

UNITED STATES LUGE ASSOCIATION, INC.
BY-LAWS
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**ATTACHMENT A: "ATHLETES RIGHTS" SECTION OF USOPC
BYLAWS**

**ATTACHMENT B: FLOWCHART TO ILLUSTRATE INITIAL/ON-
GOING TERMS OF DIRECTORS AND OFFICERS**

BY-LAWS

For

USA LUGE ASSOCIATION, INC.

ARTICLE I

NON-PROFIT STATUS AND CORPORATE SEAL

- A. **NAME.** The name of this association shall be the United States Luge Association Incorporated (the "Association", "USA Luge" or the "USLA").
- B. **NON-PROFIT STATUS.** The USLA shall be incorporated under the laws of the State of New York as a not-for-profit corporation and it shall be so organized so as to qualify as a non-profit, charitable, tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.
- C. **EMBLEM AND SEAL.** The USLA's official emblem and seal shall be in such form as may be approved by the USLA Board of Directors (hereinafter the "Board" or "Board of Directors").

ARTICLE II

OFFICES AND AGENT

- A. **PRINCIPAL OFFICE.** The principal office of the USLA shall be located at 57 Church Street, Lake Placid, New York, 12946, or at such other location as may be approved by the Board of Directors.
- B. **REGISTERED OFFICE.** The principal office of the USLA shall also be its registered office. The registered agent of the USLA at such registered office shall be the Chief Executive Officer ("CEO") of the USLA.
- C. **OTHER OFFICES.** The USLA may maintain other offices at such locations, either within or outside New York State, as may be approved by the Board of Directors.

ARTICLE III

MISSION AND PURPOSES

- A. **MISSION.** The mission of the USLA shall be to promote and grow the sport of luge in the United States, and to assist and enable, to the extent possible, United States athletes to achieve sustained competitive excellence in the sport of luge in Olympic, World Championship, and other international competitions consistent with the highest standards of sportsmanship and fair play.

B. **PURPOSES.** The purposes of the Association are to serve as the National Governing Body (the "NGB") for the sport of luge in the United States as recognized by the United States Olympic & Paralympic Committee (the "USOPC") and as the affiliate organization in the United States of the International Luge Federation (the "FIL"). In so doing, the Association shall work to advance luge competition in the United States and internationally consistent with the mission of the USLA. In connection with such purposes, the USLA shall strive to fulfill, to the fullest extent possible, the requirements for NGBs as set forth in Sections 220522, 220524 and 220525 of the Ted Stevens Olympic and Amateur Sports Act, Title 36 U.S.C. Section 220521, *et seq.*, (the "Sports Act"), including but not limited to the following:

- (1) serve as the coordinating body for athletic activity in the sport of luge in the United States;
- (2) develop interest and participation in luge events and competitions throughout the United States and be responsible to the persons and sports organizations that the USLA represents;
- (3) promote and encourage physical fitness and public participation in luge in the United States, and the education of the public with respect thereto;
- (4) assist organizations and individuals concerned with the development of luge;
- (5) establish national goals related to luge and encourage the attainment of those goals including measuring and providing accountability;
- (6) establish a written procedure to fairly select athletes, coaches, and team leaders for the Olympic Games which, after having been approved by the USOPC, shall be disseminated to members of USLA in accordance with the timetable and procedures promulgated by the USOPC;
- (7) select site(s) and date(s) for individuals to attempt to qualify for any Olympic Games teams;
- (8) recommend individuals and teams to the USOPC to represent the United States in each Olympic Games;
- (9) nominate coaches, team leaders and other team officials to the USOPC for appointment to each Olympic Team;
- (10) designate individuals and teams to represent the United States in international luge competitions (other than the Olympic Games) and certify, in accordance with applicable international rules, the eligibility of those individuals and teams;
- (11) develop and implement a plan for training Olympic Team members in the sport of luge;
- (12) formulate and adopt budgets for development, team preparation, and team selection expenses;

- (13) recommend, if appropriate, a program for the use of USOPC Training Centers by luge athletes;
- (14) recommend athletes for participation in the USOPC Athlete Benefit Programs when available;
- (15) participate in the activities of the FIL and carry out those responsibilities required by the FIL;
- (16) minimize, through coordination with other sports organizations, conflicts in the scheduling of luge practices and competitions;
- (17) keep member athletes informed of policy matters involving luge and reasonably reflect the views of such athletes in its policy decisions;
- (18) authorize or approve all programs required to be submitted to the USOPC prior to submission to the USOPC for review and approval;
- (19) disseminate and distribute, or otherwise make readily available to luge athletes, coaches, trainers, managers, administrators, and officials, in a timely manner, the applicable rules and any changes to such rules of the USLA, the USOPC, the FIL, and the International Olympic Committee (the "IOC");
- (20) promptly review every request submitted to it by an organization or person for approval: (1) to hold an international luge competition in the United States; or (2) to sponsor United States luge athletes to compete in an international luge competition held outside the United States, and determine whether to grant such approval in accordance with the sanctioning provisions of Sports Act and the USOPC Bylaws;
- (21) allow qualified luge athletes to compete in any international luge competition conducted under its auspices or that of any other luge sports organization or person, unless the USLA establishes that its denial was based on evidence that the organization or person conducting the competition does not meet the sanctioning requirements set forth in the Sports Act and the USOPC Bylaws;
- (22) provide equitable support and encouragement for participation in the sport of luge by minorities, including women;
- (23) encourage and support programs and competitions in the sport of luge for athletes with disabilities, including, where feasible, the expansion of opportunities for meaningful participation by such athletes in programs of athletic competition for able-bodied athletes;
- (24) provide and coordinate technical information to coaches and/or athletes on physical training, equipment design, coaching, and performance analysis;
- (25) encourage and support research, development, and dissemination of information to coaches

- and/or athletes in the areas of sports medicine and sports safety;
- (26) foster the development of athletic facilities for use by luge athletes training for luge competitions and assist in making such facilities available to such athletes;
 - (27) protect the right of opportunity of any athlete, coach, trainer, manager, administrator, or other official to participate in amateur athletic competition in luge events;
 - (28) provide for the prompt and equitable resolution of grievances of its members;
 - (29) establish a development program to recruit and train athletes to achieve podium success; and,
 - (30) provide for reasonable direct representation on the Board of Directors for any amateur sports organization which, in the sport of luge, conducts a national program or regular national amateur athletic competition on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competition; and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions in relation to all other programs and competitions in the sport of luge in the United States.

ARTICLE IV POWERS

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

- (1) to encourage, solicit, seek, and accept contributions of services and of money and property-- real and personal, tangible and intangible, restricted, designated, or unrestricted-- and to maintain, use, and apply the whole or any part thereof (income and principal) to or for the benefit of the mission and purposes of the USLA;
- (2) to enter into contracts with other persons and corporations under which the USLA would carry out any and all of the above activities; and,
- (3) to carry on any activity and to deal with and expend any such property or income therefrom for any of the foregoing purposes without limitation; except such limitations, if any, imposed upon the use of such property, or any portion thereof, by the donor, the USLA Certificate of Incorporation, or any other limitation prescribed by law;

provided, however, that the USLA shall not engage in any activity not permitted by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 and provided

further that no part of the net earnings of the USLA shall go or inure to the benefit of any member, director, officer, or private individual.

ARTICLE V
OBLIGATIONS FOR CONTINUED RECOGNITION OF THE USLA BY THE USOPC
AS THE NGB FOR LUGE IN THE UNITED STATES

- A. As the amateur sports organization recognized by the USOPC as the NGB for luge in the United States, and in order to continue to be recognized as the NGB for luge in the United States, the USLA is obligated to, and shall, meet all the eligibility requirements of an NGB as set forth in the Sport Act, including Section 220522(a) of the Sports Act.
- B. In connection with the requirements of Section 220522(a)(4)(A) of the Sports Act and Section 8 of the USOPC By-laws, USLA agrees to submit to binding arbitration before the American Arbitration Association (the “AAA”) conducted in accordance with the Commercial Rules of the AAA then in effect, in any controversy involving its continued recognition as the NGB for luge in the United States, upon demand of the USOPC, as provided for in Section 220529 of the Sports Act.

ARTICLE VI
AUTHORITY, DUTIES AND RESPONSIBILITIES OF USLA GRANTED AND IMPOSED BY
STATUTE AND/OR BY THE USOPC IN ITS BY-LAWS APPLICABLE TO NGBs

- A. USLA, as the USOPC-recognized NGB for the sport of luge in the United States, and as provided for by the Sports Act and USOPC By-laws, has the authority to, and shall, perform the duties required of it as an NGB as specified in Sections 220522 through 220525 of the Sports Act and Section 8.7 of the USOPC By-laws.
- B. USLA shall also perform such other duties and responsibilities, and fulfill such obligations, as are or may be required of it as the USOPC-recognized NGB for the sport of luge in the United States by the Sports Act, the USOPC By-laws, and policy directives and/or procedures prescribed by the Board of Directors of the USOPC from time to time including, but not limited to, the “Governance Guidelines” for NGBs adopted by the USOPC Board of Directors at its meeting in April 2005.

ARTICLE VII
MEMBERSHIP

- A. **IN GENERAL.** Membership in the Association shall be open to both individual and organizations, as follows:
 - (1) any athlete, coach, trainer, manager, administrator, or official active in the sport of luge;
 - (2) any other individuals who wish to support the activities of and join the Association;

- (3) any club (“Club” as defined in the Club Division in Article VIII of these By- Laws) which conducts competitions or other programs or events in the sport of luge on a national, regional, or local level; and
- (4) any other organizations, including sponsors who wish to support the activities of and join the Association; and who (a) subscribe to the purposes of the Association, as such purposes are set forth in the By-laws of the Association; (b) make an annual contribution as determined and approved by the Board of Directors to the Association (except Life Members) in support of such purposes; and (c) who conform to the USLA Code of Conduct/Conflict of Interest Policies adopted by the Association and similar rules which may be adopted from time to time by the USLA.

The membership year and dues shall be determined by the Board of Directors and published on the USLA website and membership application.

- B. **NON-DISCRIMINATION.** Membership is open to individuals and organizations without discrimination on the basis of race, color, religion, gender, age, marital status, disability, sexual orientation, or national origin.
- C. **INDIVIDUAL APPLICATION.** Any individual desiring to become an individual member of the USLA shall submit a completed membership application to the USLA CEO or his/her designee using a form prescribed by the USLA available on the USLA website, indicating which membership division and class he or she is eligible for and wishes to join along with payment to the USLA in the amount appropriate for the membership division. The CEO or his/her designee shall promptly review and act on the application in accordance with his/her assessment of the qualifications of the applicant.
- D. **ORGANIZATION APPLICATION.** Any organization desiring to become an organizational member of the USLA shall submit a completed membership application to the USLA CEO or his/her designee using a form prescribed by the USLA, available on the USLA website, along with payment to the USLA in the amount appropriate for the membership division. Such application shall set forth the identity of the division in which membership is sought and the qualifications of the applicant for such membership division. The CEO shall promptly review and act on the application in accordance with his/her assessment of the qualifications of the applicant.

ARTICLE VIII DIVISIONS AND CLASSES OF MEMBERSHIP

The following Divisions and classes of membership within the USLA reflect the various segments of interest and degrees of member commitment. The CEO shall attempt to ensure that each applicant has registered in the correct Division and Class.

A. ATHLETE DIVISION

Members include individuals (excluding masters athletes) who have participated in a sanctioned

athletic program of the USLA within the previous or current season or have represented the United States in the Olympic Winter Games or World Championships (hereinafter referred to as Major International Luge Competition) within the preceding ten (10) years. U.S. Citizenship or Permanent Residency (as noted in the next sentence) is required. Permanent residents are only eligible provided their waiting period for citizenship, as defined by the U.S. Immigration and Customs Enforcement (“ICE”), will expire prior to the next Olympic Games.

