

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**UNITED STATES SKATEBOARDING FEDERATION, INC.**

**February 14, 2023**

## SECTION 1.

### NAME AND STATUS

#### Section 1.1. Name.

The name of the corporation shall be United States Skateboarding Federation, Inc. (referred to in these Bylaws as "USAS"). **USAS** may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks or trademarks as may be appropriate to further its purposes, mission recognition and goals.

#### Section 1.2. Non-Profit Status.

USAS shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of California. **USAS** 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 Skateboarding. To the extent that anything within these Bylaws is inconsistent with the laws of California, California law shall apply and shall take precedent. **USAS** shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

## SECTION 2.

### OFFICES

#### Section 2.1. Business Offices.

The principal office of **USAS** shall be in California. **USAS** may at any time and from time to time change the location of its principal office. **USAS** may have such other offices, either within or outside California, as the Board of Directors may designate or as the affairs of **USAS** may require from time to time.

#### Section 2.2. Registered Office.

The registered office of **USAS** required by the California Nonprofit Corporation Law (the "Nonprofit Corporation Law") shall be maintained in California. The registered office may be changed from time to time by the Board of Directors or by the officers of **USAS**, or to the extent permitted by the Nonprofit Corporation Law by the registered agent of **USAS**. The registered office may be, but need not be, the same as the principal office.

### SECTION 3.

#### MISSION

##### Section 3.1. Mission.

The Mission of **USAS** shall be to enable United States athletes to achieve sustained competitive excellence in Olympic, Paralympic, Pan American and Parapan American competition and to promote and grow the sport of Skateboarding in the United States.

### SECTION 4.

#### CERTIFICATION AS NATIONAL GOVERNING BODY

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

**USAS** shall seek and attempt to maintain certification by the United States Olympic & Paralympic Committee (the “USOPC”) as the National Governing Body for the sport of **Skateboarding** in the United States. In furtherance of that purpose, **USAS** shall comply with the requirements for certification as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§ 220501 – 220543) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements **USAS** shall:

- a) Governance and Compliance.
  - i. fulfill all responsibilities as an USAS 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 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 of Directors, and officers including clear conflicts of interest principles
  - vii. adopt and enforce ethics policies and procedures
  - viii. demonstrate an organizational commitment to diversity and inclusion
  - ix. submit to binding arbitration in any controversy involving--
    - a) its certification as a national governing body, upon demand of the USOPC; and

- b) 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, training, administrator, or official
  - 1. 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.
- 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
- 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 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 USADA
- v. satisfy such other requirements as are set forth by the USOPC

d) Sport Performance.

- i. maintain and execute on a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence, and in growing the sport
- 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
- 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 US Center for Safe Sport
- 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

- viii. satisfy such other requirements as are set forth by the USOPC

#### 4.2. National Governing Body SafeSport and Anti-Doping Obligations.

- a. Compliance with the USOPC and U.S. Center for SafeSport Policies and Procedures. As a member National Governing Body of the United States Olympic & Paralympic Committee, **USAS** 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 **USAS** or on-line at the following website: <https://uscenterforsafesport.org>. **USAS** 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. **USAS’s** current athlete safety rules, policies, and procedures are available at the offices of **USAS** or online at the following website <https://usaskateboarding.com/pages/safesport>.
- b. Compliance with the USOPC and United States Anti-Doping Agency (USADA) Rules and Regulations. As a member National Governing Body of the United States Olympic & Paralympic Committee, **USAS** 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 **USAS** or on-line at the following website: <https://www.usada.org>.

## **SECTION 5.**

### **MEMBERS**

## Section 5.1. Categories of Membership.

**USAS** shall have individual and organization membership categories as follows:

- a. Individual Membership Categories –
  1. Athlete members. Athlete members are those individuals who register as competitive athletes and are eligible for competition in Skateboarding.
  2. Team / Athlete Manager members. Team / Athlete Manager members are those individuals who register and are eligible to serve as team/athlete managers for competitive athletes who are eligible for competition in Skateboarding.
  3. Judge members. Judge members are those individuals who register and are eligible to serve as officials for Skateboarding competitions.
  4. Supporting members. Supporting members are those individuals who register as supporting members and who are interested in the purpose, programs, aims and objectives of USAS.
  5. Life members. Life members are those individuals who register as life members and who pay to USAS a life membership fee.
- b. Organization Membership Categories –
  1. *Club members.* Club members are those **Skateboarding** clubs that register as clubs and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of **USAS**.
  2. *Affiliated Organization members.* Affiliated Organization members are those amateur sports organizations that register as affiliated organizations and which conduct a national program or regular national amateur athletic competition in the sport of **Skateboarding** 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 **Skateboarding**.
  3. *Contributing Organization members.* Contributing Organization members are those amateur sports organizations that register as contributing organizations and which conduct athletic programs or activities that further the sport of **Skateboarding** in the United States or which otherwise support the sport of **Skateboarding** in the United States.

## Section 5.2. Voting Members.

Individuals belonging to the following membership categories shall be entitled to vote in an election for Directors of the Board: members meeting the Athlete Director qualification standards set forth in Section 7.6(b). Organizations belonging to the following membership categories shall be entitled to vote in an election for Directors of the Board: Affiliated Organization members.

No other voting privileges are conferred upon members.

An individual may belong to more than one (1) of the above-mentioned membership categories. However, an individual is only eligible to vote in one (1) membership category if qualified to vote. In addition, an individual shall be a citizen of the United States and at least eighteen (18) years of age in order to be eligible to vote in an election. Notwithstanding these restrictions on voting, membership in **USA Skateboarding** is open to individuals who are less than eighteen (18) years of age and to individuals who are not citizens of the United States. An individual shall be a member of **USA Skateboarding** sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in an election.

Individuals and organizations belonging to the membership categories other than qualified athletes and Affiliated Organizations have no voting privileges.

