

**BYLAWS**

**OF**

**USA TEAM HANDBALL, INC.**

## **ARTICLE 1 NAME, STATUS AND DEFINITIONS**

### **Section 1.1. Name.**

The name of the corporation shall be USA Team Handball, Inc. (referred to in these Bylaws as “USATH”). USATH may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission, recognition and goals.

### **Section 1.2. Nonprofit Status.**

USATH shall be a nonprofit corporation incorporated and licensed pursuant to the laws of the State of Colorado. USATH shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international amateur sports competition in the sport of Team Handball. USATH 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 Definitions**

(A) “member,” “members,” or “membership.”

As used throughout these Bylaws, the terms “member,” “members,” and “membership” refer solely to individuals or groups registered with USATH for competition-access, eligibility, insurance coverage, and other programmatic privileges expressly described in these Bylaws. References to “registered members” shall incorporate the same meaning.

These terms reflect common usage in the sport of handball and within the Olympic and Paralympic movement; however, they shall never be construed, herein, to create, confer, or imply “members” as defined under the Colorado Revised Nonprofit Corporation Act, C.R.S. § 7-121-401(26), nor to grant statutory governance rights, voting rights, inspection rights, or any privileges beyond those expressly provided under these Bylaws.

(B) Independent Director

“Independent Director” means an individual who satisfies the independence criteria set forth in §6.6(C) of these Bylaws. This use of the term, drawn exclusively from the category of Directors defined in §6.6(C), does not create or imply any distinction in the meaning of “independent” among or between any Directors of the Board under federal tax regulations, including the IRS definition of “independent” for Form 990 reporting purposes.

(C) “Officers.”

“Officers,” as used in these Bylaws, refers exclusively to the Chair of the Board/President, the Vice President, and any additional officers created or appointed by the Board pursuant to Article 7. Officers hold the authority, responsibilities, and duties expressly assigned to them in these Bylaws or delegated to them by the Board.

The term “Officer” of the Corporation does not include staff members, committee chairs, or individuals holding administrative or operational roles unless they are formally appointed by the Board as Officers under Article 7.

(D) “USOPC Athletes’ Commission,” “USOPC AAC,” or “Team USA AC.”

These terms refer to the body previously known as the USOPC Athletes’ Advisory Council (AAC) or the Athletes’ Commission (AC), and now designated by the United States Olympic & Paralympic Committee (USOPC) as the Team USA Athletes’ Commission.

Any reference in these Bylaws to the USOPC AAC, AC, USOPC Athletes’ Commission, or Team USA AC, or any variation as noted in the paragraph above, shall be interpreted to mean the current athlete-representative body recognized by the USOPC, regardless of changes in nomenclature over time.

## **ARTICLE 2 OFFICES**

### **Section 2.1. Business Offices.**

The principal office of USATH shall be in Colorado Springs, Colorado. USATH may at any time and from time to time change the location of its principal office without amending these Bylaws. USATH may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the affairs of USATH may require from time to time.

### **Section 2.2. Registered Offices.**

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

## **ARTICLE 3 MISSION AND PURPOSES**

### **Section 3.1. Mission.**

The Mission of the USATH shall be to develop, promote, educate and grow the sport of Team Handball at all levels in the United States and to enable United States athletes to achieve sustained competitive excellence to win medals in international and Olympic competition.

### **Section 3.2. Purposes.**

USATH has been established, and shall be operated, for charitable and educational purposes and to foster national and international competition in the sport of Team Handball. Specifically, USATH shall enable United States athletes and coaches and other participants in the sport of Team Handball to achieve sustained competitive excellence, develop character of the registered members, and promote and grow the sport of Team Handball in the United States. As the

National Governing Body, USATH shall oversee and govern every aspect of the sport of Team Handball in the United States.

## **ARTICLE 4 RECOGNITION AS NATIONAL GOVERNING BODY**

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

USATH shall be recognized and maintain recognition by the United States Olympic & Paralympic Committee (the “USOPC”) as the National Governing Body for the sport of Team Handball in the United States. In furtherance of that purpose, USATH shall comply with the requirements for recognition as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 *et seq.* (the “Sports Act”) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements USATH shall:

(A) maintain the managerial and financial competence and capability to establish national goals for Team Handball relating to the development and well-being of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for the sport of Team Handball;

(B) agree to submit to binding arbitration in any controversy involving: (i) its recognition as a National Governing Body, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in Team Handball, 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 Sports Act;

(C) be autonomous in the governance of the sport of Team Handball 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;

(D) be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee (the “IOC”) as the worldwide governing body for the sport of Team Handball (currently the International Handball Federation (the “IHF”)); provide for its membership to be open to any individual who is an amateur athlete, coach, trainer, manager, administrator, or official active in the sport of Team Handball;

(E) provide for its registered membership to be open to any individual who is an amateur athlete, coach, trainer, manager, administrator, or official active in the sport of Team Handball in the United States and its territories.

(F) 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;

(G) not have an Officer who is also an Officer of another amateur sports organization that is recognized by the USOPC as a National Governing Body;

(H) provide procedures for the prompt and equitable resolution of grievances of its members;

(I) not have eligibility criteria relating to amateur status or to the participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of Team Handball recognized by the IOC (currently the IHF); and

(J) perform all other obligations and duties imposed by the Sports Act and by the USOPC on a National Governing Body.

#### **Section 4.2. Non-Discrimination**

USATH shall comply with the equal opportunity requirements for recognition as a National Governing Body as set forth in 36 U.S.C. § 220522 of the Sports Act, and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements, USATH shall:

(A) provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in Team Handball competitions without discrimination on the basis of race, color, religion, age, gender, sexual orientation, or national origin; and

(B) be governed by a Board of Directors whose members are selected without regard to race, color, religion, age, national origin, sexual orientation, or gender.

### **ARTICLE 5 MEMBERS**

#### **Section 5.1. Categories of Membership.**

For clarity, references to “members” in this section denote individuals or organizations registered with USATH for competition-access and other programmatic privileges provided in these Bylaws, and do not imply statutory or corporate membership under the Colorado Nonprofit Corporation Act. USATH shall have individual and group membership categories as follows:

##### **(A) Individual Membership Categories:**

- i. **Adult Athlete:** Adult Athletes shall be those individuals who register as competitive athletes and are eligible for competition in Team Handball;
- ii. **Youth Athlete:** Youth Athletes shall be those individuals (under the age of eighteen (18)) who register as athletes and are eligible for competition in Team Handball at youth levels of the sport;

- iii. **Supporting**: Supporting shall be those individuals who register as Supporting and who are interested in the purpose, programs, aims and objectives of USATH (coaches, referees, volunteers, administrators, etc.);
- iv. **Life Members**: Life members shall be those individuals who register as Life members and who pay to USATH a life membership fee; and
- v. **Honorary Members**: Honorary members shall be those individuals who as a matter of prestige and honor are provided a complimentary membership in USATH. Honorary members shall have no voting privileges in constituency elections.

**(B) Group Membership Categories:**

- i. **Registered Clubs**: Registered Clubs are those Team Handball clubs that register and are approved by USATH as clubs and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USATH;
- ii. **Regional Organizations**: Regional Organizations are those nonprofit organizations whose major purpose is to conduct the programs and initiatives of the USATH, and are, by nature, an extension of the USATH;
- iii. **Affiliated Organizations**: Affiliated Organizations are those organizations that register as affiliated organizations and which conduct a national program or regular national amateur athletic competition in the sport of Team Handball in the United States on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athlete competitions in the sport of Team Handball.
- iv. **Contributing Organizations**: Contributing Organizations are those amateur sports organizations that register as contributing organizations and which conduct athletic programs and/or activities that further the sport of Team Handball in the United States (including youth, multi-sport and disabled organizations), or which otherwise support the sport of Team Handball in the United States.

**Section 5.2. Non-Voting Members.**

All categories of members described in Sections 5.1(A) and 5.1(B) of these Bylaws shall be considered non-voting members for purposes of the Nonprofit Corporation Act. Each category of membership shall have only those qualifications, rights and privileges as set forth herein, subject to the Nonprofit Corporation Act.

USATH may, as provided in these Bylaws or in organizational policies, establish processes

through which various constituency groups may participate in elections or selections for committees, advisory bodies, or designated roles. Such participatory privileges shall be organizational in nature only and shall not confer, imply, or be construed as corporate governance rights, nor shall they alter the non-voting status of members under the Nonprofit Corporation Act.

### **Section 5.3. Membership Requirements.**

Registration as a member in USATH is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such requirements as the Board shall deem necessary or appropriate. No privilege shall be made available until all requirements are satisfied. USATH shall provide an equal opportunity to any individual who wishes to become a member without discrimination on the basis of race, color, religion, age, gender, sexual orientation, or national origin.

### **Section 5.4. Dues and Fees.**

The Board of Directors may establish such rules and procedures for the manner and method of payment of fees, the collection of delinquent fees and the proration or refund of fees, as the Board shall deem necessary and appropriate. No privilege of membership shall be available until all fees are paid in full.

### **Section 5.5. Suspension and Termination of Membership.**

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

### **Section 5.6. Transfer of Membership.**

Membership in USATH is not transferable, unless to a successor of a corporate member which must first be approved by USATH. Members shall have no ownership rights or beneficial interests of any kind in the property of USATH.

### **Section 5.7. Group Members.**

The Registered Clubs, Regional Organizations and Affiliated Organizations under section 5.1(B) of these Bylaws are subject to those rules and regulations for those membership categories as may be established by the Board of Directors from time to time.

### **Section 5.8. Meetings of Members.**

**5.8.1. No Rulemaking Authority.** Except for those items for which members are entitled to vote as specifically provided in these Bylaws, the meetings of members shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority.

**5.8.2. Annual Meetings.** There shall be an annual meeting of the registered members of USATH known as the Team Handball Assembly (the “Assembly”), at which all individual and organization members and other USATH constituencies in the USATH family shall be invited to gather and provide input to the principal office and to the Board of Directors on important issues facing the organization. The Assembly shall be held annually during the second quarter of each year at the time and place, either within or outside Colorado, as determined by the agreement of the Chair of the Board (the “Chair”) and the Chief Executive Officer (the “CEO”). Failure to hold an annual Assembly as required by these Bylaws shall not work as a forfeiture or dissolution of USATH or invalidate any action taken by the Board of Directors or Officers of USATH.

**5.8.3. Special Meetings.** A special meeting of registered members, for any purpose or purposes, may be called by the Chair, or shall be called by the Chair if USATH receives written demands stating the purpose or purposes for which it is to be held, signed and dated by the members holding at least ten (10) percent of all the members described in Sections 5.1(A) and 5.1(B) except those Honorary Members described in Section 5.1(A)(v).

**5.8.4. Place of Meeting.** Each annual Assembly shall be held at such place, either within or outside Colorado, as may be designated in the notice of meeting, or, if no place is designated in the notice, at the principal office of USATH in Colorado. Any or all members may participate in any Assembly or special meeting through the use of any telecommunication by which all persons participating in the Assembly or the special meeting may hear each other. Whenever possible, the Assembly shall be held in conjunction with a Board of Directors meeting, in which case the Board meeting shall take place after the Assembly. If practicable, the Assembly may be held in conjunction with a major USATH-sanctioned competition or event. Special meetings shall be held at such location, either within or outside of Colorado, as designated in the notice of the special meeting.

**5.8.5. Notice of Meeting.**

(A) Notice of the annual Assembly stating the place, date and time of the meeting shall be posted on the website of USATH no fewer than thirty (30) days before the date of the Assembly.

