

BYLAWS  
OF  
USA BOBSLED / SKELETON, INC.

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## **SECTION 1.**

### **NAME AND STATUS**

#### Section 1.1. Name.

The Corporation shall be known as USA Bobsled / Skeleton, Inc. (“USABS”). USABS may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission, recognition and goals. References in the minutes of the Corporation to the Corporation’s former name shall be deemed to refer to the Corporation’s new name USA Bobsled / Skeleton, Inc. (“USABS”).

#### Section 1.2. Non-profit Status.

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

#### Section 1.3. Emblem and Seal.

USABS's official emblem and seal shall be in such form as may be approved from time to time by USABS.

## **SECTION 2.**

### **OFFICES**

#### Section 2.1. Business Offices.

The principal office of USABS shall be in such location as determined by the Board of Directors. USABS may at any time and from time to time change the location of its principal office. USABS may have such other offices, either within or outside New York, as the Board of Directors (“Board”) may designate or as the affairs of USABS may require from time to time.

#### Section 2.2. Registered Office.

The registered office of USABS required by the New York Not-for-Profit Corporation Law (“NPCL”) shall be maintained in New York. The registered office may be changed from time to time by the Board or, to the extent permitted by the NPCL, by the registered agent of USABS. The registered office may be, but need not be, the same as the principal office.



## **SECTION 3.**

### **MISSION**

#### Section 3.1. Mission.

The mission of USABS shall be empower United States athletes to achieve sustained competitive success in bobsled and skeleton and pursue personal excellence and well-being.

Those who serve the USABS are held to a high standard of conduct. Compliance with the USABS Conflict of Interest Policy is mandatory and a critical component in ensuring an ethical environment.

## **SECTION 4.**

### **RECOGNITION AS NATIONAL GOVERNING BODY**

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

USABS has received, and will attempt to maintain, recognition by the United States Olympic & Paralympic Committee (“USOPC”) as the National Governing Body (“NGB”) for the sports of bobsled and skeleton in the United States. In furtherance of that purpose, USABS shall comply with the requirements for recognition as an NGB as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 *et seq* (“Act”) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements USABS shall:

- a. be a member of the International Bobsleigh and Skeleton Federation (“IBSF”), which is recognized by the International Olympic Committee (“IOC”) as the worldwide governing body for the sports of bobsled and skeleton;
- b. be autonomous in the governance of the sports of bobsled and skeleton by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- c. maintain the managerial and financial competence and capability to establish national goals for bobsled and skeleton relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the NGB for the sports of bobsled and skeleton;
- d. provide for individual and organizational membership; ensure that its Board and any other governance body has established criteria and election procedures; maintain among its voting members, individuals who are actively engaged in amateur athletic competition in bobsled or skeleton or who have represented the United States in an international amateur athletic competition in bobsled or

skeleton within the preceding ten (10) years; and ensure that the membership and voting power held by those individuals is not less than one-third of the membership and voting power held in its Board;

- e. provide for reasonable direct representation on its Board for any amateur sports organization which, in the sports of bobsled or skeleton, conducts on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, a national program, or regular national amateur athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in the sports of bobsled and skeleton in the United States;
- f. be governed by a Board, whose members are selected without regard to race, color, religion, national origin, age, sexual orientation, gender identification or sex, with reasonable representation on the Board of both males and females;
- g. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in bobsled and skeleton competitions without discrimination on the basis of race, color, religion, age, sex, sexual orientation or national origin consistent with the mandates and policies of the USOPC and the IOC; [This principle shall also apply to the selection of Board of Directors, Officers, and Committee Members;](#)
- h. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOPC as an NGB;
- i. provide procedures for the prompt and equitable resolution of grievances of its members;
- j. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
- k. agree to submit to binding arbitration in any controversy involving: (i) its recognition as an NGB; or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in bobsled or skeleton, upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Act;
- l. not have eligibility criteria relating to amateur status or to participation in the Olympic Games that is more restrictive than those of the IBSF; and

- m. perform all other obligations and duties imposed by the Act and by the USOPC on an NGB, including without limitation those Certification Standards set forth in Section 8.4.1 of the USOPC Bylaws.

Section 4.2. U.S. Center for SafeSport.

It is the responsibility of all members and other affiliated individuals identified as USABS 'Participants' (defined in the USABS Athlete Safety Policy) to comply with the U.S. Center for SafeSport's SafeSport Code for the U.S. Olympic and Paralympic Movement. Participants agree to submit to the jurisdiction of the U.S. Center for SafeSport, understanding they are subject to the rules, policies, and procedures of the U.S. Center for SafeSport, and will submit ~~, without reservation or condition,~~ to the jurisdiction of the U.S. Center for SafeSport for the resolution of any alleged violation of those rules, policies or procedures. Participants understand that a violation of the SafeSport Code makes them subject to sanctioning including, but not limited to, suspension and permanent ineligibility. To the extent any USABS policy or procedure is inconsistent with the policies or procedures of the U.S. Center for SafeSport, such USABS rule is hereby superseded.

## SECTION 5.

### MEMBERS

#### Section 5.1. Categories of Membership.

USABS shall have individual and organization membership categories as follows:

a. Individual Membership Categories:

~~i. Athlete Members. Those eligible for USABS membership in this category shall be any individual 18 or over who registers with USABS as a competitive athlete eligible to compete in bobsled or skeleton events. Any individual who has won an Olympic Winter Games medal(s) for the United States in the sports of bobsled or skeleton shall be offered membership in USABS without the requirement to pay dues. and who do not meet the definition of an Elite Athlete Member.~~

~~i. \_\_\_\_\_~~

~~\_\_\_\_\_ Elite Athlete Members. Those eligible for USABS membership in this category shall be any individual who meets the definition of a 10 Year Athlete or a 10 Year + Athlete.~~

~~A. 10 Year Athlete means an athlete who, at the time of election/selection as a representative, has represented U.S. in the 10 years prior at:~~

~~(i) a Delegation Event; or~~

~~(ii) any additional elite protected competitions as defined by the USABS AAC and approved by the USOPC's NGB Athlete Representation Review Working Group~~

~~B. 10 Year + Athlete means an athlete who has, at any point but not within the 10 years prior to election/selection, met the definition of 10 Year Athlete Representative.~~

~~C. Delegation Event means individually or collectively as applicable, the Olympic Winter Games, the Paralympic Winter Games, the Pan American Games, and the Parapan Am Games.~~

ii. Junior Athlete Members. Those eligible for USABS membership in this category shall be any individual under 18 who registers with USABS as a competitive athlete eligible to compete in bobsled or skeleton events. Any

individual who has won an Olympic Winter Games medal(s) for the United States in the sports of bobsled or skeleton shall be offered membership in USABS without the requirement to pay dues.

iii. Technical Members. Those eligible for USABS membership in this category shall be any individual who is a staff member, coach, official, technical delegate, or track operator.

~~ii. Sustaining Members.~~ Those eligible for USABS membership in this category shall be any individual who supports the sports of bobsled or skeleton through a contribution to USABS, as determined by the Board, which qualifies him or her to a lifetime membership in USABS.

~~iii.iv.~~ General Members. Those eligible for USABS membership in this category shall be any individual (alumni, Board of Directors, volunteers, friends of USABS, etc.) who wishes to support the activities of USABS by paying the membership fee for general members and who does not qualify for membership in any other USABS membership category.

b. Organization Membership Categories:

i. Club Organization. Those eligible for USABS membership in this category are those bobsled and skeleton clubs that register as club organizations with USABS and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USABS.

~~Elite Athlete shall be any individual who meets the definition of a 10 Year Athlete or a 10 Year + Athlete.~~

~~A.—10 Year Athlete means an athlete who, at the time of election/selection as a representative, has represented U.S. in the 10 years prior at:~~

~~(i)—a Delegation Event; or~~

~~(ii)—any additional elite protected competitions as defined by the USABS AAC and approved by the USOPC's NGB Athlete Representation Review Working Group~~

~~B.—10 Year + Athlete means an athlete who has, at any point but not within the 10 years prior to election/selection, met the definition of 10 Year Athlete Representative.~~

~~C.— Delegation Event means individually or collectively as applicable, the Olympic Winter Games, the Paralympic Winter Games, the Pan American Games, and the Parapan Am Games.~~

#### Section 5.2. Voting Members.

The following membership groups shall have the following voting privileges:

~~a. — Elite Athlete, Athlete, Technical, Club Organization, and National Organization members shall have voting privileges in elections for directors of USABS's Board as provided in these Bylaws;~~

~~b. — All members shall have voting privileges on amendments to the Bylaws where required by the NPCL or by these Bylaws; and~~

~~c. — All members shall have voting privileges on amendments to the USABS Certificate of Incorporation.~~

~~In order to be eligible to vote in an election, an individual shall only be allowed to vote in one (1) membership category; must be at least eighteen (18) years of age; and must be a member of USABS, with fully paid dues, sixty (60) days prior to the date of an election; and must comply with any applicable USABS requirements for SafeSport training and background screening. For purposes of clarification, any individual who is a member of more than one (1) membership category shall designate the membership category in which he or she shall vote; provided, however, an individual who qualifies as an Elite Athlete must designate the Elite Athlete membership category. Notwithstanding these restrictions on voting, membership in USABS is open to individuals who are less than eighteen (18) years of age; however, they shall not be allowed to vote in a USABS election.~~

#### Section 5.2. Membership Requirements and Dues.

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

#### Section 5.3. Suspension and Termination of Membership.

The membership of any member may be suspended or terminated at any time with or without cause by the Board. A member shall have the right to a hearing prior to suspension or termination. A member may resign, but remains liable for any obligations owed to USABS and subject to disciplinary action.

