

BYLAWS
OF
USA BOBSLED / SKELETON, INC.

Originally Adopted and Approved on April 14, 2007

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TABLE OF CONTENTS¶
SECTION 1. NAME AND STATUS¶
Section 1.1 Name¶
Section 1.2 Non-profit Status¶
Section 1.3 Emblem and Seal¶
SECTION 2. OFFICES¶
Section 2.1 Business Offices ¶
Section 2.2 Registered Office¶
SECTION 3. MISSION¶
Section 3.1 Mission¶
SECTION 4. RECOGNITION AS NATIONAL GOVERNING BODY¶
Section 4.1 Recognition as National Governing Body ¶
Section 4.2 U.S. Center for SafeSport¶
SECTION 5. MEMBERS¶
Section 5.1 Categories and Membership¶
Section 5.2 Voting Members¶
Section 5.3 Membership Requirements and Dues¶
Section 5.4 Suspension and Termination of Membership¶
Section 5.5 Transfer of Membership¶
SECTION 6. BOARD OF DIRECTORS¶
Section 6.1 General Powers¶
Section 6.2 Function of the Board¶
Section 6.3 Diversity of Discussion¶
Section 6.4 Qualifications¶
Section 6.5 Athlete Representation¶
Section 6.6 Number¶
Section 6.7 Election/Selection¶
Section 6.8 Independence¶
Section 6.9 Voting Process¶
Section 6.10 Tenure¶
Section 6.11 Term Limits¶
Section 6.12 Director Attendance¶
Section 6.13 Director Access to Management and Outside Advisors¶
Section 6.14 Resignation, Removal and Vacancies¶
Section 6.15 Regular and Special Meetings¶
Section 6.16 Notice of Regular and Special Meetings¶
Section 6.17 Quorum

Deleted: Transacting Business¶
Section 6.19 Voting by Proxy¶
Section 6.20 Presumption of Assent¶
Section 6.21 Action Without a Meeting¶
Section 6.22 Transacting Business by Mail, Electronic Mail, Telephone or Facsimile¶
Section 6.23 Agenda¶
Section 6.24 Questions of Order and Board Meeting Leadership¶
Section 6.25 Effectiveness of Actions¶
Section 6.26 Open and Executive Meeting Sessions¶
Section 6.27 Minutes of Meetings¶
Section 6.28 Compensation¶
Section 6.29 SafeSport Compliance¶
SECTION 7. OFFICERS¶
Section 7.1 Designation¶
Section 7.2 Election/Selection¶

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SECTION 1.
NAME AND STATUS

Section 1.1. Name.

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

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Section 1.2. Non-profit Status.

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

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Section 1.3. Emblem and Seal.

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

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SECTION 2.
OFFICES

Section 2.1. Business Offices.

The principal office of USABS shall be in such location as determined by the Board of Directors ~~(Board)~~. USABS may change the location of its principal office. USABS may have such other offices, either within or outside New York, as the Board may designate or as the affairs of USABS may require.

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Section 2.2. Registered Office.

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

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SECTION 3.

MISSION AND PURPOSE

Section 3.1. Mission and Purpose.

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

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

The purpose of USABS shall be to serve as the National Governing Body (NGB) in the United States for the sports of bobsled and skeleton, as recognized by and in affiliation with the United States Olympic & Paralympic Committee (USOPC) and International Bobsleigh and Skeleton Federation (IBSF), which is recognized by the International Olympic Committee (IOC) as the worldwide governing body for the sports of bobsled and skeleton

SECTION 4.

CERTIFICATION AS A NATIONAL GOVERNING BODY

Section 4.1. Certification as a National Governing Body.

USABS shall seek and attempt to maintain certification by the USOPC as the NGB for the sports of bobsled and skeleton. In furtherance of that purpose, USABS shall comply with the requirements for certification as an NGB as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 et seq. (Act) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements USABS shall:

a. Governance and Compliance.

- i. fulfill all responsibilities as an NGB as set forth in the Act;
- ii. adopt and maintain governance and athlete representation policies complying with the requirements of these Bylaws;
- iii. adopt and maintain an Athletes' Advisory Council (AAC) as a part of its overall governance structure;
- iv. adopt and maintain appropriate good governance practices;
- v. be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code;
- vi. adopt and enforce a code of conduct for its employees, members, Board, and officers including clear conflicts of interest principles;
- vii. adopt and enforce ethics policies and procedures;

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be autonomous in the governance of the sports of bobsled and skeleton by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
maintain the managerial and financial competence and capability to establish national goals for bobsled and skeleton relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the NGB for the sports of bobsled and skeleton;
provide for individual and organizational membership; ensure that its Board and any other governance body has established criteria and election procedures; maintain among its voting members, individuals who are actively engaged in amateur athletic competition in bobsled or skeleton or who have represented the United States in an international amateur athletic competition in bobsled or skeleton within the preceding ten (10) years; and ensure that the membership and voting power held by those