B. OFFICIALS DIVISION

This Division includes active officials that are certified and provide administrative and technical services at luge race events on a local, national, or international level.

C. CLUB DIVISION: Sport clubs and Recreational Clubs

(1) Sport Club class of membership

- (a) Sport Clubs shall include luge organizations that are committed to furthering the mission of the USLA, and that:
 - (i) conduct recruitment and development activities in accordance with applicable USLA policies as established by the Board of Directors;
 - (ii) have a minimum active membership of forty (40) people;
 - (iii) serve a distinct constituency of people that is not already substantially and responsibly served by any other USLA Club or Sport Organization, with such constituency to be delineated by geography, discipline (e.g., artificial track, natural track, officials, masters, disabled athletes, street luge, etc.), or other relevant factors; and
 - (iv) satisfy all administrative and programmatic requirements of the Board, which may be revised from time to time.
- (b) Any Sport Club that satisfies all of the requirements from (a) above as of sixty (60) days before the Annual Meeting of the Members (the “Club Assessment Date”) shall have the status “in good standing”.
- (c) Sport Clubs shall have the status “on probation” if, as of the Club Assessment Date, the Club:
 - (i) has the status “in good standing” and fails to satisfy anyone requirement from (a) above; or
 - (ii) has the status “in good standing” and fails to satisfy any two or more requirements from (a) above, but satisfies requirement (a)(i) above (relating to recruitment and development activities).

- (d) Sport Clubs shall cease to have Sport Club membership if, as of the Club Assessment Date, the Club:
 - (i) has the status “on probation” and fails to satisfy anyone requirement from (a) above; or
 - (ii) fails to satisfy any two or more requirements from (a) above, and fails to satisfy requirement (a)(i) above (relating to recruitment and development activities); or
 - (iii) has less than twenty (20) active members.
- (e) Any Sport Club whose membership has ceased, but satisfies all of the requirements for Recreational Club membership from (2)(a) below, shall be granted Recreational Club membership and shall have the status that would have been determined if the Club had been assessed as a Recreational Club on the Club Assessment Date.

(2) Recreational Club class of membership

- (a) Recreational Clubs shall include luge organizations that;
 - (i) have a minimum active membership of twenty (20) people;
 - (ii) serve a distinct constituency of people that is not already substantially and responsibly served by any other USLA Club or Sport Organization, with such constituency to be delineated by geography, discipline (e.g. artificial, natural track, officials, masters, disabled athletes, street luge, etc.), or other relevant factors; and
 - (iii) satisfy all administrative and programmatic requirements of the Board, which may be revised from time to time.
- (b) Any Recreational Club that satisfies all of the requirements from (a) above as of sixty (60) days before the Annual Meeting of the Members (the “Club Assessment Date”) shall have the status “in good standing”.
 - (i) Recreational Clubs shall have the status “on probation” if the Club fails to satisfy any one requirement from (a) above as of the Club Assessment Date.
 - (ii) Recreational Clubs shall cease to have Recreational Club membership if, as of the Club Assessment Date, the Club:
 - 1. has the status “on probation” and fails to satisfy any requirement from (a) above; or
 - 2. fails to satisfy any two or more requirements from (a) above.

- (3) All changes in Club membership class and/or status that are determined under the provisions of sections (1) or (2) above shall take effect immediately after the adjournment of the next Annual Meeting of Members following such determination. Any Club that ceases to have Club membership that wishes to reapply for USLA membership may do so by submitting an application for organizational membership to the CEO or his/her designee.
- (4) If, as any Club Assessment Date, two or more clubs claim to serve the same constituency, priority with respect to membership requirements will be given first to the Club that has responsibly served that constituency the longest, if such length can be conclusively determined; second to the Sport Club, if there is only one; and third by vote of the Board of Directors.
- (5) Any Club that wishes to apply for a different class of membership in the Club Division may do so by submitting an application for organizational membership indicating such different membership class to the CEO or his/her designee.
- (6) The Board of Directors may terminate the membership of any Club, for cause, by majority vote, but only after providing the Club with fair notice and opportunity to be heard.
- (7) The Board of Directors may, with cause, but only after providing the Club with fair notice and opportunity to be heard, temporarily suspend any Club's membership and USLA-provided service, assistance, or benefits. Such suspension shall not extend to any applicable Board representation.
- (8) With respect to Sport Club requirement (1)(a)(i) above, "applicable USLA policies as established by the Board of Directors," shall not include those not in effect at the commencement of the fiscal year in which the Club Assessment Date occurs, unless mutually agreed to by the Club and the Board of Directors or required by law.
- (9) Priority shall be given to Sport Clubs over Recreational Clubs for any formal level of USLA-provided service, assistance, or benefit.

D. NATIONAL SPORT ORGANIZATION DIVISION.

Eligible for membership in this Division are any official recognized Not-for-Profit clubs or other organizations, other than Club Division member, which conduct a national program, or a regular national athletic competition, in the sport of luge on a level of proficiency appropriate for the selection of athletes to represent the United States in international luge competition. [As of the date of the adoption of these revised By- laws, no organization qualifies for membership in this Division].

E. GENERAL INDIVIDUAL MEMBER DIVISION.

Membership in this Division includes any individual who wishes to support the activities of the Association, including retired athletes and masters athletes, who do not qualify for membership in any other individual membership category, and who pays the membership fee for general members

as determined by the Board of Directors. Members in this division are invited to attend and speak at the annual and/or special meetings of members.

F. HONORARY INDIVIDUAL MEMBERSHIP DIVISION.

Included in this Division are individuals who are recognized by vote of the Board of Directors as having in some special way distinguished themselves and merit this unusual recognition. Membership may be given by the USLA Board for a set length of time, up to life, to be determined upon the acceptance of the application. Any member of the USLA may submit the names of nominees to the Board of Directors for consideration of membership in this Division.

G. OTHER ORGANIZATIONS DIVISION.

Membership in this Division includes any organization that wishes to support the activities of the Association, subject to terms set forth by the Board of Directors on an annual basis.

**ARTICLE IX
MEETINGS OF MEMBERS**

A. ANNUAL MEETING

A regularly scheduled Annual Meeting of the Members of the Association (also called the “USLA Assembly”) shall be held within three months of the close of the fiscal year at the principal offices of the Association, commencing at 10 o’clock of the forenoon of that day, or at such other place, date and hour to be fixed by the Board of Directors but, in no event, not more than three (3) months after the close of the Association’s fiscal year, for the purpose of electing directors, receiving the annual Report of the Board of Directors to the membership, approving the appointment of independent auditors, and conducting such other business as determined by the Board of Directors or as may be required by law. The Secretary of the Association shall give written notice of the Annual Meeting, together with a proposed agenda thereof, to all members of the Association at the mailing addresses that appear on the records of the Association not less than thirty (30) nor more than sixty (60) days prior to the scheduled date of the annual meeting with a request for suggested additional agenda items. Notice of the date, place and time of the Annual Meeting shall also be prominently posted on the Association’s web-site at the time of the mailing, and may also be announced to the membership by e-mail, where available. The record date for determining the Association's members for purposes of all actions to be taken at the Annual Meeting of Members shall be fifteen (15) days before the date of the Annual Meeting, or such other date fixed by the Board, provided, however, the record date set by the Board may not be more than fifty (50) days, or less than ten (10) days, before any date designated by the Board for the Annual Meeting of Members.

B. SPECIAL MEETING OF THE MEMBERS

Special meetings of the members may be called by either the Board of Directors or members of

USLA, as follows:

- (i) Special meetings called by the Board. There may be such special meetings of the members of the Association as shall be called by the Secretary upon authorization by the Board of Directors, and upon thirty (30) days notice to each member. The business conducted at any such special meeting shall be limited to that specified in the Notice of the Meeting. The record date for determining the Association's members for purposes of all actions to be taken at a special meeting of members shall be fifteen (15) days before the date of the Special Meeting, or such other date fixed by the Board, provided, however, the record date set by the Board may not be more than not more than fifty (50) days, nor less than ten (10) days, before such meeting.
- (ii) Special meetings called by members. Special meetings of the members may be called by members entitled to cast five (5) percent of the total number of votes entitled to be cast at a meeting of members and who may, in writing by Petition directed to the Secretary of the Association, demand the call of a special meeting specifying the reason therefore and date and month thereof, which shall not be less than forty-five (45) days nor more than sixty (60) days from the date of such written demand. The Secretary of the Association, upon receiving the written demand, shall promptly acknowledge to the members filing the Petition, the number of members necessary to meet the five percent (5%) threshold, as well as certify that it has been met by the petition, and, shall promptly give written notice to the members of USLA of such meeting, including the stated purpose therefore as set forth by the members; or if he/she fails to do so within five (5) business days after receipt of said demand, any member signing such demand may give such notice. The business conducted at any such special meeting shall be limited to that as specified in the Petition included in the Notice of the Meeting. The record date for determining the Association's members for purposes of all actions to be taken at such a special meeting of members shall be fifteen (15) days before the date of the Special Meeting, or such other date fixed by the Board, provided, however, the record date set by the Board may not be more than not more than fifty (50) days, nor less than ten (10) days, before such meeting. The meeting shall be held at the principal office of the Association, unless the Board and those demanding the special meeting agree to some other location for the meeting.

C. AGENDA ITEMS

Any member may propose that an item of business be placed on the agenda of the regular annual meeting of members, provided that such member notifies the Secretary of the Association of the proposed agenda item, in writing, no later than twenty (20) days prior to the date of the annual meeting.

D. POSTPONEMENT OF MEETINGS

A scheduled annual or special meeting, once noticed, may not be cancelled. The Board may postpone a scheduled annual meeting or a special meeting of the members called by the Board for good cause by written notice to all members so as to be received by the members not later than five (5) days in advance of such meeting. The reasons for the postponement shall be stated in the notice, which shall also announce the place, date and time of the re-scheduled meeting. Special meetings of the members called by members may only be postponed upon agreement by those members demanding the special meeting of members; and notice of any such postponement shall be given as aforesaid. In any case, an annual meeting or special meeting may be postponed at any time due to an act of God, and thereafter the place, date, and time of the re-scheduled meeting shall be provided by the party that called the meeting.

E. **QUORUM**

A quorum for the transaction of business at any regular or special meeting of voting members shall be the lesser of either (i) the voting members entitled to cast 100 votes or (ii) one-tenth of the total number of votes entitled to be cast, provided however, that at least twenty percent (20%) of the individuals present at the meeting of voting members, either in person or by proxy, are “athlete representatives” as defined by the USOPC at Section 17.7.B of its By-laws.

- F. The majority of members present at a meeting of members may vote to adjourn the meeting despite the absence of a quorum.

G. **ORDER OF BUSINESS**

At the Annual Meetings of Members, the order of business shall be:

- (i) Call the meeting to order;
- (ii) Calling the roll of Members present including proxies and determination of a quorum.
- (iii) Approval of the minutes of the previous Annual or Special Meeting of Members, except that such reading may be dispensed with by a majority vote provided that any part of such minutes must be read if subsequently called for in connection with any matter under discussion before such meeting;
- (iv) Report by the President;
- (v) Report by the of the CEO;
- (vi) Report by, or on behalf of, the Board of Directors, including the Report pursuant to Section 519 of the New York State Not-for- Profit Law;
- (vii) Reports by Committee Chairs;
- (viii) Other business (e.g., appointment of independent auditors; or for the purpose(s) of the calling of a special meeting);
- (ix) Open discussion/ Question and Answers with the members and Board; and
- (x) Election of Directors (if applicable);
- (xi) Adjournment.

- H. Questions of order shall be decided by the President of the Board in accordance with Roberts Rules of Order, except that in the event of a conflict between these By-laws and Roberts Rules of Order, these By-laws shall prevail. A motion to table will be debatable, but within the limit of time fixed by the President. The President, unless delegated otherwise, shall serve as parliamentarian at meetings of the membership and Board of Directors.