## Section 5.3. Membership Requirements and Dues.

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

## Section 5.4. Membership SafeSport and Anti-Doping Obligations.

As a condition of membership in **USAS** and a condition for participation in any competition or event sanctioned by **USAS** or its member organizations, each **USAS** member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in **USAS** or **USAS** events (whether or not an **USAS** 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 **USAS** member and each athlete, coach, trainer, agent, athlete support personnel, medical personnel, team staff, official and other person who participates in **USAS** or **USAS** events (whether or not an **USAS** member) also agrees to comply with and be bound by the athlete safety rules, policies and procedures of **USAS**, and to submit, without reservation or condition, to the jurisdiction of **USAS** for the resolution of any alleged violations of the U.S. Center for SafeSport's rules or of **USAS'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 **USAS** rule is inconsistent with the rules of the U.S. Center for SafeSport, such rule is hereby superseded.

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

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 USAS, PSO or HPMO, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USAS, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, World Skate, 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, World Skate 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 World Skate, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by World Skate and/or USADA or their designees at any time and

understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

#### Section 5.5. Termination of Membership.

The membership of any member may be terminated at any time with cause by the Board of Directors or through such Committee as the Board may delegate. A member shall have the right to fair notice and a hearing prior to termination. **USAS** may retain jurisdiction over any member who has pending financial obligations, or pending grievances against him/her, regardless of the status of membership, and over any former member for the purposes of determining the former member's eligibility to become a member.

#### Section 5.6. Transfer of Membership.

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

### **SECTION 6.**

[Reserved]

### **SECTION 7.**

#### **BOARD OF DIRECTORS**

##### Section 7.1. General Powers.

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

##### Section 7.2. Function of the Board.

The **USAS** Board of Directors shall represent the interests of the **Skateboarding** community for **USAS** in the United States and its athletes by providing **USAS** with policy, guidance, and strategic direction. The Board shall oversee the management of **USAS** and its affairs, but it does not manage **USAS**. The Board shall select a well-qualified Chief Executive Officer and oversee the Chief Executive Officer in the operation of **USAS**. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board

oversight. 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 **USAS**, and to evaluate Board performance;
- b. selects, compensates, evaluates and may terminate the Chief Executive Officer, and plans for management succession;
- c. reviews and approves **USAS**'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 **USAS**;
- e. reviews and approves significant corporate actions;
- f. oversees the financial reporting process and financial activities throughout the fiscal year, communications with stakeholders, and **USAS**'s legal and regulatory compliance program;
- g. oversees effective corporate governance;
- h. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- i. reviews and approves financial statements, annual reports, financial and control policies, and, upon the recommendation of the Audit and Budget/Finance Committees, selects independent auditors;
- j. monitors to determine whether **USAS**'s assets are being properly protected;
- k. monitors **USAS**'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 **USAS** adopts and maintains athlete safety rules, policies, and procedures that comply with the requirements of the USOPC and U.S. Center for SafeSport.

### Section 7.3. Diversity of Discussion.

**USAS**'s Board shall be sensitive to the desirability of diversity at all levels of **USAS**, including among its athletes. **USAS** Board shall encourage diversity at all levels of **USAS**, supported by meaningful efforts to accomplish that diversity. **USAS** Board shall develop norms that favor open discussion and favor the presentation of different views.

#### Section 7.4. Qualifications.

Each Director of the Board must be a citizen of the United States and eighteen (18) years of age or older. A Director need not be a resident of California.

A Director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other Directors, in collectively serving the long-term interests of **USAS**. Each Director shall have passed a background check, completed SafeSport education and training, and have no record of SafeSport violations. Directors shall possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face **USAS**. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent Directors, who shall also serve on the Audit and Budget/Finance Committees, shall have financial expertise.

In addition to the above, Athlete Directors must also meet the applicable eligibility requirements, conflict of interest policies, and codes of conduct of bodies they belong to related to their board service (i.e., the USOPC AAC and/or USOPA).

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

#### Section 7.5. Number.

The Board of Directors shall consist of seven to nine Directors, up to three of whom shall be Independent Directors, three of whom shall be Athlete Directors, and the rest of whom shall be drawn from appropriate representation in the United States **Skateboarding** community. In the event that USAS has at least one Affiliated Organization member, there shall be one Affiliated Organization Director and four Athlete Directors.

#### Section 7.6. Election/Selection.

The **USAS** Board of Directors shall be elected/selected as follows:

- a. *Independent Directors.* The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate, one to three Directors from among individuals considered to be Independent Directors, as that term is defined in Section 7.7.

b. *Athlete Directors.* At least one third of the total number of Directors shall be Athlete Directors. All Athlete Directors shall be directly elected by the voting pool of member athletes that meet 10 Year Athlete eligibility. USAS AAC and the Nominating and Governance Committee shall jointly develop a process to identify and vet candidates to serve as Athlete Directors. *Such Athlete Directors will include:*

1. USAS's representative to the USOPC Athletes' Advisory Council shall be one of the Athlete Directors on the Board of Directors.
2. USAS alternate representative to the USOPC Athletes' Advisory Council shall be one of the Athlete Directors on the Board of Directors.
3. No less than 20% of the total board representation shall be 10 Year Athletes, as defined in the USOPC Bylaws. The remaining Athlete Directors may be comprised of 10+ Year Athletes, as defined in the USOPC Bylaws. The USAS representative to the USOPC Athletes' Advisory Council and alternate if the alternate is a voting member shall count towards the 20% 10 Year Athlete requirement.
  - i. An athlete who is a 10 Year Athlete at the time of their election shall remain a 10 Year Athlete for the purposes of calculating the percentage representation on the board for the full duration of their term as an Athlete Director, even if the athlete no longer meets the requirement at some point during their term (i.e., the athlete's most recent qualifying competition ages beyond the ten year mark during their term).
  - ii. An Athlete Director elected as a 10 Year Athlete whose most recent qualifying competition was more than ten years prior shall not remain a 10 Year Athlete for the purposes of this requirement in a subsequent terms if they continue to serve beyond the term where they were first elected as a 10 Year Athlete.
4. At least half of the Athlete Directors shall have obtained 10 Year or 10 Year+ eligibility through competing in an event that is on the program of a Delegation Event, as defined by the USOPC Bylaws, at the time of their election.

c. *Affiliated Organization Director.* **USAS** shall have an Affiliated Organization member that represents the nature, scope, quality, and strength of the programs and competitions of the Affiliated Organization members in relation to all other programs and competitions in **Skateboarding** in the United States.

If there are no Affiliated Organization members, 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.