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- viii. demonstrate an organizational commitment to diversity and inclusion;
- ix. submit to binding arbitration in any controversy involving:
 - (1) its certification as an NGB, upon demand of the USOPC, and
 - (2) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition, upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, administrator, or official. Such arbitration shall be conducted in accordance with the standard commercial arbitration rules of an established major national provider of arbitration and mediation services based in the United States and designated by the USOPC with the concurrence of the USOPC AAC and the National Governing Bodies Council; and
- x. satisfy such other requirements as are set forth by the USOPC.

b. Financial Standards and Reporting Practices.

- i. demonstrate financial operational capability to administer its sport;
- ii. be financially and operationally transparent and accountable to its members and to the USOPC;
- iii. adopt a budget and maintain accurate accounting records in accordance with accounting principles generally accepted in the United States of America (GAAP);
- iv. submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the USOPC annually;
- v. post on its website its current bylaws and other organizational documents, its IRS Form 990 for the three most recent years, and its audited financial statements for the three most recent years; and
- vi. satisfy such other requirements as are set forth by the USOPC.

c. Athlete Safety.

- i. comply with all applicable athlete safety and child protection laws;
- ii. comply with the policies and requirements of the U.S. Center for SafeSport (USCSS);
- iii. maintain and enforce an athlete safety program consistent with the policy(ies) and standards directed by the USOPC;
- iv. comply with the anti-doping policies of the USOPC and with the policies and procedures of United States Anti-Doping Agency (USADA); and
- v. satisfy such other requirements as are set forth by the USOPC.

d. Sport Performance.

- i. maintain and execute on a strategic plan that can support athletes in achieving sustained competitive excellence, and in growing the sport;

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- ii. establish clear athlete, team, and team official selection procedures approved by a Designated Committee (as defined in the USOPC Bylaws, and by the USOPC, for Delegation Event teams as applicable, and timely disseminate such procedures to the athletes and team officials);
- iii. effectively conduct, in accordance with such selection procedures, a selection process, including any trials (as approved by the USOPC), to select athletes for Delegation Event teams;
- iv. competently and timely recommend to the USOPC athletes, teams, and team officials for Delegation Event teams as applicable;
- v. maintain and implement effective plans for successfully training Delegation Event athletes; and
- vi. satisfy such other requirements as are set forth by the USOPC.

e. Operational Performance.

- i. demonstrate managerial capability to administer its sport;
- ii. obtain and keep current insurance policies in such amount and for such risk management as appropriate;
- iii. actively seek, in good faith, to generate revenue in addition to any resources that may be provided by the USOPC, sufficient to achieve financial sustainability;
- iv. maintain and enforce grievance procedures that provide for prompt and equitable resolution of grievances and fair notice and an opportunity for a hearing before declaring an individual ineligible to participate;
- v. adopt, maintain, and enforce a whistleblower and anti-retaliation policy;
- vi. not interfere in any way with an investigation undertaken by the USCSS;
- vii. cooperate with the USOPC in preventing the unauthorized use of the names and trademarks of the USOPC, the words “Olympic,” “Paralympic,” “Pan American,” “Parapan American” and their derivatives, as well as their symbolic equivalents; and
- viii. satisfy such other requirements as are set forth by the USOPC.

Section 4.2. Compliance with the USOPC and USCSS Policies and Procedures.

As a member NGB of the USOPC, USABS 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 NGB shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the USCSS as that organization. The current safe sport rules, policies and procedures are available at the offices of USABS or on-line at the following website: www.safesport.org. USABS also shall adopt and maintain athlete

safety policies and procedures consistent with the USCSS'S rules, policies, and procedures, as they may be modified or amended from time to time. USABS athlete safety rules, policies, and procedures are available at the offices of USABS or on-line at the following website: <https://www.usabs.com/safesport>.

Section 4.3. Compliance with the USOPC and USADA Rules and Regulations.

As a member NGB of the USOPC, USABS 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 NGB 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 USABS or on-line at the following website: www.usada.org.

SECTION 5.

MEMBERS

Section 5.1. Categories of Membership.

USABS shall have individual and organization membership categories as follows:

a. Individual Membership Categories:

- i. Athlete Members. Any individual 18 or over who registers with USABS as a competitive athlete eligible to compete in bobsled or skeleton events. Any individual who has won an Olympic Winter Games medal(s) for the United States in the sports of bobsled or skeleton shall be offered membership in USABS without the requirement to pay dues.
- ii. Junior Athlete Members. Any individual under 18 who registers with USABS as a competitive athlete eligible to compete in bobsled or skeleton events. Any individual who has won an Olympic Winter Games medal(s) for the United States in the sports of bobsled or skeleton shall be offered membership in USABS without the requirement to pay dues.
- iii. Technical Members. Any individual who is a staff member, coach, official, technical delegate, or track operator.
- iv. General Members. Any individual (alumni, Board, volunteers, friends of USABS) who wishes to support the activities of USABS by paying the membership fee for general members and who does not qualify for membership in any other USABS membership category.