#### Section 5.4. Transfer of Membership.

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

## SECTION 6.

### BOARD OF DIRECTORS

#### Section 6.1. General Powers.

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

#### Section 6.2. Function of the Board.

The Board shall represent (a) the membership interests of the bobsled and skeleton community for USABS in the United States and (b) bobsled and skeleton athletes by providing USABS with policy, guidance and strategic direction. The Board shall oversee the management of USABS and its affairs, but it does not manage USABS. The Board shall select a well-qualified and ethical Chief Executive Officer (“CEO”) and diligently oversee the CEO in the operation of USABS. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the CEO to manage a staff-driven organization with effective Board oversight. The paramount duty of the Board shall be to select a well-qualified and ethical CEO and to diligently oversee the CEO in the operation of USABS. In addition, the Board performs the following specific functions, among others:

- a. implements procedures to orient new Board directors, to educate all directors on the business and governance affairs of USABS, and to evaluate Board performance;
- b. selects, compensates, evaluates and, where appropriate, terminates the CEO and plans for management succession;
- c. reviews and approves USABS's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USABS;
- e. reviews and approves significant corporate actions;
- f. oversees the [financial activities throughout the fiscal year; including the](#) financial reporting process, communications with stakeholders, and USABS's legal and regulatory compliance program;
- g. oversees effective corporate governance, [including the selection and appointment of standing committee members and other committee and task force members. The selection of other committee and task force members may be delegated to the CEO;](#)
- h. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;

- i. reviews and approves financial statements, annual reports, [financial](#), audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- j. monitors to determine whether USABS's assets are being properly protected;
- k. monitors USABS's compliance with laws and regulations and the performance of its broader responsibilities;
- [l.](#) ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis; [and](#)
- [l.m.](#) [ensures that athlete safety rules, policies, and procedures comply with the requirements of the USOPC and the U.S. Center for SafeSport.](#)

### Section 6.3. Diversity of Discussion.

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

### Section 6.4. Qualifications.

Each director of the Board must be a citizen of the United States and eighteen (18) years of age or older. However, a director need not be a resident of the state of New York. Directors must also pass USABS's background screen and have completed the required SafeSport education and training.

A director shall (a) have the highest personal and professional integrity, (b) have demonstrated exceptional ability and judgment, and (c) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USABS. Directors shall possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USABS. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent directors, who shall also serve on the Audit Committee, shall have financial expertise.

No employee of USABS may be a member of the Board. Upon election to the Board, USABS directors shall resign from any other leadership position they may have with USABS, but excluding the IBSF or other international organizations. Prior to serving as a USABS director, if not already a member, an individual must become a member of USABS.

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



## Section 6.5. Athlete Representation

Athlete Representation on the Board shall meet the requirements as promulgated in the USOPC Bylaws.

## Section 6.6. Number.

The Board shall consist of ~~at least twelve (12) directors and up to~~ fifteen (15) total directors consisting of (i) ~~a number of 5 Elite~~ Athlete directors ~~sufficient to~~ constituting not less than one-third of the voting power of the Board as provided below, (ii) ~~at least five (5) and up to five (5)~~ At-large directors, ~~and~~ (iii) ~~at least five (5) and up to five (5)~~ Independent directors, ~~and~~ (iv) ~~up to two (2) Sport At large~~ directors. ~~The number of At large directors, Independent directors, and Sport At large directors selected shall be determined by the Nominating and Governance Committee and ratified by the Board of Directors.~~

## Section 6.7. Election/Selection.

The Board of Directors shall have the right, but not the obligation, to provide to the Nominating and Governance Committee with a written description of the specific qualifications, skills and experiences the Board of Directors deems beneficial to the Corporation in filling a vacancy. The Board of Directors shall consider the recommendations made by the Nominating and Governance Committee for Board of Director vacancies, with approval requiring a majority vote. In the event the Board of Directors does not appoint a candidate to fill the vacancy, the Nominating and Governance Committee shall provide the Board of Directors with an alternate candidate(s) according to their procedures. This process shall continue until the positions are filled.

The Nominating and Governance Committee shall work through the Ethics Committee to vet candidates' conflict of interest, code of conduct, Center and/or USADA violation disclosures to determine eligibility of candidate.

Athlete Director vacancies shall follow the USABS AAC and the USABS Nominating Governance Committee's vetting process and must be selected by the USABS AAC from the vetted candidates as prescribed in the USABS AAC Bylaws.

All those responsible for the election and selection of the Board of Directors shall ensure the process is handled fairly, consistently and appropriately avoiding any impropriety and/or conflict of interests.

The USABS Board shall be elected / selected as follows:

- a. Athlete Directors. The required number of athlete representatives shall be directly elected to serve on the USABS Board as prescribed in the USABS AAC Bylaws. The USABS representative on the USOPC AAC shall serve as an Athlete Director. ~~by a vote of eligible 10 Year Athlete Members, one of which~~

~~must be the USABS representative to the USOPC AAC, at least 20 percent of the Board must be 10 Year Athletes and the remaining 13.3% may be either 10 Year Athletes or 10 Year + Athletes. In addition, the alternate representative to the USOPC AAC may attend Board meetings, but shall not have a vote will be a non-voting ex officio member of the Board and will not count towards the minimum number of Elite Athlete Directors. The USABS will cover reasonable travel expenses in accordance with USABS financial policies for Athlete Directors to attend in-person board meetings.~~

- ~~b. At-Large Directors. Using whatever process the Nominating and Governance Committee determines to be appropriate, the Nominating and Governance Committee shall select ~~at least five~~~~our~~~~four~~ (544) At-Large directors ~~and up to five~~ (5) At large directors. ~~The Nominating and Governance Committee shall determine whether there are (4) At large directors or five (5) At large directors, subject to ratification by the Board of Directors. At least two (2) At large directors shall be classified as a “Class A Term Director” and at least two (2) At large directors shall be classified as a “Class B Term Director” for purposes of staggered term election. The remaining At large director, if any, shall be classified as either a “Class A Term Director” or a “Class B Term Director” as determined by the Nominating and Governance Committee to provide an appropriate balance in the number of “Class A Term Directors” and “Class B Term Directors” for purposes of staggered term election.~~~~
- ~~c. Independent Directors. Using whatever process the Nominating and Governance Committee determines to be appropriate, the Nominating and Governance Committee shall select ~~at least five~~~~our~~~~our~~ (544) directors ~~and up to five~~ (5) directors considered to be independent, as that term is defined in Section 6.7 of these Bylaws. ~~The Nominating and Governance Committee shall determine whether there are (4) independent directors or five (5) independent directors, subject to ratification by the Board of Directors. At least two (2) independent directors shall be classified as a “Class A Term Director” and at least two (2) independent directors shall be classified as a “Class B Term Director” for purposes of staggered term election. The remaining independent director shall be classified as either a “Class A Term Director” or a “Class B Term Directors” as determined by the Nominating and Governance Committee to provide an appropriate balance in the number of “Class A Term Directors” and “Class B Term Directors” for purposes of staggered term election.~~~~
- ~~d. Sport At large Directors. Using whatever process the Nominating and Governance Committee determines to be appropriate, the Nominating and Governance Committee shall select up to two (2) Sport At large directors. The Sport At Large directors shall be selected from a group consisting of individuals who are (i) Technical Members, (ii) Athlete Members, (iii) Olympic Members, (iv) General Members who previously represented the United States as an athlete in International Competitions, (v) General Members who competed as an athlete in the USABS National Championship, or (vi) General Members who were previously employed as a member of the USABS staff. The number of Sport At large directors selected~~

~~shall be determined by the Nominating and Governance Committee, subject to ratification by the Board of Directors. The Sport At large directors shall be classified as either a “Class A Term Director” or a “Class B Term Director” as determined by the Nominating and Governance Committee to provide an appropriate balance in the number of Class A Term Directors” and “Class B Term Directors” for purposes of staggered term elec~~ Advisory Directors. Using whatever process the Nominating and Governance Committee determines to be appropriate, the Nominating and Governance Committee may select up to three (3) Advisory directors. Advisory directors shall not have any voting rights on the board and shall not be counted in any of the board totals described above but may attend Board meetings.