I. **MINUTES**

Minutes of Meetings of the Members and the Board of Directors shall be posted on the Association’s website within thirty (30) days of their approval.

ARTICLE X
VOTING PRIVILEGES OF MEMBERS

- A. Only individuals (not organizations) who belong to membership Divisions or Classes with voting rights are entitled to vote:
- (i) in elections for directors to the Board of the Association;
 - (ii) on amendments to the By-laws;
 - (iii) on amendments to the certificate of incorporation; and/or
 - (iv) as otherwise determined by the Board of Directors or required by law, but only if they are members of the USLA with dues fully paid as of the record date set by the Board for such meeting.

Other than as specified in Subsection “A”, no other voting privileges are conferred upon members of the Association. Specifically, paid staff members of the Association, Clubs, National Sport Organizations, Other Organizations (including sponsors), as well as, members under the age of 15 as of the date voting occurs in a meeting, shall not be entitled to vote.

- B. Each individual member of the Association shall be entitled to voice one vote at meetings of members, either in person or by a written personal proxy as designated and provided by the Secretary prior to the meeting. Such personal proxy shall be submitted to the Secretary in a form and within a time frame as specified by in the meeting notice provided by the Secretary. For purposes of these By-laws, the term “personal proxy”, shall be defined as a written ballot as provided by the Secretary of the Association. The personal proxy shall enable members who cannot attend the meeting in person to be counted as “present” for quorum purposes as well as to cast their vote at the Annual Meeting of Members, as well as Special Meetings of Members. Any member reserves the right to rescind their personal proxy and be counted as present and vote by attending the meeting in person. The Secretary, with the approval of the Board, at such time as technology is available to allow members to be present and vote through electronic means, may utilize such technology for meetings of members, so long as it is in compliance with State and Federal laws, and the By-laws of the Association.
- C. Only individuals present in person or by that individual’s personal proxy may vote at a membership meeting. Therefore, individuals not present at a meeting may vote only by their own personal proxy vote submitted and received in advance of or at the meeting to the Secretary.
- D. The Secretary of the Association, together with the CEO, shall ensure that voting members are assigned to, and vote in only their respective membership categories.
- E. A list of members entitled to vote as of the Record date of the meeting, certified by the Secretary of the Association, shall be available at any meeting of members, and shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the Association that such request will be made at least ten (10) days prior to such meeting. If the right to vote at any meeting is challenged, the President of the Association, or such other person presiding thereat, shall require such record of members to be produced as evidence of the right of

the persons challenged to vote at such meeting; and all persons who appear from such record to be members entitled to vote thereat may vote at such meeting.

ARTICLE XI VOTING OF MEMBERS

- A. Except as otherwise may be required by the USLA certificate of incorporation, or these By-laws, directors to the Board of Directors shall be elected by receiving the highest number of the votes cast for each director at a meeting of members by the members in attendance thereat, either in person or by proxy.
- B. Whenever any corporate action, other than the election of directors to the Board, is to be taken by vote of the members, it shall, except as otherwise required by the USLA certificate of incorporation or these By-laws, be authorized by receiving the highest number of the votes cast at the meeting of members by the members in attendance thereat, either in person, or by proxy.
- C. Actions taken at meetings of the membership shall become effective immediately following the adjournment of the meeting, except as may otherwise be provided in these By-laws or when an effective date is recited in the record of the action taken.

ARTICLE XII TERMINATION OF MEMBERSHIP

- A. Membership in the Association shall be terminated by death (or dissolution, in the case of an organizational member), resignation, expulsion or expiration of the term of membership.
- B. Any individual or organizational member of this Association who/which is found to have violated any of the provisions of these By-Laws, or any policy of this Association approved by the Board of Directors including but not limited to the Code of Ethics, Code of Conduct and/or Policy on Conflicts of Interest may, after fair notice and opportunity to be heard in accordance with the USLA's hearing procedures (see Article XXIX, infra.), be sanctioned, including suspended for a period of time or expelled from membership in the Association.

ARTICLE XIII BOARD OF DIRECTORS

- A. The Association shall be governed by a twelve (12) -person Board of Directors. Each director shall be at least 18 years of age. The directors shall be nominated and elected without discrimination based on race, color, religion, gender, marital status, disability, sexual orientation, or national origin. To the extent possible, the individuals comprising the Board shall provide for reasonable representation of both males and females and also reflect the diverse geographic interests of the Association.
- B. A parent and the immediate family, including spouses, of an athlete active in a USLA program, as well as, paid staff and their immediate family, are prohibited from serving on the Board of

Directors of the Association.

- C. The twelve (12) Directors of the Association shall be as follows:
- (i) Three (3) individuals nominated by the Nominating and Governance Committee and elected by the voting membership to serve as general directors of the Association.
 - (ii) The two (2) individuals elected by eligible athletes to serve as the representative and alternate representative on the USOPC's Team USA Athletes' Commission. These two individuals shall count as two of the four (4) Athlete Representatives on the USLA Board of Directors.
 - (iii) Two (2) additional individuals who meets the definition of "Athlete Representative" as set forth in USOPC By-law Section 8.8.2 to be elected directly by eligible athletes as prescribed in the USLA Internal Athletes' Council Bylaws. These individuals shall count as two of the four (4) Athlete Representatives on the USLA Board of Directors.
 - (iv) One (1) individual to be directly elected by the active sanctioned clubs from the Eastern Region (east of the Mississippi River) of the Association.
 - (v) One (1) individual to be directly elected by the active sanctioned clubs from the Western Region (west of the Mississippi River) of the Association.
 - (vi) Three (3) individuals who qualify as "Independent Directors" as defined in Section E of this Article, nominated by the Nominating and Governance Committee and elected by the individual voting members of the Association.
 - (vii) As required by Section 220522(12) of the Ted Stevens Olympic and Amateur Sports Act, USLA will provide for a board position for an affiliated organization, if said affiliated organization is identified as being qualified to elect such a board member. If a qualified affiliate organization is identified, the Board of Directors will determine what general director seat will be designated for the Affiliated Organization Director.
- D. The number of directors may be increased or decreased, and the categories of membership may be changed, only by amendment of these By-laws by members at an Annual Meeting of the Association, or at a Special Meeting of members called specifically for that purpose.
- E. Independent Directors. For purposes of these By-laws and filling the "independent" board member positions on the USLA Board of Directors, an individual shall not be considered "independent" if, within the preceding two (2) years:
- (i) the individual, or immediate family member, is or was employed by, or had any governance position (whether paid or a volunteer position) with the USLA or FIL, any luge club, or any organization which has or had a business or other relationship with the USLA;
 - (ii) an immediate family member of the individual is or was registered as an athlete competitor or who has officiated at a luge event with the USLA;
 - (iii) the individual or the individual's immediate family member within the last five (5) years, is or was affiliated with or employed by the USLA's auditor, and or legal counsel;

- (iv) an individual who has been a sponsor or supplier or affiliated with a sponsor or supplier to the Association in the preceding five (5) year time frame;
- (v) the individual or the individual's immediate family member is or was a member of any USLA constituent club with representation on the USLA Board of Directors;
- (vi) the individual or the individual's immediate family member receives or received any compensation or reimbursement of expenses, either directly or indirectly, from the USLA;
- (vii) the individual is/was a member of USLA's Internal Athletes' Council or any constituent group with representation on the board;
- (viii) the individual is or was an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USLA;
- (ix) the individual is or was the parent or close family member or coach of an athlete that has competed in a Protected Competition;
- (x) the individual is or was a member of USLA in a membership category that participates in Protected Competition; or,
- (xi) if there is any other fact or circumstance which, in the sole judgment of the Audit and Ethics Committee, which could call into question the ability of the individual to provide completely objective and independent advice as an "independent" member of the USLA Board of Directors.

The Independent Director must maintain an independent perspective by maintaining the requirements above for his/her entire term and any successive term, with exceptions related to their service on the board as follows:

- a. An Independent Director is excepted from the requirement prohibiting them from holding any governance position with USLA or FIL, 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 FIL).
- b. An Independent Director is excepted from the requirement prohibiting them from accepting any payment from USLA, provided that all payments received are reimbursements for approved expenses reasonably incurred as part of their Board responsibilities.

F. Duty of Care and Fiduciary Duty of Officers and Directors

- (i) Directors shall discharge their duties in good faith and with that degree of diligence, care and skill, which an ordinarily prudent director would exercise under similar circumstances in a like position.
- (ii) Directors of the USLA owe a fiduciary duty to the Association and to its members and, accordingly, must at all times act in ways that will promote the interests of the Association, unencumbered by personal or business interests which might cause, or be perceived to cause, less than undivided loyalty to the Association.

- (iii) In discharging their duties, officers and directors, when acting in good faith, may rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by: (i) one or more employees of the corporation whom the officer and/or director believes to be reliable and competent in the matters presented; (ii) counsel, public accountants or other persons as to matters which the officers and/or directors believe to be within such person's professional or expert competence; or (iii) a committee of the Board upon which they do not serve, duly designated in accordance with a provision of the By-laws, as to matters within its designated authority, which committee the officers or directors believe to merit confidence, so long as in so relying they shall be acting in good faith and with that degree of care specified in subsection "A" above. Such persons shall not be considered acting in good faith if they have knowledge concerning the matter in question that would cause such reliance to be unwarranted.
 - (iv) Persons who so perform their duties in accordance with the foregoing, shall have no individual liability to any person or entity by reason of being or having been an officer and/or director of the Association.
- G. No individual shall be permitted to be a candidate to serve as an officer or director of the USLA, or be permitted to continue to serve, if already serving as an officer or director, who has a conflict of interest or who is otherwise unable to satisfy the obligations of unfettered duty of loyalty that he or she owes to the Association as a director, as required by law.
- H. Members of the Board must annually complete a form to be supplied by and returned to the CEO ("Conflicts of Interests Form") concerning possible conflicts of interests and ethics issues. In addition, supplemental disclosures must be made to the CEO whenever an individual's personal circumstances or employment changes, if such changes could affect the Board member's ability to serve on the Board completely free of actual or perceived conflicts or ethical violations. The CEO shall so inform the Audit and Ethics Committee of this disclosure, and if the Audit and Ethics Committee determines a Board member has a conflict of interest, the Board member will be asked to resign his or her position on the Board.
- I. Non Compensation. Members of the Board of Directors shall act and serve without compensation and as a public service in furtherance of the charitable and educational purposes of the Association set forth in the Certificate of Incorporation and these By-laws, and as such, Directors will be encouraged to fund their own expenses associated with their duties; except, that this provision shall not preclude the reimbursement of reasonable expenses incurred in the performance of their official duties. Such reimbursement must be pre-approved by the CEO of the Association and shall be disclosed to the Audit Committee for its review, and approval, from time to time. Athlete Representatives shall be reimbursed by the Association for the reasonable expenses associated with fulfilling their duties.