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- b. Organization Membership Category. Bobsled and skeleton clubs that register as club organizations with USABS and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USABS.

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Section 5.2. Membership Requirements and Dues.

Membership in USABS is a privilege and creates with it certain obligations and duties. The Board may establish such membership requirements, dues, rules, policies, and procedures as the Board deems necessary and appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

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Section 5.3. USCSS Obligations.

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

Section 5.4. Anti-Doping Obligations.

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

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Section 5.5. Suspension and Termination of Membership.

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

Section 5.6. Transfer of Membership.

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

SECTION 6.

BOARD OF DIRECTORS

Section 6.1. General Powers.

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

Section 6.2. Function of the Board.

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

- a. implements procedures to orient new Board Directors, to educate all Directors on the business and governance affairs of USABS, and to evaluate Board performance;
- b. selects, compensates, evaluates and, when appropriate, terminates the CEO, and plans for management succession;
- c. reviews and approves USABS's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USABS;
- e. reviews and approves significant corporate actions;

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- f. oversees the financial activities throughout the fiscal year, including the financial reporting process, communications with stakeholders, and USABS's legal and regulatory compliance program;
- g. oversees effective corporate governance, including the selection and appointment of standing committee members and, unless delegated to the CEO, the selection and appointment of other committee and task force members;
- h. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- i. reviews and approves financial statements, annual reports, financial, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- j. monitors to determine whether USABS's assets are being properly protected;
- k. monitors USABS's compliance with laws and regulations and the performance of its broader responsibilities;
- l. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis; and
- m. ensures that athlete safety rules, policies, and procedures comply with the requirements of the USOPC and the USCSS.

Section 6.3. Diversity of Discussion.

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

Section 6.4. Qualifications.

Each Director of the Board must be a citizen of the United States and eighteen (18) years of age or older. Directors must pass a USABS background screen and have completed the required USCSS education and training.

A Director shall possess the highest personal values, judgment, and professional integrity; demonstrate exceptional ability and judgment; and be effective, in conjunction with the other Board members, in serving the long-term interests of USABS. Directors shall also possess an understanding of athletic competition and the Olympic ideals. Directors shall also have experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, and communications.

Other than the CEO, who is a non-voting member of the Board, no employee of USABS may be a member of the Board. Upon election to the Board, USABS Directors shall resign from any

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other leadership position they may have with USABS, but excluding the IBSF or other international organizations. A USABS Director must be a member of USABS.

Section 6.5. Athlete Representation.

Athlete Representation on the Board shall meet the requirements of the USOPC Bylaws.

Section 6.6. Number.

The voting members of the Board shall consist of five (5) Athlete Directors, not less than one-third of the voting power of the Board as provided below; five (5) At-Large Directors; and five (5) Independent Directors.

Section 6.7. Election/Selection.

The Board shall consider recommendations made by the Nominating and Governance Committee for Board vacancies, with approval requiring a majority vote. In the event the Board does not approve a candidate to fill the vacancy, the Nominating and Governance Committee shall provide the Board with an alternate candidate(s). This process shall continue until the position(s) is filled.

The Nominating and Governance Committee shall determine the eligibility of any candidate.

All Athlete Directors shall be directly elected by the voting pool of member athletes that meet 10 Year Athlete eligibility as defined by the USOPC Bylaws.

All those responsible for the selection and election of Directors shall ensure the process is handled fairly, consistently, and appropriately.

The USABS Board shall be selected / elected as follows:

- a. Athlete Directors. The required number of athlete representatives shall be directly elected to serve on the USABS Board as prescribed in the USABS AAC Bylaws. The USABS representative on the Team USA Athletes' Commission (Team USA AC) shall serve as an Athlete Director. In addition, the alternate representative to the Team USA AC will be a non-voting ex officio member of the Board and will not count towards the minimum number of Athlete Directors. The USABS will cover reasonable travel expenses in accordance with USABS financial policies for Athlete Directors to attend in-person Board meetings.
- b. At-Large Directors. The Nominating and Governance Committee shall recommend five (5) At-Large Directors.
- c. Independent Directors. The Nominating and Governance Committee shall recommend five (5) Directors considered to be independent, as that term is defined in these Bylaws.