(B) In the case of a special meeting of the registered members, except as otherwise prescribed by statute, written notice of each meeting stating the purpose or purposes for which the meeting is called, the place, date and time of the meeting, shall be delivered no fewer than (10) days, either personally, by first-class mail or private carrier, or by facsimile, electronic transmission or any other form of wire or wireless communication, by or at the direction of the Officer or person calling the meeting, to each member entitled to attend such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each member at such member’s address as it appears in the records of USATH, with postage thereon prepaid. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile, electronic transmission or by any other form of wire



or wireless communication, such notice shall be deemed to be given with the transmission is complete.

(C) Any member may waive notice of any meeting before, at, or after such meeting. The attendance in person or by proxy of a member at a meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting objects to holding the meeting because of lack of notice or defective notice. A member's attendance at a meeting also waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

**5.8.6. Committees:** The Board of Directors at any time and from time to time may establish one or more Committees of members for any appropriate purposes and may dissolve any such Committee. The Chair shall appoint a chair who shall preside at all meetings of the Committee and generally supervise the conduct of the Committee's affairs. Rules governing procedures for meetings of any such Committee and for the conduct of such Committee's affairs shall be the same as those set forth in these Bylaws or the Nonprofit Corporation Act for the Board of Directors unless the voting members or the Committee itself determines otherwise.

## **ARTICLE 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 USATH shall be managed by, its Board of Directors.

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

The Board of Directors represents the interests of USATH's membership, the United States Team Handball community and Team Handball athletes by providing USATH with policy, guidance and strategic direction. The Board oversees the management of USATH and its affairs, but it does not manage USATH. The Board shall select a well-qualified and ethical CEO and diligently oversee the CEO in the operation of USATH. 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. In addition, the Board shall perform the following specific functions, among others:

- (A) implement procedures to orient new Board Directors, to educate all Directors on the business and governance affairs of USATH, and to evaluate Board performance;
- (B) select, compensate, and evaluate the CEO and plan for management succession;
- (C) review and approve USATH's strategic plan and the annual operating plans, budget, business plans, and corporate performance;

- (D) set policy and provide guidance and strategic direction to management on significant issues facing USATH;
- (E) review and approve significant corporate actions;
- (F) oversee the financial reporting process, communications with stakeholders, and USATH's legal and regulatory compliance program;
- (G) oversee effective corporate governance;
- (H) approve capital structure, financial strategies, borrowing commitments, and long range financial planning;
- (I) review and approve financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, select independent auditors;
- (J) monitor to determine whether USATH's assets are being properly protected;
- (K) monitor USATH's compliance with laws and regulations and the performance of its broader responsibilities;
- (L) ensure that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis;
- (M) assist in the planning and implementation of fundraising, marketing and resource generation for the benefit of USATH;
- (N) Ensure that athlete safety rules, policies, and procedures comply with the requirements of the USOPC and U.S. Center for SafeSport; and
- (O) address any other such matters as may be appropriate for consideration and action by the Board.

### **Section 6.3. Diversity.**

USATH's Board shall be sensitive to the desirability of diversity at all levels of USATH, including among its athletes. USATH's Board shall develop and implement a policy of diversity at all levels of USATH, supported by meaningful efforts to accomplish that diversity. USATH's Board shall develop norms that favor open discussion and the presentation of different views. USATH Board members shall be selected without regard to race, color, religion, national origin, or gender, except that, as to gender, USATH shall provide for reasonable representation of both males and females on the USATH Board.

### **Section 6.4. Qualifications.**

In order to be eligible to be elected or selected, and to serve, as a Director, a person must:

- (A) be a natural person eighteen (18) years of age or older;
- (B) not be a paid employee or consultant of USATH currently or within the last five (5) years;
- (C) not violate Section 6.8 with respect to term limits;
- (D) not violate Section 6.11 with respect to organizations potentially competing with USATH;
- (E) not violate Section 8.10.5 with respect to Nominating and Governance Committee members;
- (F) satisfy at the time of selection Section 6.6(C) with respect to “independence”, provided, however, that for the sake of clarity this requirement only shall apply to an Independent Director; and
- (G) not be a person having a record of a (i) felony criminal conviction involving theft, financial improprieties and other crimes involving moral turpitude or (ii) SafeSport sanction or provisional suspension or a criminal conviction or other court sanction of similar nature.

#### **Section 6.5. Number.**

The Board of Directors shall consist of nine total Directors: two (2) *ex officio* USOPC AAC Directors, one (1) Beach Athlete Director, four (4) Independent Directors, and two (2) General Membership Directors. The Board of Directors shall also reserve a seat for an Affiliated Organization Director in accordance with Section 6.6(E).

#### **Section 6.6. Election/Selection.**

Only candidates who meet the qualifications set forth in Section 6.4 of these Bylaws are eligible to stand for election for any of the Director positions. Individuals submitting nominations shall inform the Nominating and Governance Committee (“NGC”) of any relevant background information and/or other constraints on their time in order for the NGC to determine whether it is appropriate to recommend the individual to stand for election.

The USATH Board of Directors shall be elected as follows:

**(A) Ex Officio Directors:** There shall be two (2) Ex Officio Directors. One (1) will be the USATH Representative to the USOPC Athletes’ Advisory Council (the “USOPC AAC”) and the other shall be the Alternate AAC Representative as described in Section 12.1 of these Bylaws. Candidates must meet the qualifications described in Section 12.2 and shall be elected to the USOPC AAC pursuant to the process described in Section 12.3 of these Bylaws, or by processes otherwise promulgated by the USOPC AAC. Nothing herein otherwise amends, modifies, or abridges the rights, privileges, obligations, or fiduciary duties of Ex Officio Directors, each of whom shall possess the same authority, responsibilities, and standards of conduct as each other Director of USATH while serving on the Board.

**(B) Beach Athlete Director:** There shall be one (1) Beach Athlete Director who shall be a person that, within the ten (10) years preceding election, represented the United States in the IHF Beach World Championships, the Pan American Beach Championships or its successor the NORCA Beach Championships, the World Beach Games or the World Games. The Beach Athlete Director shall be directly elected by athletes who meet the standards set forth in the preceding sentence. The same person, if qualified, cannot serve as the Beach Athlete Director and an Ex Officio Director contemporaneously.

**(C) Independent Directors:** There shall be four (4) Independent Directors. At least one (1) of the Independent Directors, who shall also serve on the Audit and Compensation Committee, shall have financial expertise. An individual shall be determined to be “independent” if he or she has no material relationship with USATH, either directly or through an organization that has a material relationship with the USATH. A relationship is “material” if, in the reasonable judgment of the Nominating and Governance Committee (“NGC”), it would interfere with the individual’s independent judgment. Without limiting the parameters described in the prior paragraph, an individual will not be considered independent if, within the preceding five (5) years, he or she:

1. was employed as an Officer or Director of USATH or was employed by or held any governance position (whether a paid or volunteer position, inclusive of the NGC) within USATH, the IHF, any handball national federation or confederation or any other organization that oversees organized handball competition;
2. is an immediate family member of an individual who was employed as an Officer or Director of USATH or was employed by or held any governance position (whether a paid or volunteer position, inclusive of the NGC) within USATH, the IHF, any handball national federation or confederation or any other organization that oversees organized handball competition;
3. was affiliated with or employed by USATH’s outside auditor or outside legal counsel, unless such outside auditor or outside legal counsel provides services to USATH on a pro bono basis;
4. is an immediate family member of a Director of USATH who was affiliated with or employed by USATH’s outside auditor or outside legal counsel as a partner, principal, director, or manager unless such outside auditor or outside legal counsel provides services to USATH on a pro bono basis;
5. the individual was a member of the USATH Athletes’ Advisory Council;
6. the individual was a member of any constituent group with representation on the Board;

7. received any compensation from USATH, directly or indirectly, with the understanding that reimbursement for expenses shall not be considered; or
8. is an executive officer, controlling shareholder, or a partner of a corporation or partnership or other business entity that does business with USATH, including but not limited to any business entity involved in the manufacture or sale of Team Handball equipment.
9. the individual is the parent or close family member or coach of an athlete that has competed in a protected competition, pursuant to the USOPC definition; or
10. the individual is a member of USATH in a membership category that participates in competitions.

When the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether the individual is independent, will be made by the Nominating and Governance Committee. Each Independent Director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term with the exception of holding any governance role in USATH or the IHF and including any reimbursement of expenses related thereto.

**(D) General Membership Directors:** There shall be two (2) General Membership Directors. Individuals who meet the qualifications set forth in Section 5.1(A)(i) of these Bylaws and individuals aged eighteen (18) or older who meet the qualifications set forth in Section 5.1(A)(ii) of these Bylaws are eligible to run for the General Membership Director position. Any individual may nominate himself or herself or another member meeting the qualifications and requirements for General Membership Director by providing notice to the Nominating and Governance Committee (“NGC”) within the deadline set forth by the Committee. The NGC shall review the nominations and shall disqualify those who do not meet the requirements for the General Membership Director. The NGC shall submit the approved nominations to USATH, which shall conduct an election among these individuals who meet the qualifications described above.

In the case of more than two eligible candidates, USATH shall conduct the election using a ranked-choice voting (instant-runoff) method. Each voting Member shall rank the eligible candidates in order of preference on a single ballot.

If no candidate receives a majority of first-preference votes, the candidate with the fewest first-preference votes shall be eliminated, and the individual ballots cast for that candidate shall be transferred to the next highest-ranked candidate on each individual ballot. This process of elimination and redistribution shall continue until a candidate receives a majority of the votes still in play.

The candidate who receives such a majority after all necessary instant-runoff tabulations shall be elected as the General Membership Director.

The use of a single ranked-choice ballot shall constitute a complete election for purposes of quorum and shall not require members to vote in multiple rounds.

Absent instances of greater than two candidates standing for election, the candidates with the highest number of votes shall be elected as the General Membership Director.

In order to be eligible to stand for election as a candidate, or vote in constituency election for General Membership Director, an individual must be registered as a member of USATH for at least sixty (60) days prior to the date of the election. For the sake of clarity, where votes are allowed over a period of multiple days, the date of election shall mean the final day on which a vote shall be accepted.

**(E) Affiliated Organization Director.** If there is no Affiliated Organization member, then the Affiliated Organization Director seat shall be vacant. If there is one (1) Affiliated Organization member, then that organization shall select a qualified individual to serve as the Affiliated Organization Director. If there is more than one (1) Affiliated Organization member, then the Affiliated Organizations as a group shall select a qualified individual to serve as the Affiliated Organization Director. Should this role be vacant, the seat will not count towards the total membership of the Board of Directors for any reason, including for the purposes of calculating one third athlete composition nor calculation of quorum.

## **Section 6.7. Tenure and Staggered Board.**

**6.7.1. Staggered Board.** The terms of the Board of Directors shall be staggered such that approximately one-quarter (1/4) of the Directors shall take office effective on January 1 of each year. Exhibit A to these Bylaws identifies each Director with a number (a “Board Seat Number”) and states when each such Board Seat Number is subject to future election or selection.

**6.7.2. Term.** Each Director shall serve a four (4) year term, unless she or he resigns or is removed pursuant to these Bylaws prior to the expiration of such term. Each Director, regardless of their term or stated dates to hold election or selections, serves as such Director until such time as that Director is replaced (via election or selection) by a new Director or resigns or is removed pursuant to these Bylaws.