1. Should this role be vacant, the seat will not count towards to the total membership of the Board of Directors for the purposes of calculating one third athlete composition nor calculation of quorum. The seat will be immediately filled and count towards the calculation of the proportion of athlete composition and quorum requirements upon the identification of a qualified Affiliated Organization member.
- d. *At Large Directors.* The Nominating and Governance Committee shall solicit nominations of individuals to serve as At Large Directors and shall use any process it deems appropriate to recommend At Large Directors to the Board of Directors, which Directors shall be selected to provide such diversity among Board members as is desirable. At Large Members may, but shall be required, to satisfy the requirements of independence set out below. At Large members are not required to come from or USAS constituency groups.

All Directors shall be selected without regard to race, color, religion, national origin, or sex, except insofar as USAS seeks to provide reasonable representation of both males and females on the Board of Directors for Athlete Directors from the separate male and female sports programs of USAS.

#### Section 7.7. Independent Director(s)

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

A Director shall not be considered independent if, within the preceding two (2) years:

- a. the Director was employed by or held any governance position (whether a paid or volunteer position) with **USAS**, the international federation of

- Skateboarding**, the international regional sport entity of Skateboarding, or any sport family entity of **Skateboarding**;
- b. an immediate family member of the Director was employed by or held any governance position (whether a paid or volunteer position) with **USAS**, the international federation of **Skateboarding**, the international regional sport entity of **Skateboarding**, or any sport family entity of **Skateboarding**;
  - c. the Director was affiliated with or employed by **USAS**'s outside auditor or outside counsel;
  - d. an immediate family member of the Director was affiliated with or employed by **USAS**'s outside auditor or outside counsel as a partner, principal or manager;
  - e. the Director was a member of **USAS**'s Athletes' Advisory Council or any constituent group with representation on the Board;
  - f. the Director receives any compensation from **USAS**, directly or indirectly;
  - g. the Director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with **USAS**;
  - h. the Director is a member of USAS in a membership category that participates in competitions; or
  - i. the Director is the parent, close family member, or coach of an athlete that competed in a Protected Competition in the last two years.

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

Each Director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term with the exception of (a) and (f), provided that the only governance position they hold is their board position or related to their board position and that all payments are reimbursement of expenses reasonably incurred as part of their board duties.

#### Section 7.8. Staggered Board.

Directors of the Board shall be elected/selected so as to implement a staggered Board system. The initial Board for **USAS** following adoption of these Amended and Restated Bylaws shall be comprised of some individuals who serve two (2) year terms and some individuals who serve four (4) year terms. The Nominating and Governance Committee shall designate prior to election/selection of the initial Board whether a Director is serving a two (2) or four (4) year term.

#### Section 7.9. Board Term.

The term of office for a Director of the Board shall be four (4) years. A Director's term shall end on December 31 of an even-numbered year and new Director's term shall begin on January 1 of an odd numbered year. **USAS** shall nominate and elect a successor Director within sixty (60) days of the end of a Director's term, or by the next regularly-scheduled meeting of the Board, whichever is earlier. A Director therefore shall hold office for a maximum of sixty (60) days beyond the end of his or her four (4) year term to permit time for **USAS** to identify and elect a successor Director. **USAS** shall also nominate and elect a successor Director within sixty (60) days of the date of a Director's resignation, removal, incapacity, disability or death, or, at the latest, shall elect a successor Director at the next regularly-scheduled Board meeting.

#### Section 7.10. Board Term Limits.

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

For the initial Board, a term of two (2) or more years shall constitute a full term. Thus, a Director elected/selected for a two (2) year term shall be eligible to serve only one (1) additional four (4) year term immediately following the two (2) year term.

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

#### Section 7.11. Director Attendance.

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

#### Section 7.12. Resignation, Removal and Vacancies.

A Director's position on the Board shall be declared vacant upon the Director's resignation, removal, incapacity, disability, or death, or upon the expiration of the Director's term. Any Director shall resign at any time by giving written notice to the Chair of **USAS**, except the Chair's resignation shall be given to the Board of



Directors. Such resignation shall take effect at the time specified in the written notice, and unless otherwise specified in the written notice, the acceptance of such resignation shall not be necessary to make it effective. Directors shall be removed by the Board if they fail to attend in person more than one half (1/2) of the regular meetings of the Board during any twelve (12)-month period, unless they are able to demonstrate to the other Directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent Directors shall be removed by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent Director). Directors shall also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Directors to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Director in question). Directors shall also be removed without cause at any duly noticed meeting of the Board, upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question). Any vacancy occurring in the Board shall be filled as set forth for the election of the Director of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

For an Athlete Director position, if the Athlete Director who is **USAS's** Athletes' Advisory Council designee is removed by **USAS's** Athletes' Advisory Council or his or her seat becomes vacant, then the Athlete Advisory Council shall elect that Director's replacement.

No Director shall be subject to removal or to not being re-nominated based on how they vote as a Director, unless such voting is part of a violation of the **USAS's** Code of Conduct or Conflict of Interest Policy.

#### Section 7.13. Regular and Special Meetings.

**USAS's** Board shall meet at regularly scheduled meetings at least four (4) times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. The Board may meet in person or by videoconference as the Chair may determine. Directors shall participate in regularly-scheduled in-person Board meetings in person, unless pre-approved by the Board Chair based on exigent circumstances, in which case participation by telephone or videoconference is permitted. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the Board. Directors may participate in special meetings of the Board by telephone or videoconference. For special meetings for the purpose of a Board vote, the meeting and voting may take place by electronic mail.

#### Section 7.14. Notice of Meetings.

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each Director of the Board by or at the direction of the Chair of the Board. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier or by electronic transmission. Such notice shall be delivered to the Director's business or residential address (or to such other address provided by the Director for such purpose), to the Director's facsimile telephone number or to the Director's email address. Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the Director (or to such other individual provided by the Director for such purpose). Oral notice shall be delivered no fewer than two (2) days before the date of the meeting. Oral notice is effective when communicated. The method of notice need not be the same as to each Director.

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

#### Section 7.15. Quorum.

A simple majority of the Directors of the Board in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present at a meeting, a majority of the Directors present at the meeting 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 7.16 Action of the Board/Consent.

The act of a majority of Directors on the Board present at a duly called meeting in which a quorum is established shall constitute an act of the Board.

