BYLAWS OF THE UNITED STATES SKI ASSOCIATION

ARTICLE I
Name, Non-Profit Status, and Corporate Seal

A. The name of this organization shall be the United States Ski Association d/b/a U.S. Ski & Snowboard, and it shall serve as the National Governing Body (hereinafter “the NGB”), recognized by the United States Olympic Committee and International Ski Federation, for skiing and snowboarding in the United States of America.

B. The NGB shall be incorporated under the laws of the state of Utah as a not-for-profit Corporation and it shall be organized so as to qualify as a non-profit, charitable, tax-exempt organization under section 501(c)(3) of the Internal Revenue Code.

C. The NGB shall have no corporate seals unless required by the laws of the State of Utah.
ARTICLE II
Offices and Agent

A. The principal office of the NGB shall be located at 1 Victory Lane, Park City, Summit County, State of Utah, 84060, or at such other location as may be approved by the Board of Directors of the NGB (hereinafter “the Board”).

B. The principal office of the NGB shall also be its registered office. The registered agent of the NGB at such registered office shall be the Chief Executive Officer (CEO) of the NGB or his designee.

C. The NGB may maintain other offices at such locations as may be approved from time to time by the Board.
ARTICLE III
Vision, Mission and Objectives

A. The vision of the NGB is to make the United States of America the best in the world in Olympic skiing and snowboarding.

B. The mission of the NGB is to lead, encourage and support athletes in achieving excellence by empowering national teams, clubs, coaches, parents, officials, volunteers and fans.

C. The objectives through which the NGB shall accomplish its mission shall include the following:

1. Educating, training, and supporting all members to achieve sustained success in all levels of ski and snowboard competition; and by helping members to use ski and snowboard competition to develop to their highest athletic and personal potential;

2. Ensuring that all NGB members and staff know and understand the vision, mission and objectives of the NGB;

3. Serving as the National Governing Body (NGB) for the organization, regulation, and advancement of athletic competition in skiing and snowboarding in the United States of America, as recognized by and in affiliation with the International Ski Federation (FIS) and the U. S. Olympic Committee (USOC);

4. Achieving and maintaining long-term financial stability;

5. Establishing, administering and promoting programs dedicated to the development and training of athletes in skiing and snowboarding as a means of healthful recreation, physical fitness and personal growth;

6. Educating and training members in the techniques of ski and snowboard competition at local, regional, national and international levels;

7. Implementing a comprehensive annual program of competitions in skiing and snowboarding including entry level, junior and adult competitions, national championships, and such FIS sanctioned competitions as are annually awarded to be conducted in the United States of America;

8. Developing, revising as appropriate, promulgating, implementing, and enforcing a comprehensive body of competition rules for each skiing and snowboarding discipline including rules of athlete eligibility, in conformity with or supplementary to applicable FIS and USOC rules, and the Ted Stevens Olympic and Amateur Sports Act of 1998;

9. Fostering and encouraging interest and participation in skiing and snowboarding by both competitive and recreational athletes; and

10. Serving as a national spokesperson for all disciplines of skiing and snowboarding to represent the legitimate interests of all skiers and snowboarders as a group in the United States of America.
ARTICLE IV
USOC and FIS Compliance

In compliance with the requirements of the FIS and USOC, and the provisions of the Ted Stevens Olympic and Amateur Sports Act of 1998, the NGB shall:

A. at all times be autonomous in the governance of its sport in that it shall independently determine and control all matters central to such governance, shall not delegate such determination and control, and shall remain free from outside restraint;

B. keep membership open to all individuals who are amateur athletes, coaches, trainers, managers, officials, and administrators in skiing and snowboarding and to amateur athletic organizations active in skiing and snowboarding;

C. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, age, sex, or national origin, and with fair notice and opportunity for a hearing before declaring any such individual ineligible to participate;

D. ensure that its Board of Directors and any other committees with governance responsibilities are composed of members selected without regard to race, color, religion, national origin, or sex;

E. ensure that its Board of Directors (“the Board”) and any other committees with governance responsibilities include membership and voting strength of eligible athletes on the Board and such committees to be not less than twenty percent (20%). Athlete eligibility shall be consistent with those requirements set forth in the USOC Bylaws as follows:

(1) At least one-half of the individuals serving as athlete representatives shall have competed in the NGB disciplines that are on the sport’s program in the Olympic Games.

(2) Up to one-half of the individuals serving as athlete representatives may have competed in (i) an event or discipline not on the program of the Olympic Games, provided that such event or discipline is recognized by FIS or is regularly included in the international competition program of the FIS.

(3) At the time of election, all NGB athlete representatives shall have demonstrated their qualifications as athletes by having:

   (i) Within the ten (10) years preceding election, represented the United States in the Olympic Games, or a World Championship recognized by FIS for which a competitive selection process was administered by the NGB; or

   (ii) Within the twenty-four (24) months before election, demonstrated that they are actively engaged in amateur athletic competition by finishing in the top half of the NGB’s national championships or have been a member of the NGB’s national team.