## **Section 6.8. Term Limits.**

No Director of the Board shall serve more than three (3) consecutive terms. For purposes of this Section 6.8, the Initial Board members will be considered to have served one (1) term for the terms described in Section 6.7.2 of these Bylaws.

Where any Director who fills a vacancy where the remaining term is for two (2) years or more, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, the Director can serve two additional four (4)-year term following completion of the filled vacancy term. If the vacancy being filled is for less than two (2) years, the term shall not be considered a full term, and the Director can serve three (3) additional four (4) year terms following completion of the filled vacancy term.

## **Section 6.9. Director Attendance.**

Directors of the Board of Directors are expected to attend in person (or via teleconference) all regularly-scheduled Board meetings. Any failure to attend at least three (3) consecutive regular meetings of the Board without an authorized absence may subject the Director to removal pursuant to the processes described in Section 6.10.2 of these Bylaws.

## **Section 6.10. Resignation, Removal and Vacancies.**

A Director's position on the Board of Directors shall be declared vacant upon the Director's resignation or removal.

**6.10.1. Resignation.** A Director may resign at any time by giving written notice to the Chair, except that the Chair's resignation shall be given to the Board. Such resignation shall take effect at the time specified in the notice of resignation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**6.10.2. Removal.** A Director elected by registered members may be removed by the registered members only (i) at a meeting duly called for the purpose of removing that Director, and (ii) if the meeting notice states that the purpose, or one of the purposes, of the meeting is removal of the Director.

Directors may be removed from the USATH Board as follows:

**(A) Ex Officio Directors:** Ex Officio Directors shall be removed from the Board automatically upon the termination of the role that grants them an ex officio seat under these Bylaws. The removal, replacement, or succession of any Ex Officio Director shall be governed exclusively by the rules, procedures, and authorities applicable to the underlying role, position, or external body from which the ex officio status derives. Upon cessation of that underlying role, for any reason, Board service shall terminate immediately without further action by the Board.

**(B) General Membership and Beach Athlete Directors:** Any director elected to the USATH Board of Directors by applicable constituencies of USATH may be referred for removal by an affirmative majority vote of eligible voting members of the Board, not including the Director in question.

Beach Athlete Directors elected to the USATH Board of Directors may also be referred for removal by an affirmative majority vote of members of the USATH AAC.

Upon a successful motion referring for removal, the USATH CEO shall be directed by the Chair of the Board of Directors to transmit notice of and convene a meeting ("Referendum Meeting") of members of the eligible voting pool, as defined under Section 6.6 of these Bylaws. The voting pool, as so defined, shall consist of those individuals who would be eligible to vote to appoint a Director to a Board Seat of the same kind, as of the date of the Referendum Meeting.

The CEO shall transmit notice of the Referendum Meeting to all members of the voting pool by First-Class mail and/or electronic transmission to the address(es) on file for such individuals in the USATH membership management platform. This notice shall occur not less than ten (10) days prior to the scheduled Referendum Meeting and shall state the purpose of the meeting. The Referendum Meeting shall take place no later than twenty-one (21) days after the affirmative vote of referral for removal by the USATH Board or AAC. The Chair of the USATH Board of Directors shall preside over the Referendum Meeting. Should the Chair of the USATH Board have a conflict of interest in the matter, the Board of Directors, excluding the Chair and the Director referred for removal, shall appoint either the CEO, or a Chair of a Standing Committee to preside over the Referendum Meeting.

The Referendum Meeting shall, at a minimum, consist of (1) a timely call to order and verification that attendance is limited to relevant parties, stated herein, and members of the voting pool, (2) an opportunity for the Chair of, or a spokesperson appointed by motion of, the USATH AAC to present the reason(s) for the referral for removal, (3) the opportunity for the Director referred for removal to present in his/her own views, and (4) a vote conducted either verbally or via a digital election platform. All votes shall be taken and results shall be communicated before the Referendum Meeting is adjourned. Vote counts shall be reported to the voting pool, and the body referring a Director for removal.

CO Code § 7-128-108(c) (2022) dictates that “a director [elected by voting members] may only be removed if the number of votes cast to remove the director should be sufficient to elect the director at a meeting to elect directors.” Removal of an Elected Director shall be effective immediately upon the affirmative vote for removal, at a Referendum Meeting, by, at least, the lesser of (1) fifty percent (50%) of the total voting pool, or (2) the identical percentage of the total voting pool that voted affirmatively to elect the Director referred for removal when he/she was seated. This section shall be read such that its meaning and effect conform to incorporate any contravening ruling or amendment to the laws of Colorado that affect the meaning, interpretation, or authority of the Colorado statute quoted in this Section.

**(C) Independent Directors:** Pursuant to Section 6.9 of these Bylaws, Independent Directors may be removed from the Board if they fail to attend at least three (3) consecutive regular meetings of the Board during any twelve (12)-month period, unless they are able to demonstrate to the other Directors of the Board that the absences are authorized by the Chair. If the absences are not authorized, the absent Independent Director may be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent Independent Director). Independent Directors may also be removed for cause upon the affirmative vote of at least a majority of the total voting power of the Board (excluding the voting power of the Independent Director in question). Independent Directors 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 Independent Director in question). For purposes of this Section 6.10.2(C), any one or more of the following shall constitute cause for removal: malfeasance in office, gross misconduct or neglect, false or fraudulent misrepresentation inducing the director’s appointment, willful conversion of corporate funds, a



breach of the obligation to make a full disclosure, incompetency, gross inefficiency, moral turpitude, and any conduct performed in bad faith that is not in the best interests of USATH.

No Director shall be subject to removal based on how he or she votes as a Director, unless such voting is part of a violation of USATH's Code of Conduct.

**6.10.3. Vacancies.** Any vacancy occurring in the Beach Athlete Director or General Membership Director positions shall be filled in the same manner as those positions are elected pursuant to Sections 6.6(B) and 6.6(D), respectively, of these Bylaws. Any vacancy occurring in the Independent Director positions shall be filled by the Nominating and Governance Committee pursuant to the provisions set forth in Section 6.6(C) of these Bylaws. A Director elected/selected to fill a vacancy shall be elected/selected for the unexpired term of such Director's predecessor in office.

### **Section 6.11. Restrictions.**

Directors of USATH shall perform their functions in accordance with Section 18.2 of these Bylaws.

No individual may serve simultaneously as a Director of USATH and as a director of an organization that may be viewed as potentially competing with the USATH.

### **Section 6.12. Regular Meetings.**

The Board of Directors shall meet at regularly scheduled meetings at least two (2) times per year, either within or outside Colorado, determined by the Board, for the purpose of electing Officers, when applicable, and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

### **Section 6.13. Special Meetings.**

Special meetings of the Board of Directors may be called by or at the written request of the Chair or a majority of Directors. The person or persons authorized to call special meetings for the Board of Directors may fix the time and place, either within or outside Colorado, for holding any special meeting of the Board called by them.

### **Section 6.14. Notice of Meetings.**

(A) **Requirements:** Notice of each regular meeting of the Board of Directors stating the date, time and place of the meeting shall be given to each Director of the Board at least ten (10) days prior thereto by the mailing or written notice by first-class, certified or registered mail, personal delivery, 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), or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director). Written notice, if in a comprehensible form, is effective at the earliest of: (i)

the date received; (ii) two (2) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first-class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

In addition to the requirements set forth in this Section 6.14(A), notice of each special meeting of the Board of Directors must also state the purpose for which the meeting is called. Special meetings of the Board of Directors shall be preceded by at least two (2) days' notice of the date, time and place of the meeting.

**(B) Waiver of Notice:** A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this Section 6.14(B), the waiver shall be in writing and signed by the Director entitled to the notice. Such waiver shall be delivered to USATH for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless: (i) at the beginning of the meeting or promptly upon the Director's later arrival, the Director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting; or (ii) if special notice was required of a particular purpose pursuant to either the Nonprofit Corporation Act or these Bylaws, the Director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

### **Section 6.15. Deemed Assent.**

A Director of USATH who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to all action taken at the meeting unless: (i) the Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting, or (ii) the Director contemporaneously requests the Director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before the adjournment thereof or by USATH promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to a Director who votes in favor of the action taken.

### **Section 6.16. Quorum and Voting.**

A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. If less than a quorum is present at a meeting, a

majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

#### **Section 6.17. Voting by Proxy.**

Directors may not vote or otherwise act by proxy.

#### **Section 6.18. Meetings by Telephone.**

Members of the Board of Directors or any Committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. The malfunctioning of a telephone, computer or other device shall not invalidate a meeting held by telephone.

#### **Section 6.19. Agenda.**

The Chair, in consultation with the CEO and the Chairs of the Board's Committees, shall determine the agenda for Board meetings. Any Director of the Board shall be permitted to request items for inclusion on the agenda for Board meetings.

#### **Section 6.20. Questions of Order and Board Meeting Leadership.**

Questions of order shall be decided by the Chair, unless otherwise provided in advance by the Board of Directors based on Robert's Rules of Order. The Chair shall lead meetings of the Board. The Chair may consult with the parliamentarian or legal counsel regarding decisions of Order. If the Chair is absent from any meeting or for any reason is not able to lead a portion of the meeting, then the Vice President shall preside.

#### **Section 6.21. Effectiveness of Action.**

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

#### **Section 6.22. Open and Executive Meeting Sessions.**

Ordinarily, all meetings of the Board of Directors shall be open to USATH members. However, in the event the Chair, with the consent of a majority of the Directors of the Board in attendance, deems it appropriate: (i) to exclude USATH members at an open meeting for any reason, then the Chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matters, then the Chair may specifically designate and call an executive session. Further, the Chair may open a meeting of the Board to non-members, with the consent of a majority of the Directors of the Board in attendance. For an executive session, the meeting minutes should capture the high level topics covered in the course of that session.

### **Section 6.23. Director Access to Management and Outside Advisors.**

USATH's senior management team shall attend Board meetings on a regular basis, both to make special presentations and as a discussion resource, and shall be available to Board Directors outside of meetings. All Board Director contact with members of USATH's management team, other than the 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. Members of management other than the CEO shall not contact Board Directors without the consent of the CEO.

### **Section 6.24. Action Without a Meeting.**

(A) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board in writing either: (i) votes for the action; or (ii) votes against the action; or (iii) abstains from voting. Each Director who delivers a writing described in this Section 6.24(A) to USATH shall be deemed to have waived the right to demand that action not be taken without a meeting.

(B) Action is taken under this Section 6.24 only if the affirmative vote for the action equals or exceeds the minimum number of votes that would be necessary to take the action at a meeting at which all of the Directors then in office were present and voted.

(C) No action taken pursuant to this Section 6.24 shall be effective unless writings describing the action taken and otherwise satisfying the requirements of Section 6.24(A), signed by all Directors and not revoked pursuant to Section 6.24(D), are received by USATH. Any such writing may be received by USATH by electronically transmitted facsimile or other form of wire or wireless communication providing USATH with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section 6.24 shall be effective when the last writing necessary to effect the action is received by USATH unless the writings describing the action taken set forth a different effective date.

(D) Any Director who has signed a writing pursuant to this Section 6.24 may revoke such writing by a writing signed and dated by the Director describing the action and stating that the Director's prior vote with respect thereto is revoked, if such writing is received by USATH before the last writing necessary to effect the action is received by USATH.

(E) Action taken pursuant to this Section 6.24 has the same effect as action taken at a meeting of Directors and may be described as such in any document.

(F) All signed written instruments necessary for any action taken pursuant to this Section 6.24 shall be filed with the minutes of the meetings of the Board of Directors.