The unanimous written consent of all Directors on the Board shall also constitute an act of the Board.

#### Section 7.17. Voting by Proxy.

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

Section 7.18. Presumption of Assent.

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

Section 7.19. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every Director of the Board in writing either:

- (i) votes for such action;
- (ii) votes against such action; or
- (iii) abstains from voting.

Each Director who delivers a writing described in this Section 7.19 to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 7.20. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

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

Section 7.21. Agenda.

The agenda for a meeting of the Board shall be set by the Chair of the Board after consultation with the Chief Executive Officer. A Director may request that items be placed on the Board agenda.

Section 7.22. Questions of Order and Board Meeting Leadership.

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

### Section 7.23. Effectiveness of Actions.

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 these Bylaws or when a definite effective date is recited in the record of the action taken.

### Section 7.24. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board of Directors shall be open to **USAS** members. In the event the Chair of the Board, with the consent of a majority of the Directors of the Board in attendance, deems it appropriate: (i) to exclude 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 matter, then the Chair may specifically designate and call an executive session. Further, the Chair of the Board 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 7.25. Minutes of Meetings.

The minutes of all meetings of the Board of Directors shall be published on **USAS's** website. Every reasonable effort will be made to publish the minutes within fifteen (15) days of approval by the Board. 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.

### Section 7.26. Compensation.

Directors of the Board shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with **USAS's** policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of **USAS** in any other capacity. Athlete Directors, however, shall be entitled to obtain compensation from **USAS** in connection with their capacity as athletes, including all benefits to which all supported athletes are eligible.

USAS shall also cover the costs and expenses of Athlete Directors who travel to a meeting of the Board of Directors held in-person.

## SECTION 8.

### OFFICERS

#### Section 8.1. Designation.

The officers of **USAS** shall be a Chair of the Board, a Treasurer, a Secretary, and a Chief Executive Officer.

#### Section 8.2. Election/Selection.

The Chair of the Board shall be elected from among the Directors of the Board by a majority of the Directors.

Recognizing the significance of the Chair in international matters, the Chair shall exercise ceremonial or representational functions in the international context, but the Chief Executive Officer, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to the international federation of **Skateboarding**, the international regional federation of **Skateboarding**, and the USOPC.

The Treasurer shall be elected from among the Directors of the Board. Recognizing the significance of the Treasurer in financial matters, the Treasurer shall have a financial background enabling him or her to fulfill the duties of Treasurer.

The Chief Executive Officer shall be selected in accordance with Section 14 of these Amended and Restated Bylaws.

The Chief Executive Officer shall designate one member of the staff to serve as **USAS's** corporate Secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings.

#### Section 8.3. Term.

The term of office of the Chair of the Board and of the Treasurer shall be two (2) years. The newly elected Chair and Treasurer shall take office immediately. The Chair and Treasurer shall hold office until the Chair or Treasurer's successor is elected and qualified, or until the Chair or Treasurer's earlier resignation, removal, incapacity, disability, or death. **USAS** shall nominate and elect a successor Chair or Treasurer, at the latest, by the end of the term of the Chair or Treasurer, to ensure that a successor Chair or Treasurer is able to take office immediately upon the end of the prior Chair's or Treasurer's term. If a Chair or Treasurer resigns, is removed from office, is incapacitated or disabled, or dies prior to the end of the term, then **USAS** shall nominate and elect a successor Chair or Treasurer within sixty (60) days of the date of the Chair's or Treasurer's

resignation, removal, incapacity, disability or death, or, at the latest at the next regularly-scheduled Board meeting.

The term of office of the Secretary is unlimited. The Secretary shall hold office until his or her employment by the **USAS** ends, when the Chief Executive Officer designates a different individual to serve as Secretary or until the Secretary's earlier resignation, removal by the Chief Executive Officer, incapacity, disability or death. In any circumstance in which the Chief Executive Officer has not designated an employee to serve as Secretary, the Board of Directors may select a Director of the Board or another individual employed by the **USAS** to serve as Secretary.

#### Section 8.4. Authority and Duties of Officers.

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

- a. *Chair of the Board.* The Chair shall: (i) set all meeting and meeting agendas, (ii) preside at all meetings of the Board, (iii) see that all Board Commitments, resolutions and oversight are carried into effect and (iv) exercise such powers and perform such other duties as from time to time may be assigned by the Board.
- b. *Treasurer.* The Treasurer shall: (i) have general oversight of the financial affairs of **USAS**, including preparation of the annual budget, (ii) ensure the preparation of **USAS**'s financial reports on an annual or more frequent basis; (iii) present financial reports to the Board as the Board may request; (iv) ensure that an annual audit is conducted of **USAS**, and (v) in general, perform all duties incident to the office of Treasurer.
- c. *Secretary.* The Secretary shall: (i) Keep the minutes of the proceedings of the Board and ensure that such meetings are published to the **USAS** website; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; (iv) perform all duties incident to the office of Secretary.
- d. *Chief Executive Officer.* The Chief Executive Officer shall serve as the principal administrative and executive officer of **USAS** pursuant to Section 14 below.

#### Section 8.5. Restrictions.

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

#### Section 8.6. Term Limits.

There are no term limits for service as the Chair of the Board or as Treasurer, except that the Chair and Treasurer have to be Directors and so if their position as a Director terminates, then their position as an officer will also terminate.

#### Section 8.7. Resignation, Removal and Vacancies.

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

The Chair of the Board or the Treasurer may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Director in question). The Chair or the Treasurer may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question). The Secretary may be removed by the Chief Executive Officer, with or without cause. The Chief Executive Officer may be removed by a majority of votes of the total voting power of the Board. The removal of an officer from his or her position as officer does not necessarily require removal from his or her position on the Board.

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

#### Section 8.8. Compensation.

The Chair of the Board and the Treasurer shall not receive compensation for his or her service as Chair or Treasurer, although the reasonable expenses of the Chair or Treasurer may be paid or reimbursed in accordance with **USAS's** policies. The Chair and Treasurer are disqualified from receiving compensation for services rendered to or for the benefit of **USAS** in any other capacity. To the

extent the Secretary is a designated member of **USAS**'s staff, the Secretary shall be entitled to regular compensation in connection with his or her employment with **USAS** and may be provided additional compensation for service as Secretary. The Chief Executive Officer shall be entitled to receive compensation for his or he service in that position.