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d. Advisory Directors. The Nominating and Governance Committee may recommend up to three (3) Advisory Directors. Advisory Directors shall not have any voting rights on the Board and shall not be counted in any Board member totals described above but may attend Board meetings.

e. Affiliated Organization Director. As required by the Ted Stevens Olympic and Amateur Sports Act, USABS will provide for a board position for an affiliated organization, if said affiliated organization is identified as being qualified to elect such a Board member. If a qualified affiliate organization is identified, the Board will determine what At-Large Director seat will be designated for the Affiliated Organization Director.

Section 6.8. Independent Director.

The Nominating and Governance Committee shall determine the independence of each Independent Director and disclose to the Board.

For purposes of these Bylaws, an Independent Director is not "independent" if, within the previous two (2) years:

- a. the individual or immediate family member is/was employed by or held any governance position (whether a paid or volunteer position) with USABS, IBSF or any sport family entity connected to USABS;
- b. the individual or immediate family member is/was affiliated with or employed by USABS's outside auditor or outside counsel;
- c. the individual is/was a member of USABS's AAC or any constituent group with representation on the Board of USABS;
- d. the individual is/was a member, employee, or principal of any constituent group with representation on the Board of USABS;
- e. the individual receives any compensation from USABS, directly or indirectly;
- f. the individual is/was an executive officer, controlling shareholder, or partner of an entity that does business with USABS;
- g. the individual is/was the parent or close family member or coach of an athlete that has competed in a Protected Competition, as defined in the USOPC Bylaws; or
- h. the individual is/was a member of USABS in a membership category that participates in Protected Competition.

In addition, an Independent Director must maintain an independent perspective by maintaining the requirements above during their Board term.

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An Independent Director is excepted from the requirement prohibiting them from holding any governance position with USABS or IBSF, provided the only governance position they hold is their Board position or related to their Board position.

An Independent Director is excepted from the requirement prohibiting them from accepting any payment from the USABS, provided all payments received are reimbursements for approved expenses reasonably incurred as part of their Board responsibilities.

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

Section 6.9. Voting Process.

The CEO shall cause to be sent written or electronic ballots to the members.

Section 6.10. Term.

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

Section 6.11. Term Limits.

No Director shall serve more than two (2) consecutive terms.

When a Director is selected/elected to fill a vacancy because of the resignation, removal, incapacity, disability or death, and the remaining term is two (2) or more years, such term shall constitute a full term. If the vacancy being filled is for less than two (2) years, the term shall not be deemed a full term.

Section 6.12. Director Attendance.

Directors are expected to attend all regularly scheduled Board meetings. Directors are required to attend no less than one half (1/2) of all regularly scheduled Board meetings in person during any twelve-month (12-month) period.

Section 6.13. Director Access to Management and Outside Advisors.

Upon the decision of the Board or CEO, USABS's senior management team shall attend Board meetings. Upon the decision of the Board or CEO, one representative from the Lake Placid Track and one representative from the Park City Track may attend Board meetings. All Director contact with the USABS management team, other than the CEO, outside of Board meetings shall be directed to the CEO.

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Section 6.14. Resignation, Removal and Vacancies.

A Director's position shall be vacant upon the Director's resignation, removal, incapacity, disability, or death. Any Director may resign at any time by giving written notice to the Board Chair. The Board Chair's resignation shall be given to the CEO. Such resignation shall take effect immediately or at the time specified therein.

If a Director fails to attend in-person more than one-half (1/2) of the regular Board meetings in a twelve-month (12-month) period, unless the Director can demonstrate to the Board Chair that exigent circumstances caused and excused their absence, the Director may be subject to removal by the Board. Removal in such circumstances requires a majority vote of the Board, excluding the absent Director's vote.

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

Any Board vacancy shall be filled as set in these Bylaws. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor.

Section 6.15. Regular and Special Meetings.

The Board shall meet four (4) times per year, one of which shall be held in conjunction with the USABS Annual Assembly, as set forth in these Bylaws.

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

Section 6.16. Notice of Regular and Special Meetings.

Written notice of regular or special meetings of the Board shall be given to each Director by the Corporate Secretary and shall state the date, time, and place of the meeting. Written notice may be delivered by electronic transmission. Such notice shall be delivered to a Director at such address provided by the Director for such purpose. Written notice shall be delivered no fewer than five (5) days before the date of the meeting.

Section 6.17. Meetings by Telephone/Video Conference.

The personal attendance of Directors at meetings of the Board is encouraged. However, any Director may participate in the meeting of the Board by conference telephone or video conference if all persons participating in the meeting can hear each other at the same time.

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Section 6.18. Waiver of Notice.

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

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Section 6.19. Quorum.

A quorum for the transaction of business at a meeting of the Board shall exist if, either in person or by teleconference, more than half of the members of the Board are present, There must be a quorum for any Board business to be transacted at a Board meeting.

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Section 6.20. Voting by Proxy.

