirements of the USOPC and U.S Center for SafeSport. Additionally, USOPC Bylaw Section 8.7(l) 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 Safe Sport as that organization. To the extent any USA Pentathlon MultiSport rule is inconsistent with the rules of the U.S. Center for Safe Sport, such rule is hereby superseded. The current safe sport rules, policies and procedures are available at the offices of USA Pentathlon MultiSport or on-line at the following websites: www.safesport.org.

As a condition of membership in USA Pentathlon MultiSport and a condition for participation in any competition or event sanctioned by the USA Pentathlon MultiSport or its member organizations, each NGB member and each athlete, coach, trainer, agent, athlete support personnel, medical or paramedical personnel, team staff, official and other person who participates in USA Pentathlon MultiSport or USA Pentathlon MultiSport events (whether or not an USA Pentathlon MultiSport member), agrees to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for Safe Sport and to submit, without

reservation or condition, to the jurisdiction of the U.S. Center for Safe Sport 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 USA Pentathlon MultiSport rule is inconsistent with the rules of the U.S. Center for Safe Sport, such rule is hereby superseded.

Section 4.3. USA Pentathlon MultiSport Anti-Doping Requirements

All Athletes agree to be familiar with and bound by the Rules and Regulations of USA Pentathlon, including but not limited to the Competitive Rules adopted by USA Pentathlon, the anti-doping rules and procedures adopted by the United States Anti-Doping Agency (USADA) and World Anti-Doping Agency (WADA).

It is the duty of individual members of USA Pentathlon MultiSport to comply with all anti-doping rules of WADA, UIPM, the USOPC including the USOPC National Anti-Doping Policy, and of USADA, including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, UIPM, USOPC and USADA. Athlete members agree to submit to drug testing by the UIPM 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 UIPM, if applicable or referred by USADA. Complete USADA rules and policy may be found at <https://www.usada.org>.

ARTICLE 5

MEMBERS

Section 5.1. Categories of Membership

USA Pentathlon MultiSport shall have individual membership categories as follows:

a. Individual Categories

- i. General member. A General Membership allows individuals to support the purpose, program aims, and objectives of USA Pentathlon MultiSport. This membership entitles individuals the right to compete in all USA Pentathlon MultiSport sanctioned events and the right to vote in USA

Pentathlon MultiSport elections for General Directors to the USA Pentathlon MultiSport board of directors in compliance with USA Pentathlon MultiSport bylaws. All general members are subject to the terms and conditions of the USA Pentathlon MultiSport bylaws including Safesport and Background check policies if required.

- ii. Life member. Individuals interested in a Life Membership please contact the USA Pentathlon MultiSport office. This membership entitles the individual to the same rights and obligations of a General Member.
- iii. Athlete Membership for Adults and Youth. For Individuals who wish to compete in USA Pentathlon MultiSport sanctioned events including, Regional competitions, National Team Qualifiers, and National Championships. Athletes over 18 years of age may obtain an Adult Athlete membership and Athletes under 18 years of age may obtain an Athlete Youth membership. Adult athlete members will have the right to vote in USA Pentathlon elections. Memberships are valid for the calendar year.
- iv. Event Licenses. Individuals who wish to only compete in specific USA Pentathlon MultiSport sanctioned events including, Regional competitions, National Team Qualifiers, and National Championships must either have an Athlete Membership (Adult or Youth) or an Event Day License which is valid specifically for the duration of the competition entered and is included in the event registration fees (Event Licenses have no voting rights).

Section 5.2. Voting Members

Individuals belonging to the following Individual Membership categories shall be entitled to vote in an election for General directors of the Board: General, Life Membership, Adult Athlete, and 2024 Event Licenses. The election of the board of directors by the membership shall be conducted by a majority vote.

An individual may belong to more than one (1) of the membership categories (e.g. General and 10 year or 10 year+ athlete). However, an individual is only eligible to vote in one (1) membership category in any election (e.g. general or athlete). Any individual who is a member of more than one (1) membership category shall designate the membership category in which he or she shall vote. An individual shall be at least eighteen (18) years of age in order to be eligible to vote in an election. Notwithstanding these restrictions on voting, membership in USA Pentathlon MultiSport is open to individuals who are less than eighteen (18) years of age. An individual shall be a member of USA Pentathlon MultiSport sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in an election.

Section 5.3. Membership Requirements and Dues

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

Section 5.4. Suspension and Termination of Membership

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

Section 5.5. Transfer of Membership

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

ARTICLE 6

REGIONAL DIVISIONS AND ASSOCIATION OF STATE ORGANIZATIONS

Section 6.1. Regional Divisions

The Board of Directors may divide the United States into geographic regions as the Board determines in its sole discretion will best serve the interests of the sport of Modern Pentathlon. The regions shall be an extension of USA Pentathlon MultiSport and not separate entities. The purpose of the regions shall be to facilitate the hosting of regional competitions or conduct such other regional activities that promote the mission of USA Pentathlon MultiSport as the Board and the Chief Executive Officer/Managing Director determine in their sole discretion.

ARTICLE 7

BOARD OF DIRECTORS

Section 7.1. General Powers

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

Section 7.2. Function of the Board

The USA Pentathlon MultiSport Board of Directors shall represent the interests of the Modern Pentathlon community for USA Pentathlon MultiSport in the United States and its athletes by providing USA Pentathlon MultiSport with policy, guidance, and strategic direction. The Board shall oversee the long-term objectives and management of USA Pentathlon MultiSport and its affairs, but it does not manage USA Pentathlon MultiSport. The Board may, at its discretion, select a well-qualified and ethical Chief Executive Officer and oversee the Chief Executive Officer in the operation of USA Pentathlon MultiSport. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief

Executive Officer to manage a staff-driven organization with effective Board oversight. The Board may, if it so chooses, appoint a managing director, who will also assume all responsibilities and duties assigned to the Chief Executive Officer if the position is not filled.