- e. Affiliated Organization Director. As required by Section 220522(12) of the Ted Stevens Olympic and Amateur Sports Act, USABS 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.

### Section 6.7. Independence.

The Nominating and Governance Committee shall affirmatively make a determination as to the independence of each Independent director.

For purposes of these Bylaws, an Independent Director will not be considered “independent” if, within the previous two (2) years:

- the individual is/was employed by or held any governance position (whether a paid or volunteer position) with USABS, IBSF or any sport family entity connected to USABS;
- an immediate family member of the individual is/was employed by or held any governance position (whether a paid or volunteer position) with USABS, IBSF or any sport family entity connected to USABS;
- the individual is/was affiliated with or employed by USABS’s outside auditor or outside counsel;
- an immediate family member of the individual is/was affiliated with or employed by USABS’s outside auditor or outside counsel as a partner, principal or manager;
- the individual is/was a member of USABS’s Athlete Advisory Council or any constituent group within representation on the board;
- the individual is/was a member, employee or principal of any constituent group with representation on the Board of Directors of USABS;

- the individual receives or received any compensation from USABS, directly or indirectly;
- the individual is/was an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USABS;
- the individual is/was the parent or close family member or coach of an athlete that has competed in a Protected Competition, as defined in the USOPC Bylaws; or
- the individual is/was a member of USABS in a membership category that participates in Protected Competition.

In addition, an 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:

- An Independent Director is excepted from the requirement prohibiting them from holding any governance position with USABS or IBSF, provided the only governance position they hold is their board position or related to their board position (e.g., a board member does not lose their independence as a result of serving successive terms or serving as a board liaison to the IBSF).
- An Independent Director is excepted from the requirement prohibiting them from accepting any payment from the USABS, provided that all payments received are reimbursements and for approved expenses reasonably incurred as part of their board responsibilities.

~~of holding any governance position within USABS or IBSF and reimbursement of expenses related thereto.~~

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

#### Section 6.8. Voting Process.

Unless selected by the Nominating and Governance Committee, the CEO shall cause to be sent written or electronic ballots to the appropriate members, so that they may vote for their particular director.

#### Section 6.9. Tenure.

Except as provided in Section 6.10 of these Bylaws, the term of office for a director of the Board shall be four (4) years. A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.

#### Section 6.10. Staggered Board.

~~Directors of the Board shall serve staggered terms. To accomplish this, director seats shall be divided into two classes. The first class shall be identified as "Class A Term Directors" consisting of the USABS AAC Athlete director, at least two (2) At large directors, and at least two (2) Independent directors. The second class shall be identified as "Class B Directors" consisting of the USOC AAC Athlete director, the At large Athlete director, at least two (2) At large directors, and at least two (2) Independent directors. In the event that the Nominating and Governance Committee elects more than four (4) At large directors or more than four (4) Independent directors, or Sport At large directors, the remaining directors elected shall be classified as either "Class A Term Directors" or "Class B Term Directors" as determined by the Nominating and Governance Committee to provide an appropriate balance in the number of Class A Term Directors" and "Class B Term Directors" for purposes of staggered term election.~~

#### Section 6.10. Term Limits.

No director of the Board shall serve more than two (2) consecutive terms.

When a director is elected/selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, and the remaining term is two or more years, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, following completion of the filled vacancy term, the director may serve only one (1) additional four (4) year term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and, following completion of the filled vacancy term, the director shall be able to serve two (2) additional four (4) year terms.

#### Section 6.11. Director Attendance.

Directors of the Board shall be expected to attend ~~in person~~ all regularly scheduled Board meetings, ~~though for exigent circumstances a director may participate in a meeting by telephone.~~ Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board meetings in person during any twelve-month (12-month) period. Should a Board director attend less than one half (1/2) of scheduled Board meetings during a twelve-month (12-month) period in person, Section 6.14 of these Bylaws outlines what steps may be taken against the director.

#### Section 6.12. Director Access to Management and Outside Advisors.

Upon the decision of the Board, USABS's senior management team shall attend Board meetings. Upon the decision of the Board, one representative from the Lake Placid Track and one representative from the Park City Track shall attend Board meetings. All Board director contact with members of USABS's management team, other than the Chief Executive Officer ("CEO"), outside of Board meetings shall be directed to the CEO, though this requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board (as opposed to individual Board directors) directly of appropriate matters.

#### Section 6.13. Resignation, Removal and Vacancies.

A director's position on the Board shall be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director may resign at any time by giving written

notice to the Chair of the Board, except the Chair of the Board's resignation shall be given to the CEO. 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.

If a director fails to attend in person more than one half (1/2) of the regular meetings of the Board during any twelve-month (12-month) period, unless such director is able to demonstrate to the other directors of the Board that the presence of exigent circumstances caused and excused their absences, such director of the Board may be removed by the Board. In such circumstances, the absent director may be removed by the affirmative vote of a majority of the voting power of the Board, not including the voting power of the absent director.

At any duly noticed meeting of the Board, an Independent, At-Large or Sport At-Large Directors may also be removed for cause after being provided an opportunity to be heard by the Board and upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). Elite Athlete Directors may only be removed by a majority vote of the 10 Year Athlete Members of USABS. Unless such voting is part of a violation of the USABS's Code of Ethics, no director shall be subject to removal or to not being re-nominated based on how they vote as a director.

Any vacancy occurring in the Board shall be filled as set forth for the election of that director in Section 6.6 of these Bylaws. Also, a director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

#### Section 6.14. Regular and Special Meetings.

~~The Board shall meet fAt least ourtwo~~ (42) times per year, the Board shall meet and hold regularly scheduled meetings, one of which shall be held in conjunction with a USABS Annual Assembly, as outlined in Section 9 of these Bylaws.

Special meetings of the Board may be called by the Chairman of the Board, and must also be called when requested in writing by one-third (1/3) or more of the members of the Board.

#### Section 6.15. Notice of Regular and Special Meetings.

Notice of each regular meeting or special meeting of the Board shall be given to each director of the Board by the Corporate Secretary and shall state the date, time and place of the meeting for which the meeting is called. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose) to the director's facsimile telephone number or to the director's email address. Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the director (or to such other individual provided by the director for such purpose). Oral notice shall be delivered no



fewer than two (2) days before the date of the meeting. Oral notice is effective when communicated. The method of notice need not be the same as to each director.

The personal attendance of directors at meetings of the Board is encouraged; however, any member of the Board may participate in the meeting of the Board by conference telephone or similar communications equipment, as long as the conference telephone or communication equipment allows all persons participating in the meeting to hear each other at the same time.

A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### Section 6.16. Quorum.

A quorum for the transaction of business at a meeting of the Board shall exist if, either in person or by teleconference, more than half of the members of the Board are present, or as provided in Section 6.21.

#### Section 6.17. Transacting Business.

At the start of any meeting of the Board, there must be a quorum for any business to be transacted.

#### Section 6.18. Voting by Proxy.

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

#### Section 6.19. Presumption of Assent.

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

#### Section 6.20. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if each and every member of the Board or committee votes in favor of such action.

#### Section 6.21. Transacting Business by Mail, Electronic Mail, Telephone [or Video Conference](#) ~~or Facsimile.~~

If in the judgment of the Chair of the Board the urgency of the case requires such action, the Board shall have the power to transact its business by mail, electronic-mail, telephone, or [video conference](#)~~faesimile~~, subject to Section 6.21.

#### Section 6.22. Agenda.

The Chair of the Board, in consultation with the CEO and the Chairs of the Board's committees, shall determine the agenda for all Board meetings. Board directors shall be permitted to request items for inclusion on the agenda for Board meetings. [Pursuant to the USABS Conflict of Interest Policy, at the start of each Board of Director Meeting, members must declare conflicts with any anticipated agenda item. These disclosures must be recorded in the minutes along with the associated recusal from the applicable agenda item.](#)

#### Section 6.23. Questions of Order and Board Meeting Leadership.

Unless otherwise provided in advance by the Board, questions of order shall be decided by the Chair of the Board. The Chair of the Board shall lead meetings of the Board. If the Chair of the Board is absent from any meeting of the Board, then the Chair of the Board shall designate in writing and in advance one (1) other member of the Board to preside. If the Chair of the Board is unable to make or has not made such a designation, the Board may choose another member of the Board to serve as presiding officer for that meeting.

#### Section 6.24. Effectiveness of Actions.

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

#### Section 6.25. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board shall be open to members, and where appropriate, non-members. However, in the event the Chair of the Board, with the consent of a majority of the directors of the Board in attendance, deems it appropriate: (a) to exclude non-members at an open meeting for any reason, then the Chair of the Board may declare that the meeting is closed; or (b) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the Chair of the Board may specifically designate and call an executive session after securing an affirmative vote by the Board.