No Director may vote or act by proxy at any Board meeting of Directors.

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Section 6.21. Presumption of Assent.

Unless a Director's dissent is entered in the minutes of the meeting, a Director may file written dissent to Board action with the Corporate Secretary of the Board before the adjournment of a meeting or transmit written dissent to the Corporate Secretary of the Board immediately after the adjournment of a meeting. A Director who is present at a meeting of the Board at which Board action on any corporate matter is taken shall be presumed to have assented to the action taken, unless such Director voted against such action.

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Section 6.22. Action Without a Meeting.

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

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Section 6.23. Transacting Business by Mail, Electronic Mail, Telephone or Video Conference.

If in the judgment of the Board Chair, the urgency of the case requires such action, the Board shall have the power to transact its business by mail, electronic-mail, telephone, or video conference.

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Section 6.24. Agenda.

The Board Chair, in consultation with the CEO, shall determine the agenda for all Board meetings. Directors shall be permitted to request items for inclusion on the agenda for Board meetings. Pursuant to the USABS Conflict of Interest Policy, at the start of each Board meeting, members must declare conflicts with any anticipated agenda item. These disclosures must be recorded in the minutes along with the associated recusal from the applicable agenda item.

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Section 6.25. Questions of Order and Board Meeting Leadership.

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

Section 6.26. Effectiveness of Actions.

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

Section 6.27. Open and Executive Meeting Sessions.

All meetings of the Board shall be open to USABS members, and where appropriate, non-members. However, in the event the Board Chair, with the consent of a majority of the Directors in attendance, deems it appropriate: (a) to exclude non-members at an open meeting for any reason, or (b) to convene an executive session to consider and discuss matters relating to a sensitive matter, then the Board Chair may declare that the meeting is closed.

Section 6.28. Minutes of Meetings.

The minutes of all meetings of the Board shall be published on the USABS website. Reasonable effort will be made to publish the minutes within thirty (30) days following adjournment of the meeting.

Section 6.29. Compensation.

Directors shall not receive compensation for their services, although the reasonable expenses incurred by Directors may be reimbursed in accordance with USABS's policies. This includes travel expenses for Athlete Directors to attend Board meetings.

Section 6.30. SafeSport Compliance.

All Directors shall maintain annual compliance with SafeSport training.

SECTION 7.

OFFICERS

Section 7.1. Designation.

The officers of USABS shall be a Board Chair and a Corporate Secretary.

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Section 7.2. Election/Selection.

The Board Chair shall be elected from among the Directors by majority vote. If the current Board Chair notifies the Board, he or she will not serve a second term or completes seven (7) years of service as Chair, the Board may nominate a Chair-successor and, upon majority vote of the Board, shall be selected as the successor to the current Board Chair upon expiration of his or her term. The Chair-successor shall assist the Board Chair as needed.

The CEO shall select a Corporate Secretary. The Corporate Secretary shall be an employee of USABS. The Secretary shall be approved by the Board.

Section 7.3. Term.

The term of office of the Board Chair shall be two (2) years. The Board Chair shall hold office until a qualified successor is elected, or until the Board Chair's resignation, removal, incapacity, disability, or death.

The Corporate Secretary shall hold office until his or her employment with USABS ends, until the CEO designates a different individual to serve as Corporate Secretary, or until the Corporate Secretary's earlier resignation, removal by the CEO, incapacity, disability, or death.

Section 7.4. Authority and Duties of Officers.

The officers of USABS shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board, these Bylaws, and as may be required by law:

- a. Chair of the Board. The Board Chair shall, in consultation with the CEO, set all meeting and meeting agendas. The Board Chair shall also: preside at all meetings of the Board; see that all Board commitments, resolutions, and oversight are carried into effect; and exercise such powers and perform such other duties as may be assigned by the Board.
- b. Corporate Secretary. The Secretary shall keep the minutes of the proceedings of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and perform duties incident to the office of Corporate Secretary.

Section 7.5. Restrictions.

No individual may serve simultaneously as an Officer of USABS and as an Officer of an organization holding membership in USABS, or as an Officer of another sports organization that is recognized by the USOPC as an NGB.

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Section 7.6. Term Limits.

No individual shall serve as Board Chair for more than three (3) terms during an eight (8) year period.

When a Director is elected to fill a Board Chair vacancy because of the previous Board Chair's resignation, removal, incapacity, disability, or death, and the remaining term is for more than one (1) year, such term shall constitute a full term. If the vacancy being filled is for less than one (1) year, the term shall not be deemed a full term.

Section 7.7. Resignation, Removal and Vacancies.

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

An Officer may be removed for cause by at least two-thirds (2/3) vote of the Board, excluding the vote of the Officer. An Officer may also be removed without cause by at least three-fourths (3/4) vote of the Board, excluding the vote of the Officer. However, should an Officer be removed from his or her position, then he or she may remain a Director on the Board.