**ARTICLE XIV
ELECTION OF DIRECTORS AND OFFICERS AND
TERM OF OFFICE**

- A. All individuals who are members of the Association with dues fully paid as of the record date set by the Board, shall be entitled to vote for directors to the Board, except that the directors to the Board elected from the Club membership Divisions shall be directly elected only by members from that respective membership category; and the four Athlete Representatives to the Board are to be directly elected by eligible athletes, as provided herein.
- B. All those responsible for the election and selection of the Board shall ensure the process is handled fairly, consistently, and appropriately and shall avoid any impropriety and/or conflict if interesting.
- C. Directors shall be elected and selected as follows:
 - (i) There shall be three (3) “General Directors” elected by the membership from among the individuals nominated for those positions by the Nominating and Governance Committee. Terms shall be for two (2) years, and General Directors may only serve for three (3) consecutive two year terms.
 - (ii) Two (2) individuals, one from each of the two Club categories (one East and one West) shall be directly elected by the respective Clubs in good standing from the Club classes eligible to vote for the East and West directors respectively, and these club directors will serve for a term ending at the Annual Meeting of members in August 2016. Only eligible Club representatives from the East may vote for the East Club Director and only Club representatives from the West may vote for the West Club Director. As defined elsewhere in these By-laws East and West Clubs are defined as those approved sanctioned clubs in the Club Division of membership east and west of the Mississippi River respectively. Such individuals shall be eligible for re-election by the respective club members in the East and West regions at the annual meeting of members in 2016, for another two (2) year term. In any case Club Directors may only serve for two consecutive two (2) year terms.
 - (iii) Three (3) individuals, who qualify as “Independent Directors” as that term is defined in these By-laws, shall be elected by the entire membership, upon the recommendation of the Nominating and Governance Committee. In order to achieve staggered terms by the initial elected directors, each elected director shall be designated as “Independent Director 1”, “Independent Director 2”, and “Independent Director 3”, with the Independent Director 3 attaining the highest number of votes cast, Independent Director 2 with the next highest votes cast, and Independent Director 1 with the next highest number of votes cast. Independent Director 1 shall serve for a term to end at the Annual Meeting of members in 2016; Independent Director 2 shall serve for a term to end at the Annual Meeting of members in 2017 and Independent Director 3 shall serve for a term to end at the Annual Meeting of members in 2018; however, each such Independent Director, if he or she continues to satisfy the definition of “Independent Director” as set forth in these By-laws (excluding the requirement not to be a current director) at the end of their respective terms of office as director, shall be eligible for re-election at the annual meeting of members at which their respective term ends, if nominated by the Nominating and Governance Committee, for two -year terms, and may only serve for three (3) consecutive two year terms.

- D. The required number of Athlete Directors shall be directly elected as prescribed in the USLA Internal Athletes' Council Bylaws. Athlete Directors shall serve a four (4) year term and may only serve two (2) consecutive terms.
- E. Each director shall hold office until the expiration of the term for which he or she has been elected or appointed, or until his or her successor has been elected or appointed, and qualified, unless the director is removed, after notice and opportunity for a hearing for cause; the director resigns or dies; or a vacancy is declared by the Board because of the director's non- attendance at meetings of the Board as provided for in Article XVI, Section C of these By- laws.
- F. Following the election of Directors at the Special Meeting of Members on March 29, 2014, the next election of directors, and all successive elections for directors thereafter, shall take place at an Annual Meeting of Members at which the term of office of a director expires, or at Special Meetings of members called for that purpose of electing directors.
- G. As soon as practicable after the initial members Board of Directors are elected, the Board will meet for the purpose of electing the officers of the Association as the first order of business. The officer positions of: President; Treasurer; and, Secretary, shall be nominated and elected from only the General Directors and Independent Directors of the Board. Upon the initial election, the President's initial term shall end at the Annual Meeting of the members to be held in 2018, the Treasurer's initial term shall end at the Annual Meeting of the members in 2017, and the Secretary's initial term shall end at the Annual Meeting of the members in 2015. Thereafter, elections for the officer positions shall be every four (4) years in the case of the President, and every two (2) years in the case of the Treasurer and Secretary. Any individual may only serve for two (2) four (4) year terms as President (upon serving two (2) four (4) year terms, an individual could run for the office of the President after vacating the position for an eight year time, but would still be subject to the same term limitations thereafter contained herein); any individual may serve an unlimited number of two (2) year terms as Treasurer or Secretary of the Association. As the officers may be elected from either the Independent Directors or General Directors, once they assume an officer position, their term shall be tied to that of the respective officer position. If General Directors are not elected to Officer positions, then they serve until the next odd year election to be held at the Annual Meeting in that year. If Independent Director 2 is elected to serve as President, then when he or she is done serving as President, his or her Independent Director slot will go up for election on that even year. In order to synchronize that position back into odd years, the term will be for three (3) years under the aforementioned scenario. Similarly, if Independent Director 1 or Independent Director 3 gets elected to serve as Treasurer or Secretary, when they are done serving there term(s) in office, his or her Independent Director slot(s) will go up for election in that odd year. In order to synchronize their position(s) back into even years, the term(s) shall be for three (3) under the aforementioned scenario.
- H. If at any election there are more than one Independent Director slot open for election, there will be one election and the top vote getters will get the available slots. Similarly, if at any election there are more than one General Director slots open for election, there will be one election and the top vote getters get the available slots.

Upon the completion of the Officers of the Board election, the Board shall appoint the Committees as defined in these By-laws, as soon as practicable in order to fulfill the governance of the Association. Thereafter, Committees will be appointed in accordance with these By-laws.

**ARTICLE XV
FUNCTIONS OF THE NOMINATING COMMITTEE
AND
ELECTION OF DIRECTORS**

- A. The Nominating and Governance Committee shall, prior to the expiration of any director positions expiring at a given annual meeting, confer accordingly to their duties as outlined in these By-laws, and shall submit the names of its General Director, Independent Director, Club Director, or Athlete Representative Director, as the case may be, as nominees to the Secretary of the Association at least sixty (60) days prior to the date of the Annual or Special Meeting of the members, whereat the election of directors is to take place.
- B. Subject to the review and clearance of the proposed nominees by the Audit and Ethics Committee for possible conflicts of interest, the Secretary shall include the names of the director nominees with the Notice of the Annual or Special Meeting of members in the mailing sent to each member of the Association prior to the date of the meeting.
- C. Nominations for the General Director, Independent Director, Club Director, or Athlete Representative Director positions may be made by any member if supported by the signature of at least twenty (20) members of the Association submitted to and certified by the Secretary at least forty-five (45) days prior to the Annual or Special Meeting of members whereat the General Director, Independent Director, Club Director, or Athlete Representative Director positions are to be elected. Such individuals shall promptly be reviewed and cleared for possible conflicts of interest by the Audit and Ethics Committee.
- D. The Nominating and Governance Committee shall work with the Internal Athletes' Council to establish and oversee the nominating and vetting process for Athlete Representation to the Board and Team USA Athletes' Commission.
- E. At least thirty (30) days before the Annual or Special meeting of members at which directors are to be elected, the Secretary shall provide a Notice, to each individual who is a member as of the Record date for the meeting, of the place, date and time of the meeting, together with the proposed agenda for the meeting and a proxy with the names of the individuals nominated for each director positions, to be completed and returned before or at the Annual or Special Meeting of members at which the election is to take place.

**ARTICLE XVI
MEETINGS OF DIRECTORS**

- A. The Board of Directors shall schedule and hold at least three (3) regularly scheduled meetings a year ("Regular Meetings"), one of which shall be immediately following the Annual Meeting of members at the place of the Annual Meeting; and shall hold such Special Meetings of the Board, as may be needed and called by the Board at such time and place determined by the Board.
- B. The Board shall meet in person; and the reasonable travel and other expenses of the four Athlete Representatives on the Board shall be paid by the Association, if requested by the athlete, to

facilitate their personal attendance at Board meetings.

- C. Members of the Board of Directors are expected to attend in person all regularly scheduled Board meetings, but may attend a Board meeting by teleconference or such similar communications equipment which allows all persons participating in the meeting to hear each other at the same time; but that should be the exception rather than the rule. The failure of a director to attend a minimum of at least one-half (1/2) of the Board meetings, in person, during any twenty-four (24) month period, absent exigent circumstances resulting in the Board member's absence, approved by a majority of the remaining members of the Board, shall constitute, without more, the Board member's resignation from the Board, and shall result in a vacancy being declared by the remaining members of the Board with respect to that Board member's position.
- D. The Agenda for a meeting of the Board shall be set by the President or Secretary of the Board, in consultation with the CEO. Any Board member or the Chair of any standing or ad hoc committee may request that an item or items be placed on the agenda for a Board meeting. The agenda for all Board meetings shall be posted on the Association's website no less than seven (7) days prior to the meeting of the Board. Pursuant to the USLA Conflict of Interest Policy, at the start of each Board meeting, members must declare conflicts with any anticipated agenda item. The call for disclosures and any such disclosure must be recorded in the minutes along with the associated recusal from the applicable agenda item.
- E. A quorum for the transaction of business at a meeting of the Board of Directors shall exist if a majority or at least one-third (1/3) of the entire Board of Directors are present, either in person or by teleconference, provided however, that at least thirty-three percent (33%) of those present must be Athlete Representatives.
- F. Unless otherwise specified in these By-laws, or required by law, the vote of a majority of the members at a meeting where a quorum is present, shall be the act of the Board.
- G. No director may vote or act by proxy at any meeting of directors.
- H. The dates and location of the regularly scheduled meetings of the Board of Directors shall be set well in advance of the meetings, so as to ensure the Director's personal attendance at the Directors' meeting and, in any event, written notice of all regular meetings of the Board shall be given by first-class mail, facsimile or e-mail so as to be received by the director at least fifteen (15) days before the meeting, together with the proposed agenda for the meeting.
- I. Special meetings of the Board may be called by the President of the Board, or must be called when requested in writing by one-third (1/3) or more of the members of the Board. Notice of special meetings of the Board shall be given by the Secretary as soon as practicable orally (in person or telephonically) and in writing (by mail, facsimile transmission or e-mail); but in no event, no later than two (2) days prior to the special meeting. (The day notice is given shall not count towards satisfying the two-day notice period.) The personal attendance of Directors at Special Meetings of the Board are encouraged; but if a Special meeting of the Board is called on less than ten (10) days notice, any member of the Board may participate in a Special Meeting of the Board by conference telephone or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time, and the requirements of Section C of this Chapter shall not apply.

- J. Notice of all Regular and Special meetings of the Board shall be given to all members at the same time notice is given to the Board members, and all such Board meetings shall be open to all members, without voice or vote, but members may be given voice by the majority vote of the Board of Directors. Regularly scheduled meetings of the Board may be webcast subject to the making of satisfactory arrangements for the same; and all meetings shall be open for attendance of members by teleconference, with dial-in information being provided with the written Notice provided, and posted on the Association’s website. By a majority vote of the Board, the Board may elect to go into “executive session” during the meeting to consider and discuss sensitive matters such as those relating to personnel, nominations, discipline, salary, litigation or any other matter the Board feels that will contain sensitive information.
- K. Actions taken at a meeting of the Board shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these By-laws or when a definite effective date is recited in the record of the action taken.
- L. Minutes of all Regular and Special Board meetings shall faithfully and accurately be taken, recorded, approved, and shall be posted on the Association’s website within thirty (30) days of the meeting, and mailed to members upon request.