In addition, the Board performs the following specific functions, among others:

- a. implement onboarding procedures to orient new Board directors, to educate all directors on the business and governance affairs of USA Pentathlon MultiSport, and to evaluate Board, Chief Executive Officer / Managing Director performance in writing annually.
- b. selects, compensates and may terminate the Chief Executive Officer and also shall plan for management succession;
- c. reviews and approves USA Pentathlon MultiSport's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USA Pentathlon MultiSport;
- e. reviews and approves significant corporate actions;
- f. oversees the financial activities and reporting process, reviews financial reports, communications with stakeholders, and USA Pentathlon MultiSport's legal and regulatory compliance requirements;
- g. oversees effective corporate governance;
- h. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- i. reviews and approves financial statements, annual reports, audit and financial control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- j. monitors to determine whether USA Pentathlon MultiSport's assets are being properly protected;
- k. monitors USA Pentathlon MultiSport's compliance with laws and regulations and the performance of its broader responsibilities; and ensure that athlete safety rules, policies and procedures comply with the requirements of the USOPC and U.S Center for SafeSport. Directors shall maintain compliance with background checks and Safesport certification requirements. Should a Director fail to maintain compliance they shall become inactive until such time as they remedy the outstanding compliance issue.
- l. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

Section 7.3. Diversity of Discussion

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

Section 7.4. Qualifications

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

A director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USA Pentathlon MultiSport (iv) possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USA Pentathlon MultiSport (v) have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent directors, who shall also serve on the Audit Committee, shall have financial expertise. Directors may not hold salaried positions in USA Pentathlon MultiSport. Directors shall inform the Nominating Committee of any changes in their employment responsibilities or other constraints on their time in order for the Nominating Committee to determine whether it is appropriate to nominate the Board director for continuing Board service.

Section 7.5. Number

USA Pentathlon MultiSport Board of Directors shall consist of at least seven (7) but not more than twelve (12) Directors, which shall include at least one (1) Independent Director. Athlete Directors shall be proportionate to at least the minimum standard set forth in the Act and as mandated by the United States Olympic Committee as such requirements are promulgated or revised from time to time.

Section 7.6. Election/Selection

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

- a. Independent Directors. The Nominating Committee shall nominate, using whatever process the Nominating Committee determines to be appropriate, from among individuals considered to be independent, as that term is defined in Section 7.7, individuals to be placed on the ballot for a board election. The administering of elections must ensure that they are handled fairly, consistently, and appropriately (e.g. free of conflicts, voter eligibility is reviewed and validated and election procedures are followed consistently). The Nominating Committee may nominate more individuals than there are slots available for any board election.
- b. Athlete Directors.
 - i. The Ethics and Audit Committee shall establish a process, in consultation with the USA Pentathlon MultiSport AAC representative, to nominate and conduct a direct athlete election for the Athlete Directors. Athlete representatives will equal at least 33.3% of the Board. a) At least 20% will be 10 Year Athlete

Representatives; the remaining will be either 10 Year or 10 Year+ Athlete Representatives. b) At least half of these athlete representatives will have obtained 10 Year or 10 Year+ Athlete Representative eligibility through competing at an event that, at the time of election/selection, is on a Delegation Event program or additional elite Protected Competition or Event as defined by USA Pentathlon MultiSport's AAC Committee and approved by the NGB Athlete Representation Review Working Group. All athlete representatives (10 Year and 10 Year+) will be vetted to ensure they meet all eligibility criteria, including assessing any disqualifying conflicts or periods of ineligibility from the Center or USADA. All athlete representatives (10 Year and 10 Year+) directly elected by the pool of athletes who meet the requirements as 10 Year Rule Athlete Representatives for that NGB.

Included in the Athlete Directors will be USA Pentathlon MultiSport's representatives to the Team USA Athletes' Commission, Representative and Alternate, elected pursuant to Section 11.3 of these Bylaws. Both the Representative and the Alternate will be voting members of the Board of Directors and part of the 20% will be 10 Year Athlete Representatives.

Ex Officio. The athlete representative seats reserved for the Team USA Athletes' Commission Representative and Alternate are ex officio as a result of the individuals' election as the Team USA Athletes' Commission Representative and Alternate.

- ii. Either the Team USA Athletes' Commission or the USA Pentathlon MultiSport Board may remove and replace these athlete representatives through their respective policies and processes. If such removal occurs, the first removing body will promptly inform the other body, which must also remove and replace that athlete representative as soon as possible, but no longer than three months thereafter (subject always to applicable law). Immediate removal may be warranted for violations including but not limited to violations of anti-doping, SafeSport, fraud, or felony rules. The first removing body will also promptly inform the NGB Athlete Representation Review Working Group, who will ensure the removal from both bodies was appropriate and will work with the parties to determine the most expedient way to minimize any gap in athlete representation.
- c. The Nominating Committee shall nominate the remaining directors using a process the Nominating Committee determines is appropriate. The administering of elections must ensure that they are handled fairly, consistently, and appropriately (e.g. free of conflicts, voter eligibility is reviewed and validated, election procedures are followed consistently). The Nominating Committee may nominate more individuals than there are slots available for any board election.
- d. Appointments. The Chairman of the USA Pentathlon MultiSport Foundation shall be appointed and serve as a Director. Any person nominated by USAPM and elected to

the NORCECA and/or UIPM Executive Boards shall be appointed and serve as a Director.