(4) Athlete representatives may not be drawn from events that categorize entrants in age-restricted classifications commonly known as “Juniors,” “Masters,” “Seniors,” “Veterans” or other similarly designated age-restricted competition.
(5) Athlete nominees to the NGB's board of directors, executive committee, and other such governing boards shall be directly selected by athletes who meet the standards set forth above.

F. provide procedures for the prompt and equitable resolution of grievances of its members;

G. submit to binding arbitration, conducted in accordance with the commercial rules of the American Arbitration Association, in any controversy involving (i) the recognition of the NGB as an NGB with respect to any component or discipline of skiing or snowboarding, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition;

H. provide for reasonable direct representation on the Board for any other amateur snowsport organization which conducts, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States of America in international amateur athletic competition, a national program or regular national amateur athletic competition, and ensure that such representation shall reflect the nature, scope, quality, and strength of the programs and competitions of such other organization(s) in relation to all other such programs and competitions in skiing and snowboarding in the United States of America;

I. be a member of no more than one international sports federation which governs a sport included on the program of the Olympic or Pan American Games;

J. ensure that none of its officers are also officers of any other amateur sports organization which is recognized as a National Governing Body; and

K. refrain from adopting or maintaining eligibility criteria relating to amateur status which are more restrictive than those of the appropriate international sports federation.
ARTICLE V
Membership and Affiliation

A. The NGB shall be a membership organization with membership open to all regardless of race, color, religion, age, sex, or national origin, and who pay such membership fees as the Board shall approve from time to time. As a condition of membership, any member in a position of authority over athletes must have satisfactorily completed criminal background checks and athlete protection education as required by NGB. Further, all members agree to submit to the jurisdiction of NGB with respect to any violation of NGB Rules, Policies and/or Codes of Conduct that occurs during a period when that individual was a member or participating in the affairs of NGB and further agrees that NGB retains jurisdiction over such violations and individual even if such individual ceases to be a member of NGB.

B. The NGB shall have no voting members, as defined in the Utah Revised Nonprofit Corporation Act. However, the membership of NGB shall consist of the following two classes of non-voting members, whose rights and privileges are set forth in these Bylaws; group members including clubs, divisions, regions and other affiliated entities interested in competitive skiing and snowboarding; and individual members, including athletes, coaches, officials, and other individual members as determined from time to time by the Board.

C. Subject to individual review and approval by the Board, the NGB shall permit and recognize affiliations with clubs, ski and snowboard industry trade associations, and other organizations involved in skiing and snowboarding that support the purposes of the NGB upon payment of an affiliation fee set from time to time by the Board. An affiliation shall only entitle the club, association or organization to those rights specifically granted by the Board in the resolution granting the affiliation.

D. Upon written petition by an affiliated amateur sports organization, and upon a finding by the Board that such organization conducts, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States of America in international amateur athletic competition, a national program or regular national amateur athletic competition, and that such programs or competitions are of appropriate nature, scope, quality, and strength in relation to all other such programs and competitions in skiing and snowboarding in the United States of America, the Board shall provide such organization reasonable direct representation on the Board. The requirement of reasonable direct representation may be satisfied in either of the following two ways, at the discretion of the Board: (i) by the creation of a new individual seat or seats on the Board for each such organization; or (ii) by the creation of one or more collective seats on the Board to be shared with other similar organizations, as determined by the Board.

E. Any membership or affiliation may be suspended or revoked for good cause upon two-thirds (2/3) vote of the Board, provided that such actions shall be subject to the grievance procedures set forth in Article IX, Section A of these bylaws.
ARTICLE VI
Government and Operation

A. The Board shall lead the NGB in the pursuit of the realization of its vision and the fulfillment of its mission, rather than managing the activities of the NGB in any particular area or on a day-to-day basis.

1. The authority and responsibilities of the Board shall include the following:

(a) The Board shall ensure that the activities of the NGB are guided by clear strategic plans, organizational priorities, and program goals and objectives consistent with the vision, mission and objectives of the NGB.

(b) The Board shall provide for the management of the NGB by an effective CEO whose performance is regularly evaluated by the Board based upon well-defined criteria. The CEO shall serve at the pleasure of the Board, which shall have full authority to hire, contract with, conduct periodic performance evaluations of, and replace the CEO of the NGB in its discretion.

(c) The Board shall adopt, and require consistent application of, objectively set systems, policies and procedures for the operation of the NGB.

(d) The Board shall endeavor to develop and maintain an effective partnership between the paid professional staff and volunteer members of the NGB.

(e) The Board shall require that the CEO operate and manage the NGB in a manner which is fiscally and legally sound.

(f) The Board shall set the fiscal year of the NGB, and shall adopt schedules listing all dues, fees, and other charges levied against NGB members and affiliates which the Board deems to be necessary and appropriate.

(g) The Board shall be responsible for the governance of all disciplines under the jurisdiction of the NGB, and in discharging such responsibility, the Board shall give significant weight to the recommendations of the relevant Sport Committee on any matters specific to a particular discipline.