**ARTICLE XVII
POWERS, DUTIES AND RESPONSIBILITIES
OF THE BOARD OF DIRECTORS**

- A. Except as may otherwise be provided in these By-laws or the New York Not-for-Profit Corporation Law, all corporate powers shall be exercised by or under the authority of the USLA Board of Directors.
- B. It is the responsibility of the Board of Directors to govern the Association, set policy for the CEO to follow and implement, through staff and committees, and otherwise provide guidance and strategic direction to management on significant issues facing the Association. Accordingly, the Board, both as a whole and the individual members thereof, shall focus on the mission and long-term objectives of the Association, and resource generation, rather than the day-to-day affairs and management of the Association, which is the responsibility of the CEO, with effective Board oversight. In that regard, the Board shall:
 - (i) Evaluate, develop, approve, and implement with the CEO, a strategic plan to achieve the USLA’s mission, and monitor the Association’s progress in achieving its goals;
 - (ii) hire and compensate a well-qualified and ethical CEO who shall manage a staff- driven organization;
 - (iii) oversee and evaluate the effectiveness of the CEO in his or her management of the Association and in achieving the mission of the Association, terminates CEO if appropriate, and consider plans for management succession, as may be appropriate;
 - (iv) participate in, and be responsible for, together with the CEO, resource and revenue

- generation, in support of the USLA's mission;
- (v) implement procedures to orient and educate new directors on the business and governance affairs of the USLA, and engage in meaningful self-evaluation of its performance as a Board;
 - (vi) evaluate, approve, and act on annual and longer-term operating plans and budgets with the objective that USLA has the managerial and financial capability to fulfill its obligations as the NGB for the sport of luge in the United States;
 - (vii) evaluate and act on four-year plans prepared by the CEO to be submitted to the USOPC;
 - (viii) evaluate, provide input and act on marketing and other fund-raising plans proposed by the CEO, with input from staff;
 - (ix) seek to enhance interest in the sport in the form of increased public awareness and participation in the sport throughout the United States;
 - (x) approve financial strategies, borrowing commitments, and long-range financial planning (to include marketing and fund-raising) to ensure appropriate funding of athlete programs and the long-term financial health of the Association;
 - (xi) review and approve financial statements, the Form 990s prior to filing, annual and other reports to the membership, audit and control policies and, upon the recommendation of the Audit and Ethics Committee, recommend the appointment of independent auditors to be approved by the membership
 - (xii) monitor and ensure USLA's compliance with Federal and state laws, as well as requirements for continued NGB status, as determined by Federal law and the requirements of the USOPC;
 - (xiii) oversee (but not interfere with the work of) standing and ad hoc committee, to ensure their proper functioning and achievement of their purposes and goals;
 - (xiv) ensure that an effective safety program is in place and actively being implemented, particularly with respect to the safety of athletes on any particular course;
 - (xv) ensure that athlete safety rules, policies, and procedures comply with the requirements of the U.S. Center for SafeSport and the USOPC;
 - (xvi) review and act on significant corporate matters;
 - (xvii) perform such oversight and audit functions to determine whether the Association's assets are being properly protected and not being misused; and
 - (xviii) ensure the Board's and management's adherence to the highest ethical standards, and the Board's effective corporate governance over the Association.

The Board shall be required to report on its progress or lack thereof, to the members at the Annual Meeting or such other times as necessary, pursuant to its responsibilities as defined in Article XVII a) through r) of these By-laws.

**ARTICLE XVIII
OFFICERS AND RESPONSIBILITIES**

- A. The President of the Association shall preside at all meetings of the Board and the annual and any special meetings of members. He or she shall be an ex-officio and non-voting member of all standing and ad hoc committees of the Association.
- B. The Secretary of the Association shall be responsible for overseeing the membership list of the Association and the issuance by staff of notices of all meetings of the members and all other mailings associated therewith, including the mailing of proxies for the election of directors; the giving of notice of meetings of the Board of Directors in accordance with the provisions of these By-laws; and the periodic and timely publication of newsletters, electronic and otherwise, to the membership. He or she shall oversee the preparation, maintenance and posting by the CEO of accurate and complete minutes of the meetings of the Board of Directors and meetings of members.
- C. The Treasurer of the Association shall have oversight responsibility over the proper maintenance of the financial books and records of the Association by the CEO in accordance with generally accepted accounting principles and in conformance with the requirements of the USOPC. The Treasurer of the Association, together with the other members of the Board and the Chairs of the both the Finance/Compensation Committee and the Audit and Ethics Committee, shall monitor and oversee the preparation of the Association's financial statements by the CEO, and the annual audit of same by the Association's outside independent auditors.

**ARTICLE XIX
RESIGNATIONS AND REMOVAL**

A. RESIGNATIONS

A member of the Board of Directors, or any Committee, Ad Hoc Committee, Task Force Member, or Working Group member may resign with written notice to the President or Secretary of the Association. Such resignations shall take effect at the time specified therein, or if the time is not specified, then upon receipt thereof. Acceptance of such resignation shall not be necessary to make it effective.

B. REMOVAL.

A member of the Board of Directors, or any Standing Committee, ad hoc committee, task force, or working group member may be removed from their respective position for Cause. The following shall constitute "Cause" for such removal: (i) conviction of, or plea of nolo contendere to, a felony or any other crime involving fraud, dishonesty or moral turpitude; (ii) the failure by the member of the Board of Directors, or any Committee, ad hoc committee, task force member, or working group member to perform his/her duties and obligations under these bylaws; (iii)

misconduct that is materially detrimental to the operations or reputation of USLA; (iv) the violation of any term or condition of the USLA Code of Conduct or the USLA Code of Ethics. The Audit and Ethics Committee shall be the final arbiter on decisions to remove a Board member, Committee, ad hoc, task force, or working group member for cause.

ARTICLE XX VACANCIES ON THE BOARD

- A. Vacancies which may occur among directors elected by a specific membership Division, voting as a class, shall be filled by action of the persons entitled to vote thereon at the next Annual Meeting of Members for the remainder of the term or, if such position would remain vacant for more than six months, by vote of a Special Meeting of the members of the membership category involved, specifically called for the purpose of filling the vacant Board position for the remainder of the term, and for no other purpose.
- B. Vacancies which may occur among all other director positions shall be filled by vote of the members at the next regularly scheduled Annual Meeting of members or at a Special Meeting of the Members called for the purpose of filling the director vacancy; except that, if a vacancy remains unfilled for six months after it occurs and, by reason of the absence, illness, death, removal or disability of one or more of the remaining directors, a quorum of the Board cannot be obtained, the remaining directors, by majority vote, may appoint directors to fill the vacancies, and such individuals shall serve as directors until the next Annual Meeting of Members at which time the positions shall be filled, by election by the members, for the remainder of the term (if any), or a new director elected (or the appointed Director elected on his or her own right) for a two-year term, if the term of the director temporarily appointed by the Directors has ended.

ARTICLE XXI CHIEF EXECUTIVE OFFICER

- A. USLA shall have a Chief Executive Officer (“CEO”), who shall be the leader of management and vested with the authority to make decisions on behalf of management. The Chief Executive Officer shall attend all meetings of, but not be a voting member of, the USLA Board.
- B. The CEO shall be responsible for all staff functions. As such, the CEO shall be responsible for the hiring, supervision and firing of all hired staff and the staff’s ethical and competent implementation of the Board’s policies, guidance and strategic direction. The CEO shall, either directly or by delegation, manage all staff functions; determine the size and compensation of staff in accordance with the compensation policies and guidelines established by the Board with input from the Finance/Compensation Committee; develop a strategy for achieving USLA’s mission, goals and objectives; and present the strategy for consideration by the Board; be responsible for resource generation and allocation; coordinate international activities; act, in close coordination with the President, as the USLA’s spokesperson; prepare and submit quadrennial and annual budgets to the Board; and perform other duties as usually pertain to the office of CEO.
- C. The CEO shall be employed by the Board of Directors for whatever term the Board deems

appropriate, and any contract with the CEO must provide that he / she may be removed by the Board at any time, with or without cause, subject to the CEO's contract rights.

- D. The CEO shall serve as Secretary General of the USLA and in that capacity shall represent the USLA in its relations with the FIL, and at international luge functions and events.
- E. More specifically, among his or her responsibilities, the CEO shall:
- (i) develop a strategy for achieving USLA's mission, goals and objectives as determined by the Board, and present the proposed strategy to the Board of Directors for its review, consideration, possible revisions and approval;
 - (ii) prepare and maintain complete and accurate financial reports on an on-going and timely basis, and submit annual and quadrennial budgets to the Board for its review and approval;
 - (iii) determine the staff (including coaches) needed to effectively carry out USLA's mission, goals and objectives, within the budget approved by the Board;
 - (iv) oversee the hiring, supervisions and termination of all staff;
 - (v) manage all staff functions, either directly or by delegation;
 - (vi) be responsible, together with the Board, for resource and revenue generation and the allocation of resources in accordance with Board-approved budgets;
 - (vii) coordinate USLA's activities with the FIL, including the USLA's attendance and participation at meetings thereat;
 - (viii) submit proposed contracts to legal counsel for review and approval prior to entering into any contractual obligations on behalf of USLA;
 - (ix) oversee the preparation of meetings of the Board of Directors and members, and agenda items therewith; and maintain a minute book of minutes of all meetings of the members, the Board of Directors and Standing Committees of the USLA;
 - (x) together in close coordination with the President, act as the Association's spokesperson; and be responsible for all press releases, including compliance with the USOPC's policies in connection with such press releases; and
 - (xi) be responsible for the day-to-day operations of the Association, and perform such other functions as may be assigned by the Board, and which usually pertain to the office of the Chief Executive Officer.

ARTICLE XXII COMMITTEES

- A. The USLA shall have the following standing committees:
 - (i) Nominating and Governance Committee;
 - (ii) National Team Committee;
 - (iii) Racing Committee;
 - (iv) Complaint and Grievance Hearing Committee;
 - (v) Finance/ Compensation Committee; and
 - (vi) Audit and Ethics Committee.

- B. The President of the Association, with the approval of the Board, may create such ad hoc committees / working groups or task forces for specified periods of time as are deemed appropriate.

- C. For all committees, working groups or task forces, unless otherwise provided below, the President will appoint the chair, who, in consultation with the Board, will appoint the other members; and the members shall be five (5) individuals, except in the case of the Racing Committee and the National Team Committee. In addition, all committee members must be cleared by the Audit and Ethics Committee.

- D. The Conflict of Interest Policy shall require all individuals that are serving the Association on a standing committee, ad hoc committee, task force, or working group, to recuse themselves from discussion or voting on any matter in which they may have a conflict or the appearance of a conflict, with the best interests of the Association.

- E. Athlete Representation on Committees. Athlete representation on standing and designated committees, all other committees, working groups and task forces shall equal at least one-third of the membership and meet the requirements as promulgated in the USOPC Bylaws and USLA Internal Athletes' Council Bylaws.

- F. Procedures for filling an athlete vacancy on a committee:
 - (i) USLA shall follow the USLA Internal Athletes' Council Bylaws and the USLA Nominating and Governance Committee's vetting process; and
 - (ii) The candidate must be selected by the USLA Internal Athletes' Council from the vetted candidates as prescribed in the USLA Internal Athletes' Council Bylaws.

- G. Quorum: Unless otherwise provided in these By-laws, a quorum for the transaction of business at any meeting of a committee of the Association shall be a majority of the total members of such committee, but must include at least one (1) Athlete Representative.

- H. Miscellaneous Committee Provisions.

- (i) Tenure. The term for all standing and other committee members shall be four (4) years concurrent with the Olympic Winter Games quadrennium, or until the committee member's successor is appointed, the committee member's earlier resignation, removal, incapacity, disability or death, or the discharge of the committee by the Board.
- (ii) Committee and Task Force member attendance. Members of committees and task forces are expected to participate in all regularly-scheduled committee (standing and ad hoc) and task force meetings of which they are a member, and must participate in a minimum of at least one half (1/2) of the committee or task force meetings of which they are a member during any twelve-month period to remain on the Committee.
- (iii) Unless otherwise provided in these By-laws or by vote of the members of the Board of Directors, all standing and ad hoc committees and task forces shall determine their own rules of procedure for the conduct of its business and affairs as long as they do not contradict any portion of these By-laws, but at a minimum shall take minutes of its meeting, which shall be maintained on file by the CEO at the principal office of the Association.
- (iv) In the event that any committee of the Association fails to submit a required report or carry out other assigned duties within a reasonable time, the President, with the consent of the Board, may discharge such committee from further consideration of responsibility for the subject matter before it, and initiate the appointment of a new committee in accordance with these By-laws.
- (v) Resignation. A member's position on a committee or working group may be declared vacant upon the committee member's resignation, disability or death. A committee or working group member may resign at any time by giving written notice to the President. 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.
- (vi) Removal. A Committee or working group member's position may be declared vacant by the President if a member fails to attend in person more than one half (1/2) of the regular committee or task force meetings during any twenty – four month period, unless they are able to demonstrate to the satisfaction of the President that the presence of exigent circumstances caused the absences and should be excused.
- (vii) Vacancies. Any vacancy occurring in a committee or task force shall be filled for the unexpired term in the same manner as the person whose vacancy is being filled was originally selected or appointed.
- (viii) Open and Executive Meeting Sessions. Ordinarily, all committee, working group and task force meetings shall be open to members of the Association and, if approved by a majority of the members of the committee, working group or task force, to non-members. However, the Chair of the committee, working group or task force, with the consent of the majority of the committee, working group or task force members in attendance, may exclude non-members from the meeting, and declare an "executive session" of the meeting to consider and discuss sensitive matters such as those relating to personnel, nominations, discipline, salary, litigation or any other matter that the committee feels will contain sensitive information.
- (ix) Committee, task force and working group members shall serve without compensation,

although the reasonable expenses of the athlete representative committee, task force and working group members may be reimbursed in accordance with approved USLA policies.