## **SECTION 9.**

### **COMMITTEES**

#### Section 9.1. Designation.

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

**USAS** shall have at least the following standing Board committees, which shall also be called "Designated Committees": (1) allocation of USOPC or USAS resources, (2) Audit, (3) Budget/Finance, (4) Compensation, (5) Ethics, (6) Judicial, (7) Nominating and Governance, (8) Selection of athletes, coaches, and/or staff for Protected Competition (including development, approval, and implementation of selection criteria.

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

#### Section 9.2. Appointments.

Committee appointments, including the Designation Committee Chairs, shall be made every two (2) years by the Board. Appointments shall be made based on a combination of factors including each individual member's expertise and the needs of **USAS**, and these Bylaws. Committee meetings and agendas shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of other Directors. The Committee Chair should set one (1) in-person meeting each calendar year where it is expected that all Committee members attend in-person. Participation by telephone shall be permitted in exigent circumstances. Other regularly scheduled committee meetings may occur telephonically or by videoconference.



The Board may require reports from all committees at any Board meeting.

### Section 9.3. Number.

Membership on committees should not exceed six (6) individuals. **USAS** committees shall be of the minimum number and size possible to permit both conduct of the sport and appropriate board governance. Membership on other committees and task forces should not exceed six (6) individuals.

Athlete representatives shall equal at least one-third of the membership of all Committees.

### Section 9.4. Athlete Representation Qualifications.

Athlete representatives on Designated Committees must meet the 10 Year Athlete or 10 Year+ Athlete definition. At least half of the athlete representatives on Designated Committees must be 10 Year Athletes; the remainder may be 10 Year Athletes or 10 Year+ Athletes.

To be eligible to serve on Committees other than Designated Committees, athlete representatives must be "Actively Engaged". Actively Engaged means an athlete qualifies as a 10 year or 10 Year + Athletes or has been actively engaged in the twenty-four (24) months preceding selection in a USAS-sanctioned competition.

Athletes on all Committees, including Designated Committees, shall be selected by the USAS AAC from candidates identified and vetted through a process agreed upon by the USAS AAC and the Nominating and Governance Committee.

### Section 9.5. Term.

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

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

### Section 9.6. Term Limits.

A member of an **USAS** Committee or Task Force shall be permitted to serve up to four (4) two (2) year terms, after which he or she is ineligible for service on such Committee or Task Force for a period of two (2) years. After the two (2) year gap, the individual shall be eligible for reappointment to the Committee or Task Force.

### Section 9.7. Committee Member Attendance.

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

### Section 9.8. Resignation, Removal and Vacancies.

A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability, or death. A committee member may resign at any time by giving written notice to the Board, if appointed by the Board or to the Chief Executive Officer, if appointed by the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee or task force members may be removed by the Board if they fail to attend in person more than one half (1/2) of the regular committee or task force meetings during any twelve (12) month period, unless they are able to demonstrate to the Directors of the Board, or to the Chief Executive Officer, if appointed by the Chief Executive Officer, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a Director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a Director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question, if also a Director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer.

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

### Section 9.9. Procedures.

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

#### Section 9.10. Open and Executive Meeting Sessions.

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

#### Section 9.11. Minutes of Meetings.

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

#### Section 9.12. Compensation.

Committee and task force members shall not receive compensation for their services as committee or task force members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with **USAS's** policies. Committee and task force members who are not Directors of the Board may receive compensation for services rendered to or for the benefit of **USAS** in any other capacity, provided the Board gives explicit approval. Each committee and task force member shall be bound by **USAS's** Conflict of Interest Policy.

#### Section 9.13. Audit and Budget/Finance Committees.

The Audit and Budget/Finance Committees shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Audit and Budget/Finance Committees and the respective chairs, all of whom shall be Directors of the Board. (Athlete representatives shall be selected and approved according to Section 9.4.) A Director of the Board with financial experience shall be on the Audit and Budget/Finance Committees.
- b. The Budget/Finance Committee shall –

1. be responsible, in cooperation with the Treasurer and Chief Executive officer, for recommending to the Board the annual budget of **USAS**, reviewing monthly financial statements, internal financial policies and procedures, and for making recommendations for investment of excess operating funds;
2. investigate matters of financial controls and disclosure and such other matter as directed by the Board; and
3. perform such other duties as assigned by the Board.

The Audit Committee shall –

1. oversee the financial reporting process, annual audit, filing of financial statements with relevant regulatory authorities, and ensure compliance with legal and regulatory requirements related to financial reporting of USAS;
2. recommend the independent auditors of **USAS for Board approval**;
3. review the report of the independent auditors and management letter with the auditor and management; and
4. recommend acceptance or action as needed to the USAS Board.

#### Section 9.14. Ethics Committee.

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

- a. The Board of Directors shall appoint the members of the Ethics Committee and its chair, except that athlete representatives shall be selected and approved according to Section 9.4. Members of the Ethics Committee shall satisfy the standards of independence for “independent Directors” as set forth in these Bylaws. No Director of the Board shall be appointed to the Ethics Committee.
- b. The Ethics Committee shall –
  1. oversee implementation of, and compliance with, **USAS’s** Code of Conduct and Conflict of Interest Policy;
  2. report to the Board on all ethical issues;

3. develop, and review for Board approval, on an annual basis, a Conflict of Interest Policy for the Board, officers, staff members, committee and task force members, volunteers, and member organizations for adoption by the Board;
4. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
5. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and **USAS** members;
6. 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 **USAS**;
7. evaluate requests for approval under **USAS**'s Gift and Entertainment Policy; and
8. perform such other duties as assigned by the Board.

The Ethics Committee will determine whether a complaint submitted to it falls within its jurisdiction.