### **Section 6.25. Compensation.**

Directors on the Board of Directors shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USATH's policies. Committee members shall not receive compensation for their services as Committee members, although the reasonable expenses of Committee members may be paid or reimbursed in accordance with USATH's policies. Directors and Committee members are disqualified from receiving compensation for services rendered to or for the benefit of USATH in any other capacity. Athlete Directors, however, shall be entitled to obtain compensation from USATH in connection with their capacity as athletes, including all benefits to which all Elite Athletes are eligible, and each Athlete Director shall be entitled to be reimbursed by USATH for travel costs and expenses such Athlete Director incurs to attend meetings of the Board of Directors, provided that the Athlete Director allows USATH to arrange for such travel and that such costs and expenses are documented by receipts.

#### **Section 6.26. Fundraising.**

Each Director shall be required to take an active role in the CEO's fundraising generation plan and to solicit revenue for the Federation throughout the fiscal year.

### **ARTICLE 7 OFFICERS**

#### **Section 7.1. Designation and Qualifications.**

The elected Officers of USATH shall be a Chair of the Board/President and a Vice-President. The Board of Directors may also appoint, designate or authorize such other Officers as it may consider necessary or useful. One person may hold more than one office at a time. All Officers must be natural persons who are eighteen (18) years of age or older.

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

The Board of Directors shall elect from among the Directors of the Board, by majority vote, a Chair. The election for the initial Chair shall be held prior to January 1, 2013. Subsequent elections for the Chair shall take place prior to January 1 of the year when the newly elected Chair will take office. The Chair shall appoint Committee Chairs and nominate a Vice President, the latter of which shall be ratified by the Board. In the event the Board does not ratify the Chair's nomination for Vice President, the Chair shall nominate another candidate for Vice President as soon as practicable thereafter, subject to subsequent ratification of the Board.

#### **Section 7.3. Tenure.**

The terms of office for the Chair of the Board and the Vice President shall each be four (4) years. The Chair of the Board and the Vice President shall each serve not more than two (2) terms.

Each Officer shall hold office from January 1 of the year immediately after his or her election until such Officer's successor shall have been duly elected or appointed and shall have qualified, or until such Officer's earlier resignation or removal.

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

The officers of USATH shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws:

(A) **Chair of the Board/President:** The Chair shall, subject to the direction and supervision of the Board of Directors:

- i. preside at all meetings of the members and of the Board of Directors;
- ii. set the agendas of the meetings of the members and of the Board of Directors;
- iii. see that all resolutions, commitments and oversight of the Board of Directors are carried into effect;
- iv. serve as the Board's liaison with the CEO and, as such, will oversee, evaluate and report to the Board on matters concerning the CEO, provided that the Chair shall be obligated to abide by Section 6.2 of these Bylaws;
- v. represent USATH in official USOPC, IHF and PATHF business, unless delegated to the Vice President, CEO or other Board member; and
- vi. perform all other duties incident to the office of Chair as

from time to time may be assigned to such office by the Board of Directors.

(B) **Vice President:** The Vice President shall, subject to the direction and supervision of the Chair:

- i. assist the Chair in the execution of Board meetings, commitments, resolutions and oversight;
- ii. perform all other duties as may be assigned to him or her by the Chair or by the Board of Directors; and
- iii. at the request of the Chair, or in the Chair's absence or inability or refusal to act, perform the duties of the President and when so acting shall have the powers of and be subject to all of the restrictions on the Chair.

#### **Section 7.5. Restrictions.**

Officers of USATH shall perform their functions in accordance with Section 18.2 of these Bylaws.

No individual may serve simultaneously as an Officer of USATH and as an officer of another amateur sports organization that is recognized by the USOPC as a National Governing Body.

## **Section 7.6. Resignation, Removal and Vacancies.**

An Officer's position on the Board of Directors shall be declared vacant upon the Officer's resignation or removal.

**7.6.1 Resignation.** An Officer may resign at any time, subject to any rights or obligations under any existing contracts between the Officer and USATH, by giving written notice of his or her resignation to the Chair or to the Board of Directors. An Officer's resignation shall take effect upon receipt by USATH unless the notice specifies a later effective date. An Officer shall be deemed to have resigned in the event of such Officer's incapacity as determined by a court of competent jurisdiction.

**7.6.2 Removal.** An Officer or agent may be removed by the Board of Directors at any time, with or without cause. Officers may be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Officer in question to be heard by the Board, upon the affirmative vote of a majority of the total voting power of the Board (excluding the voting power of the Officer in question). Officers 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 Officer in question). For purposes of this Section 7.6.2, "for cause" means that definition described in Section 6.10.2(C) of these Bylaws.

**7.6.3 Vacancy.** A vacancy in any office, however occurring, may be filled by an affirmative vote of the majority of the Board of Directors for the unexpired portion of the term.

## **Section 7.7. Compensation.**

Officers shall not receive any compensation for their services as Officers, although the reasonable expenses of Officers may be paid or reimbursed in accordance with USATH's policies. Officers are disqualified from receiving compensation for services rendered to or for the benefit of USATH in any other capacity.

# **ARTICLE 8 COMMITTEES**

## **Section 8.1. Designation.**

There shall be no Executive Committee or other Committee(s) with management or governance 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 Governance Council, Board of Governors or General Assembly).

**8.1.1. Standing Committees.** USATH shall have only the following three (3) Standing Committees: an Audit and Compensation Committee, a Judicial Committee and a Nominating and Governance Committee. The Audit and Compensation Committee shall have three (3) individuals, and the Nominating and Governance Committee and the Judicial Committee shall each have five (5) individuals. Each Committee member must be at least

eighteen (18) years of age and have no relationships with other organizations that is a conflict of interest under the USATH Conflict of Interest Policy. Thirty-three (33%) percent of each Standing Committee must be comprised of athletes who meet the qualifications set forth in Section 12.2 of these Bylaws.

**8.1.2. Ad Hoc Committees.** The Board or the CEO may appoint such *Ad Hoc* Committees as the Board or CEO believe necessary and appropriate, and shall define narrowly the mission and deliverables of such Task Forces or Committees. Thirty-three (33) percent of each *Ad Hoc* Committee appointed pursuant to this Section 8.1.2 must be comprised of individuals who meet the standards set forth in Section 8.8.5 of the USOPC Bylaws, and shall be approved by the USATH Athletes Advisory Council (THAAC). The decision to appoint or not appoint and to terminate such an *Ad Hoc* Committee, beyond the three (3) Standing Committees, shall be exclusively the Board's or the CEO's decision.

## **Section 8.2. Assignments.**

Committee assignment shall be made based on a combination of factors, including each individual member's expertise, the needs of USATH and the requirements set forth in these Bylaws. Committee assignments shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of other Directors. Committee members shall be expected to attend in person all regularly scheduled Committee meetings. Participation by telephone shall be permitted as long as all Committee members participating may hear each other during the meeting. If requested, each Committee Chair shall make a report on Committee matters to the Board at the next regularly scheduled Board meeting.

**8.2.1. Appointments by Chair.** Committee assignments for the three (3) Standing Committees, including the designation of Standing Committee Chairs, shall be made by the Chair of the Board of Directors, subject to Section 8.2.2 of these Bylaws.

**8.2.2. Appointments by AAC.** Committee assignments of Elite Athlete members to the three (3) Standing Committees, including designation of the Standing Committee Chairs, shall be made by the AAC as provided in Article 10 of these Bylaws.

## **Section 8.3. Tenure.**

Those appointed to Committees and/or *Ad Hoc* Committees shall begin service shortly after January 1, subject to ratification by the Board of Directors (by way of example, the initial Committee Members shall begin service shortly after January 1, 2013). The term for all Standing and/or *Ad Hoc* Committee members shall be four (4) years. Committee members shall remain on the Committee until the Committee member's successor is appointed, or until the Committee member's earlier resignation or removal.

## **Section 8.4. Term Limits.**

No Committee member shall serve for more than two (2) consecutive terms. For an initial Committee member whose term expires on December 31, 2015, his or her service shall constitute



a full term. Initial Committee members shall be eligible to serve one (1) additional four (4)-year term immediately following his or her initial term.

#### **Section 8.5. Committee Member Attendance.**

Committee members are expected to attend in person (or via teleconference) all regularly scheduled Committee meetings. Any failure to attend at least three (3) consecutive regular Committee meetings without an authorized absence may subject the Committee member to removal pursuant to the processes described in Section 8.6.2 of these Bylaws.

#### **Section 8.6. Resignation, Removal and Vacancies.**

A Committee or *Ad Hoc* Committee member's position on a Committee or *Ad Hoc* Committee may be declared vacant upon the member's resignation or removal.

**8.6.1. Resignation.** A Committee or *Ad Hoc* Committee member may resign at any time by giving writing notice to the Chair or to the Board of Directors, if appointed by the Chair or the AAC, 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.

**8.6.2. Removal.** Committee or *Ad Hoc* Committee members may be removed by the Board of Directors with or without cause, upon the affirmative vote of at least a majority of the Board of Directors (not including the absent Committee or *Ad Hoc* Committee member in question, if also a Director).

In the event that the Committee or *Ad Hoc* Committee member was appointed by the CEO, the CEO may remove the member in his or her sole discretion.

**8.6.3. Vacancies.** Any vacancy occurring in a Committee or *Ad Hoc* Committee shall be filled in the same manner as the appointment of members to that Committee or *Ad Hoc* Committee member. A Committee or *Ad Hoc* member appointed to fill a vacancy shall be appointed for the unexpired term of such Committee or *Ad Hoc* Committee member's predecessor in office.

#### **Section 8.7. Procedures.**

Each Standing or *Ad Hoc* Committee shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on USATH's website.

#### **Section 8.8. Audit and Compensation Committee.**

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

**8.8.1. Functions.** The Audit and Compensation Committee shall (i) recommend independent auditors of USATH, review the report of the independent auditors and management

letter, and recommend action as needed; (ii) investigate matters of fiscal controls and disclosure and such other matters as directed by the Board; (iii) develop and review on an annual basis a compensation structure for the CEO, the USATH staff and any individuals assigned and approved by the Board; (iv) generally administer and oversee the compliance structure; and (v) perform such other duties as assigned by the Board.

**8.8.2. Committee Members.** The Chair of the Board shall appoint, subject to the ratification of the Board of Directors, two (2) members of the Audit and Compensation Committee and its Chair. Each of these two Audit and Compensation Committee members shall be a Director and at least one of the two will be an Independent Director of the Board with financial experience. The AAC shall appoint one (1) Elite Athlete as that term is defined in Section 6.6(A)(iii) of these Bylaws as a member of the Audit and Compensation Committee.

## **Section 8.9. Judicial Committee.**

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

**8.9.1. Functions.** The Judicial Committee shall (i) review, on an annual basis, a Code of Conduct for the Board, Officers, Committee and *Ad Hoc* Committee members, volunteers, staff, members and member organizations for adoption by the Board; (ii) generally administer and oversee compliance with the Code of Conduct, Conflict of Interest Policy, and all administrative grievances and right to compete matters filed with USATH; (iii) review and investigate matters of ethical impropriety and make recommendations on such matters to the Board; (iv) review annual and periodic Conflict of Interest disclosure forms of the CEO and Directors of the Board and determine if a conflict of interest exists as to any particular transaction, relationship, or matter involving USATH; (v) review and provide guidance on ethical questions presented to it by the Board, Committees, *Ad Hoc* Committees, volunteers, staff and members; (vi) identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels; (vii) appoint a panel to hear and render a decision, on grievances and disciplinary matters; (viii) evaluate requests for approval under USATH's Gift and Entertainment Policy; and (ix) perform such other duties as assigned by the Board.