#### Section 6.26. Minutes of Meetings.

The minutes of all meetings of the Board shall be published on USABS's website. Every reasonable effort will be made to publish the minutes within thirty (30) days after completion of the meeting.

#### Section 6.27. Compensation.



Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USABS's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USABS (except that the cost for ~~Elite~~-Athlete Directors to participate will be covered by USABS).

#### Section 6.28. SafeSport Compliance

All directors of the Board shall maintain annual compliance with the required SafeSport training regardless of whether they are participating in USABS activities.

### **SECTION 7.**

#### **OFFICERS**

##### Section 7.1. Designation.

The only officers of USABS shall be a Chair of the Board, a Corporate Secretary, and if needed, an Assistant Corporate Secretary.

##### Section 7.2. Election/Selection.

The Chair of the Board shall be elected from among the directors of the Board by majority vote. The election shall be held at the Board Meeting coinciding with the Annual Assembly ~~on odd numbered years~~. Upon notification from the Chair that the Chair will not serve a second term if voted, or upon completion of the ~~seventh~~<sup>third</sup> year of service as Chair, the Board may nominate a Chair-successor, who, upon a vote of the majority of the Board, shall be selected as the intended successor to the Chair upon expiration of his/her term. The Chair-successor shall assist the Chair in such efforts and projects as requested by the Chair. The Chair-successor shall not assume the position of Chair at the expiration or termination of the term of the existing Chair unless voted by a majority of the Board. There shall not be a requirement for any Chair that they have previously served as a Chair-successor.

The CEO shall select a Corporate Secretary, and if needed, an Assistant Corporate Secretary. The Corporate Secretary and Assistant Corporate Secretary, if any, shall be an employee of USABS. The Corporate Secretary and Assistant Corporate Secretary, if any, shall be approved by the Board.

##### Section 7.3. Tenure.

The term of office of the Chair of the Board shall be ~~two~~<sup>four</sup>~~two~~ (24) years. The newly elected Chair of the Board shall take office immediately. The Chair of the Board shall hold office until a qualified successor is elected, or until the Chair of the Board's resignation, removal, incapacity, disability or death.

The term of office of the Corporate Secretary shall be unlimited. The Corporate Secretary shall hold office until his or her employment with USABS ends; when the CEO designates a different individual to serve as Corporate Secretary; or until the Corporate Secretary's earlier resignation, removal by the CEO, incapacity, disability or death. The Assistant Corporate Secretary, if any, shall hold office until his or her employment with USABS ends, when the CEO selects a different individual to serve as Assistant Corporate Secretary or until the Assistant Corporate Secretary's earlier resignation, removal by the CEO, incapacity, disability or death. In any circumstance in which the CEO has not designated an employee to serve as Corporate Secretary, the Board may select a director of the Board or another individual employed by USABS to serve as Corporate Secretary.

#### Section 7.4. Authority and Duties of Officers.

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

- a. Chair of the Board. The Chair of the Board shall (a) set all meeting and meeting agendas, (b) preside at all meetings of the Board, (c) see that all Board commitments, resolutions and oversight are carried into effect, and (d) exercise such powers and perform such other duties as from time to time may be assigned by the Board.
- b. Corporate Secretary. The Corporate Secretary shall: (a) keep the minutes of the proceedings of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be the custodian of the corporate records; (d) perform all duties incident to the office of Corporate Secretary; and (e) perform such other duties as, from time to time, may be assigned to the Corporate Secretary by the CEO or by the Board.
- c. Assistant Corporate Secretary. An Assistant Corporate Secretary, if any, shall have the same duties and powers as the Corporate Secretary. The Assistant Corporate Secretary, if any, shall not be a director of the Board and shall not have a vote on the Board.

#### Section 7.5. Restrictions.

Officers of USABS shall perform their functions with due care. No individual may serve simultaneously as an Officer of USABS and as an Officer of an organization holding membership in USABS, or as an Officer of another amateur sports organization that is recognized by the USOPC as an NGB.

#### Section 7.6. Term Limits.

No individual shall serve as Chair of the Board for more than ~~threetwo~~ (32) terms during an eight (8) year period.

When a director is elected to fill a vacancy in the Chair of the Board because of the previous Chair of the Board's resignation, removal, incapacity, disability or death, and the remaining term is for more than one (1) year, such term shall constitute a full term and the director filling the previous Chair of the Board's vacancy, following the completion of the vacancy being filled, shall be able to serve only one (1) additional two (2) year term. If the vacancy being filled in the Chair of the Board is for less than one (1) year, the term shall not be a full term and the director filling the previous Chair of the Board's vacancy, following completion of the filled vacancy term, shall be able to serve two (2) additional two (2) year terms.

#### Section 7.7. Resignation, Removal and Vacancies.

An officer's position with USABS may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair of the Board may resign at any time by giving written notice to the Board. The Corporate Secretary or Assistant Corporate Secretary, if any, may resign at any time by giving written notice to the CEO. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Chair of the Board may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). The Chair of the Board may also be removed without cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question). However, should the Chair of the Board be removed from his or her position as Chair of the Board, then he or she may remain a director on the Board.

The Corporate Secretary or Assistant Corporate Secretary, if any, may be removed, with or without cause, by the CEO.

Any vacancy occurring in the Chair of the Board shall be filled by majority vote by the Board. If the vacancy also results in the Chair of the Board no longer being a director, then the Board may elect a new Chair immediately, or wait until the vacant director position is filled before electing a new Chair. A Chair of Board elected to fill a vacancy shall be elected for the unexpired term of such Chair's predecessor in office.

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

#### Section 7.8. Compensation.

The Chair of the Board shall not receive compensation for his or her service as Chair of the Board, although the reasonable expenses of the Chair of the Board may be paid or reimbursed in accordance with USABS's policies. The Chair of the Board is disqualified from receiving compensation for services rendered to or for the benefit of USABS (except active athletes may receive athlete support payments).

## SECTION 8. COMMITTEES

### Section 8.1. Designation.

There shall be no Executive Committee or other committee(s) with management authority delegated by the Board. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the Board, such as a “super-board” (commonly called a governing council or general assembly). This requirement, however, is not intended to detract from the ability of the members or some parts thereof to nominate individuals to serve on the Board.

USABS shall have the following five (5) Standing Committees: (1) Nominating and Governance Committee; (2) Judicial Committee; (3) Compensation and Evaluation Committee; (4) Ethics Committee; and (5) Audit Committee.

The Board or CEO may appoint such advisory task forces or committees as the Board or CEO believe appropriate, and shall define narrowly the mission and deliverables of such task forces or committees. The decision to appoint or not appoint and to terminate such a task force or committee shall be exclusively the Board’s or the CEO’s. [Candidate selection for advisory task forces or other committees shall follow the selection requirements as identified in Committee Selection \(Section 8.3\).](#)

### Section 8.2. Number.

Membership on standing committees, other committees, and task forces shall ~~not exceed~~be (5) individuals.

### Section 8.3. Athlete Representation.

[Athlete Representation on standing committees, other committees, and task forces shall meet the requirements as promulgated in the USOPC Bylaws and the USABS AAC Bylaws.](#)

~~So as to comply with the Act and the USOPC Bylaws, all Standing Committees shall be comprised of not less than one third Elite Athletes, at least one half of which shall be 10 Year Athletes and up to one half may be 10 Year + Athletes. Such athlete representation shall be directly elected by a vote of all eligible USABS 10 Year Athletes. All other committees and task forces must be comprised of not less than one third Actively Engaged Athletes. For purposes of these Bylaws, an “Actively Engaged Athlete” means an athlete who qualifies as a 10 Year or 10 Year+ Athlete, or who has been actively engaged in 24 months prior to election/selection in a USABS sanctioned competition, which may include events that categorize entrants in age-restricted classifications.~~Section 8.4. Selection Process

a. Procedures for filling a standing committee, other committee, and task force vacancy:

- i. **Announcement.** USABS shall announce the vacancy to eligible constituents, including relevant information (committee responsibilities, eligibility requirements, deadline, identify individuals serving on the Nominating and Governance Committee, Conflict of Interest Policy, etc.) in vacancy announcement;
  - ii. **Candidate Review.** The Nominating and Governance Committee shall review committee nominations, and, if appropriate, interviews candidates. It should be noted that members of the Nominating and Governance Committee shall comply with the Conflict of Interest Policy and identify any potential conflict with candidate list prior to participating in the review process;
  - iii. **Ethics Review.** The Nominating and Governance Committee shall consult with the Ethics Committee with respect to vetting their committee selections potential conflicts of interest or other problematic background issues;
  - iv. **Selection.**
    - i. For Standing Committees, the Nominating and Governance Committee recommends candidates to the Board of Directors. The Nominating and Governance Committee's recommendations shall include a brief written description which sets forth the opinions of the Nominating and Governance Committee regarding each candidate's qualifications, skills and/or experiences. The Board of Directors reviews recommendations and approves Standing Committee selections and/or requests additional exploration for committee representation.
    - ii. For other committees and task forces, the Board of Directors may delegate selection authority to the Nominating and Governance Committee.
- b. Procedures for filling an athlete vacancy on a committee:
- i. Shall follow the USABS AAC and the USABS Nominating and Governance Committee's vetting process; and
  - ii. Must be selected by the USABS AAC from the vetted candidates as prescribed in the USABS AAC Bylaws.