#### Section 9.15. Judicial Committee

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

- a. The Board of Directors shall appoint the members of the Judicial Committee and its chair, except that athlete representatives shall be selected and approved according to Section 9.4. Members of the Judicial Committee shall satisfy the standards of independence for "independent Directors" as set forth in these Bylaws. No Director of the Board shall be appointed to the Judicial Committee.
- b. The Judicial Committee shall –
  1. generally administer and oversee all administrative grievances, right to compete matters, and disciplinary matters filed with **USAS**;
  2. generally administer and oversee all grievances related to any alleged violation of the U.S. Center for SafeSport's rules, policies, and procedures over which the U.S. Center for SafeSport has not exercised jurisdiction, pursuant to the procedures set forth in **USAS**'s Complaint Procedures;

3. generally administer and oversee all grievances related to any alleged violation of **USAS's** Athlete Safety Policy over which the U.S. Center for SafeSport has not exercised jurisdiction;
4. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on Hearing Panels;
5. appoint a panel of independent individuals to hear and render a decision, on grievances and disciplinary matters;
6. if disinterested, sit on hearing panels; and
7. perform such other duties as assigned by the Board.

Section 9.16. Nominating and Governance Committee.

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

- a. The Nominating and Governance Committees shall be selected as follows:
  1. one (1) individual selected by the previous Nominating and Governance Committee from that Committee, who shall be the Chair;
  2. one (1) individual who is independent as that term is defined in these Bylaws and who is selected by the previous Nominating and Governance Committee;
  3. two (2) athletes selected and approved according to Section 9.4 of these Bylaws; and
  4. two (2) individuals who shall be selected from the other appropriate **USAS** constituencies as determined by the Board.
- b. The members of the Nominating and Governance Committee shall serve for terms of four (4) years. An individual shall not serve on the Nominating and Governance Committee for more than two (2) consecutive terms.
- c. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current member of the Board of Directors. No individual who serves on the Nominating and Governance Committee may serve or be eligible to serve on the Board of Directors. Members of the Nominating and Governance Committee shall be precluded from serving as a Board Director or in any other **USAS** capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Governance Committee ends.

- d. The Nominating and Governance Committee shall:
1. identify and evaluate prospective candidates for the Board;
  2. select individuals to serve on the Board as provided in these Bylaws;
  3. recommend as requested by the Board individuals to serve on various committees and task forces;
  4. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
  5. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces;
  6. review policies and governance practices and make recommendations to the Board for ongoing improvement; and
  7. perform such other duties as assigned by the Board.
  8. Review the application of Board members for election by membership or a constituency to ensure eligibility of candidates in relation to these By Laws, the Act or USOPC regulation.
- e. In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:
1. the candidate's contribution to the effective functioning of the **USAS**;
  2. any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment;
  3. whether the candidate continues to bring relevant experience to the Board;
  4. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
  5. the candidate's reputation for personal integrity and commitment to ethical conduct;

6. whether the candidate has passed a mandatory background check and SafeSport training as/if required; and
7. whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the Director to continue serving on the Board.

## **SECTION 10.**

### **ANNUAL SKATEBOARDING ASSEMBLY**

#### Section 10.1. Purpose.

There shall be an annual **USAS** Assembly at which all individual and organization members and other **USAS** constituencies in the United States **Skateboarding** family shall gather, in person or via remote means, and provide input to the Board on important issues confronting the organization. At **USAS**'s Assembly, the Board shall provide a report on the "State of the **USAS**." The Chief Executive Officer shall provide a managerial report addressing issues of concern and importance to **USAS**. Individual and organization members and other constituencies may be permitted to pose questions to the Board and Chief Executive Officer for response. The annual **USAS** Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, though it, or some of it, may be involved in some appropriate way in the nomination of individuals to serve on the Board as otherwise set forth in these Bylaws. The Board shall determine the agenda of the annual **USAS** Assembly.

#### Section 10.2. Place.

The annual **USAS** Assembly shall be held in conjunction with a meeting of the Board. The Board meeting shall take place after the annual **USAS** Assembly. If practicable, the annual **USAS** Assembly shall also be held in conjunction with a major **USAS** competition.

#### Section 10.3. Notice.

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

## **SECTION 11.**

### **USAS ATHLETES' ADVISORY COUNCIL**



### Section 11.1. Purpose

The **USAS** Athletes' Advisory Council shall be a forum to provide a comprehensive means of communication between athletes and **USAS**. The **USAS** Athletes' Advisory Council will lead, serve, and engage athletes to communicate the interests and protect the rights of athletes, and be a conduit to **USAS**. The **USAS** Athletes' Advisory Council 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 Skateboarding disciplines and Skateboarding athletes;
- e. Assist in identifying potential future athlete board representative candidates and introduce athletes to **USAS**'s governance structure;
- f. Serve as SafeSport and USADA ambassadors and advocates; and
- g. Develop pathways for athletes within the structure of **USAS**.

### Section 11.2. Designation.

The **USAS** shall have an Athletes' Advisory Council consisting of five individuals.

### Section 11.3. Qualifications.

To be eligible to serve on USAS Athletes' Advisory Council, athlete representatives must be a 10 Year Athlete as defined in 7.6 of these Bylaws. Two of the five members of the AAC shall be USAS's representative and alternate representative to the USOPC Athletes' Advisory Council.

### Section 11.4. Election.

Athlete representatives on USAS Athletes' Advisory Council shall be directly elected by athletes who are eligible to run.

The election shall take place after the scheduled conclusion of the Summer Olympic Games, but prior to January 1 of the year following the scheduled conclusion of the Summer Olympic Games.

### Section 11.5. Term.

The term for members of the Athletes' Advisory Council shall be for four (4) years, except that the term of members elected at the time of the adoption of these Amended and Restated Bylaws shall be until the next elections are conducted following the Paris 2024 Summer Olympic Games.

#### Section 11.6. Term Limits.

No Athletes' Advisory Council member shall serve for more than two (2) consecutive terms. Service of a term for two years or less shall not constitute a "term" as used in these Bylaws.

#### Section 11.7. Chair.

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

#### Section 11.8. Procedures.

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

#### Section 11.9. Open and Executive Meeting Sessions.

Ordinarily, all Athletes' Advisory Council meetings shall be open to athlete members, and, where appropriate, to **USAS** members. In the event the Athletes' Advisory Council chair, with the consent of a majority of the Athletes' Advisory Council members in attendance, deems it appropriate: (i) to exclude athlete members or **USAS** 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 Athletes' Advisory Council to non-members, with the consent of a majority of the members of the Council in attendance.