**8.9.2. Committee Members.** The Board of Directors shall appoint three (3) members of the Judicial Committee who are not Elite Athletes as that term is defined in Section 6(A)(iii) of these Bylaws. The AAC shall appoint two (2) Athletes as that term is defined in Section 6.6(A)(iii) of these Bylaws as a member of the Judicial Committee. All members of the Judicial Committee who are not Elite Athletes (i) shall be independent as that term is defined in Section 6.6(B)(ii) of these Bylaws and (ii) shall have had no experience playing the sport of team handball in organized league competition. No Director of the Board shall be appointed to the Judicial Committee.

## **Section 8.10. Nominating and Governance Committee.**

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

**8.10.1. Functions.** The Nominating and Governance Committee shall (i) identify and evaluate prospective candidates for the Board and Standing Committees; (ii) select the Independent Directors of the Board pursuant to Section 6.6(C) of these Bylaws; (iii) recommend as requested by the Board individuals to serve on various Committees; (iv) consult with the Judicial 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 *Ad Hoc* Committees; and (vi) perform other such duties as assigned by the Board.

**8.10.2. Qualification Review Process.** In reviewing a candidate's qualifications for an Independent Director position, the Nominating and Governing Committee shall take into consideration the candidate's: (i) contribution to the effective functioning of the USATH; (ii) professional and/or sport experiences that may be relevant to USATH; (iii) time commitments and/or ability to attend meetings and fully participate in the activities of the Board; (iv) reputation for professional integrity and commitment to ethical conduct; (v) relationships with other organizations that is or may result in a conflict of interest under USATH's Conflict of Interest Policy; (vi) ability to generate or attract revenue funds to the USATH; (vii) ability to be a productive board member with ability to think globally and/or possess the skills and traits to develop the sport and the infrastructure of the sport of Team Handball; and (viii) other qualifications for which the Nominating and Governance Committee deems appropriate to select or exclude a potential Director. The Nominating and Governance Committee shall select Independent Directors in accordance with Section 4.2 and in accordance with Section 6.2(B) with respect to having at least one Independent Director with financial expertise who shall also serve on the Audit and Compensation Committee.

It is the desire of USATH to have Directors that possess the highest personal and professional integrity and values; have demonstrated exceptional ability and judgment; and are effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USATH. It also is the desire of USATH to have a Board that understands athletic competition and the Olympic ideals; has diverse experience in the key business, financial, or other challenges that face USATH; and possesses a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sports.

**8.10.3. Committee Members.** The Nominating and Governance Committee shall be comprised of five (5) members who shall be selected as follows:

(A) Two (2) athletes appointed by the THAAC according to the process set forth in Section 12.3 of these Bylaws;

(B) Three (3) individuals who (i) are independent, as that term is defined in Section 6.6(C) of these Bylaws, and (ii) have had no experience playing the sport of team handball in organized league competition, appointed by the Board of Directors, provided that one such individual may

instead be a current USATH Independent Director only if his or her term is ending and he or she is not seeking reelection; and

**8.10.4. Chair.** One (1) of the three individuals chosen by the Board of Directors under Section 8.10.3(B) above shall be the Chair of the Nominating and Governance Committee.

**8.10.5. Committee Members Cannot be Directors.** No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current Director of USATH, except as provided in Section 8.10.3(B) above. No individual who serves on the Nominating and Governance Committee may serve or be eligible to serve on the Board of Directors, except as provided in Section 8.10.3(B) above. Members of the Nominating and Governance Committee shall be precluded from serving as a Director or in any other USATH capacity, whether governance or on staff, for a period of one (1) full year after their term on the Nominating and Governance Committee ends.

## **ARTICLE 9 ANNUAL TEAM HANDBALL ASSEMBLY**

### **Section 9.1. Purpose.**

There shall be an annual Team Handball Assembly at which all individual and organization members and other Team Handball constituencies shall gather and provide input to the Board on important issues confronting the organization. The Board of Directors and/or the CEO shall provide a report on the “State of the Federation.” Individual and organization members and other Team Handball constituencies may pose questions to the Board and the CEO for response. The annual Team Handball Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority. The Board shall determine the agenda of the annual Team Handball Assembly. Notwithstanding the foregoing, an annual meeting of the voting members is not required. Failure to hold an annual Team Handball Assembly as required by these Bylaws shall not work as a forfeiture or dissolution of USATH or invalidate any action taken by the Board of Directors or Officers of USATH.

### **Section 9.2. Place.**

The annual Team Handball Assembly may be held in conjunction with a Board of Director’s meeting. If practicable, the annual Team Handball Assembly meeting shall also be held in conjunction with a major USATH competition.

### **Section 9.3. Notice.**

Notice of the annual Team Handball Assembly stating the place, date and time of the meeting shall be posted on the website of USATH no fewer than thirty (30) days before the date of the meeting.

## ARTICLE 10 USATH ATHLETES' ADVISORY COUNCIL

### Section 10.1. Purpose

The USATH Athletes' Advisory Council (the "THAAC") shall be a forum to provide a comprehensive means of communication between athletes and USATH. The THAAC will lead, serve, and engage athletes to communicate the interests and protect the rights of athletes, and be a conduit to USATH. The THAAC shall:

- (A) Serve as a vehicle for athlete engagement;
- (B) Endeavor to protect the rights of athletes;
- (C) Provide athlete feedback;
- (D) Build and establish relationships among the disciplines of the sport of handball and the athletes of USATH;
- (E) Advise the three (3) Athletes seated to the USATH Board of Directors and advocate the interests of athletes in all areas of USATH influence and governance;
- (F) Assist in identifying potential future Athlete Representatives and Standing Committee and Ad Hoc Committee members;
- (G) Educate athletes about USATH's governance structure and applicable USATH rules, regulations and policies, USATH's Bylaws, the USOPC Bylaws, the Sports Act, IHF Statutes and Bylaws and the IOC rules; and
- (H) Serve as SafeSport, athlete safety and anti-doping ambassadors and advocates.

### Section 10.2. Designation of THAAC Positions; Voter Qualification.

The THAAC will consist of the following eight (8) individuals:

- (A) Three (3) positions on the THAAC shall be reserved as *ex officio* seats for those individuals serving as the USOPC AAC Representative, the Alternate USOPC AAC Representative, and the Beach Athlete Director, respectively, each of whom will serve as an ex-officio member of the THAAC.
- (B) Two (2) positions must be held by (i) one (1) active male Beach Handball athlete and (ii) one (1) active female Beach Handball athlete. In order to serve in this position and to vote for a candidate for election in this category, one must have, within the ten (10) years preceding election, represented the United States in the IHF Beach World Championships, the Pan

American Beach Championships or its successor the NORCA/NACHC Beach Championships, the World Beach Games or the World Games.

(C) Two (2) positions must be held by (i) one (1) male athlete who has played at least one (1) game as a member of the Men's National Team within the twenty-four (24) month period before the election and (ii) one (1) female athlete who has played (at least one (1) game as a member of the Women's National Team within the twenty-four (24) month period before the election. In order to vote for the male candidates for election in this category, one must have played at least one (1) game as a member of the Men's National Team within the twenty-four (24) month period before the election and, in order to vote for the female candidates for election in this category, one must have played at least one (1) game as a member of the Women's National Team within the twenty-four (24) month period before the election.

(D) One (1) position must be held by a Wheelchair National Team Athlete. In order to serve in this position and to vote for a candidate for election in this category, one must have, within the ten (10) years preceding election, represented the United States in the IHF Wheelchair World Championships or a Paralympic Games.

(E) In addition to the applicable requirements for each position category set forth in subsections (A), (B), (C), and (D) above, in order to serve in a position on the THAAC and to vote for any candidate for election to the THAAC, one (i) must be eighteen (18) years of age or older by December 31 of the year in which the election is held; (ii) must be registered as a member of USATH at the time of voting in the election or applying as a candidate for election, as the case may be; (iii) must not have a record of a felony criminal conviction involving theft, financial improprieties and other crimes involving moral turpitude or SafeSport sanction or provisional suspension or a criminal conviction or other court sanction of similar nature; and (iv) in the case of candidates for election, must submit their conflict of interest and any other required disclosures, including previous periods of ineligibility, to the Nominating and Governance Committee for review prior to standing for election. Further, each voter (i) will have only one (1) vote as to each candidate in a category for which the voter is qualified to vote in an election and (ii) will be allowed to vote only for a candidate of their own gender.

### **Section 10.3. USOPC Qualifications.**

USATH shall follow all requirements for membership in the THAAC as promulgated by the USOPC or the USOPC AAC, whether set forth in these Bylaws or not. The promulgations of the USOPC and the USOPC AAC supersede and control over any conflicting provisions of these Bylaws. In the event of a conflict between these Bylaws and such promulgations, the latter shall control.

### **Section 10.4. Election.**

The initial election for the THAAC shall take place before July 1, 2020. Subsequent elections shall take place between the conclusion of the Summer Olympic Games (beginning with the

2024 Summer Olympic Games) and November 1 of that year. With respect to the election of individuals other than the ex officio members described in Section 10.2(A) above, the individual with the highest vote total is elected to each of the categories described in Sections 10.2(B), 10.2(C), and 10.2(D), respectively.

**Section 10.5. Term.**

The AAC Representative and the Alternate AAC Representative will serve a term on the THAAC that is concurrent with their tenure on the USOPC AAC and the Beach Athlete Director will serve a term on the THAAC that is concurrent with his or her tenure as a USATH Board member. The term for the remaining members of the THAAC shall be for four (4) years, except that the term of each such initial member of the THAAC shall commence upon their election and expire on December 31, 2024.

**Section 10.6. Term Limits.**

No THAAC member, other than the ex officio members described in Section 10.2(A) above, shall serve for more than two (2) consecutive terms.

**Section 10.7. Chair.**

The THAAC shall elect from among its members, by majority vote, a chair. The term of office of the chair shall be four (4) years, subject to Sections 10.5 and 10.6. The newly elected chair shall take office immediately. The chair shall hold office until the chair's successor is elected and qualified, or until the chair's earlier resignation, removal, incapacity, disability or death.

**Section 10.8. Procedures.**

The THAAC may, subject to these Bylaws, establish procedures for conducting its business and affairs and, if such procedures are in written form, then they shall be published and available on the USATH website.

**Section 10.9. Compensation.**

THAAC members shall not receive compensation for their services as THAAC members. Each member of the THAAC shall be bound by USATH's Conflict of Interest Policy and Code of Conduct.

**ARTICLE 11 USOPC NATIONAL GOVERNING BODIES' COUNCIL**

**Section 11.1. Designation.**

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

## **Section 11.2. Election/Selection.**

The CEO shall serve as USATH's representative to the USOPC National Governing Bodies' Council. The Chair shall serve as USATH's alternate representative to the USOPC National Governing Bodies' Council.

## **ARTICLE 12 REPRESENTATIVE TO USOPC ATHLETES' ADVISORY COUNCIL**

### **Section 12.1. Designation.**

USATH shall have a representative ("AAC Representative") and an alternate representative ("Alternate AAC Representative") to the USOPC Athletes' Advisory Council ("USOPC AAC"). Each of these individuals shall serve on the USATH Board of Directors *ex officio*, otherwise holding the rights and duties specified for directors under these Bylaws.

### **Section 12.2. Qualifications.**

Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of Team Handball within the ten (10) year period prior to December 31 of the year in which the election is held shall be eligible to run for election to, and vote for, the USOPC AAC.