Section 7.8. Compensation.

An Officer shall not receive compensation for his or her service, although reasonable expenses may be paid or reimbursed in accordance with USABS's policies.

SECTION 8. COMMITTEES

Section 8.1. Designation.

There shall be no Executive Committee or other committee(s) with management authority delegated by the Board.

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

The Board, in consultation with the CEO, may appoint other committees, advisory task forces, and working groups as the Board and CEO believe appropriate, and shall define narrowly the mission and deliverables of such committees, task forces, and working groups. The decision to appoint, not appoint, or terminate such committees, task forces, and working groups shall be exclusively with the Board, in consultation with the CEO.

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Section 8.2. Number.

Membership on standing committees shall be five (5) individuals, except the Compensation and Evaluation Committee shall be three (3) individuals.

Section 8.3. Athlete Representation.

Athlete representation on standing committees, other committees, and task forces shall equal at least one-third of the membership of all committees and meet requirements of the USOPC Bylaws and the USABS AAC Bylaws.

Section 8.4. Selection Process.

The Board shall nominate individuals to fill vacancies in standing committees, other committees, task forces, and working groups, in consultation with the CEO, and subject to Board approval.

To fill athlete member vacancies in committees, USABS shall follow the vetting process established by the USABS AAC and USABS Nominating and Governance Committee. The candidate shall be selected by the USABS AAC from the vetted candidates as outlined in the USABS AAC Bylaws.

Section 8.5. Term.

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

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

Section 8.6. Term Limits.

No committee member shall serve more than four (4) consecutive terms. Any time on any committee, task force, or working group shall constitute a full term.

Section 8.7. Committee Member Attendance.

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

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Section 8.8. Resignation, Removal and Vacancies.

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

Committee, task force, or working group members may be removed by the Board in consultation with the CEO with or without cause by majority vote.

Any vacancy occurring in a committee, task force, or working group shall be filled as set forth for the appointment of that member. A committee, task force, or working group member appointed to fill a vacancy shall be appointed for the unexpired term of such committee, task force, or working group member's predecessor in office.

Section 8.9. Nominating and Governance Committee.

The Nominating and Governance Committee and its chair shall be appointed by the Board Chair and approved by the Board. One (1) current Director shall be eligible to be a member of the Nominating and Governance Committee. Members of the Nominating and Governance Committee shall be precluded from serving in any USABS capacity, other than as a Director, whether governance or on staff, for a period of two (2) years after their service on the Nominating and Governance Committee ends.

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

- a. identify and evaluate prospective candidates for the Board;
- b. recommend individuals to serve on the Board as provided in these Bylaws;
- c. recommend as requested by the Board, individuals to serve on various committees and task forces;
- d. consult with the Ethics Committee with respect to vetting all nominations for potential conflicts of interest or other problematic background issues;
- e. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces; and
- f. perform such other duties as assigned by the Board.

Section 8.10. Judicial Committee.

The Judicial Committee and its chair shall be appointed by the Board Chair and approved by the Board. One (1) current Director shall be eligible to be a member of the Judicial Committee. The Judicial Committee shall have the responsibilities as follows:

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- a. administer and oversee administrative grievances;
- b. administer and oversee grievances related to violations of the USABS Athlete Safety Policy or violations of the USCSS's rules, policies, and procedures that the USCSS has not exercised jurisdiction;
- c. hear and render a decision, in accordance with the rules of the American Arbitration Association; and
- d. perform such other duties as assigned by the Board.

Section 8.11. Compensation and Evaluation Committee.

The Compensation and Evaluation Committee shall be appointed by the Board Chair and approved by the Board. The Committee shall select its own chair. The Compensation and Evaluation Committee shall have the responsibilities as follows:

- a. evaluate at least once a year the CEO's performance in (a) meeting the Board's expectations, as communicated to the CEO by the Board, and carrying out his or her responsibilities as set forth in these Bylaws, and (b) advancing USABS's fulfillment of its mission;
- b. recommend to the full Board the CEO's compensation, including salary, bonus, incentive, and/or any other compensation;
- c. review USABS's compensation plan for the CEO, in view of relevant market data, and recommend changes to such compensation plans to the full Board, as may be necessary and appropriate; and
- d. perform such other duties as assigned by the committee chair.

Section 8.12. Ethics Committee.