I. Nominating and Governance Committee

- (i) Five (5) individuals shall serve as members of the Nominating and Governance Committee, selected as follows:
 - a. two (2) athlete representatives;
 - b. two (2) individuals who are qualified and will best serve the Association in the capacity of nomination and governance on this Committee;
 - c. one (1) additional individual, an Independent Director member of the Board, elected by the Board, who shall serve as the Chair of the Committee.
- (ii) With the exception of the athlete representative position, the Board shall have final approval over the membership of the Nominating and Governance Committee, and shall ensure that the members it selects, when considered in conjunction with the individual selected by the athlete representatives, provide for reasonable representation of both males and females, and that the individuals which comprise the Committee represent, to the extent possible, the various constituencies and geographical interests of the Association.
- (iii) No member of the Board of Directors shall serve as a member of the Nominating and Governance Committee, except the Independent Director Chairperson of the Committee, and no member of the Nominating and Governance Committee may serve as a member of the Board of Directors or be employed by the USLA, for a period of two (2) years after the completion of their service on the Nominating and Governance Committee.
- (iv) The Nominating and Governance Committee shall:
 - a. identify, recruit, evaluate and propose prospective candidates to serve as officers and the Independent Directors on the Board;
 - b. consult, with members of the Audit and Ethics Committee, with respect to vetting potential nominees to the Board for potential conflicts of interest or other background issues;
 - c. conduct and oversee the election process for all Board positions including the Club Representatives and Athlete Representatives;
 - d. recommend, as may be requested by the President and Committee Chairs, individuals to serve on various committees and/or task forces;
 - e. develop and implement a written report to assess and evaluate the performance of the Board and the Committees, and to provide the written report to the Members annually on the Association's website, thirty (30) days prior to the Annual Meeting of Members;
 - f. perform such other duties as may be assigned by the Board;
 - g. work jointly with the USLA Internal Athletes' Council to develop a process to identify and vet candidates to

serve as the 10-Year and 10-Year+ and actively engaged athlete representatives; and,

- h. educate all prospective candidates on the role and responsibilities of serving the Association in the respective Board positions.
- (v) In considering an individual for possible selection as a nominee to the Board, the Nominating and Governance Committee shall take into consideration:
 - a. his or her demonstrated commitment to the sport and to the Association and to the abilities and experience of the individual which would enable the individual to contribute to the functions of the Board, the growth of the sport and achieving the mission of the Association; and the ability and willingness of the individual to either personally contribute financially to the Association or provide access to individuals and organization who/which are able and willing to do the same;
 - b. the Sports Act's requirement for reasonable representation of both males and females, and the need for geographic diversity on the Board;
 - c. the individual's reputation for personal integrity and commitment to ethical conduct;
 - d. the willingness of the individual to focus on the mission of the USLA, without seeking to benefit any particular constituency of the USLA at the expense of the USLA as a whole;
 - e. whether the individual has the ability and intention to personally attend meetings, and fully participate in the activities of the Board;
 - f. whether the individual is a member of, or has relationships with other organizations or individuals, that might make it either particularly appropriate (or inappropriate) for the individual to serve on the Board; and
 - g. any other qualification or factor the Committee deems appropriate to consider in its deliberations in selecting nominees to serve as qualified and capable directors of the USLA.

J. National Team Committee.

- (i) There shall be a National Team Committee of the USLA comprised of six (6) individuals. The President with the approval of the Board shall appoint a Chair of this committee and two athlete representatives shall be selected. The Chair of the National Team Committee, with the approval of the Board, shall seek out and appoint three additional individuals to the Committee who can have the experience and expertise to perform the duties and responsibilities of the Committee including one member who has particular experience in naturbahn (natural track) luge, but no voting member of the National Team Committee may be an employee of USLA, Staff members of the USLA may serve in an ex-officio (voice but no vote) role as appointed by the CEO.
- (ii) The National Team Committee shall meet as required, in person or by telephone conference, as needed, and shall be responsible for providing recommendations to the Board of Directors for approval of:

- a. team selection criteria for domestic and international events and activities, to include all levels of international participation;
 - i. In developing its recommended team selection criteria for the forthcoming racing season, the Committee shall emphasize the use of criteria which is performance (race) based, as opposed to discretionary; and to the extent the Committee may recommend the use of discretionary choices, such discretionary choices must be based on objective criteria.
 - ii. The objective of having selection criteria that is performance driven based on objective criteria (and, if “discretionary”, still based on objective criteria to make such discretionary choices), is to ensure that, to the extent possible, the athletes self-select based on their performances, and not any other method.
 - iii. Before submitting its proposed selection criteria to the Board for approval, the Committee must develop and follow a schedule whereby its draft proposed criteria is published to the entire membership for comment, in accordance with a schedule which permits individual members of USLA to review and provide input to the Committee, for the Committee’s consideration and possible revision, prior to submitting its proposed final version to the Board.
 - iv. In any event, USLA shall follow the mandates set forth by the USOPC in its Athlete and Staff Selection Procedures Manual for the selection of the Olympic Team, for all international (world cup and World Championship) competitions, as opposed to simply following the mandates required by the USOPC for developing selection criteria for the Olympic Games.
- (iii) confirmation of team selection criteria outcomes, based on tryout races, designated well in advance ;
- (iv) criteria for USLA National Team selections and levels of support for different categories of competitors based on race results and the USLA’s availability of funds; and
- (v) developing and recommending strategies designed to meet the goals of the USLA High Performance Plan.

K. Racing Committee

- (i) Eight (8) persons shall serve on the Racing Committee.
 - a. one (1) individual appointed by the President and approved by the Board who will serve as Chair. The Chair along with the approval of the Board shall appoint the other members of the Committee as outlined below;
 - b. one (1) individual who officiates at each site track which is permitted to host sanctioned national level (senior or junior) seeding races (currently: Lake Placid, New York; Park City, Utah; and, Neganee, Michigan, which would facilitate three (3) members representing each one of these site areas);
 - c. one (1) additional at large members, chosen by the Chair in consultation with the

President and approved by the Board.

- (ii) Three (3) athlete representatives shall be elected to serve on the Racing Committee.
- (iii) All non-athlete members of this committee must be active FIL officials.
- (iv) Staff members of the USLA, as assigned by the CEO, shall have a voice but no vote, on this committee.
- (v) Committee members may serve for two consecutive four-year terms.
- (vi) The purpose of the Racing Committee is: i) review and offer recommended changes to rules and regulations to the CEO and Board, who in turn may seek improvements and changes to the rules and regulations of the International Luge Federation (“FIL”) rules and regulations (“IRO”); ii) education and training of officials; iii) and evaluate how well races have been officiated with the objective of determining how officiating can be improved (and to make recommendations to the CEO and Board in that regard).

L. Complaint and Grievance Hearing Committee

- (i) The Board shall nominate and appoint three (3) individuals, and two (2) athlete representatives shall be elected to the Complaint and Grievance Hearing Committee, who together will serve as the five (5) members of the USLA Complaint and Grievance Hearing Committee. No member of the Board of Directors shall be a member of the Complaint and Grievance Committee. In addition, the members that serve on this Committee shall serve on no other committee of the USLA.
- (ii) The Committee shall choose its own Chair.
- (iii) The Complaint and Hearing Grievance Committee shall:
 - a. be available to serve as disinterested three – person Hearing Panels (one of whom must be an “athlete representative”) to hear and resolve complaints and grievances filed in accordance with Article XXIX of these By-laws; and
 - b. perform such other duties that are necessary and appropriate to ensure the prompt, fair and independent resolution of complaints filed by or with, or grievances filed against, the Association; and perform such other duties as may be assigned by the Board.

M. Finance / Compensation Committee

- (i) The Treasurer of the Association shall be Chair of the Finance/ Compensation Committee and, together with the President and the approval of the Board, shall appoint two (2) additional members to the committee. Two (2) athlete representatives will be elected to serve on the Finance/Compensation Committee.
- (ii) The responsibilities of the Finance/Compensation Committee shall be to:
 - a. review and evaluate for approval by the full Board of Directors, all compensation / benefits/ travel / reimbursement/vacation and such other policies recommended by the CEO for inclusion in the USLA Policy Manual;

- b. work with the CEO and CFO on the development of an annual and four- year budget which will be presented to the full Board for review and approval, and on such other financial matters as may be appropriate; and
- c. coordinate with the Audit and Ethics Committee to address any recommendations in the Management Letter prepared by USLA’s outside independent auditors, and report the results of the same in a timely fashion to the full Board; and
- d. recommend to the full Board the CEO’s compensation, including salary, bonus, incentives, benefits and/or any other compensation.

N. Audit and Ethics Committee.

- (i) There shall be an Ethics Committee of the USLA comprised of five (5) individuals. The President, with the approval of the Board shall appoint three (3) members to the Committee: one who has particular expertise in the areas of ethics and ethical conduct, and who shall serve as Chair of the Committee; one who has particular experience in audit and finance; and one additional member shall be selected from the Independent Directors of the Board;
- (ii) The responsibilities of Audit and Ethics Committee shall be as follows:
 - (a) to prepare, for approval by the Board, a Code of Ethics and Conflicts of Interest Policy for Officers and/or Board members, staff, committee and task force members and other members to follow;
 - (b) to review such Code of Ethics and Conflict of Interest Policy annually for purposes of revising it so as to improve the ethical conduct by which all associated with the USLA will conduct themselves;
 - (c) ensure that the CEO annually prepares, submits and collects from USLA Officers, Board members and staff a form intended to disclose possible or actual conflicts of interest or other ethical concerns; and request supplemental disclosures whenever an individual’s personal circumstances or employment has changed, which may result in a conflict of interest or ethical concern;
 - (d) give advisory opinions, if the Committee deems it appropriate, with respect to ethical questions that may arise from time to time;
 - (e) determine, by means it deems appropriate, whether proposed nominees for officer and/or director positions are disqualified from being nominated by reason of conflicts of interest or other ethical considerations, in this case, the decision would have to be unanimous between the Audit and Ethics Committee members;
 - (f) oversee the implementation of and compliance with the Code of Ethics and Conflict of Interest Policy including, but not limited to referring for consideration by the Complaint and Hearing Committee matters concerning an individual’s alleged non-compliance with the Code of Ethics or Conflict of Interest Policy; and perform such other duties as may be assigned by the Board.

- (g) oversee and monitor the CEO's implementation and handling of internal controls to ensure the accurate and timely recording and disclosure of financial information pertaining to the Association;
- (h) recommend to the Board the appointment of the independent auditors at the Annual Meeting of members which will perform the annual independent audit of the USLA;
- (i) review, together with members of the USLA Finance/Compensation Committee, the findings of the auditors, including the auditor's management letter, and report and make recommendations to the Board with respect thereto;
- (j) investigate all matters of fiscal controls including, but not limited to, budget control; and report to the Board with respect thereto and, where appropriate, make recommendations as needed;
- (k) recommend the establishment of policies and controls that encompasses any activity that may impact on the financial well-being of the Association; and
- (l) monitor the Association's compliance with its approved By-laws, and at such time as the By-laws are not adhered to, may file a complaint or grievance to the Complaint and Grievance Hearing Committee.