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

USATH shall follow all requirements for membership in the USOPC AAC as promulgated by the USOPC or the USOPC AAC whether set forth in these Bylaws or not.

### **Section 12.3. Election/Selection.**

An individual who wishes to run for election to the USOPC AAC and to be placed on the ballot may do so pursuant to the procedures described in Section 10.3(C) of these Bylaws.

The election shall take place between the conclusion of the Summer Olympic Games and November 1 of that year. The individual with the highest vote total is elected as the AAC Representative. The individual with the second highest vote total of the opposite gender (as is required by the USOPC AAC), is elected as the Alternate AAC Representative.

### **Section 12.4. Tenure.**

The term for all Representatives to the USOPC AAC shall be for four (4) years, except where otherwise promulgated in the Bylaws of the USOPC and/or those of the USOPC AAC. A Representative shall remain on the USOPC AAC until the Representative's successor is elected and qualified, or until the Representative's earlier resignation or removal.

### **Section 12.5. Term Limits.**

No Representative to the USOPC AAC shall serve for more than two (2) consecutive terms, except where otherwise promulgated in the Bylaws of the USOPC and/or those of the USOPC



AAC. There is no term limit restriction for the position of Alternate AAC Representative, except where otherwise promulgated in the Bylaws of the USOPC and/or those of the USOPC AAC.

## **ARTICLE 13 CHIEF EXECUTIVE OFFICER**

### **Section 13.1. Designation.**

USATH shall employ a CEO. The CEO shall be vested with the authority to make decisions on behalf of USATH. The CEO shall not be a voting Director of the Board, but shall attend all Board of Directors meetings, and may also attend Committee and *Ad Hoc* Committee meetings. The Board of Directors may, by majority vote of those present, exclude the CEO from a meeting or a portion thereof. The CEO will not attend portions of a meeting that discuss the CEO.

### **Section 13.2. Tenure and Employment.**

The CEO shall be selected by and report to the Board of Directors for the term of his or her employment. 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 USATH, 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 USATH and, in that capacity, shall represent USATH in relations with the international sports federation for Team Handball recognized by the IOC and at international Team Handball functions and events.

### **Section 13.4. Duties and Responsibilities.**

The CEO shall:

- (A) develop a strategy for achieving USATH's mission, goals and objectives and present the strategy to the Board of Directors for approval;
- (B) prepare and submit quadrennial and annual budgets to the Board for approval;
- (C) determine the staff needed to effectively carry out USATH's missions, goals and objectives, within USATH's budget;
- (D) oversee the size and compensation of management and staff and the hiring and termination of all members of management and staff;
- (E) either directly or by a delegation manage all management functions, including but not limited to the responsibilities for (i) the preparation and maintenance of the minutes of members' and Directors' meetings and other records and information required to be kept by

USATH pursuant to Sections 16.6 and 16.7 of these Bylaws, and (ii) authenticating records of USATH;

(F) be responsible for resource generation and allocation of resources in accordance with existing USATH commitments;

(G) coordinate and be responsible for USATH's international operational activities;

(H) along with the Chair, act as USATH's spokesperson;

(I) foster good relations with sponsors, partners and others; and

(J) perform all functions that usually pertain to the office of the CEO.

## **ARTICLE 14 COMPLAINT PROCEDURES**

### **Section 14.1. Designation of Complaints.**

The following kinds of complaints may be filed with USATH:

(A) **Administrative Grievance**: An individual or organization member of USATH may file a complaint pertaining to any matter within the cognizance of USATH, including but not limited to any alleged violation or grievance concerning: (i) any USATH rule or regulation, including without limitation disciplinary matters; (ii) any provision of USATH's Bylaws or the USOPC's Bylaws; or (iii) any provision of the Sports Act relating to USATH's recognition as a National Governing Body.

(B) **Right to Compete**: Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individual's opportunity to compete in a USATH-sanctioned competition.

### **Section 14.2. Jurisdiction.**

Each member of USATH, by virtue of his/her/its membership in USATH, agrees to be subject to the rules, regulations and Bylaws of USATH and of USOPC and the Sports Act, which includes these complaint procedures. Each member further agrees to be bound by any decision rendered pursuant to these complaint procedures.

### **Section 14.3. Manner of Filing.**

The complainant shall deliver the complaint to the Chair of the Judicial Committee and the CEO. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the full name and identifying membership information of the complainant; (ii) the alleged violation, grievance, denial or threat to deny; (iii) the grounds for the alleged violation, grievance, denial or threat to deny; and (iv) the remedy requested. The complainant shall attach any supporting documentation to the complaint and sign the complaint.

**Section 14.4. Filing Fee.**

A complaint filed by an individual shall be accompanied with a \$250.00 filing fee. A complaint filed by an organization shall be accompanied with a \$500.00 filing fee. 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 14.5. Statute of Limitations.**

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

**Section 14.6. Field of Play Decisions.**

The final decision of a referee during a competition involving 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, these complaint procedures unless the decision is: (i) outside the authority of the referee to make, or (ii) the product of fraud, corruption, partiality, or other similar misconduct of the referee. For purposes of this Section 14.5, the term “referee” shall include any individual with discretion to make field of play decisions.

**Section 14.7. Administration.**

The Judicial Committee shall generally administer and oversee all administrative grievances and right to compete matters filed with USATH. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner, and fair notice will be provided to all parties of a complaint.

The Chair of the Judicial Committee shall review the complaint, and if he/she determines (a) that the complainant has not satisfied the requirements of this Section 14.3, or (b) that the complainant has not paid the necessary filing fee described in Section 14.4, (c) that the complaint does not request a remedy that is within the practicable authority of a Hearing Panel under these Bylaws, or (d) if the complaint does not meet any other required provision under Section 14, then the Chair shall return the complaint to the complainant with an explanation of the deficiencies, and such complaint shall not be processed until the deficiencies have been remedied.

Notice of the complaint will be provided to the respondent(s) within a reasonable time after receipt by USATH, not to exceed fourteen (14) business days, without just cause for the delay. Notice will include the specific charges, claims or alleged violations, the requested remedy, and the supporting documentation that is included with the complaint. Reasonable time will be afforded between receipt of the notice of charges and the hearing process. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USATH.

#### **Section 14.8. Hearing Panel.**

Upon the Chair of the Judicial Committee's determination, under Section 14.3, that a complaint is timely, valid, and actionable under these Bylaw, the Judicial Committee shall appoint a Hearing Panel consisting of three (3) individuals to hear the complaint, at least one (1) of whom must be an athlete who meets the qualifications outlined in Section 12.2 of these Bylaws. The Judicial Committee shall also appoint the Chair of the Hearing Panel. Judicial Committee members may be appointed to and serve on the Hearing Panel. Other individuals who meet the standards of independence as set forth in Section 6.6(B)(ii) of these Bylaws may be identified by the Judicial Committee and may also be appointed to and serve on the Hearing Panel. Members of the panel need not be members of USATH or involved in the sport of Team Handball, but shall sign a written conflict-of-interest attestation and must be disqualified if any actual, potential, or perceived conflict exists. The composition of the Hearing Panel will be disclosed to the complainant and the respondent. All members of any Hearing Panel shall be disinterested individuals without conflict of interest to the individuals or situations being heard. In the event any party or Hearing Panel member raises such a conflict of interest, the Chair of the Judicial Committee will consider the issue and require replacement of the Hearing Panel member if necessary. No party and no one acting on behalf of any party will communicate directly with a Hearing Panel member unless the communication is simultaneously provided to all Hearing Panel members and parties involved.

#### **Section 14.9. Conduct of the Proceeding.**

Within ten (10) days of the appointment of the Hearing Panel, the CEO (or their designee) (i) shall provide to the Chair of the Hearing Panel a copy of each of the following documents: (1) the complaint; (2) all materials filed with the complaint, if any; and (3) any relevant documents and/or relevant policies in the possession of USATH. The respondent will be provided a reasonable time to submit an answer, such that the respondent may provide reasons why the matter should not be undertaken by USATH, and a reasonable time to prepare a defense. The respondent's answer to the complaint will be delivered to the complainant and notice of the identity of any witnesses that will appear at the hearing will be provided to all parties. The Hearing Panel shall rule on all motions and other matters raised in the proceeding, including but not limited to motions to dismiss and requests for limited discovery.

Between the receipt of the respondent's answer and the Hearing, the Hearing Panel may perform the following actions: review relevant policies and documentation, (i) an initial jurisdiction and sufficiency review; (ii) review of submitted documentation; (iii) interviews of the witnesses as named by the respondent or complainant, as needed; and (iv) compilation of relevant evidence.

If the complaint is not dismissed, the Hearing Panel shall hold a hearing on the complaint. A complaint may be dismissed when: (a) the reporting party declines to participate; (b) insufficient evidence exists; or (c) no remedy is available even if the allegations were substantiated. For the avoidance of doubt, no complaint may be dismissed prior to a hearing when the grievance, or the Panel's ultimate determination thereon, concerns (i) the suspension or revocation of USATH membership, or (ii) an individual's opportunity to participate in a Protected Competition, as that term is defined in the USOPC Bylaws, provided that the grievance has been properly filed in

accordance with the procedures and requirements of this Section. The Hearing Panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary, subject to the deadlines set forth herein. The hearing shall be informal and the rules of evidence shall not be strictly enforced, except that testimony shall be taken under oath.

The Chair of the Hearing Panel will select the time and place for the hearing so as to have the hearing occur at the earliest convenient date for all parties, not to exceed ninety (90) days after the last filing with USATH, without just cause for the delay. The Chair will communicate the information about the hearing schedule along with the identity of the other members of the Hearing Panel to the parties. Not less than fifteen (15) days prior to the hearing, the Chair of the Hearing Panel shall cause to be sent to the parties a written copy of the procedures to be followed at the hearing. The hearing will be conducted in real time at a time and place that allows all parties to attend. The hearing may be conducted by teleconference, if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal representative. The respondent(s) will be allowed a reasonable time to prepare a defense. All parties' answers, filings, and evidence will be distributed to all parties such that they can be inspected within a reasonable time to prepare one's position in the matter, and all parties will be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument at the Hearing. 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 14.10. Complaints Involving Selection to Participate in a Competition.**

Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information (if known), that the complainant believes may be adversely affected by a decision rendered on the complaint. The adverse party to the complaint shall also submit a list of individuals, together with their contact information (if known), that may be adversely affected by a decision rendered on the complaint. The Hearing Panel may also determine that individuals not listed by either the complainant or respondent shall be given notice. The Hearing Panel shall then promptly determine which individuals must be given notice of the complaint. The Hearing Panel shall also approve the notice to be given. Unless determined otherwise by the Hearing Panel, the Hearing Panel shall then be responsible for providing appropriate notice to these individuals. Any individual so notified of the complaint 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, regardless of whether the individual chooses to participate or not.

#### **Section 14.11. Expedited Procedures.**

A party may request that the complaint and hearing process be expedited when that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties. Provided that the Chair of the Judicial Committee determines it is necessary to expedite the proceeding, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours after the filing of the complaint. In the case of an expedited hearing process, the Hearing Panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair and impartial to the parties involved as is reasonable under the circumstances.

#### **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 within a reasonable time after the hearing. Where time is of the essence, the Hearing Panel may issue its decision orally, to be followed by a written decision within a reasonable time after the hearing.