#### Section 8.5. Tenure.

The term for all standing and other committee members shall be two (2) years. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death.

The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of two (2) years.

#### Section 8.6. Term Limits.

No committee member shall serve more than four consecutive terms.

Any time on any committee or task force shall constitute a full term. For example, should a committee member serve less than two years on a committee, such committee member would be eligible to serve only three (3) additional two (2) year terms immediately following his or her initial term.

#### Section 8.7. Committee Member Attendance.

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

#### Section 8.8. Resignation, Removal and Vacancies.

A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability or death. A committee member may resign at any time by giving written notice to the Board, if appointed by the Board or to the CEO, if appointed by the CEO. 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.

Unless a committee or task force member is able to demonstrate to the directors of the Board, or to the CEO, if appointed by the CEO, that the presence of exigent circumstances caused and excused his or her absences, committee or task force members may be removed by the Board, or the CEO, if appointed by the CEO, if they fail to attend in person more than one half (1/2) of the regular committee or task force meetings during any twelve-month (12-month) period. In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a director), or upon the determination of the CEO, if appointed by the CEO. Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a director), or upon the determination of the CEO, if appointed by the CEO. Committee members may also be removed without cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question, if also a director), or upon the determination of the CEO, if appointed by the CEO.

Any vacancy occurring in a committee or task force shall be filled as set forth for the appointment of that committee or task force member. A committee or task force member

appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office.

#### Section 8.9. Procedures.

Each committee and task force shall establish procedures for conducting its business and affairs. Such procedures shall be published and made available on the USABS's website.

#### Section 8.10. Open and Executive Meeting Sessions.

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

#### Section 8.11. Minutes of Meetings.

Each committee and task force shall take and maintain minutes of its meetings.

#### Section 8.12. Compensation.

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

#### Section 8.13. Nominating and Governance Committee.

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

- ~~a. — The initial Nominating and Governance Committee shall be the USABS Management and Governance Committee.~~
- ~~b. — Each subsequent Nominating and Governance Committees shall be selected as follows:
  - ~~i. — one (1) individual elected by the previous Nominating and Governance Committee from that Committee;~~
  - ~~ii. — one (1) individual who is a member of the Board who is independent as that term is defined in these Bylaws and who is selected by the USABS Board, who shall be the Chair of the Nominating and Governance Committee;~~~~

~~iii. — two (2) Elite Athletes, at least one of which must be a 10 Year Athlete and one of which may be a 10 Year + Athlete as elected by the 10 Year Athlete members of USABS; and~~

~~iv. — one (1) athlete who shall be selected from the other appropriate USABS membership groups who is selected by the general membership of the USABS; and~~

~~v. — one (1) individual who shall be selected by and from the Board that is leaving the Board, either because he or she is no longer eligible to serve as a director of the Board or because he or she has declared his or her intent not to seek a subsequent Board seat. However, if no individual meets this qualification, then this position on the Nominating and Governance Committee shall remain unfilled until someone meets this qualification.~~

~~vi. e. — The members of the Nominating and Governance Committee shall serve for terms of four (4) years or less. An individual shall not serve on the Nominating and Governance Committee for more than two (2) consecutive terms.~~

- a. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current director, except as allowed in Section 8.12(b)(2) and (5) of these Bylaws. No individual who serves on the Nominating and Governance Committee may serve or be eligible to serve on the Board, other than as allowed in Section 8.12(b)(2) and (5) of these Bylaws. Members of the Nominating and Governance Committee shall be precluded from serving as a Board director or in any other USABS capacity, whether governance or on staff, for a period of two (2) years after their service on the Nominating and Governance Committee ends, except as allowed in Section 8.12(b)(2) and (5) of these Bylaws.
- b. The Nominating and Governance Committee shall:
  - i. identify and evaluate prospective candidates for the Board;
  - ii. select individuals to serve on the Board as provided in these Bylaws;
  - iii. recommend as requested by the Board, individuals to serve on various committees and task forces;
  - iv. consult with the Ethics Committee with respect to vetting all nominations for potential conflicts of interest or other problematic background issues;
  - v. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces; and
  - vi. perform such other duties as assigned by the Board.



- c. In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:
  - i. the candidate's contribution to the effective functioning of USABS;
  - ii. any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment;
  - iii. whether the candidate continues to bring relevant experience to the Board;
  - iv. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
  - v. the candidate's reputation for personal integrity and commitment to ethical conduct;
  - vi. any specific skills, experience or expertise needed on the Board;
  - ~~vi.vii.~~ the NGB's need for a diverse Board; and
  - ~~vii.viii.~~ whether the candidate has developed any relationships with another organization or a business interest related to the sports of bobsled or skeleton, or other circumstances have arisen that might make it inappropriate for the director to serve or to continue serving on the Board.

Section 8.14. Judicial Committee.

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

- a. The Board shall appoint the members of the Judicial Committee and its chair, except for ~~Elite Athlete members, at least one half of which must be 10 Year Athletes and one half of which may be 10 Year Athletes who will be elected by the 10 Year Athlete members.~~ Members of the Judicial Committee shall satisfy the standards of independence for “independent directors” as set forth in these Bylaws. No director of the Board shall be appointed to the Judicial Committee.
- b. The Judicial Committee shall:
  - i. generally administer and oversee all administrative grievances;
  - ~~i.ii.~~ right to compete matters filed with USABS;
  - ~~ii.iii.~~ identify disinterested individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
  - ~~iii.iv.~~ hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters; and

~~iv.v.~~ perform such other duties as assigned by the Board

#### Section 8.15. Compensation and Evaluation Committee.

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

- a. ~~Up to five~~ (5) members of the Board, including at least one-third ~~Elite~~-Athlete Directors, shall be elected by the Board to serve as members of the Compensation and Evaluation Committee. The Committee shall select its own chair.
- b. The responsibilities of the Compensation Committee shall be to:
  - i. evaluate at least once a year the CEO's performance in (a) meeting the Board's expectations, as communicated to the CEO by the Board, and carrying out his or her responsibilities as set forth in these Bylaws, and (b) advancing USABS's fulfillment of its mission, set forth in Section 3 of these Bylaws;
  - ii. recommend to the full Board the CEO's compensation, including salary, bonus, incentive and/or any other compensation;
  - iii. review USABS's compensation plan for the CEO, in view of relevant market data, and to recommend changes to such compensation plans to the full Board, as may be necessary and appropriate; and

~~v.vi.~~ perform such other duties as assigned by the chair.

#### Section 8.16. Ethics Committee.

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

- a. The Board shall appoint the members of the Ethics Committee and its chair, except that at least one-third (1/3) of the members of the Ethics Committee shall be ~~Elite Athletes. at least one-half of which must be 10 Year Athletes and one-half of which may be 10 Year + Athletes, elected by the 10 Year Athlete members.~~ Elite Athletes.

Members of the Ethics Committee shall satisfy the standards of independence for "independent directors" as set forth in these Bylaws, except for the Elite Athlete members of the Ethics Committee. No director of the Board shall be appointed to the Ethics Committee.

- b. The Ethics Committee shall:
  - i. report to the Board on all ethical issues;
  - ii. develop, and review on an annual basis, a Code of Ethics, described in Section 17 of these Bylaws, for adoption by the Board that is applicable to all USABS employees, members, officials, and volunteers;

- iii. oversee implementation of, and compliance with, the Code of Ethics;
- iv. generally administer and oversee compliance with the Code of Ethics;
- v. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
- vi. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USABS members; and
- vii. perform such other duties as assigned by the Board.

### Section 8.17. Audit Committee.

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

- a. The Board shall appoint the members of the Audit Committee and its chair, all of whom shall be directors of the Board, except that one-third of the members of the Audit Committee will be ~~Elite Athletes, at least one half of which must be 10 Year Athletes and one half of which may be 10 Year + Athletes, elected by the 10 Year Athlete members.~~ An independent director of the Board with financial experience shall be on the Audit Committee.
- b. The Audit Committee shall:
  - i. recommend the independent auditors of USABS, meet with the auditors pre and post audit (with and without management), review the report of the independent auditors and management letter, and recommend action as needed;
  - ii. conduct quarterly reviews of USABS' financials;
  - iii. serve as an independent and objective party to review and monitor the organization's financial reports and internal control processes;
  - iv. recommend policies and procedures as needed to ensure appropriate financial controls, which shall be approved by the Board of Directors;
  - ii-v. investigate matters of fiscal controls and disclosure and such other matters as directed by the Board; and
  - iii. perform such other duties as assigned by the Board.