**ARTICLE XXIII
ATHLETE REPRESENTATION ON THE
USOPC'S TEAM USA ATHLETES' COUNCIL**

The USLA shall have a representative and alternate representative on the Team USA Athletes' Commission. Athletes shall be eligible to run for election to the Team USA Athletes' Commission pursuant to the USOPC Bylaws and Team USA Athletes' Commission By-laws and USLA Internal Athletes' Council's By-laws.

**ARTICLE XXIV
USLA INTERNAL ATHLETES' COUNCIL**

- A. **DEFINITION AND OBJECTIVE.** The USLA shall support luge athletes in the formation and operation of the USLA Internal Athletes' Council (IAC), whose purpose shall be to convey to the Board and CEO the various needs of luge athletes in all stages of training and competition, and to act as the voice of the athletes, with its overall objective being the improvement and promotion of luge within the United States. The USLA IAC may establish its own rules and procedures, the USLA IAC Bylaws, within the constraints of the Bylaws of the USLA.
- B. **AUTHORITY AND DUTIES.** The Chair of the IAC shall preside over the meetings of the USLA IAC. The IAC may be asked by the Board or the CEO to provide input on specific issues

which may be of particular interest or concern to the Board from time to time.

ARTICLE XXV ELIGIBILITY

- A. The eligibility criteria of this Association relating to amateur status shall be the eligibility rules as issued by the FIL or its successor(s) as the appropriate international sports federation for luge.
- B. The current eligibility rules for luge, as adopted by the FIL, shall be published on the USLA's website, be available at the Association's principle office, and shall be provided to any individual upon request to the CEO of the Association.

ARTICLE XXVI COMPLIANCE WITH SECTION 220522(a)(8) OF THE SPORTS ACT

The USLA, in compliance with the requirements for its continued recognition by the USOPC as the NGB for luge in the United States, and as set forth in Section 220522(a)(8) of the Sports Act, shall:

- (i) provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators and officials to participate in amateur athletic competition sanctioned by USLA without discrimination on the basis of race, religion, sex or national origin; and
- (ii) provide fair notice and an opportunity for a hearing to any athlete, coach, trainer, manager, administrator, or other official *before* such individual may be declared ineligible to participate in any USLA- sanctioned event. Any hearing conducted hereunder shall be conducted in accordance with the hearing procedures set forth in Article XXIX of these By-laws.

ARTICLE XXVII ATHLETES' RIGHT TO PARTICIPATE

- A. Neither the Association nor any member of this Association shall deny or threaten to deny any athlete the opportunity to participate in the Olympic Games, a World Championship competition or other such "protected competition" as that term is defined by the USOPC in Section 1.3 (v) of its By-laws; nor may the Association, or any member of the Association, subsequent to such competition, censure or otherwise penalize any athlete who participates in any such protected competition.
- B. Any athlete who alleges that he or she has been denied, or has been threatened to be denied, a right established in Section "A" of this By-law, shall promptly inform the President of the USLA, and the USLA's athlete representative to USOPC's Athletes' Advisory Council, who together shall cause an investigation to be made and steps to be taken to settle the controversy without delay. The aggrieved athlete may also wish to contact the USOPC's Athlete Ombudsman, whose contact and other information is on the USOPC website. Notwithstanding any efforts taken to settle the

controversy informally, the athlete may (a) file a grievance with the USLA pursuant to Article XXVIII.B (i) of these By-laws; and/or (b) file a Complaint with the Chief Executive Officer of the USOPC and pursue such remedies as may be available pursuant to Section 9 of the USOPC By-laws, a copy of which is annexed hereto as Exhibit "A."

- C. The rights and remedies granted to athletes under Sections "A" and "B" of this By-law shall apply equally to any coach, trainer, manager, administrator, or other official seeking to participate in the conduct of any of the international athletic competitions designated, or referred to, in Section "A" hereof.
- D. The USLA, in accordance with its obligations under the Sports Act, agrees to submit to binding arbitration before the American Arbitration Association conducted in accordance with the Commercial Rules of the AAA then in effect, or as such rules may be modified in accordance with Section 220522(a)(4)(B) of the Sports Act, in any controversy involving the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in any luge "protected competition" sanctioned by USLA or any other amateur athletic luge competition, upon demand of any aggrieved athlete, coach, trainer, manager, administrator or official, as provided for in Section 220522(a)(4)(B) of the Sports Act.

ARTICLE XXVIII PROHIBITION AGAINST THE USE OF BANNED SUBSTANCES

- A. It is the duty of athletes, coaches, trainers, managers, administrators, officials, members or other individuals participating in competitions or other events sanctioned by the Association, or named to international teams by the Association, to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), the FIL, the USOPC including the USOPC National Anti-Doping Policy, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the FIL, the USOPC, and USADA. Athlete members agree to submit to drug testing by the FIL 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 athlete member may have committed a doping violation, the athlete 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 FIL, if applicable or referred by USADA.
- B. Any individual who is found, after being provided fair notice and opportunity for a hearing, to have violated this prohibition, shall be liable to be sanctioned by the Association, which sanctions can include, but not necessarily be limited to, censure; forfeiture of any prizes, awards or other consideration; fines; suspension or forfeiture of membership in the Association for a period of time and, in the case of repeated violations, the forfeiture of membership in the USLA for life.
- C. Any individual who is found, after being provided with fair notice and an opportunity for a hearing, to have failed to comply with testing procedures of (or to have refused to submit to a drug test in connection with a request by) the IOC, WADA, the FIL, the United States Anti-Doping Agency ("USADA") or the organizing committee of any competition sanctioned by the

Association, shall be subject to the same penalties as may be applicable in the case of the individual who is found to have tested “positive” for a prohibited substance.

- D. In accordance with the requirements of Section 8.7(j) of the USOPC’s By-laws, the USLA shall comply with the procedures pertaining to drug testing adopted by the independent anti-doping organization designated by the USOPC to conduct drug testing (currently USADA), and the adjudication of related “doping” offenses by such agency.
- E. *For organizational members:* It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by USLA, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USLA, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, FIL, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the FIL, and USADA. If it is determined that an Athlete, Support Personnel or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the FIL, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by FIL 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.

ARTICLE XXVIX SAFESPORT

- A. As a member National Governing Body of the United States Olympic & Paralympic Committee (“USOPC”), USLA is required to adhere to the safe sport rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, USLA 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 (“USCSS”) as that organization. The current safe sport rules, policies and procedures are available via the USLA on-line at www.usaluge.org or on the following website www.safesport.org.
- B. As a condition of membership in USLA and a condition for participation in any competition or event sanctioned by USLA, each USLA member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participate in USLA or USLA events (whether or not a USLA member), agrees to comply with and be bound by the safe sport rules, policies and procedures of the USCSS and to submit, without reservation or condition, to the jurisdiction of the USCSS 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 USLA rule is inconsistent with the rules of the USCSS, such rule is hereby superseded.

ARTICLE XXX
GRIEVANCES AND COMPLAINTS

- A. **Definitions:** The USLA recognizes both “Grievances” and “Complaints” filed under this Article.
- (i) A “Grievance” is a filing a by a member against the USLA. As set forth below, there are two types of Grievances:
 - (ii) A “Complaint” is a filing by the USLA or a member of USLA against a member of the USLA. As set forth below, there are two types of Complaints:
- B. **Grievances:** A “Grievance” is a filing a by a member against the USLA. There are two types of Grievances:
- (i) One type of Grievance is a Grievance by a member against the USLA which alleges the denial by the USLA of the right of a member to an opportunity to participate in any sanctioned USLA event or “protected competition” such as the Olympic Games, a World Championship competition or such other “protected competition” as defined by the USOPC in its By-laws (hereinafter, an “Opportunity to Participate” Grievance); and
 - (ii) A second type of Grievance is a Grievance by a member against the USLA which alleges the failure of the USLA to comply with a requirement of The Ted Stevens Olympic and Amateur Sports Act (other than an “Opportunity to Participate” Grievance); an applicable USOPC By-law or other requirement of the USOPC imposed on the USLA as the National Governing Body for luge in the United States; a USLA By-law, or duly adopted rule or regulation affecting members (excepting and excluding racing rules and regulations); and/or any other matter within the cognizance of USLA affecting members.
- C. **Complaints:** A Complaint” is a filing against a member of the USLA. There are two types of Complaints:
- (i) One type of Complaint is a Complaint by the USLA against a member alleging a violation of the USLA’s Bylaw(s), Code of Conduct or Code of Ethics or Policy Against Conflict of Interests, and/or any rule or regulation duly adopted by the USLA (excepting and excluding racing rules and regulations), pertaining to any other matter within the cognizance of the USLA regarding the conduct of its members.
 - (ii) The other (second) type of Complaint is a Complaint filed by a member against another member of the USLA (including officer, director, coach, official, etc.), alleging a violation of the USLA’s Bylaw(s), Code of Conduct, Code of Ethics or Policy Against Conflicts of Interest and/or any other rule or regulation duly adopted by the USLA (excepting and excluding racing rules and regulations) pertaining to any other matter within the cognizance of the USLA regarding the conduct of its members.
- D. **Administration:** Grievances and Complaints shall be filed and administered in accordance with the USLA Grievance Procedures.
- E. **No Retaliation.** Retaliation, as defined in the USLA Whistleblower and Anti-Retaliation Policy, against an individual who files a Grievance or Complaint or otherwise participates in good faith

in the Grievance or Complaint process is prohibited. This applies to all Protected Individuals before, during, and after the process of resolving a Grievance or Complaint. Retaliatory activities will be considered a violation of the USLA Whistleblower and Anti-Retaliation Policy and may lead to serious consequences, including termination of employment or participation.

ARTICLE XXXI HEARING PROCEDURES AND APPEALS

- A. **Administration.** Administration of hearings shall adhere to the USLA Grievance Procedures.

- B. **Appeals.** Appeals from a decision of a Hearing Panel, if any, shall be made to and filed with the American Arbitration Association, at any regional office of the AAA, within thirty days of service of the Hearing Panel's decision by the party making the appeal. The AAA shall proceed with the determination of the matter *de novo*, under the Commercial Rules of the AAA in effect at the time of the filing; and the decision of the Arbitrator or Panel of Arbitrators shall be final and binding, subject only to the rights and remedies of any party to the arbitration under law.

ARTICLE XXXII SANCTIONS FOR INTERNATIONAL LUGE COMPETITIONS

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

ARTICLE XXXIII ATHLETE REPRESENTATION ON USLA "DESIGNATED" AND "NON-DESIGNATED" COMMITTEES

- A. Athlete Representatives, as defined in subsection C below, shall have not less than 33% representation and voting power at all meetings of members, and shall equal at least 33% of the Board of Directors as well as "Designated Committees," which are defined by the USOPC in Section 8.8.1 of its By-laws as nominating and budget committees, panels empowered to resolve grievances and complaints, and committees which prepare, approve or implement programs in the following areas:
 - (i) the expenditures of funds allocated to the USLA by the USOPC; and

- (ii) the selection of Olympic and all other international team members, including athletes, coaches, administrators and sports staff.
- B. Athlete Representatives on the USLA Board of Directors and all "Designated Committees" as defined by the USOPC shall meet the following standards, except for the two athlete representatives elected to the Board as the representative and alternate representative elected by eligible athletes to the USOPC's Team USA Athletes' Commission, which meet a more restrictive standard as set forth in USOPC By-law 14.4:
 - (i) At least one-half of the individuals serving as Athlete Representatives must have attained 10-Year/ 10-Year+ Athlete eligibility by competing in the USLA's events or disciplines that are on the program in the Olympic Games at the time of their election;
 - (ii) Up to one-half of the individuals serving as Athlete Representatives may have competed in an event or discipline not on the program of the Olympic Games, provided that such event or discipline is recognized by the FIL or is regularly included in the international competition program of the FIL; and
 - (iii) At the time of election, all USLA Athlete Representatives shall have demonstrated their qualifications as athletes by having met the 10-Year/ 10-Year+ Athlete definition as defined by the IAC By-laws.
- C. Athlete Representatives, as defined below, shall comprise at least 33.3% of the members of all USLA Other Committees as the term is defined by the USOPC in Section 8.8.3 of its By-laws; and such Athlete Representatives shall have at least 33.3% of the voting power of all such Other Committees. Qualification as an "Actively Engaged" Athlete Representative on all USLA Other Committees shall be defined pursuant to AIC By-laws.
- D. The reasonable transportation and other expenses incurred by the Athlete Representatives to attend USLA committee (including ad hoc committee) working groups and task force meetings shall, if requested by the athlete, be borne by the Association.