#### **Section 14.13. Disciplinary Matters.**

Any complaints filed pursuant to Section 14.3 of these Bylaws that involve disciplinary matters, and any disciplinary issues discovered by the CEO, shall be referred to a Disciplinary Subcommittee of the Board of Directors for investigation. Such subcommittee shall have not less than 1/3 Athlete members, shall investigate any disciplinary matters and shall make a recommendation to the CEO on (i) whether a disciplinary violation has occurred, and (ii) if so, the penalty to be imposed. The CEO may accept the recommendation of the subcommittee or may modify it as he sees fit, and shall issue a decision on the disciplinary issues. If the decision involves a suspension, expulsion or termination of membership, then the individual involved shall be entitled to a hearing before the Judicial Committee before such suspension, expulsion or termination may be imposed. Such hearing shall follow the procedures described in this Article 14.

#### **Section 14.14. Appeals Subcommittee.**

Any party may appeal a decision of the Hearing Panel pursuant to this Article 14 to a subcommittee of the Board of Directors. The subcommittee shall consist of three (3) members of the Board of Directors, at least one (1) of whom shall be an Athlete Director. The subcommittee may give whatever weight or authority to the Hearing Panel's decision as it deems appropriate, and shall process appeals according to rules and regulations established by the Board of Directors.

#### **Section 14.15 Retention of Materials**

Upon final disposition of any grievance under this Section, the Hearing Panel shall provide the complete record of the matter—including all filings, correspondence, evidence, investigative materials, and the written decision—to the Judicial Committee in timely fashion. The Judicial Committee shall see that such materials are retained and securely stored in an accessible format

for no fewer than seven (7) years following the conclusion of the grievance process, or longer if required by any applicable law, regulation, or mandatory record-keeping policy.

#### **Section 14.16 No Retaliation.**

USATH prohibits retaliation against anyone who reports misconduct or provides information about misconduct as more fully detailed in USATH's Whistleblower Policy located on the USATH website. Retaliation includes threatening, intimidating, harassing, coercing or any other conduct that would discourage a reasonable person from engaging or participating in the complaint processes when the action is reasonably related to the report or engagement with the process. Retaliation may be present even where there is a finding that no violation occurred. A member or employee of USATH who engages in retaliation is subject to discipline up to and including dismissal from the volunteer position, termination of employment or being banned from membership in USATH.

#### **Section 14.17 Arbitration.**

USATH agrees to submit to binding arbitration conducted under the commercial rules of the American Arbitration Association for any controversy involving: (i) a right to compete complaint or (ii) its recognition as a National Governing Body, as is provided in the Sports Act. USATH shall not require an individual to exhaust other remedies before demanding arbitration.

#### **Section 14.18 Additional Resources**

Additional resources to Team USA Athletes are available via the USOPC/Team USA Athlete Ombuds; Contact information can be found at <https://www.usopc.org/athlete-ombuds>.

### **ARTICLE 15 SANCTIONING EVENTS**

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

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

#### **Section 15.2. Standard for Review.**

If USATH, as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interests of USATH, and (ii) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then USATH 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 USATH, an application to hold such competition;
- (B) pays to USATH the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- (C) submits to USATH an audited or notarized financial report of similar events, if any, conducted by the organization or person; and
- (D) demonstrates that: (i) appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition; (ii) appropriate provision has been made for validation of records which may be established during the competition; (iii) due regard has been given to any international amateur athletic requirements specifically applicable to the competition; (iv) the competition will be conducted by qualified officials; (v) insurance coverage has been obtained in compliance with USATH's insurance requirements; (vi) proper medical supervision will be provided for athletes who will participate in the competition; and (vii) 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 USATH Athletes to Compete in An International Athletic Competition Held Outside the United States.**

An amateur sports organization or person requesting a sanction to sponsor USATH 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 USATH, an application to hold such competition to the USATH principal office;
- (B) pays to USATH 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;
- (D) submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that: (i) demonstrates that appropriate measures have been taken to protect the Olympic status of athletes who will take part in the competition and to protect their eligibility to compete in IHF competition; (ii) appropriate provision has been made for validation of records which may be established during the competition; (iii) due regard has been given to any international amateur athletic requirements specifically applicable to the competition; (iv) the competition will be conducted by qualified officials; (v) insurance coverage has been



obtained in compliance with USATH's insurance requirements; (vi) proper medical supervision will be provided for athletes who will participate in the competition; and (vii) proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

If the requirements described above are not met, USATH retains the right to deny any future requests until the above conditions are satisfactorily met.

## **ARTICLE 16 RECORDS OF THE CORPORATION**

### **Section 16.1. Minutes.**

USATH shall keep as permanent records minutes of all meetings of the members and of the Board of Directors, a record of all actions taken by the members and by the Board of Directors without a meeting, a record of all actions taken by a Committee of the Board of Directors in place of the Board of Directors on behalf of USATH, and a record of all waivers of notices of meetings of the members and of the Board of Directors or any Committee of the Board of Directors. Meeting minutes shall make note of the attendees at meetings, motions taken and shall note whenever a meeting participant recuses him or herself due to an apparent conflict of interest. The minutes of all meetings of the Board of Directors shall be published on USATH's website on at least a quarterly basis. Every reasonable effort will be made to publish the minutes within fifteen (15) days of approval by the Board.

### **Section 16.2. Accounting Records.**

USATH shall maintain appropriate accounting records.

### **Section 16.3. Membership List.**

USATH, or its agent, 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, and showing the number of votes each member is entitled to vote.

Without consent of the Board of Directors, a membership list or any part of a membership list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member of USATH. A membership list or any part of a membership list may not be (i) used to solicit money or property unless the money or property will be used solely to solicit the votes of the members in an election to be held by USATH; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.

### **Section 16.4. Records In Written Form.**

USATH 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.**

USATH shall maintain a website for dissemination of information to its members and to the public. USATH shall post on its website these Bylaws. Additionally, USATH shall post on its website its most recent annual financial statement and its most recent 990 Form filed with the Internal Revenue Service.

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

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

- (A) its articles of incorporation;
- (B) these Bylaws;
- (C) resolutions adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members;
- (D) the minutes of all USATH members' meetings for a period of three (3) years;
- (E) the records of all action taken by USATH members without a meeting, for a period of three (3) years;
- (F) all written communications to USATH members generally as members for a period of three (3) years;
- (G) a list of the names and business or home addresses of its current Directors and Officers;
- (H) a copy of its most recent annual report delivered to the Utah Secretary of State;
- (I) all financial statements prepared for periods ending during the last three (3) years that a member of USATH could have requested under Section 16.7.3 of these Bylaws;
- (J) USATH's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- (K) all other documents or records required to be maintained by USATH at its principal office under applicable law or regulation.

#### **Section 16.7. Inspection of Records by Directors and Members.**

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

**16.7.1. Records Maintained at Principal Office.** A Director or member (including a beneficial owner whose membership interest is held in a voting trust and any other beneficial owner of a membership interest who establishes a beneficial ownership) shall be entitled to inspect and copy, during regular business hours at USATH's principal office, any of the records

of USATH described in Section 16.6 above, provided that (i) the Director or member has been a member of USATH for at least three (3) months immediately preceding the demand to inspect, and (ii) the Director or member gives USATH written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.

**16.7.2. Other Records.** In addition to the rights set forth above in Section 16.7.1, a Director or member is entitled to inspect and copy, during regular business hours at a reasonable location specified by USATH, any of the other records of USATH, provided that the Director or member gives USATH written demand at least five (5) business days before the date on which the Director or member wishes to inspect and copy such records, and satisfies each of the following requirements:

(A) the demand is made in good faith and for a proper purpose. “Proper purpose” means a purpose reasonably related to the demanding Director’s or member’s interest as a Director or member of USATH;

(B) the demand described with reasonably particularity the purpose and the records the Director or member desires to inspect, and the records are directly connected with the described purpose; and

(C) a Director or member may not use any information obtained through inspection or copying of records permitted by this Section 16.7 for purposes other than those set forth in a demand made pursuant to Sections 16.7.2(A) and (B) above.

If a Director or member demands to inspect the record of members pursuant to this Section 16.7.2, USATH may comply with such a demand by furnishing to the Director or member a membership list that complies with Section 16.3 of these Bylaws and that was compiled no earlier than the date of the Director’s or member’s demand. Any Director member seeking to inspect a membership list shall, prior to such inspection, execute a signed agreement in the form as approved by USATH limiting the use of such list in accordance with Section 16.3 of these Bylaws.

The right of inspection granted by this Section 16.7.2 may not be abolished or limited by the Articles of Incorporation of USATH or by these Bylaws.

**16.7.3. Financial Statements.** Upon the written request of any member, USATH shall mail to such member its most recent annual financial statements and its most recently published financial statements showing in reasonable detail its assets and liabilities and results of its operations.

## **Section 16.8. Scope of Members’ Inspection Rights.**

(A) **Agent or Attorney:** The Director’s or member’s duly authorized agent or attorney has the same inspection and copying rights as the Director or member.

(B) **Right to Copy**: The right to copy records under Article 16 of these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic, or other means. Unless otherwise provided in these Bylaws, the right of a member to inspect or receive information from USATH applies only to a voting member of USATH.

(C) **Reasonable Charge for Copies**: USATH may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a Director or member. The charge may not exceed the estimated cost of production and reproduction of the records.

(D) **Litigation**: Nothing in this Article 16 shall limit the right of a Director or member to inspect records to the same extent as any other litigant if the Director or member is in litigation with USATH, or the power of a court to compel the production of corporate records for examination.

## **ARTICLE 17 POLICIES**

### **Section 17.1. Gifts and Entertainment Policy.**

USATH shall adopt a Gifts and Entertainment Policy applicable to all USATH employees, Board of Directors members, officers, Committee members, *Ad Hoc* Committee members, hearing panel members, employees, contractors, coaches, referees, interns, and volunteers, as well as their spouses and immediate family members.

### **Section 17.2. Conflict of Interest Policy.**

USATH shall adopt a Conflict of Interest Policy applicable to all members of USATH's Board of Directors, officers, Committee members, *Ad Hoc* Committee members, hearing panel members, employees, contractors, coaches, referees, interns, and volunteers. Additionally, these individuals shall disclose any possible conflict for review by the Conduct Committee.

### **Section 17.3. Code of Conduct.**

USATH shall adopt a general Code of Conduct applicable to all employees, members, volunteers, Board members, Committee and *Ad Hoc* Committee members, hearing panel members, officers, and representatives of USATH member organizations that involve or are governed by USATH. The USATH Judicial Committee shall oversee the development and implementation of, and compliance with, the Code of Conduct.

### **Section 17.4. Athlete Safety Policy.**

USATH shall adopt an Athlete Safety Policy applicable to all USATH members, employees, Board members, Committee members, *Ad Hoc* Committee members, and volunteers, which policy must satisfy the minimum standards mandated by the USOPC.

### **Section 17.5. Complaint Procedures.**

USATH shall adopt Complaint Procedures as set forth in Article 14 of these Bylaws.

## **Section 17.6. Other Policies.**

USATH shall adopt other relevant policies to effectively run and govern the organization.