## **SECTION 9.**

### **ANNUAL USABS ASSEMBLY**

#### Section 9.1. Purpose.

There shall be an annual USABS Assembly (“Annual Assembly”) at which all individual and organization members and other USABS constituencies in the United States bobsled and

skeleton family shall gather and provide input to the Board on important issues confronting the organization. At the Annual Assembly, the Board shall provide a report on the “State of USABS.” The CEO shall provide a managerial report addressing issues of concern and importance to USABS. Individual and organization members and other constituencies may be permitted to pose questions to the Board and CEO for response. The Annual Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, except as provided by the NPCL or by Section 5.2 of these Bylaws. The Board shall determine the agenda of the annual USABS Assembly.

#### Section 9.2. Place.

The Annual Assembly shall be held in conjunction with a Board meeting. The Board meeting shall take place after the Annual Assembly. If practicable, the Annual Assembly meeting shall also be held in conjunction with a major USABS competition, but in no event, may the Annual Assembly be held more than twelve (12) months after the close of the USABS’s fiscal year.

#### Section 9.3. Notice.

The Corporate Secretary of USABS shall mail a notice of the Annual Assembly, together with a proposed agenda thereof, and with a request for suggested additional agenda items, to all members of USABS at the addresses that appear for them on the records of USABS not less than thirty (30) nor more than sixty (60) days prior to the scheduled date of the Annual Assembly.

Notice of the date, place and time of the Annual Assembly shall be prominently posted on USABS’s website at the time of the mailing, and may also be announced to the membership by electronic mail, where available.

The record date for determining the USABS's members for purposes of all actions to be taken at the Annual Assembly shall be fifteen (15) days before the date of the Annual Assembly, 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 Assembly.

### **SECTION 10.**

#### **USABS ATHLETES’ ADVISORY COUNCIL**

##### Section 10.1. Designation.

USABS shall have an Athletes’ Advisory Council [which shall be governed by the USABS AAC Bylaws and consistent with USOPC and USABS Bylaws.](#) ~~consisting of seven 10 Year Athletes.~~

##### Section 10.2. Qualifications.

~~Members of the USABS Athletes' Advisory Council shall be 10 Year Athletes.~~

### Section 10.3. Election/Selection.

~~All members of the USABS's Athletes' Advisory Council shall be elected by 10 Year Athlete members of USABS. Additionally, in order to be eligible to vote in an election, an individual must be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. Further, an individual must be a member of USABS sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in the election. The election shall take place after conclusion of the Olympic Games, but prior to January 1 of the year following the Olympic Games.~~

~~Members of the USABS Athletes' Advisory Council will be elected as follows:~~

- ~~a. Regardless of bobsled or skeleton discipline, the highest individual in the overall vote total;~~
- ~~b. After the individual described in Section 10.3(a) of these Bylaws, the next highest two (2) individuals in the overall vote total that have competed for the United States of America as skeleton athletes;~~
- ~~c. After the individual described in Section 10.3(a) of these Bylaws, the next highest two (2) individuals in the overall vote total that have competed for the United States of America as bobsled athletes; and~~
- ~~d. The sixth and seventh position on the Athletes' Advisory Council shall be filled by USABS's representative and alternate representative to the USOC Athletes' Advisory Council elected pursuant to Section 11.3 of these Bylaws.~~

### Section 10.4. Tenure.

~~The term for members of USABS's Athletes' Advisory Council shall be for four (4) years. A member shall remain on USABS's Athletes' Advisory Council until the member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability or death.~~

### Section 10.5. Term Limits.

~~No USABS Athletes' Advisory Council member shall serve more than two (2) consecutive terms.~~

~~When a USABS Athletes' Advisory Council member is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a USABS Athletes' Advisory Council member, and the remaining term is for two (2) or more years, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, following completion of the filled vacancy term, the USABS Athletes' Advisory Council member may serve one additional four (4) year term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and the USABS Athletes' Advisory Council member shall be able to serve two (2) additional four (4) year terms.~~

Section 10.6. Chair.

~~The Athletes' Advisory Council shall elect from among its members, by majority vote, a USABS Athlete's Advisory Chair. The term of office of the USABS Athletes' Advisory Council Chair shall be four (4) years. The newly elected USABS Athletes' Advisory Chair shall take office immediately. The USABS Athletes' Advisory Council Chair shall hold office until his or her successor is elected and qualified, or until the USABS Athletes' Advisory Council Chair's earlier resignation, removal, incapacity, disability or death. However, unless removed by the Athlete membership group from USABS Athletes' Advisory Council, should the Chair of USABS Athletes' Advisory Council resign, he or she may remain a member of the USABS Athletes' Advisory Council.~~

Section 10.7. Procedures.

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

Section 10.8. Open and Executive Meeting Sessions.

~~Ordinarily, all USABS Athletes' Advisory Council meetings shall be open to members, and where appropriate, non members. However, in the event the USABS Athletes' Advisory Council Chair, with the consent of a majority of the USABS Athletes' Advisory Council members in attendance, deems it appropriate to (a) exclude non members at an open meeting for any reason, then the USABS Athletes' Advisory Council Chair may declare that the meeting is closed; or (b) convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the USABS Athletes' Advisory Chair may specifically designate and call an executive session.~~

~~Section 10.9. Minutes of Meetings.~~

~~The USABS Athletes Advisory Council shall take minutes of its meetings.~~

Section 10.2. Compensation.

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

~~Section 10.11. Grievance.~~

~~Should an athlete wish to file a grievance related to Section 10 of these Bylaws, the grievance shall be resolved within the procedures of Section 14 of these Bylaws.~~

**SECTION 11.**

**USOPC ATHLETES' ADVISORY COUNCIL**

Section 11.1. Designation.

USABS shall have a representative and an alternate representative to the USOPC Athletes' Advisory Council.

Section 11.2. Qualifications.

~~10 Year Athletes~~Athletes shall be eligible to run for election to the USOPC Athletes' Advisory Council pursuant to USOPC Bylaws and USABS AAC Bylaws. Additionally, in order to be eligible to run for election, an individual must be a citizen of the United States, eighteen (18) years of age or older by December 31 of the year in which the election is held, and must not be a paid employee of USABS or the USOPC.

Section 11.3. Election/Selection.

USABS athlete representatives on the USOPC AAC must be elected consistent with the USOPC AAC Bylaws.

The election for the USABS USOPC Athletes' Advisory Council position shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.

10 Year Athletes shall be eligible to vote in the election for the USOPC Athletes' Advisory Council representatives. Additionally, in order to be eligible to vote in the election, an

individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.

After an individual has been nominated and the Nominating and Governance Committee has verified the authenticity and eligibility of those that nominated the individual, then the CEO shall place the individual on the ballot for election to the USOPC Athletes' Advisory Council.

After the CEO has received all the nominations, he or she shall send written or electronic ballots to those that are eligible to vote as provided above. The individual with the highest vote total is elected as athlete representative to the USOPC Athletes' Advisory Council. The individual with the second highest vote total of the opposite gender (as is required by the USOPC Athletes' Advisory Council) is elected as the alternate representative to the USOPC Athletes' Advisory Council. Unless allowed by the USOC Athletes' Advisory Council, the process between nomination and election to the USOC Athletes' Advisory Council shall take no longer than four (4) months.

#### Section 11.4. Resignation, Removal, and Vacancies.

A USABS USOPC Athletes' Advisory Council position shall be declared vacant upon the USABS USOPC Athletes' Advisory Council person's resignation, removal, incapacity, disability or death. Any USABS USOPC Athletes' Advisory Council person may resign at any time by giving written notice to the CEO. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

In addition, a USABS USOPC Athletes' Advisory Council member or alternate may be removed at any time with or without cause by a majority vote of the those that voted the USABS USOC Athletes' Advisory Council member or alternate to the USOPC Athletes' Advisory Council.

#### Section 11.5. Tenure.

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

When a USOPC Athletes Advisory Council representative is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of the USOPC Athletes Advisory Council representative, and the remaining term is two (2) or more years, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, following completion of the filled vacancy term, the USOPC Athletes Advisory Council representative may serve only one (1) additional four (4) year term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and, following completion of the filled vacancy term, the USOPC Athletes Advisory representative shall be able to serve two (2) additional four (4) year terms.



Section 11.6. Term Limits.

No representative to the USOPC Athletes' Advisory Council shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

Section 11.7. Grievance.

Should an athlete wish to file a grievance related to Section 11 of these Bylaws, the grievance shall be resolved within the procedures of Section 14 of these Bylaws.

**SECTION 12.**

**USOPC NATIONAL GOVERNING BODIES' COUNCIL**

Section 12.1. Designation.

USABS shall have a representative and an alternate representative to the USOPC National Governing Bodies' Council.

Section 12.2. Election/Selection.