#### Section 11.10. Compensation.

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

meetings. While members of **USAS**'s Athletes' Advisory Council shall not receive compensation for their services as Athletes' Advisory Council members, they shall be entitled to obtain compensation from **USAS** in connection with their capacity as athletes, including, but not limited to, compensation in the form of Direct Athlete Support or in connection with Operation Gold or any similar program. Each member of the Athletes' Advisory Council shall be bound by **USAS**'s Conflicts of Interest Policy.

## **SECTION 12.**

### **USOPC ATHLETES' ADVISORY COUNCIL**

#### Section 12.1. Designation.

**USAS** shall have a representative and an alternate representative to the USOPC Athletes' Advisory Council (AAC).

#### Section 12.2. Qualifications.

To be eligible to serve on the USOPC Athletes' Advisory Council, athlete representatives must meet the qualifications set forth in the USOPC Athletes' Advisory Council Bylaws.

#### Section 12.3. Election.

Athlete representatives on the USOPC Athletes' Advisory Council shall be directly elected by athletes who are eligible to run.

**USAS** shall adopt and submit to the AAC, consistent with policies established by the AAC, a procedure whereby eligible athletes shall elect a representative and an alternate representative to the USOPC Athletes' Advisory Council.

The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.

The individual with the highest vote total will be elected as the representative to the USOPC Athletes' Advisory Council. The individual with the second highest vote total is elected as the alternate representative to the USOPC Athletes' Advisory Council. Both the representative and the alternate representative shall automatically become members of **USAS**'s Athletes' Advisory Council.

#### Section 12.4. Term.

The term for all representatives to the USOPC Athletes' Advisory Council shall be four (4) years, to start on January 1 of the year following the year in which the

Summer Olympic Games is scheduled to be held, and end on December 31 of the year in which the next edition of Summer Olympic Games is scheduled to be held, except that the term of the representatives in office at the time of the adoption of these Amended and Restated Bylaws shall be until their successors are elected following the Paris 2024 Olympic Games.

Any vacancies shall be filled immediately, or as soon as practicable.

Section 12.5. Term Limits.

No representative to the USOPC Athletes' Advisory Council shall serve for more than two (2) consecutive terms. Service for a period of two years or less shall not constitute a term for purposes of these Bylaws. There is no is term limit restriction for the position of alternate representative.

**SECTION 13.**

**USOPC NATIONAL GOVERNING BODIES' COUNCIL**

Section 13.1. Designation.

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

Section 13.2. Election/Selection.

The Chief Executive Officer shall be **USAS's** representative to the USOPC National Governing Bodies' Council. The Chair of the Board shall be **USAS's** alternate representative to the USOPC National Governing Bodies' Council.

## SECTION 14.

### CHIEF EXECUTIVE OFFICER

#### Section 14.1. Designation.

**USAS** shall have a Chief Executive Officer, who shall be the leader of management and vested with the authority to make decisions on behalf of management. The Chief Executive Officer shall not be a Director of the Board but shall be permitted and expected to attend Board meetings.

The Board shall hire and oversee the Chief Executive Officer, who shall be responsible as outlined below in Section 14.4, in addition to overseeing the hiring and firing of all staff and the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of **USAS**, determine the size and compensation of, hire, and terminate the professional staff, in accordance with **USAS** compensation policies and guidelines (established by the Board).

#### Section 14.2. Tenure.

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

#### Section 14.3. Secretary General.

The Chief Executive Officer shall serve as Secretary General of **USAS** and in that capacity shall represent **USAS** in relations with the international sports federation for **Skateboarding** recognized by the International Olympic Committee and at international **Skateboarding** functions and events.

#### Section 14.4. Responsibilities.

The Chief Executive Officer shall:

- a. develop a strategy for achieving **USAS**'s mission, goals, and objectives and present the strategy to the Board of Directors for approval;
- b. determine the size and compensation of, hire, and terminate the professional staff in accordance with **USAS** compensation policies and guidelines (established by the Board) to effectively carry out **USAS**'s mission, goals and objectives;

- c. prepare and submit quadrennial and annual budgets to the Board for approval;
- d. either directly or by delegation manage all staff functions;
- e. be responsible for resource generation and allocation of resources;
- f. coordinate **USAS**'s international activities;
- g. with the Chair of the Board, act as the **USAS**'s spokesperson; and
- h. perform all functions as usually pertain to the office of Chief Executive Officer.

## **SECTION 15.**

### **COMPLAINT PROCEDURES**

#### Section 15.1. Complaint Procedures.

**USAS** shall adopt Complaint Procedures setting forth the types of complaints that **USAS** may be asked to resolve, the processes and procedures for hearing and resolving such complaints, and the remedies and sanctions available.

## **SECTION 16.**

### **SANCTIONING EVENTS**

#### Section 16.1. Prompt Review of Request.

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

#### Section 16.2. Standard for Review.

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

Section 16.3. 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 **USAS**, an application to hold such competition;
- b. pays to **USAS** the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits to **USAS** an audited or notarized financial report of similar events, if any, conducted by the organization or person; and
- d. demonstrates that –
  1. 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;
  2. appropriate provision has been made for validation of records which may be established during the competition;
  3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
  4. the competition will be conducted by qualified officials;
  5. proper medical supervision will be provided for athletes who will participate in the competition;
  6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and
  7. appropriate measures have been taken to prevent abuse of athletes, including emotional, physical, child and sexualized abuse.

Section 16.4. Requirements for Sponsoring United States **Skateboarding** Athletes to Compete in An International Athletic Competition Held Outside the United States.

An amateur sports organization or person requesting a sanction to sponsor United States **Skateboarding** 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 **USAS**, an application to hold such competition;

- b. pays to **USAS** the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition; and
- d. submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that –
  1. 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;
  2. appropriate provision has been made for validation of records which may be established during the competition;
  3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
  4. the competition will be conducted by qualified officials;
  5. proper medical supervision will be provided for athletes who will participate in the competition;
  6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and
  7. appropriate measures have been taken to prevent abuse of athletes, including emotional, physical, child and sexualized abuse.

## **SECTION 17.**

### **RECORDS OF THE CORPORATION**

#### **Section 17.1. Minutes.**

**USAS** shall keep as permanent records minutes of all meetings of 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.

#### Section 17.2. Accounting Records.

The **USAS** shall maintain appropriate accounting records.