The Ethics Committee shall be appointed by the Board Chair and approved by the Board. The Committee shall select its own chair. One (1) current Director shall be eligible to be a member of the Ethics Committee. The Ethics Committee shall have the responsibilities as follows:

- a. satisfy the standards of independence for "Independent Directors" as set forth in these Bylaws, except for the Athlete Director members of the Ethics Committee;
- b. report to the Board on all ethical issues;
- c. develop, and review for Board approval on an annual basis, a Conflict of Interest Policy for adoption by the Board that is applicable to all USABS employees, members, officials, and volunteers;
- d. oversee implementation of, and compliance with, the USABS Code of Conduct and Conflict of Interest Policy;

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- e. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
- f. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USABS members;
- g. review annual and periodic Conflict of Interest disclosure forms and determine if a conflict of interest exists as to any particular transaction, relationship, or matter involving USABS;
- h. evaluate requests for approval under the USABS Gift and Entertainment Policy; and
- i. perform such other duties as assigned by the Board.

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Section 8.13. Audit Committee.

The Audit Committee and its chair shall be appointed by the Board Chair and approved by the Board. An Independent Director with financial experience shall be on the Audit Committee. The Audit Committee shall have the responsibilities as follows:

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- a. recommend the independent auditors of USABS, meet with the auditors pre and post audit (with and without management), review the report of the independent auditors and management letter, and recommend action as needed;
- b. conduct quarterly reviews of USABS' financials;
- c. serve as an independent and objective party to review and monitor the organization's financial reports and internal control processes;
- d. recommend policies and procedures as needed to ensure appropriate financial controls, which shall be approved by the Board;
- e. investigate matters of fiscal controls and disclosure and such other matters as directed by the Board; and
- f. perform such other duties as assigned by the Board.

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SECTION 9.

ANNUAL USABS ASSEMBLY

Section 9.1. Purpose.

There shall be an annual USABS Assembly (Annual Assembly) at which all individual and organization members and other USABS constituencies in the United States bobsled and skeleton family shall gather and provide input to the Board on important issues confronting the organization. The Board Chair, in consultation with the CEO, shall determine the agenda of the Annual Assembly. At the Annual Assembly, the Board shall provide a report on the "State of USABS." The CEO shall provide a managerial report addressing issues of concern and

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importance to USABS. Individual and organization members and other constituencies may be permitted to pose questions to the Board and CEO for response. The Annual Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, except as provided by the NPCL or these Bylaws.

Section 9.2. Place.

The Annual Assembly shall be held in conjunction with a Board meeting. The Board meeting shall take place after the Annual Assembly. In no event, may the Annual Assembly be held more than twelve (12) months after the close of the USABS's fiscal year.

Section 9.3. Notice.

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

SECTION 10.

USABS ATHLETES' ADVISORY COUNCIL

Section 10.1. Designation.

USABS shall have an AAC which shall be governed by the USABS AAC Bylaws and consistent with USOPC and USABS Bylaws.

Section 10.2. Compensation.

USABS AAC members shall not receive compensation for their services as USABS AAC members. USABS shall pay for the reasonable expenses of all members of the USABS AAC to attend USABS AAC meetings. In addition, USABS shall pay for the reasonable expenses of the two athlete Board Directors to attend USABS Board meetings. While members of USABS AAC shall not receive compensation for their services as AAC members, they shall be entitled to obtain compensation from USABS in connection with their capacity as athletes, including, but not limited to, compensation in the form of the USOPC Direct Athlete Support and Operation Gold. Each member of the AAC shall be bound by the USABS Conflicts of Interest Policy.

SECTION 11.

TEAM USA ATHLETES' COMMISSION

Section 11.1. Designation.

USABS shall have a representative and an alternate representative to the Team USA Athletes' Commission (AC).

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Section 11.2. Qualifications.

Athletes shall be eligible to run for election to the Team USA AC pursuant to USOPC Bylaws and USABS AAC Bylaws.

Section 11.3. Election/Selection.

USABS athlete representatives on the Team USA AC are elected consistent with the Team USA AC Bylaws.

Section 11.4. Resignation, Removal, and Vacancies.

Resignation, removal, and vacancies are managed consistent with the Bylaws of the Team USA AC.

Section 11.5. Term.

The term of members and alternates of the Team USA AC is governed by Bylaws of the Team USA AC.

Section 11.6. Term Limits.

The term limits of the members and alternates of the Team USA AC are governed by the Bylaws of the Team USA AC.

SECTION 12.

USOPC NATIONAL GOVERNING BODIES' COUNCIL

Section 12.1. Designation.

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

Section 12.2. Election/Selection.

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

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SECTION 13.
CHIEF EXECUTIVE OFFICER

Section 13.1. Responsibilities.