ARTICLE XXXIV
BOOKS AND RECORDS; WEBSITE

- A. The Association shall keep at its principal office correct and complete books and records of account and minutes of the meetings of its members and Board of Directors, including records of all actions taken by the Board of Directors without a meeting, if any; and shall keep at such office a list or record containing the names and addresses of all members and the category of membership of each. Any of the foregoing books, minutes and records may be in written form or in any other form capable of being converted into written form within a reasonable time.
- B. The Association shall maintain a website for the dissemination of information to its members. Among other things, the Association shall post on its website the following:
 - (i) these By-laws;

- (ii) the beginning and ending dates of membership year and fiscal year of the Association;
- (iii) the minutes of the meetings of its members and Board of Directors for at least for the most recent three (3) years;
- (iv) the Form 990 filed with the Internal Revenue Service for at least the most recent three years; and,
- (v) the audited financial statements for at least most recent three (3) years.

**ARTICLE XXXV
RIGHT OF INSPECTION**

- A. Any person who shall have been a member of record of the Association for at least three (3) months immediately preceding his or her demand, upon at least five (5) business days written demand shall have the right to examine in person or by agent or attorney, during usual business hours, the minutes of the proceedings of its members and Directors, the most recent (and the twelve (12) months prior) financial statements made available to the Board of Directors, and the list or record of the names and addresses of members, and to make extracts or copies thereof.
- B. An inspection authorized by Section “A” of this Article may be denied to such member upon his or her refusal to furnish to the Association an affidavit, if requested, that such inspection is not desired and will not be used for a purpose which is in the interest of a business or object other than the business of the Association, and that he or she has not within five years given, sold or offered for sale and list or record of members of any domestic or foreign corporation, or aided or abetted, or attempted to offer to aid or abet, any person in procuring any such list or record of members for any such purpose.
- C. Upon the written request of any person who shall have been a member of record for at least three (3) months immediately preceding his request, the Association shall mail to such member the most recent audited financial statements available and, if requested, also the balance sheets and profit and loss statements (or a similar financial statements performing a similar function) that have been prepared since the preparation of the most recent audited statements.
- D. The Association may impose a reasonable charge to recover the cost of copying any documents provided to a member, but such charge may not exceed the actual cost of photocopying the records.
- E. Nothing in this Article is intended, or shall work, to deny the absolute right of any member of the Board of Directors of this Association, or his or her authorized agent, to inspect or copy, upon request to the CEO, during normal business hours, any document maintained, or prepared by or on behalf of, the Association including any of its committees.

**ARTICLE XXXVI
CONFLICT OF INTEREST POLICY**

- A. The Board of Directors, upon the recommendation of the Audit and Ethics Committee, shall approve, and adopt, a Conflict of Interest Policy for the Officers, members of the Board of Directors, employees, committees, working group and task force members and others associated with the Association to adhere to and/or follow.
- B. The failure of a member of the Association to adhere to and/or follow the Code of Ethics and/or Conflict of Interest Policy may result in a Complaint being filed against the member by the USLA or by another member, pursuant to Article XXVIII, Section C (i) or (ii) of these By-laws.

**ARTICLE XXXVII
ADMINISTRATIVE, FISCAL AND LEGAL MATTERS**

- A. The fiscal year of this Association shall be July 1 to June 30, unless otherwise determined by the Board of Directors, and published on the USLA website.
- B. The Association shall have an annual budget, prepared by the CEO in conjunction with the Finance/Compensation Committee, approved by the Board; and shall prepare such other budgets and plans as may be required by the USOPC.
- C. The property and other assets of the Association is, and shall be, irrevocably dedicated to charitable and educational purposes; and no part of the property or assets of the USLA shall inure to the benefit of private person(s).
- D. Corporate fidelity bonds may be obtained at the expense of the Association in a form and amount approved by the Board, indemnifying this Association against losses resulting from infidelity, defalcation or misappropriation, by officers, employees, or agents of funds, property or assets owned by or under the control of this Association.
- E. The Board shall, from time to time as it deems necessary, designate depositories for the funds, property, and assets belonging to or under the control of this Association.
- F. Funds on deposit in banks can be withdrawn only by voucher check upon the signature of the CEO of the Association or any one of the following authorized officers: President or Treasurer. Other assets or property of the USLA may be transferred from one depository to another by action of the CEO with the approval of the Treasurer.
- G. The Board may establish separate special accounts employing the imprest system for the liquidation of obligations requiring prompt payment, and it may authorize checks to be drawn thereon upon the facsimile of the CEO, if specifically authorized, by a motion, approved by the Board of Directors, and duly recorded in the minute book of the Association.
- H. The CEO shall have the authority to enter into contracts or agreements on behalf of the Association

contemplated by the Board in the ordinary course of operations, including contracts or agreements which cause or may cause the USLA to be obligated to pay unbudgeted expenditures below an amount to be set by the Board for any fiscal year. All proposed contracts and agreements not in the ordinary course of operations contemplated by the Board, or which may cause the USLA to be obligated to pay an amount (or more) to be set by the Board for any fiscal year, must be submitted by the CEO for approval by the Board of Directors. All contracts, whether they be ordinary, budgeted or not, may be examined and approved for form by an attorney duly admitted to practice before the Courts of New York State, prior to execution.

- I. The Board of Directors, or the CEO on its behalf, shall annually prepare a report, verified by the President and/or Treasurer, or by a majority of the directors, or certified by an independent public or certified public accountant or firm of such accountants selected by the Board, in conformity with the requirements of Section 519 of the New York Not-for-Profit Corporation Law, for presentment to the membership of the Association at its Annual Meeting. Such report shall be filed with the records of the USLA and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of members.
- J. The Board, upon the recommendation of the Audit Committee, shall nominate, for approval by the members at the Annual Meeting of Members, a Certified Public Accountant or firm of CPAs to audit the books and financial records of the Association for the ensuing year. After completing the audit, the auditor shall submit his report to the CEO and Chair of the Audit and Ethics Committee, and, as soon thereafter as reasonably possible, a copy of the audit report, together with the “management letter” (if any) shall be given to each member of the Board, and must be made available for inspection and copying by any member of the Association, upon reasonable notice, during normal business hours.
- K. No loans shall be made by the Association to its directors or officers, or any corporation, firm, association or other entity in which one of more of its directors or officers are directors or officers, or hold a substantial financial interest. A loan made in violation of this section shall be a violation of the duty to the Association of the director(s) and/or officer(s) authorizing it or participating in it; but the obligation of the borrower with respect to the loan shall not be affected thereby.
- L. No member (either individual or organizational) may seek or invoke the aid of the courts of the United States or of any State to seek compliance by the Association or any Officer, Director or member thereof, with these By-laws, without first exhausting all remedies available (if any) within the Association and / or the USOPC, if applicable; nor may any member seek or invoke the aid of the courts in any “opportunity to participate” disputes involving amateur athletic luge and/or “protected competition” as that term is defined by the USOPC in its By-laws, since the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. 220501, *et seq.* grants to the USOPC and/or the American Arbitration Association, directly or through its constituent members, such as this Association, exclusive jurisdiction over such matters, *provided however*, this Section does not apply to the commencement of a proceeding in the appropriate court to seek the confirmation or enforcement of an Arbitration Award rendered in an arbitration proceeding before the AAA.

**ARTICLE XXXVIII
NOTICES AND WAIVERS**

- A. **NOTICES.** Whenever any notice is required by these By-laws, such notice, except as otherwise provided by law, may be given either personally or by mail, telefax (facsimile) or e-mail. Notice by telefax and email shall be deemed to have been given when transmitted to the telefax or email address provided by the member which is on file at the principal office of the USLA; and by mail when such notice shall have been deposited in a secure envelope addressed to the member at the member's address on file at the principal office of the USLA, with postage thereon prepaid, in a facility maintained by the United States Postal Service.
- B. **WAIVER OF NOTICE.** Whenever a notice is required to be given by any Statute, the Certificate of Incorporation, or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the meeting or the time stated therein, shall be deemed equivalent in all respects to such notice.

ARTICLE XXXIX INDEMNIFICATION

- A. **CAUSE FOR INDEMNIFICATION.** The USLA shall indemnify any person who was, or is, a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, administrative or investigative, by reason of the fact that he/she is, or was, a director, officer, committee member, employee or official representative of the USLA against expenses, including attorneys' fees, judgments, fines and amounts actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the USLA, and, with respect to any criminal actions or proceedings, has no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, and in a manner which he/she reasonably believed to be in, or not opposed to, the best interests of the USLA.
- B. **AUTHORIZATION.** Any indemnification under this Article shall be made by the USLA only as authorized in the specific case, upon a determination that the officer, director, employee or official representative has met the applicable standard of conduct set forth herein. Such determination shall be made by the Board of Directors after consultation with an independent legal counsel, by a majority vote of the members of the Board of Directors who were not parties in such action, suit or proceeding.
- C. **EXPENSES.** Expenses, including attorney's fees, incurred in defending a civil action, suit or proceeding against an officer, employee or official representative of USLA may be paid by the USLA in advance of the final disposition of such action, suit or proceeding, as authorized in the manner provided in this Article XXXVII, upon receipt of a written commitment by, or on behalf of, the director, officer, employee or official representative to repay the amount advanced if it is ultimately determined that such person is not entitled to be indemnified by the USLA pursuant to this Article.

- D. **INSURANCE.** The USLA, pursuant to a resolution of the Board of Directors, shall be required to purchase and maintain insurance on behalf of any person(s) potentially identifiable under this Article. Such insurance may include provisions for indemnification of such persons for expenses of a kind not subject to indemnification pursuant to this Article.

ARTICLE XL AMENDMENTS

- A. These By-laws may be amended, repealed, or new By-laws adopted, at any duly- noticed annual meeting of members or a special meeting of members called for that purpose, at which a quorum is present, upon the affirmative vote of at least two-thirds (2/3) of the members present at the meeting, either in person or by proxy.
- B. Amendments to these By-laws, including any new By-laws, may be proposed by any member of the USLA. All proposed amendments shall be submitted to the CEO, in writing, at least ninety (90) days before any meeting of members at which a proposed By-law amendment is proposed to be considered and acted on by the members. Upon receipt of a proposed amendment, the CEO along with the Secretary shall send a copy to the members, along with the Notice of the meeting. In any case, a recommendation of the Board may accompany the Notice of a proposed By-law change.

ARTICLE XLI DISSOLUTION

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

ARTICLE XLII SAVINGS CLAUSE

Failure of literal or complete compliance with provisions of the By-laws with respect to 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 vote of at least two-thirds of the members present at the meeting held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the members at any such meeting.

ARTICLE XLIII

EFFECTIVE DATE AND TRANSITION

The amendments to the USLA's current By-laws, dated September 14, 2024, shall be deemed as approved and adopted by a vote of the USLA Assembly as defined in accordance with the current USLA By-laws pursuant to the annual meeting of the USLA Assembly on September 14, 2024. The effective date ("Effective Date") for these new By-laws shall be Saturday, By-laws September 14, 2024.