- e. As required in the Act, USA Pentathlon MultiSport must provide for reasonable and direct representation for any recognized affiliated organization that:
 - i. Conducts a national program or regular national amateur athletic competition in modern pentathlon on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competition; and
 - ii. Ensures that the representation reflects the nature, scope, quality, and strength of the programs and competitions of USA Pentathlon MultiSport in relation to all other programs and competitions of modern pentathlon in the United States.
 - iii. If there are no organizations that meet the definition in the Act, the affiliated organization board seat may remain vacant or be otherwise filled by another board member, so long as the board seat remains immediately available if an affiliated organization qualified to elect a member is identified.
- f. Additional Board members may be appointed at any time to enhance diversity pursuant to section 4.1.f of these Bylaws and if it is in the best interest of USA Pentathlon MultiSport as determined by a vote of the Board. The appointed Board member shall serve until the next General Board Member election and shall receive strong consideration for nomination on the slate proposed in the next election by the nominating committee

Section 7.7. Independence

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

- a. A director shall not be considered independent if, within the preceding two (2) years:
 - i. the individual is/was employed by or held any governance position (whether a paid or volunteer position) with the USA Pentathlon MultiSport, the UIPM, the international regional sport entity, or any sport family entity connected to USA Pentathlon MultiSport;
 - ii. an immediate family member of the individual is/was employed by or held any governance position (whether a paid or volunteer position) with USA Pentathlon MultiSport, the UIPM, the international regional sport entity, or any sport family entity connected to USA Pentathlon MultiSport;
 - iii. the individual is/was affiliated with or employed by USA Pentathlon MultiSport's

- outside auditor or outside counsel;
 - iv. an immediate family member of the individual is/was affiliated with or employed by USA Pentathlon MultiSport's outside auditor or outside counsel as a partner, principal, or manager;
 - v. the individual is/was a member of USA Pentathlon MultiSport's Athletes' Advisory Council;
 - vi. the individual is/was a member of any constituent group with representation on the board;
 - vii. the individual receives or received any compensation from USA Pentathlon MultiSport, directly or indirectly;
 - viii. the individual is/was an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Pentathlon MultiSport;
 - ix. the individual is/was the parent or close family member or coach of an athlete that has competed in a Protected Competition; or
 - x. the individual is/was a member of USA Pentathlon MultiSport in a membership category that participates in Protected Competitions.
- b. The member must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term, with exceptions related to their service on the board.
- i. An independent member is excepted from the requirement prohibiting them from holding any governance position with USA Pentathlon MultiSport or UIPM, provided the only governance position they hold is their board position or related to their board position (e.g., a board member does not lose their independence as a result of serving successive terms or serving as a board liaison to the UIPM).
 - ii. An independent member is excepted from the requirement prohibiting them from accepting any payment from USA Pentathlon MultiSport, provided that all payments received are reimbursements for approved expenses reasonably incurred as part of their board duties.

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

Section 7.8. Tenure

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

Section 7.9. Staggered Board

Directors of the Board may choose to elect some members to staggered four (4) year terms in order to preserve institutional knowledge.

Section 7.10. Term Limits

No director of the Board of Directors shall serve more than three (3) consecutive terms. When a director is elected/selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, and the remaining term or more, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, and the maximum term is four (4) years, the director may serve two additional four (4) year term following completion of the filled vacancy term. If the vacancy being filled is for less than one half (1/2) the maximum term, the term shall not be a full term and the director shall be able to serve three (3) additional full terms following completion of the filled vacancy term. Notwithstanding this section, existing board members as of November 30, 2024 may serve one (1) additional term, or until a successor is elected.

Section 7.11. Director Attendance

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

Section 7.12 Director Access to Management and Outside Advisors

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

Section 7.13. Resignation, Removal and Vacancies

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

director).

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

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

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

Section 7.14. Regular and Special Meetings

USA Pentathlon MultiSport's Board shall meet at regularly scheduled meetings at least four (4) times per year, including at least one (1) face-to-face meeting, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year.

Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the Board.

Section 7.15. Notice of Meetings

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

Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If

delivered by a private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the director (or to such other individual provided by the director for such purpose). Oral notice shall be delivered no fewer than five (5) days before the date of the meeting. Oral notice is effective when communicated. A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.16. Quorum

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

Section 7.17 Consent

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

Section 7.18. Voting by Proxy

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

Section 7.19. Presumption of Assent

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

Section 7.20. Action Without a Meeting

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

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

The Board of Directors shall have the power to transact its business by mail, electronic-mail,

telephone, facsimile, or video conference if in the judgment of the Chair of the Board the urgency of the case requires such action.

Section 7.22. Agenda

The Chair, in consultation with the Chief Executive Officer and the Chairs of the Board's committees, shall determine the agenda for Board meetings. Board directors shall be permitted to request items for inclusion on the agenda for Board meetings. If any three (3) Board members request an item for inclusion on the agenda, it shall be placed on the agenda. If 20% of the membership requests an item for inclusion on the agenda, it shall be placed on the agenda.

Section 7.23. Questions of Order and Board Meeting Leadership

Questions of order shall be decided by the Chair of the Board unless otherwise provided in advance by the Board of Directors. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Vice Chair shall preside. If the Chair or Vice Chair is absent the Board may choose another member of the Board to serve as presiding officer for that meeting.