USABS shall have a CEO who shall be a non-voting member of the Board and the leader of management and vested with authority to make decisions on behalf of management. The CEO shall, with the Board Chair, act as spokesperson for USABS. The CEO shall have the responsibilities, including but not limited to: developing a strategy for achieving USABS's mission, goals, and objectives and present the strategy to the Board for approval; prepare and submit quadrennial and annual budgets to the Board for approval; determine, within USABS's budget, the staff needed to effectively carry out USABS's mission, goals and objectives; oversee the hiring and termination of all staff; manage all staff functions (either directly or by delegation); be responsible for resource generation and allocation of resources; coordinate USABS's international activities, including serving as Secretary General of USABS in relations with IBSF; and perform all functions as usually pertain to the office of CEO.

Section 13.2. Tenure.

The CEO shall be employed by the Board for a term the Board deems appropriate. The CEO may be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights of the CEO.

SECTION 14.
GRIEVANCE PROCEDURES

USABS shall maintain grievance procedures that comply with the Act, USOPC Bylaws, and USOPC's NGB Compliance Standards.

SECTION 15.
SANCTIONING EVENTS

USABS shall have the authority to sanction Amateur Athletic Competitions pursuant to the Act.

SECTION 16.
RECORDS OF THE CORPORATION

Section 16.1. Minutes.

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

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The CEO shall serve as Secretary General of USABS and in this capacity shall represent USABS in relations with the IBSF. ¶
Section 13.4. Responsibilities. ¶
- The CEO shall: ¶
a. → Be a non-voting member of the Board ¶
develop a strategy for achieving USABS's mission, goals and objectives and present the strategy to the Board for approval; ¶
prepare and submit quadrennial and annual budgets to the Board for approval; ¶
determine, within USABS's budget, the staff needed to effectively carry out USABS's mission, goals and objectives; ¶
oversee the hiring and termination of all staff; ¶
either directly or by delegation manage all staff func ... [157]
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Section 16.2. Accounting Records.

USABS shall maintain appropriate accounting records.

Section 16.3. Membership List.

USABS shall maintain a record of the members.

Section 16.4. Records Maintained at Principal Office.

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

- a. the articles of incorporation;
- b. these Bylaws;
- c. the minutes of all meetings of the Board, and records of all action taken by the Board without a meeting;
- d. all written communications within the past ~~six (6)~~ years to the members;
- e. a list of the names and business or home addresses of the current ~~Directors~~ and officers of USABS;
- f. a copy of the most recent corporate report delivered to the New York secretary of state;
- g. all financial statements prepared for periods ending during the last three (3) years;
- h. the application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- i. all other documents or records required to be maintained by USABS at its principal office under applicable law or regulation.

SECTION 17.

FIDUCIARY MATTERS

Section 17.1. Indemnification.

USABS shall defend, indemnify, and hold harmless each ~~Director~~ and each officer from and against all claims, charges, and expenses which he or she incurs ~~because~~ of any action or lawsuit brought against such ~~Director~~ or officer arising out of the ~~Director~~ of officer's performance of his or her duties with USABS, to the fullest extent allowed under the NPCL.

Section 17.2. Discharge of Duties.

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USABS shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. ¶
Section 16.5. Website. ¶

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

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~~Section 17.3. Prohibited Loans.~~

No loans shall be made by USABS to ~~any Director~~, to any committee or task force member, or to any USABS employee. Any ~~Director~~, committee, or task force member or USABS employee, who assents to or participates in the making of any such loan shall be liable to USABS for the amount of such loan, ~~plus interest~~.

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SECTION 18.

FINANCIAL MATTERS

~~Section 18.1. Fiscal Year.~~

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

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~~Section 18.2. Budget.~~

USABS shall have an annual budget.

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~~Section 18.3. Audit.~~

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

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~~Section 18.4. Individual Liability.~~

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

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~~Section 18.5. Irrevocable Dedication and Dissolution.~~

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

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SECTION 19.

MISCELLANEOUS PROVISIONS

Section 19.1. Severability and Headings.

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

Section 19.2. Saving Clause.

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

SECTION 20.

AMENDMENTS OF BYLAWS

Section 20.1. Amendments.

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

Otherwise, these Bylaws may only be amended, repealed, or altered by at least two-thirds (2/3) vote of Directors at any regular or special meeting duly called and at which a quorum is present.

Section 20.2. Effective Date of Amendments.

Bylaws shall be effective as of the close of the meeting at which they are adopted or upon such specific date as may otherwise be stated in the proposal.

SECTION 21.

EFFECTIVE DATE

These Bylaws shall be effective when adopted by the current USABS membership.

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- Amendments to these Bylaws, including new Bylaws, may be proposed by any member of USABS. ¶
- Section 21.3. Submission of Proposed Amendments. ¶
- All proposed amendments shall be submitted to the CEO, in writing, at least sixty (60) days before any Board meeting at which the proposed amendment is proposed to be considered and acted on by the Board, or at least one hundred-twenty (120) days before any meeting of members at which a proposed Bylaw amendment is proposed to be considered and acted on by the members. Upon receipt of a prop(... [175]
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