The CEO shall be USABS's representative to the USOPC National Governing Bodies' Council. The Chair of the Board shall be USABS's alternate representative to the USOPC National Governing Bodies' Council.

**SECTION 13.**

**CHIEF EXECUTIVE OFFICER**

Section 13.1. Designation.

USABS shall have a CEO who shall be the leader of management and vested with the authority to make decisions on behalf of management.

Section 13.2. Tenure.

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

Section 13.3. Secretary General.

The CEO shall serve as Secretary General of USABS and in this capacity shall represent USABS in relations with the IBSF.

#### Section 13.4. Responsibilities.

The CEO shall:

- a. Be a non-voting member of the Board
- b. develop a strategy for achieving USABS's mission, goals and objectives and present the strategy to the Board for approval;
- c. prepare and submit quadrennial and annual budgets to the Board for approval;
- d. determine, within USABS's budget, the staff needed to effectively carry out USABS's mission, goals and objectives;
- e. oversee the hiring and termination of all staff;
- f. either directly or by delegation manage all staff functions;
- g. be responsible for resource generation and allocation of resources;
- h. coordinate USABS's international activities;
- i. with the Chair of the Board, act as USABS's spokesperson; and perform all functions as usually pertain to the office of CEO.

### **SECTION 14.**

#### **GRIEVANCE COMPLAINT PROCEDURES**

##### Section 14.1. Designation of Complaints Types of Grievances.

The following kinds of grievances ~~complaints~~ may be filed with USABS:

- a. Administrative. USABS or any member of USABS may file a ~~complaint~~ grievance pertaining to any matter within the cognizance of USABS, including but not limited to any alleged violation of, or grievance concerning (i) any USABS policy, rule or regulation, (ii) any provision of USABS's Bylaws, (iii) alleged non-compliance of USOPC Bylaws, or (iv) any provision of the Act relating to USABS's recognition as an NGB;  
  
Exception: Allegations of emotional, physical, and sexual misconduct are subject to the policies and protocols in the USABS Athlete Safety Policy and the U.S. Center for SafeSport.
- b. Right to Compete. Any athlete, coach, trainer, manager, administrator or official may file a ~~grievance~~ ~~complaint~~ pertaining to any alleged denial, or alleged threat to deny, of that individuals opportunity to participate or compete in a Protected Competition or USABS sanctioned competition.

- c. NGB Compliance. Any USABS member may file a grievance alleging noncompliance with the USOPC's Compliance Standards for National Governing Bodies.
- b.d. Field of Play. An athlete may file a grievance related to a competition **only** if a field of play decision was (a) outside the authority of the officials' authority to make it or (b) the product of fraud, corruption, partiality, or other misconduct of the official.

#### Section 14.2. Manner of Filing.

~~Pursuant to the Grievance Procedures, the complainant (or the complainant's parent or legal guardian if a minor) shall file the complaint with the Judicial Committee via the Notice of Grievance Form. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (a) the alleged violation, grievance, denial or threat to deny, and (b) the remedy requested. The complainant shall sign the complainant.~~

#### Section 14.3. Filing Fee.

~~A complaint filed by an individual shall be accompanied by a two hundred and fifty (250) dollar filing fee. A complaint filed by an organization shall be accompanied by a five hundred (500) dollar filing fee, except that USABS is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee shall determine whether or not to reduce or waive the filing fee.~~

#### Section 14.4. Statute of Limitations.

~~A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny.~~

#### Section 14.3. Field of Play Decisions.

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

#### Section 14.4 Administration.

The Judicial Committee shall ~~generally~~ administer and oversee all Administrative Grievances and Right to Compete matters filed with USABS types of grievances identified in Section 14.1 filed with USABS. The Judicial Committee shall be responsible to ensure that all complaints are

heard in a timely, fair and impartial manner. The Judicial Committee shall adhere to the USABS Grievance Procedures for the effective administration of grievances ~~may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USABS.~~

#### Section 14.7 Hearing Panel.

~~Upon the filing of a complaint, the chair of the Judicial Committee, after consultation with the other Judicial Committee members, shall appoint a Hearing Panel consisting of three (3) disinterested individuals to hear the complaint. A “disinterested individual” means an individual who does not have a material interest, directly or indirectly, in the outcome of the hearing or a material relationship with a person who has such an interest. The Judicial Committee shall also appoint a Hearing Panel Chair. Judicial Committee members may be appointed to and serve on the Hearing Panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the Hearing Panel. At least one (1) member of the Hearing Panel shall be a 10 Year Athlete.. Members of the Hearing Panel need not be members of USABS or involved in the sports of bobsled or skeleton.~~

~~The determination of whether an interest or relationship is material shall be made by the Nominating and Governance Committee.~~

#### Section 14.8. Conduct of the Proceeding.

~~The Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the Hearing Panel shall hold a hearing on the complaint. The Hearing Panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath.~~

~~If necessary or convenient to the parties, the hearing may be conducted by teleconference. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.~~

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

#### Section 14.9. Fair Process Considerations.

~~In any hearing conducted pursuant to these Bylaws, the parties shall be provided with the following:~~

- ~~a. ——— notice of the charges or alleged violations, with specificity and in writing, and possible consequences if the charges are found to be true;~~

- b. ~~reasonable time between receipt of the notice of charges and the hearing with respect to the charges, within which to prepare a defense;~~
- c. ~~notice of the identity of adverse witnesses provided in advance of the hearing;~~
- d. ~~the right to have the hearing conducted at such a time and place so as to make it practicable for the person charged to attend;~~
- e. ~~a hearing before a disinterested and impartial body of fact finders;~~
- f. ~~the right to be assisted in the presentation of one's case at a hearing, including the assistance of legal counsel, if desired; however all fees shall be paid by the party seeking assistance of legal counsel;~~
- g. ~~the right to present oral and written evidence and argument;~~
- h. ~~the right to call witnesses to testify at the hearing, including the right to have individuals under the control of an adverse party attend; and to confront and cross-examine such individuals;~~
- i. ~~the right to have a record (i.e., transcript) made of the hearing (In this regard, the reporter shall be paid for by the party requesting the reporter; and a copy of any transcript shall be provided to the other party upon payment of half of the cost. Any transcript ordered by a party shall be made available to the Hearing Panel upon request of the Hearing Panel);~~
- j. ~~the burden of proof shall be on the proponent of the charge, which burden shall be at least a "preponderance of the evidence" unless an applicable rule of law provides for a higher burden of proof;~~
- k. ~~a written decision, with reasons therefore, based solely on the evidence of record, handed down in a timely fashion; and~~
- l. ~~written notice of appeal procedures, if the decision is adverse to the person charged, and the prompt and fair adjudication of any appeal.~~

Section 14.10. Expedited Procedures:

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

Section 14.11. Complaints Involving Selection to Participate in a Competition:

~~Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The~~

~~Hearing Panel shall determine which additional individuals must receive notice of the complaint. The complainant shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the Hearing Panel, even if the individual chose not to participate as a party.~~

#### Section 14.12. Decision.

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

#### Section 14.5. Arbitration.

Per the Act and the USOPC Bylaws, if a complaint is not settled internally to a complainant's satisfaction pursuant to Section 14 of these Bylaws, certain parties subject to these Bylaws may file a claim with the American Arbitration Association (AAA) for final and binding arbitration; provided that nothing in this Section shall prevent or impair an individual's right to file for arbitration in accordance with Section 9 of the USOPC Bylaws.

## **SECTION 15.**

### **SANCTIONING EVENTS**

#### Section 15.1. Prompt Review of Request.

USABS shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request to (a) hold an international or national amateur athletic competition in the United States; or (b) to sponsor United States bobsled or skeleton athletes to compete in an international athletic competition held outside the United States.

#### Section 15.2. Standard for Review.

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

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

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

- a. submits, in the form required by USABS, an application to hold such competition;
- b. pays to USABS the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits to USABS an audited or notarized financial report of similar events, if any, conducted by the organization or person; and
- d. demonstrates that:
  - i. appropriate measures are taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
  - ii. appropriate provisions are made for validation of records which may be established during the competition;
  - iii. due regard is given to any international amateur athletic requirements specifically applicable to the competition;
  - iv. the competition is conducted by qualified officials;
  - v. proper medical supervision is provided for athletes who will participate in the competition; and
  - vi. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 15.4. Requirements for Sponsoring United States Bobsled or Skeleton Athletes to Compete in an International Athletic Competition Held outside the United States.

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

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

- i. appropriate measures are taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
- ii. appropriate provisions are made for validation of records which may be established during the competition;
- iii. due regard is given to any international amateur athletic requirements specifically applicable to the competition;
- iv. the competition will be conducted by qualified officials;
- v. proper medical supervision is provided for athletes who will participate in the competition; and
- vi. proper safety precautions are taken to protect the personal welfare of the athletes and spectators at the competition.