Section 7.24. Effectiveness of Action

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

Section 7.25. Open and Executive Meeting Sessions

Ordinarily, all meetings of the Board of Directors shall be open to members, and where appropriate, nonmembers. However, in the event the Chair of the Board, with the consent of a majority of the directors of the Board in attendance, deems it appropriate: (i) to exclude nonmembers at an open meeting for any reason, then the Chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the Chair may specifically designate and call an executive session. Discussions held in executive session are confidential within the Board of Directors.

Section 7.26. Minutes of Meetings

The minutes of meetings for the previous three (3) years of the Board of Directors shall be published on USA Pentathlon MultiSport's website. Every reasonable effort will be made to publish the minutes within thirty (30) days after completion of the meeting.

Section 7.27. Compensation

Directors of the Board of Directors shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USA Pentathlon MultiSport's policies. USA Pentathlon MultiSport will

reimburse reasonable expenses for Athletes' travel costs to attend Board Meetings. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA Pentathlon MultiSport in any other capacity (except active athletes or coaches may receive standard payments for performing services as a coach and athletes may receive athlete support payments).

ARTICLE 8

OFFICERS

Section 8.1. Designation

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

Section 8.2. Election/Selection

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

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

Section 8.3. Tenure

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

years. The newly elected Treasurer shall take office immediately. The Treasurer shall hold office until the Treasurer's successor is elected and qualified, or until the Treasurer's earlier resignation, removal, incapacity, disability, or death.

Section 8.4. Authority and Duties of Officers

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

- a. Chair of the Board. The Chair shall: (i) set all meeting and meeting agendas, and (ii) in the event of the resignation, removal, incapacity, or death of the Chair, the Vice Chair shall replace the Chair.
- b. Secretary. The Secretary shall: (i) keep the minutes of the proceedings of the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; (iv) perform all duties incident to the office of Secretary; and (v) perform such other duties as from time to time may be assigned to the Secretary by the Board.
- c. Treasurer. The Treasurer shall: (i) provide financial reporting to the board, (ii) be a member of the audit committee, (iii) be a Director, (iv) perform such other duties as from time to time may be assigned to the Treasurer by the Board, and (v) assist the Chief Executive Officer to select and supervise USA Pentathlon MultiSport financial staff.
- d.

Section 8.5. Restrictions

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

Section 8.6. Term Limits

Regarding term limits, officers shall be treated the same as regular board members.

Section 8.7. Resignation, Removal and Vacancies

An officer's position with USA Pentathlon MultiSport may be declared vacant upon the officer's resignation, removal, incapacity, disability, or death. The Chair of the Board may resign at any time by giving written notice to the Chief Executive Officer.

The Vice Chair, Secretary or Treasurer may resign at any time by giving written notice to the Chairman of the Board. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

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

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

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

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

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

Section 8.8. Compensation

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

ARTICLE 9

COMMITTEES

Section 9.1. Designation

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

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

Section 9.2. Assignments

Committee assignments, including the designation of standing committee Chairs, shall be made and/or confirmed by the Board. Assignments shall be made based on a combination of factors including each individual member’s expertise, the interest in achieving a diversity of the membership of committees, and the needs of USA Pentathlon MultiSport, and these Bylaws. Committee agendas shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of other directors. Committee members shall be expected to attend all regularly scheduled committee meetings. Participation by voice/video conference shall be permitted.

The Audit Committee shall periodically meet separately in executive session individually with management, USA Pentathlon MultiSport’s financial/bookkeeping staff, and the USA Pentathlon MultiSport’s outside auditor. In addition, the Audit Committee, or a designated representative of the Committee, shall meet with the outside auditor prior to the release of USA Pentathlon MultiSport’s annual financial reports, to review such materials.

Section 9.3. Number

All committees and advisory task forces shall have at least thirty-three and one third percent (33.3%) athlete membership and voting representation defined consistently with the USOPC’s requirements in this area. Membership on standing committees shall not exceed five (5) individuals and may be less than five (5) individuals. USA Pentathlon MultiSport committees shall be of the minimum number and size possible to permit both conduct of the sport and appropriate board governance. Membership on other committees and task forces shall also not exceed five (5) voting individuals, though for expertise additional non-voting members may be included with athletes always maintaining a minimum of 33.3% representation.

Section 9.4. Athlete Representation

- a. Athlete representatives will equal at least 33.3% of all USA Pentathlon

MultiSport Designated Committees:

- i. At least half of those athlete representatives will be 10 Year Athlete Representatives; the remaining will be either 10 Year or 10 Year+ Athlete Representatives
 - ii. In the case of any committee overseeing selection of athletes, coaches, and/or staff for a Para sport Protected Competition, at least half of the athlete representatives (10 Year and 10 Year+) will have obtained 10 Year or 10 Year+ Athlete Representative eligibility through competing in a Para sport event.
 - iii. 10 Year Athlete Representative means an athlete who, at the time of election/selection as a representative, has represented U.S. in the 10 years prior in: a) a Delegation event at the Olympics, Pan American Games, World Championships; or b) at an additional elite Protected Competition or Event (as defined by the NGB AAC and approved by the NGB Athlete Representation Review Working Group as set out below). Eligibility to serve as a 10 Year Athlete Representative may not be obtained through events that categorize entrants in age-restricted classifications commonly known as “Juniors,” “Masters,” “Seniors,” “Veterans” or other similarly designated age-restricted competitions. Additionally, once an athlete is elected/selected, eligibility to serve as a 10 Year Athlete Representative runs throughout the term of the position to which the athlete was elected/selected.
 - iv. 10 Year+ Athlete Representative means an athlete who has, at any point but not within the 10 years prior to election/selection, met the definition of 10 Year Athlete Representative.
- b. All athlete representatives (10 Year and 10 Year+) will be selected by the USA Pentathlon MultiSport AAC Committee. The USA Pentathlon MultiSport AAC Committee will be comprised of all of the athlete representatives elected to the USA Pentathlon MultiSport Board including the USA Pentathlon MultiSport AAC representative and alternate.
 - c. The USA Pentathlon MultiSport AAC Committee and Audit and Ethics Committee will develop a process to jointly identify and vet candidates to serve as the 10 Year+ Athlete Representatives.
 - d. Actively Engaged Athlete Representatives will equal at least 33.3% of all Other NGB Committees:
 - i. All athlete representatives will be selected by the NGB AAC.
 - ii. “Actively Engaged Athlete Representative” means an athlete who qualifies as a 10 Year or 10 Year+ Athlete Representative, or who has been actively engaged in 24 months prior to election/selection in an NGB sanctioned competition (as defined by the USA Pentathlon AAC Committee and approved by the NGB Athlete Representation Review Working Group as set out below), which may include events that

- categorize entrants in age-restricted classifications.
- iii. The USA Pentathlon MultiSport AAC Committee and Audit and Ethics Committee will develop a process to jointly identify and vet candidates to serve as Actively Engaged Athlete Representatives.

Section 9.5. Tenure

The board shall appoint all standing and other committee members for a term not to exceed four (4) years. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability, or death. The term for all task force members shall be until their assignment is concluded.

Section 9.6. Term Limits

No committee member shall serve for more than three (3) consecutive terms.

Section 9.7. Committee Member Attendance

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

Section 9.8. Resignation, Removal and Vacancies

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

Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a director), or upon the determination of the Chief Executive Officer. Committee members may also be removed not for cause upon the

affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Any vacancy occurring in a committee or task force shall be filled as set forth for the appointment of that committee or task force member. A committee or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office.

Section 9.9. Procedures

Each committee and task force shall establish procedures for conducting its business and affairs.

Section 9.10. Open and Executive Meeting Sessions

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

Section 9.11. Minutes of Meetings

Each committee and task force shall generally be responsible for maintaining minutes of its meetings or reporting their activities to the Board or staff as necessary.

Section 9.12. Compensation

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

Section 9.13. Audit & Ethics Committee

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

- a. The Board of Directors shall appoint the members of the Audit & Ethics Committee and its chair, a director of the Board with appropriate experience shall be on the Audit & Ethics Committee.
- b. The Audit & Ethics Committee shall:
 - i. Approve the independent auditors of USA Pentathlon MultiSport upon recommendation by staff;
 - ii. Review the report of the independent auditors and recommend action as needed;

- iii. Oversee implementation of, and compliance with the Code of Ethics;
- iv. Report to the Board on all ethical issues;
- v. Develop, and review on an annual basis, a Code of Ethics for the Board, officers, committee and task force members, volunteers, staff and member organizations for adoption by the Board;
- vi. Generally administer and oversee compliance with the Code of Ethics;
- vii. Review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
- viii. Review and provide guidance on ethical questions presented by the Board, officers, committee and task force members, volunteers, staff and USA Pentathlon MultiSport members;
- ix. Perform such other duties as assigned by the Board.

Section 9.14. Judicial Committee

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

- a. The Board of Directors shall appoint the members of the Judicial Committee and its chair. Members of the Judicial Committee shall satisfy the standards of independence for “independent directors” as set forth in these Bylaws. No director of the Board other than an athlete representative shall be appointed to the Judicial Committee.
- b. The Judicial Committee shall:
 - i. Generally administer and oversee all administrative grievances and right to compete matters filed with USA Pentathlon MultiSport;
 - ii. Identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
 - iii. Hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters;
 - iv. Perform such other duties as assigned by the Board.

Section 9.15 Pentathlon Performance Committee

The Pentathlon Performance Committee (PPC) shall have the responsibilities as follows:

- a. The PPC shall be responsible for addressing high performance issues such as selection documents, codes of conduct and matters relating to high performance, athlete eligibility and team selection.
- b. The PPC shall also review the Athlete Agreements and matters relating to the athlete Code of Conduct.
- c. PPC Committee members shall be the USAPM elite coaching staff, USAPM CEO and deputy CEO and all USAPM athlete board members. Members cannot be active athletes.

Section 9.16. Nominating Committee

The Nominating Committee shall have the responsibilities as follows:

- a. The Nominating Committee shall be selected by a process determined by the Board of

Directors.

- b. The members of the Nominating Committee shall serve for terms of four (4) years. An individual shall not serve on the Nominating Committee for more than three (3) consecutive terms.
- c. The Committee shall be comprised of only one (1) independent member of the Board of Directors. Members of the Nominating Committee, other than the independent director, shall be precluded from serving as a Board director or in any other USA Pentathlon MultiSport capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating Committee ends.
- d. The Nominating Committee shall:
 - i. identify and evaluate prospective candidates for the Board;
 - ii. nominate individuals to serve on the Board as provided in these Bylaws;
 - iii. recommend, as requested by the Board, individuals to serve on various committees and task forces;
 - iv. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues; 5. perform such other duties as assigned by the Board.
- e. In considering a candidate for nomination to the Board, the Nominating Committee takes into consideration:
 - i. the candidate's contribution to the effective functioning of the USA Pentathlon MultiSport;
 - ii. any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment;
 - iii. whether the candidate continues to bring relevant experience to the Board;
 - iv. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
 - v. the candidate's reputation for personal integrity and commitment to ethical conduct;
 - vi. the NGB's need for a diverse Board; and
 - vii. whether the candidate has developed any relationships with another organization or a business interest related to the sport, or other circumstances have arisen, that might make it inappropriate for the director to serve or to continue serving on the Board.