#### **Section 17.3. Membership List.**

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



Section 17.4. Records In Written Form.

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

Section 17.5. Website.

**USAS** shall maintain a website for the dissemination of information to its members. **USAS** shall publish on its website (i) its Bylaws, (ii) its rules, and regulations (iii) a procedure for communicating with the Chairs of the Audit and Budget/Finance Committees regarding accounting, internal accounting controls, or audit-related matters; (iv) its three (3) most recent audited financial statements; and (v) its three (3) most recent 990 Forms filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, **USAS** shall publish on its website a mailing address and an e-mail address for communications directly with the **USAS**.

Section 17.6. Records Maintained at Principal Office.

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

- a. the articles of incorporation;
- b. these Bylaws;
- c. rules or regulations adopted by the Board of Directors pertaining to the administration of the sport of **Skateboarding**;
- d. rules or regulations that govern the conduct of **USAS**, the **USAS** Board and Committees and the **USAS** members;
- e. rules and regulations that govern the technical conduct of **Skateboarding**'s events in the United States as **USAS** Board and Chief Executive Officer determine is appropriate in their sole discretion;
- f. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
- g. all written communications within the past three (3) years to the members generally as the members;
- h. a list of the names and business or home addresses of the current Directors and officers of **USAS**;
- i. a copy of the most recent corporate report delivered to the California secretary of state;
- j. all financial statements prepared for periods ending during the last three (3) years;

- k. **USAS's** application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- l. all other documents or records required to be maintained by **USAS** at its principal office under applicable law or regulation.

Section 17.7. Inspection of Records by Members.

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

- a. *Records Maintained at Principal Office.* A member shall be entitled to inspect and copy, during regular business hours at **USAS's** principal office, any of the records of **USAS** described in Section 17.6, provided that the member gives **USAS** written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.
- b. *Financial Statements.* Upon the written request of any member, **USAS** shall mail to such member either a hard copy or electronic copy of its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- c. *Membership List.*
  - 1. Preparation of Membership Voting List. After determining the members entitled to vote in an election **USAS** shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.
  - 2. Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at **USAS's** principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least sixty (60) days immediately preceding the demand to inspect or copy; (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member; (iii) the member gives **USAS** written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list; (iv) the member describes with reasonable particularity the purpose for the inspection; and (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by **USAS** limiting the use of such list in accordance with Section 17.7.c.3.

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

*d. Scope of Members' Inspection Rights.*

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

## **SECTION 18.**

### **POLICIES**

#### Section 18.1. Gifts & Entertainment Policy.

**USAS** shall adopt a Gifts & Entertainment Policy applicable to all **USAS** employees, board members, officers, committee members, task force members, hearing panel members, and volunteers.

#### Section 18.2. Conflicts of Interest Policy.

**USAS** shall adopt a Conflicts of Interest Policy applicable to all **USAS** employees, Directors of the Board, committee members, task force members, and volunteers. Additionally, these individuals shall disclose any possible conflict for review by the Ethics Committee.

#### Section 18.3. Code of Conduct.

**USAS** shall adopt a general Code of Conduct applicable to all **USAS** members, employees, Directors of the Board, committee members, task force members, and volunteers. **USAS** shall additionally implement specific Codes of Conduct for the following constituent groups: (i) Athletes; and (ii) Coaches.

Section 18.4. Athlete Safety Policy.

**USAS** shall adopt an Athlete Safety Policy applicable to all **USAS** members, employees, Directors of the Board, committee members, task force members, and volunteers, which policy must satisfy the minimum standards mandated by the USOPC.

Section 18.5. Complaint Procedures

**USAS** shall adopt Complaint Procedures as set forth in Section 15 above.

Section 18.6. Other Policies.

**USAS** may adopt other relevant policies to effectively run and govern the organization.

## **SECTION 19.**

### **FIDUCIARY MATTERS**

Section 19.1. Indemnification.

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

Section 19.2. Discharge of Duties.

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

Section 19.3. Conflicts of Interest.

If any Director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving **USAS**, or has an interest

adverse to **USAS**'s business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest; (ii) not participate in the evaluation of the contract, transaction or business affair; and (iii) not vote on the contract, transaction or business affair, unless the procedures set forth in **USAS**'s Conflict of Interest Policy are followed.

#### Section 19.4. Prohibited Loans.

No loans shall be made by **USAS** to the Chair of the Board, to any Director of the Board, to any officer of **USAS**, or to any committee or task force member or to any **USAS** employee.

## **SECTION 20.**

### **FINANCIAL MATTERS**

#### Section 20.1. Fiscal Year.

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

#### Section 20.2. Budget.

**USAS** shall have an annual budget approved by the Board of Directors.

#### Section 20.3. Audit

Each year **USAS** shall have an annual audit of its books and accounts prepared by an independent certified public accountant.

#### Section 20.4. Individual Liability.

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

#### Section 20.5. Irrevocable Dedication and Dissolution.

The property of **USAS** is irrevocably dedicated to charitable purposes, and no part of the net income or assets of **USAS** shall inure to the benefit of private persons. Upon the dissolution or winding up of **USAS**, its assets remaining after payment, or provision for payment, of all debts and liabilities of **USAS**, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for

charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

## **SECTION 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. The headings in these Bylaws are for the purpose of reference only and shall not limit or define the meaning of any provision hereof.

#### 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.

#### Section 21.3. Applicable Law

These Bylaws shall be governed by the laws of the State of California.

## **SECTION 22.**

### **AMENDMENTS OF BYLAWS**

#### Section 22.1. Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of Directors of the Board at any meeting duly called and at which a quorum is present. Unless the Board of Directors finds that the provision of notice is impractical under the circumstances, notice of proposed Bylaws amendments shall be posted not fewer than thirty days before the meeting at which Bylaws changes will be considered. At any meeting to consider Bylaws amendments, the Board may adopt amendments that are not specifically proposed in any notice.



## **SECTION 23.**

### **EFFECTIVE DATE AND TRANSITION**

#### Section 23.1. Effective Date and Election/Selection of New Board.

These Amended and Restated Bylaws shall be effective upon adoption by the Board of Directors, and the Board shall promulgate such transition measures as may be advisable by resolution except that no transition provision shall contradict any express provision of these Bylaws.