# **ARTICLE 18 FIDUCIARY MATTERS**

## **Section 18.1. Indemnification.**

**18.1.1. Scope of Indemnification.** USATH shall defend, indemnify and hold harmless each Director of the Board, Officer, employee, fiduciary, volunteer and agent (collectively referred to herein as the “Indemnified Parties” or individually as an “Indemnified Party”) to the fullest extent permissible under the laws of the State of Utah against reasonable expenses incurred by one or more of the Indemnified Parties or in connection with a proceeding or claim with respect to which one or more of the Indemnified Parties have been successful, unless such reasonable expenses incurred were caused by fraud or willful misconduct on the part of said Indemnified Party or Parties. This Section 18.1.1 applies to one or more of the Indemnified Parties who were successful, on the merits or otherwise, in the defense of: (i) any proceeding to which one or more of the Indemnified Parties was a Party because one or more of the Indemnified Parties is or was a Director, Officer, employee, fiduciary, volunteer or agent of USATH, or (ii) any claim, issue, or matter in the proceeding to which one or more of the Indemnified Parties was a Party because one or more of the Indemnified Parties is or was a Director, Officer, employee, fiduciary, volunteer or agent of USATH.

**18.1.2. Insurance.** USATH may purchase and maintain liability insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected in Section 18.1.1 of these Bylaws.

**18.1.3. Savings Clause; Limitation.** If any provision of the Nonprofit Corporation Act or these Bylaws dealing with indemnification shall be invalidated by any court on any ground, then USATH shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Nonprofit Corporation Act or these Bylaws that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, USATH shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of USATH as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

## **Section 18.2. General Standards of Conduct for Directors and Officers.**

**18.2.1. Discharge of Duties.** A Director or Officer shall discharge the Director or Officer’s duties in (i) good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the Director or Officer reasonably believes to be in the best interests of USATH.

**18.2.2. Reliance on Information, Opinion, Reports or Statements.** In discharging his or her duties, a Director or Officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more Officers or employees of USATH whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the Director or Officer reasonably believes are within the person's professional or expert competence; or (iii) in the case of a Director, a Committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the Committee merits confidence. A Director or Officer is not acting in good faith if the Director or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 18.2.2 unwarranted.

**18.2.3. Director Not Deemed to Be a "Trustee."** A Director, regardless of title, may not be considered to be a trustee with respect to any property held or administered by USATH including property that may be subject to restrictions imposed by the donor or transferor of the property.

### **Section 18.3. Conflict of Interest.**

**18.3.1. Definition of a Conflict of Interest.** A conflict of interest arises when any Director, Officer or Committee member of USATH or any natural person related to a Director, Officer or Committee member has an interest adverse to the corporation. Any natural person related to a Director, Officer or Committee member means any natural person whose familial, financial, professional or employment relationship with the Director, Officer or Committee member would, under the circumstances, reasonably be expected to exert an influence on the Director's, Officer's or Committee member's judgment when voting on a transaction. For purposes of Section 18.3 of these Bylaws, a "conflicting interest transaction" means a contract, transaction or other financial relationship between USATH and (i) a Director, Officer or Committee member; or (ii) a party related to a Director, Officer, or Committee member; or (iii) an entity in which a Director, Officer or Committee member of USATH is a director or officer or has a financial interest.

**18.3.2. Disclosure.** If any Director, Officer or Committee member has a conflicting interest transaction as defined in Section 18.3.1 above, or has an interest adverse to USATH's business affairs, the Director, Officer or Committee member is under an affirmative obligation to: (i) disclose the conflict of interest; (ii) not participate in the evaluation of the contract, transaction or business affairs; and (iii) not vote on the contract, transaction or business affairs. If conflicts of interest are not properly and thoroughly disclosed, the Judicial Committee shall recommend to the Board of Directors any disciplinary action, including but not limited to removal from the Board, office, a Standing Committee and/or an *Ad Hoc* Committee.

**18.3.3. Approval of Conflicting Interest Transactions.** USATH may enter into a conflicting interest transaction provided either:

(A) the material facts as to the Director's, Officer's or Committee Member's relationship or interest and as to the conflicting interest transaction are disclosed or are known to

the Board of Directors or to a Committee, and the Board of Directors or Committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; and

(B) the material facts as to the Director's relationship or interest as to the conflicting interest transaction are disclosed or are known to the members entitled to vote on the conflicting interest transaction, and the conflicting interest transaction is specifically authorized, approved or ratified in good faith by a vote of the members entitled to vote thereon; and

(C) the conflicting interest transaction is consistent with a provision in the Articles of Incorporation or in these Bylaws, such as Section 19.5 of these Bylaws, which (i) commits USATH to support one (1) or more other nonprofit corporations, charitable trusts or charitable entities, or (ii) authorizes one (1) or more Directors to exercise discretion in making gifts or contributions to one (1) or more other nonprofit corporations, charitable trusts, or charitable entities; or

(D) the conflicting interest transaction is fair as to USATH.

**18.3.4. Interested Directors Counted in a Quorum.** Common or interested Directors of USATH may be counted in determining the presence of a quorum at a meeting of the Board of Directors pursuant to Section 16.5 of these Bylaws, or of a Committee that authorizes, approves or ratifies the conflicting interest transaction.

## **Section 18.4. Liability of Directors for Unlawful Distributions.**

**18.4.1. Liability to USATH.** A Director who votes for or assents to a distribution made in violation of the Nonprofit Corporation Act or the Articles of Incorporation of USATH is personally liable to USATH for the amount of the distribution that exceeds what could have been distributed without violating the Nonprofit Corporation Act or the Articles of Incorporation if it is established that the Director's duties were not performed in compliance with Section 18.2.1 of these Bylaws.

**18.4.2. Contribution.** A Director who is liable under Section 18.4.1 above for an unlawful distribution is entitled to contribution: (i) from every other Director who could be held liable under Section 18.4.1 above for the unlawful distribution, and (ii) from each member who accepted the distribution knowing the distribution was made in violation of the Nonprofit Corporation Act or the Articles of Incorporation. The amount of contribution from each member pursuant to this Section 18.4.2 is the amount of the distribution to the member multiplied by the percentage of the amount of distribution to all members that exceeded what could have been distributed to members without violating the Nonprofit Corporation Act or the Articles of Incorporation.

## **Section 18.5. Prohibited Loans.**

No loans shall be made by USATH to any of its Directors or Officers or to a natural person related to any of its Directors or Officers. A Director or Officer who assents to or participates in the making of a loan in violation of this Section 18.5 shall be liable to USATH for the amount of the loan until the repayment of the loan.

## **ARTICLE 19 FINANCIAL MATTERS**

### **Section 19.1. Fiscal Year.**

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

### **Section 19.2. Budget.**

USATH shall have an annual budget.

### **Section 19.3. Audit.**

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

### **Section 19.4. Individual Liability.**

A Director or Officer is not liable to USATH, its members, or any conservator or receiver, or any assignee or successor-in-interest of USATH or its members, for any action taken, or any failure to take any action, as an Officer or Director, as the case may be, unless:

(A) the Director or Officer has breached or failed to perform the duties of the office as set forth in Section 18.2 of these Bylaws; and

(B) the breach or failure to perform constitutes:

- i. willful misconduct; or
- ii. intentional infliction of harm on USATH and/or its members; or
- iii. the breach or failure to perform constitutes gross negligence.

## **ARTICLE 20 MEMBERSHIP IN SAFESPORT AND ANTI-DOPING OBLIGATIONS**

### **Section 20.1. Compliance with the USOPC and U.S. Center for SafeSport Policies and Procedures.**

**20.1.1.** As a member National Governing Body of the United States Olympic & Paralympic Committee, USATH shall adhere to the athlete safety rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.4.1(c)(ii) provides that, as a condition of



membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the U.S. Center for SafeSport as that organization. The current safe sport rules, policies and procedures are available at the offices of USATH or on-line at the following website: [www.safesport.org](http://www.safesport.org). USATH also shall adopt and maintain athlete safety policies and procedures consistent with the U.S. Center for SafeSport's rules, policies, and procedures, as they may be modified or amended from time to time. USATH's current athlete safety rules, policies, and procedures are available at the offices of USATH or on the website of USATH.

**20.1.2.** As a condition of membership in USATH and a condition for participation in any competition or event sanctioned by USATH or its member organizations, each USATH member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in USATH or USATH events (whether or not an USATH member), agrees to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for SafeSport for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time, to the extent the alleged violation falls within the jurisdiction of the U.S. Center for SafeSport. Each USATH member and each athlete, coach, trainer, agent, athlete support personnel, medical personnel, team staff, official and other person who participates in USATH or USATH events (whether or not an USATH member) also agrees to comply with and be bound by the athlete safety rules, policies and procedures of USATH, and to submit, without reservation or condition, to the jurisdiction of USATH for the resolution of any alleged violations of the U.S. Center for SafeSport's rules or of USATH's rules that do not fall within the U.S. Center for SafeSport's exclusive jurisdiction and over which the U.S. Center for SafeSport declines to exercise discretionary jurisdiction. To the extent any USATH rule is inconsistent with the rules of the U.S. Center for SafeSport, such rule is hereby superseded.

## **Section 20.2. Compliance with the USOPC and United States Anti-Doping Agency ("USADA") Rules and Regulations.**

**20.2.1.** As a member National Governing Body of the United States Olympic & Paralympic Committee, USATH shall adhere to the anti-doping rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.4.1(c)(iv) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations. The USOPC has designated USADA as that organization. The current anti-doping rules, policies and procedures are available at the offices of USATH or on-line at the following website: [www.usada.org](http://www.usada.org). A decision concerning a doping violating adjudicated by USADA shall not be reviewable through, or the subject of, the Complaint Procedures described in Article 14 of these Bylaws.

**20.2.2.** It is the duty of individual members of the USATH to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), the IHF, 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 IHF, the USOPC and USADA. Athlete members agree to submit to drug testing by the IHF 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 IHF, if applicable or referred by USADA.

**20.2.3.** 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 USATH, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, the IHF, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the IHF and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the IHF, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the IHF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

## **ARTICLE 21 MISCELLANEOUS PROVISIONS**

### **Section 21.1. Severability and Headings.**

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

### **Section 21.2. Saving Clause.**

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

## **ARTICLE 22 AMENDMENTS OF BYLAWS**

### **Section 22.1. Amendments of Bylaws.**

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

## **ARTICLE 23 EFFECTIVE DATE AND TRANSITION**

### **Section 23.1. Effective Date and Transition.**

These Bylaws shall be effective when adopted by the current Board of Directors. Once adopted, these Bylaws shall supersede all previous versions of USATH Bylaws and any amendments thereto.

## **EXHIBIT A**

Board Seat Number 1 is an *Ex Officio Director* whose term shall be determined per the processes and limitations of the USOPC AAC. Presently, the seats is scheduled to next be up for election prior to and effective of January 1, 2029, and then every four (4) years.

Board Seat Number 2 is an *Ex Officio Director* whose term shall be determined per the processes and limitations of the USOPC AAC. Presently, those seats is scheduled to next be up for election prior to and effective of January 1, 2029, and then every four (4) years.

Board Seat Number 3 is for a General Membership Director: seat will next be up for election prior to and effective as of January 1, 2027, and then every four (4) years.

Board Seat Number 4 is for a General Membership Director: seat will next be up for election prior to and effective as of January 1, 2029, and then every four (4) years.

Board Seat Number 5 is for an Independent Director: seat will next be up for selection prior to and effective as of January 1, 2028, and then every four (4) years.

Board Seat Number 6 is for an Independent Director: seat will next be up for selection prior to and effective as of January 1, 2027, and then every four (4) years.

Board Seat Number 7 is for an Independent Director: seat will next be up for selection prior to and effective as of January 1, 2029, and then every four (4) years.

Board Seat Number 8 is for an Independent Director: seat will next be up for selection prior to and effective as of January 1, 2026, and then every four (4) years.

Board Seat Number 9 is for a Beach Athlete Director will next be up for election prior to and effective as of January 1, 2029, and then every four (4) years.