ARTICLE 10

ANNUAL USA PENTATHLON MULTISPORT ASSEMBLY

Section 10.1. Purpose

There shall be an annual USA Pentathlon MultiSport Assembly at which all individual and organization members and other USA Pentathlon MultiSport constituencies in the United States Modern Pentathlon family shall gather and provide input to the Board on important issues

confronting the organization. At the USA Pentathlon MultiSport's Assembly, the Board of Directors shall provide a report on the "State of USA Pentathlon MultiSport." The Chief Executive Officer/ MD shall provide a managerial report addressing issues of concern and importance to USA Pentathlon MultiSport. Individual and organization members and other constituencies may be permitted to pose questions to the Board and Chief Executive Office /MDr for response. The annual USA Pentathlon MultiSport Assembly shall be purely advisory and informational and shall have no rulemaking, budgetary, legislative, or other authority.

Section 10.2. Place

The annual USA Pentathlon MultiSport Assembly may be held in conjunction with a Board of Director's meeting or competition. If practicable, the annual USA Pentathlon MultiSport Assembly meeting should be held in conjunction with a major USA Pentathlon MultiSport competition.

Section 10.3. Notice

Reasonable notice of the annual USA Pentathlon MultiSport Assembly stating the place, date and time of the meeting shall be posted on the website of USA Pentathlon MultiSport.

ARTICLE 11

USOPC ATHLETES' ADVISORY COUNCIL

Section 11.1. Designation

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

Section 11.2. Qualifications

Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships, or additional elite Protected Competitions or Events as defined by USA Pentathlon MultiSport's AAC Committee and approved by the NGB Athlete Representation Review Working Group in the sport of Modern Pentathlon within the ten (10) year period prior to December 31 of the year in which the election is held shall be eligible to run for the election to the Team USA Athletes' Commission. Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.

Section 11.3. Election/Selection

Those individuals who have represented the United States as athletes in Delegation Events in the Olympic Games, the Pan American Games, World Championships, or additional elite Protected Competitions or Events as defined by USA Pentathlon MultiSport's AAC Committee and approved by the NGB Athlete Representation Review Working Group in the sport of Modern

Pentathlon within the ten (10) year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election. Additionally, in order to be eligible to vote in the election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games. The individual with the highest vote total is elected as athlete representative to the Team USA Athletes' Commission. The individual with the second highest vote total is elected as the alternate representative to the Team USA Athletes' Commission.

Prior to election, the nominees must be vetted for eligibility requirements, including assessing any disqualifying conflicts or periods of ineligibility from the Center or USADA.

Section 11.4. Tenure

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

Section 11.5. Term Limits

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

Section 11.6 Ex Officio.

The athlete representative seats reserved for the Team USA Athletes' Commission Representative and Alternate are ex officio as a result of the individuals' election as the Team USA Athletes' Commission Representative and Alternate.

ARTICLE 12

USOPC NATIONAL GOVERNING BODIES' COUNCIL

Section 12.1. Designation

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

Section 12.2. Election/Selection

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

ARTICLE 13

CHIEF EXECUTIVE OFFICER

Section 13.1. Designation

USA Pentathlon MultiSport may have a Chief Executive Officer/Managing Director (MD), who shall be the leader of management and vested with the authority to make decisions on behalf of management.

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

Section 13.2. Tenure

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

Section 13.3. Secretary General

The Chief Executive Officer /MD shall serve as Secretary General of USA Pentathlon MultiSport and in that capacity shall represent the USA Pentathlon MultiSport in relations with the international sports federation for Modern Pentathlon recognized by the International Olympic Committee and at international Modern Pentathlon functions and events. The Chair of the Board of Directors will be USA Pentathlon MultiSport's alternate representative.

Section 13.4. Responsibilities

The CEO/MD shall:

- a. develop a strategy for achieving USA Pentathlon MultiSport's mission, goals and objectives and present the strategy to the Board of Directors for approval;
- b. prepare and submit annual budgets to the Board for approval;
- c. determine the staff needed to effectively carry out USA Pentathlon MultiSport's mission, goals and objectives, within USA Pentathlon MultiSport's budget;

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

ARTICLE 14

COMPLAINT AND GRIEVANCE PROCEDURES

Section 14.1. Designation of Complaints/Grievances

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

- a. **Administrative Grievance.** USA Pentathlon MultiSport or any member of USA Pentathlon MultiSport may file a complaint pertaining to any matter within the cognizance of USA Pentathlon MultiSport, including but not limited to any alleged violation of or grievance concerning: (i) any USA Pentathlon MultiSport rule or regulation, (ii) any provision of USA Pentathlon MultiSport's Bylaws, or (iii) any alleged non-compliance of USOPC Bylaws or provision of the Act relating to USA Pentathlon MultiSport's recognition as a National Governing Body;
- b. **Right to Compete.** Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individual's opportunity to compete in a USA Pentathlon MultiSport sanctioned competition.
- c. Violations of the Minor Athlete Abuse Prevention Policies ("MAAPP") are also violations in which the U.S. Center for SafeSport would have discretionary jurisdiction over.
- d. Violations of the USA Pentathlon Multisport Code of Conduct.