## **SECTION 16.**

### **RECORDS OF THE CORPORATION**

#### Section 16.1. Minutes.

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

[Pursuant to the Conflict of Interest Policy, disclosures and associated recusals from agenda items shall be documented in the meeting minutes.](#)

#### Section 16.2. Accounting Records.

USABS shall maintain appropriate accounting records.

#### Section 16.3. Membership List.

USABS shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order by class.

#### Section 16.4. Records in Written Form.

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

#### Section 16.5. Website.



USABS shall maintain a website for the dissemination of information to its members. USABS shall publish on its website (a) its Bylaws; (b) its rules, and regulations; (c) a procedure for communicating with the Audit Committee Chair, regarding accounting, internal accounting controls, or audit-related matters; (d) its most recent annual financial statement; and (e) its most recent 990 Form filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, USABS shall publish on its website a mailing address and an electronic mail address for communications directly with the Board.

#### Section 16.6. Records Maintained at Principal Office.

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

- a. the articles of incorporation;
- b. these Bylaws that govern the conduct of USABS, USABS's Board, Committees, and members;
- c. rules and regulations that govern the technical conduct of bobsled and skeleton events in the United States as USABS's Board and CEO determine is appropriate in their sole discretion;
- d. the minutes of all meetings of the Board, and records of all action taken by the Board without a meeting, for the past three (3) years;
- e. all written communications within the past three (3) years to the members;
- f. a list of the names and business or home addresses of the current directors and officers;
- g. a copy of the most recent corporate report delivered to the New York secretary of state;
- h. all financial statements prepared for periods ending during the last three (3) years;
- i. the application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- j. all other documents or records required to be maintained by USABS at its principal office under applicable law or regulation.

#### Section 16.7. Inspection of Records by Members.

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

- a. Records Maintained at Principal Office. Provided that the member gives USABS written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records, a member shall be entitled to inspect and copy, during regular business hours at USABS's principal office, any of the records of USABS described in Section 16.6 of these Bylaws.

- b. Financial Statements. Upon the written request of any member, USABS shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- c. Membership List.
- i. Preparation of Membership Voting List. After determining the members entitled to vote in an election USABS shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote that member's name and address.
  - ii. Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at USABS's principal office, a list of members who are entitled to vote in an election, provided that (A) the member has been a member for at least three (3) months immediately preceding the demand to inspect or copy, (B) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (C) the member gives USABS written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list, (D) the member describes with reasonable particularity the purpose for the inspection, and (E) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by USABS limiting the use of such list in accordance with Section 16.7(c)(iii) of these Bylaws.
  - iii. Limitation on Use of Membership Voting List. Without consent of the Board a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list shall not be (A) used to solicit money or property; (B) used for any commercial purpose; or (C) sold to or purchased by any person.
- d. Scope of Members' Inspection Rights.
- i. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
  - ii. Right to Copy. The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.
  - iii. Reasonable Charge for Copies. USABS may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.

- iv. Litigation. Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with USABS, or the power of a court to compel the production of corporate records for examination.

## SECTION 17.

### CODE OF ETHICS AND ANTI-DOPING COMPLIANCE

#### Section 17.1. Code of Ethics.

USABS shall adopt a Code of Ethics applicable to all USABS employees, members, officials, and volunteers. The Code of Ethics shall be approved by the Board. Each NGB employee, member, official, and volunteer shall annually certify compliance with the Code of Ethics.

#### Section 17.2. Anti-Doping Compliance

Any athlete, coach, athlete support personnel, or other person included within the scope of the USADA Protocol for Olympic and Paralympic Movement Testing (“Protocol”), who participates in the activities or affairs of the Association, is subject to the rules, policies, and procedures set forth in the USADA Protocol, and will submit, without reservation or condition, to the jurisdiction of USADA for the resolution of any alleged violations of those rules, policies, or procedures, as they may be amended from time to time.

#### Section 17.3. Duties Associated with Anti-Doping.

Individual Members. It is the duty of individual members of the USABS to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), the IBSF, 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 IBSF, the USOPC and USADA. Athlete members agree to submit to drug testing by the IBSF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that an individual member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the IBSF, if applicable or referred by USADA.

Organization 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 an NGB, PSO or HPMO, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or ~~USABS~~~~NGB~~, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, IBSF, 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, IBSF and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of ~~IBSF~~~~FIBA~~, if applicable or referred by

USADA. In addition, Athletes agree to submit to drug testing by IBSF 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.

Section 17.4. SafeSport.

~~Any person who is a “Covered Individual” under the rules of the U.S. Center for SafeSport and who participates in the activities or affairs of USABS, and/or who is designated a “Covered Individual” by USABS, is subject to the rules, policies, and procedures of the U.S. Center for SafeSport and will submit, without reservation or condition, to the jurisdiction of the U.S. Center for SafeSport for the resolution of any alleged violations of those rules, policies, or procedures, as they may be amended from time to time. To the extent any USABS rule is inconsistent with the rules of the U.S. Center for SafeSport, such USABS rule is hereby superseded.~~

## **SECTION 18.**

### **FIDUCIARY MATTERS**

Section 18.1. Indemnification.

USABS shall defend, indemnify and hold harmless each director of the Board and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such director or officer arising out of the latter’s performance of his or her duties with USABS, to the fullest extent allowed under the NPCL.

Section 18.2. Discharge of Duties.

Each director of the Board and officer shall discharge his or her duties (a) in good faith; (b) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and (c) in a manner the director or officer reasonably believes to be in the best interests of USABS.

Section 18.3. Conflicts of Interest.

Pursuant to the USABS Conflict of Interest Policy, if any director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving USABS; has an interest adverse to USABS’s business affairs; or has any other business interest in the sport of bobsled and skeleton and that individual is in a position to influence a determination with regard to the contract, transaction, business affair, or business interest, such individual shall (a) disclose the conflict of interest; (b) not participate in the evaluation of the contract, transaction, business affair, or decision that affects the business interest; and (c) not vote on the contract, transaction, business affair, or decision that affects the business interest.

Section 18.4. Prohibited Loans.

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

**SECTION 19.**  
**FINANCIAL MATTERS**

Section 19.1. Fiscal Year.

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

Section 19.2. Budget.

USABS shall have an annual budget.

Section 19.3. Audit.

Each year USABS shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit Committee. The Audit Committee shall provide the auditor's report to the Board upon completion.

Section 19.4. Individual Liability.

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

Section 19.5. Irrevocable Dedication and Dissolution.

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

**SECTION 20.**  
**MISCELLANEOUS PROVISIONS**

Section 20.1. Severability and Headings.

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

Section 20.2. Saving Clause.

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of

proposals, which in the judgment of the directors of the Board do not cause substantial injury to the rights of the directors, shall not invalidate the actions or proceedings of the directors at any meeting.

## **SECTION 21.**

### **AMENDMENTS OF BYLAWS**

#### Section 21.1. Amendments.

Any amendment or repeal of these Bylaws that increases or decreases the number of directors, changes the membership categories, or changes membership voting rights, may only be voted on and approved by the members of the membership category or categories whose number of directors, category, or voting rights are affected.

Otherwise, these Bylaws may only be amended, repealed, or substituted at any duly-noticed meeting of the Board or at a special meeting of the Board, at which a quorum is present, upon the affirmative vote of at least two-thirds (2/3) of the members of the Board entitled to vote.

Section 21.1. Proposed Amendments. Amendments to these Bylaws, including new Bylaws, may be proposed by any member of USABS.

#### Section 21.3. Submission of Proposed Amendments.

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

Written notice of any proposed amendment to be acted upon by the Board shall be given by the CEO to the Board, not less than twenty (20) days before the date of the Board meeting at which the Bylaw amendment is to be considered; and written notice of any proposed amendment to be acted upon by the members shall be given by the CEO to all members not less than forty-five (45) days before the meeting of members at which the Bylaws are to be considered and voted upon, together with the recommendation of the Board as to each specific amendment, and an explanation of each proposed amendment and reasons therefore. In addition, where proposed amendments are to be acted on by the members, the proposed amendments and the recommendations of the Board, shall also be posted on the USABS website at the time that the notice of proposed amendments, and explanations, are distributed to members.

Except for amendments to these Bylaws proposed and distributed in accordance with the procedures set forth in Section 21 of these Bylaws, no other amendment shall be considered by the Board; nor shall any proposed amendment to an amendment be considered, unless the same merely goes to the form and not the substance thereof.

#### Section 21.4. Effective Date of Amendments.

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

## **SECTION 22.**

### **EFFECTIVE DATE AND TRANSITION**

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

These Bylaws shall be effective when adopted by the current USABS membership. Immediately upon adoption, the Nominating and Governance Committee shall initiate the process to have a new Board elected/selected pursuant to these Bylaws. Until such time as the new Board is seated, the USABS Management and Governance Committee shall serve as the Board with full authority to conduct all affairs of USABS as set forth in these Bylaws.