Section 14.2. Process to Report Grievances / Complaints

The complainant shall file the complaint with the Chair of the Judicial Committee and CEO/Managing Director of USA Pentathlon MultiSport. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged grievance, denial, threat to deny, or grounds of violation or non-compliance and (ii) the remedy/relief requested. The complainant shall sign the complaint with their full name and identifying membership information.

Section 14.3. Filing Fee

A complaint filed by an individual shall be accompanied with a \$250.00 filing fee. A complaint filed by an organization shall be accompanied with a \$500.00 filing fee, except that USA Pentathlon MultiSport is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is

made, the Judicial Committee shall determine whether or not to reduce or waive the filing fee.

Section 14.4. Statute of Limitations

A complaint filed under these Bylaws, where USA Pentathlon MultiSport has sole jurisdiction, shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny.

Section 14.5. Field of Play Decisions

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

Section 14.6 Administration and Anti-Retaliation

- a. The Judicial Committee shall generally administer and oversee all administrative grievances and right to compete matters filed with USA Pentathlon MultiSport. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USA Pentathlon MultiSport.
- b. USA Pentathlon MultiSport does not condone retaliation of any type or kind, or in any manner. USA Pentathlon MultiSport specifically prohibits retaliation against any complainant and other protected parties.

Section 14.7 Hearing Panel

Upon the filing of a complaint, the chair of the Judicial Committee, after consultation with the other Committee members, shall appoint and disclose a hearing panel consisting of three (3) individuals to hear the complaint. The Judicial Committee shall also appoint a chair of the hearing panel. Judicial Committee members may be appointed to and serve on the hearing panel. Other disinterested, unbiased, and impartial individuals identified by the Judicial Committee may also be appointed to and serve on the hearing panel. There shall not be less than 33 1/3% athlete representation (10 Year athlete) and at least one (1) member of the hearing panel shall be an athlete. Members of the panel need not be members of USA Pentathlon MultiSport or involved in the sport of modern pentathlon.

Any conflicts raised concerning an individual on the hearing panel shall be resolved through USA Pentathlon MultiSport's Conflict of Interest Policy by the Judicial Committee (see USAPM Policy at www.usapentathlon.org).

Section 14.8. Conduct of the Proceeding

The Hearing Panel shall rule on all motions and other matters raised in the proceeding and prehearing process. Any basis for a Motion of Dismissal of a Grievance/Complaint shall be heard by the hearing panel. If the complaint is not dismissed, the hearing panel shall hold a hearing on the complaint. The hearing panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath.

The complainant shall provide notice of the proposed action, charges, or alleged violation in writing with the supporting documentation filed and the consequences or remedy requested if found to be violated to any affected third party. Delivery of the notice to the third party shall be within a reasonable time after receipt by USA Pentathlon MultiSport, not to exceed fourteen (14) business days, without just cause for delay. The third party (Respondent) shall have an opportunity to submit an answer stating reasons why the matter should not be taken on by USA Pentathlon MultiSport or requesting a reasonable time to prepare an answer/defense. The respondent shall deliver the answer to the complainant and hearing panel with the identity of any witnesses that will appear at the hearing.

The real time hearing may be conducted by teleconference, if necessary or at a time and place convenient to the parties. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, documents, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time. The hearing shall be held within a reasonable time, not to exceed ninety (90) days after the last filing with USA Pentathlon MultiSport, without just cause for delay.

Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript.

Section 14.9. Expedited Procedures

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

Section 14.10. Complaints Involving Selection to Participate in a Competition

Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their

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

Section 14.11. Decision

A decision shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties.

Section 14.12. Arbitration

Any party may appeal a decision of the hearing panel to the American Arbitration Association. The arbitrator appointed by the American Arbitration Association shall have the authority to hear the matter anew or if requested by a party to render a decision on a more limited review. Either party may submit the decision of the hearing panel to the arbitrator for the arbitrator's consideration. The arbitrator may give whatever weight or authority to the hearing panel's decision as the arbitrator deems appropriate.

Section 14.13. Ombudsman.

USA Pentathlon MultiSport must provide access to the USOPC Athlete Ombudsman Office to its athletes through its website. Contact the USOPC Chief Ethics and Compliance Officer for further information regarding your rights. The USOPC Ombuds Office contact information is:

USOPC Athlete Ombudsman, (719) 866-5000 or by email at ombudsman@usathlete.org.

ARTICLE 15

SANCTIONING EVENTS

Section 15.1. Prompt Review of Request

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

Section 15.2. Standard for Review

If USA Pentathlon MultiSport, as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of United States Modern Pentathlon, and

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

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

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

- a. submits, in the form required by USA Pentathlon MultiSport, an application to hold such competition;
- b. pays to USA Pentathlon MultiSport the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits to USA Pentathlon MultiSport an audited or notarized financial report of similar events, if any, conducted by the organization or person; and
- d. demonstrates that:
 - i. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 - ii. appropriate provision has been made for validation of records which may be established during the competition;
 - iii. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 - iv. the competition will be conducted by qualified officials;
 - v. proper medical supervision will be provided for athletes who will participate in the competition;
 - vi. proper athlete safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition from a physical (lightning etc.) and SafeSport related threat;
 - vii. proper venues have been secured; and
 - viii. the amateur sports organization or person requesting sanction from USA Pentathlon MultiSport will implement and abide by the policies and procedures to prevent the abuse, including emotional, physical, and child abuse, of amateur athletes participating in amateur athletic activities applicable to USA Pentathlon MultiSport (USA Pentathlon MultiSport must require that the amateur sport organization or person requesting the sanction comply with the Center's requirements).

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

An amateur sports organization or person requesting a sanction to sponsor United States Modern Pentathlon athletes to compete in an international athletic competition held outside

the United States shall comply with the following requirements:

- a. submits, an invitation to USA Pentathlon MultiSport, inviting American pentathletes to such a competition;
- b. pays to USA Pentathlon MultiSport or receives payment from USA Pentathlon MultiSport any required fee, provided that such fee shall be reasonable and nondiscriminatory and;
- c. submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that:
 - i. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 - ii. appropriate provision has been made for validation of records which may be established during the competition;
 - iii. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 - iv. the competition will be conducted by qualified officials;
 - v. proper medical supervision will be provided for athletes who will participate in the competition;
 - vi. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and
 - vii. proper venues have been secured.

ARTICLE 16

RECORDS OF THE CORPORATION

Section 16.1. Minutes

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

Section 16.2. Accounting Records

The USA Pentathlon MultiSport shall maintain appropriate accounting records.

Section 16.3. Membership List

USA Pentathlon MultiSport shall maintain a record of the members.

Section 16.4. Records In Written Form

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

Section 16.5. Website

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

Section 16.6. Records Maintained at Principal Office

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

- a. the articles of incorporation;
- b. these Bylaws shall govern the conduct of USA Pentathlon MultiSport, USA Pentathlon MultiSport's Board and Committees and the USA Pentathlon MultiSport's members;
- c. rules and regulations that govern the technical conduct of Modern Pentathlon's events in the United States as USA Pentathlon MultiSport Board and Chief Executive Officer determine is appropriate in their sole discretion of Modern Pentathlon;
- d. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
- e. a list of the names and business or home addresses of the current directors and officers;
- f. a copy of the most recent corporate report delivered to the Colorado Secretary of State;
- g. audited annual financial statements prepared for periods ending during the last three (3) years;
- h. USA Pentathlon MultiSport's exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- i. all other documents or records required to be maintained by USA Pentathlon MultiSport at its principal office under applicable law or regulation.

Section 16.7. Inspection of Records by Members

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

- a. Records Maintained at Principal Office. A member shall be entitled to inspect and copy, during regular business hours at USA Pentathlon MultiSport's principal office, any of the records of the USA Pentathlon MultiSport described in Section 16.6., provided that the member gives USA Pentathlon MultiSport written request. Such request shall be completed within a reasonable amount of time.
- b. Financial Statements. Audited financial statements for the previous three (3) years shall be available on the USA Pentathlon MultiSport website.
- c. Membership List.
 - i. Preparation of Membership Voting List. After determining the members entitled to vote in an election USA Pentathlon MultiSport shall prepare a list of the names of all members who are entitled to vote.
 - ii. Right of Inspection. A member shall be entitled to inspect and copy, during

regular business hours at USA Pentathlon MultiSport's principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least three (3) months immediately preceding the request to inspect or copy, (ii) the request is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (iii) the member gives USA Pentathlon MultiSport a reasonable amount of time, (iv) the member describes with reasonable particularity the purpose for the inspection, and (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by USA Pentathlon MultiSport limiting the use of such list in accordance with Section 16.7.c.3.

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

d. Scope of Members' Inspection Rights.

- i. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
- ii. Right to Copy. The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.
- iii. Reasonable Charge for Copies. USA Pentathlon MultiSport may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.
- iv. Litigation. Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with USA Pentathlon MultiSport, or the power of a court to compel the production of corporate records for examination.

ARTICLE 17

CODE OF ETHICS AND CONFLICT OF INTEREST

Section 17.1. Code of Ethics and Conflict of Interest

The USAPM Code of Ethics and Conflict of Interest Policies are included in the USA Pentathlon Statement of Principles and Ethics and the Conflict-of-Interest Policy. These policies are located on the USA Pentathlon MultiSport website at www.usapentathlon.org. Adherence to these policies is mandatory for all members of USAPM and includes the process to disclose

real or potential conflicts of interest during board meetings.

ARTICLE 18

FIDUCIARY MATTERS

Section 18.1. Indemnification

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

Section 18.2. Discharge of Duties

Each director of the Board and officer shall discharge his or her duties: (i) in good faith, (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances and (iii) in a manner the director or officer reasonably believes to be in the best interests of USA Pentathlon MultiSport.

Section 18.3. Conflicts of Interest

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

Section 18.4. Prohibited Loans

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

ARTICLE 19

FINANCIAL MATTERS

Section 19.1. Fiscal Year

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

Section 19.2. Budget

USA Pentathlon MultiSport shall have an annual budget.

Section 19.3. Audit

Each year USA Pentathlon MultiSport shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit and Ethics Committee. The auditor's report shall be provided to the Board of Directors upon completion.

Section 19.4. Individual Liability

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

Section 19.5. Irrevocable Dedication and Dissolution

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

ARTICLE 20**MISCELLANEOUS PROVISIONS****Section 20.1. Severability and Headings**

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

Section 20.2. Saving Clause

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

meeting.

ARTICLE 21

AMENDMENTS OF BYLAWS

Section 21.1. Amendments

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

ARTICLE 22

EFFECTIVE DATE AND TRANSITION

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

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