(h) The Board shall have the authority and the responsibility to establish, review on an annual basis, regulate, modify, or disband committees, working groups, or task forces, except that the Board shall not be authorized to disband any committee established under these bylaws as a “permanent standing committee.”

(i) The Board shall, in coordination with the CEO, appoint or nominate the NGB’s representative(s) to the FIS, who shall serve at the pleasure of the Board.

(j) The Board shall, in coordination with the CEO, appoint or nominate the NGB’s representative(s) to the USOC, who shall serve at the
pleasure of the Board. Generally, the Board shall make such appointments prior
to each quadrennial of the USOC, but the Board may also do so during an
Olympic quadrennial to fill a position vacated by removal, retirement, resignation or otherwise.

(k) The Board may accept, reject, or terminate jurisdiction of
disciplines at the annual meeting of members if, after reasonable public
discussion and debate at such meeting, a majority of all members of the Board
votes in favor of such action.

(l) The Board shall appoint all trustees of the United States Skiing
Foundation to administer such for the benefit of the NGB development
programs.

(m) The Board shall exercise all such other authority consistent with
these bylaws as may be necessary and appropriate to ensure the proper
government and functioning of the NGB.

(n) The Board may make distributions of the assets or income of the
NGB to a cooperative non-profit corporation consistent with its charitable,
educational purposes and/or for other purposes that further the NGB’s
corporate interest.

2. The Board shall be comprised of members in good standing of the NGB
who, except for eligible athlete representatives, shall be over twenty-one (21) years of
age.

3. When a Board seat is going to become available due to a current
director’s term ending, or becomes available due to the resignation or removal of a
director, the Board shall have the right, but not the obligation, to provide the
Nomination and Governance Committee with a written description of the qualifications,
skills, and experiences the Board feels would be beneficial to the corporation in its next
director. In any case, regardless of whether or not the Board provides such written
description, in case of a vacancy, the Nomination and Governance Committee shall
then solicit, review, and if appropriate interview candidates for such Board seat and
shall recommend one candidate for the Board to consider in filling each available
Board seat as is set forth in Article IV(6)(A) (7)(b) below.

4. Every director shall be entitled to vote in person on Board business
unless the director is designated below as a non-voting ex officio member or is
ineligible under the NGB’s conflict of interest policies. Voting by proxy shall not be
permitted. The Board shall be constituted as follows:

(a) One director representing each of the Sport Committees;

(b) Six directors from the United States Ski and Snowboard Team
Foundation (“USSTF”) Board of Trustees;

(c) One eligible athlete (as that term is defined in Article IV, Section
E above) representative for each discipline within the jurisdiction of the NGB
which has a concomitant Sport Committee. Each eligible athlete representative
shall be selected by a majority vote of the eligible athletes who earned their
eligibility competing in the same discipline, or as otherwise provided by the Athletes’ Council. The NGB shall assist the Athletes’ Council in this election process by, among other things, distributing nomination notices and election materials, providing assistance in vote counting, and otherwise assisting with issues associated with the voting process. In the event that the Board is expanded to a size at which one eligible athlete director per discipline is inadequate to maintain at least twenty percent (20%) eligible athlete membership and voting strength on the Board, then additional eligible athlete seats shall be added to the Board, and such seats shall be filled in accordance with such procedures as are established from time to time by the Athletes’ Council;

(d) One NGB representative to the International Ski Federation (FIS) who shall serve on the Board at the pleasure of the Board, but whose seat shall be considered for reappointment or a new appointment at least once every two (2) years and who shall function in a non-voting ex officio capacity.

(e) Three members of the NGB who shall serve on the Board at the pleasure of the Board, but whose seats shall be considered for reappointment or a new appointment at least once every two years.

(f) One NGB representative to the United States Olympic Committee (USOC) who shall serve on the Board at the pleasure of the Board, but whose seat shall be considered for reappointment or a new appointment at least once every two (2) years and who shall function in a non-voting ex officio capacity.

(g) One director who is the current elected President or Chairman of the Board of the National Ski Areas Association (NSAA) who shall function in a non-voting ex officio capacity;

(h) One director who is the current elected President or Chairman of the Board of SnowSports Industries of America (SIA) who shall function in a non-voting ex-officio capacity;

(i) One director who is the NGB’s athlete-elected representative to the USOC who shall function in a non-voting ex officio capacity except at such times as there are an even number of Board seats in existence which carry the right to vote, during which times the athlete-elected representative to the USOC shall be a full voting member of the Board;

(j) Any representatives of amateur snowsport organizations approved for such representation pursuant to Article V, Section G of these bylaws;

(k) The Chairman of the NGB;

(l) The Chairman of the Audit Committee who shall function in a non-voting ex officio capacity unless the person holds a voting seat on the Board through other means and;

(m) The CEO of the NGB who shall serve on the Board for the
duration of his/her employment as CEO and shall not be subject to any
prescribed term limits.

5. Except with respect to FIS, USOC, SIA, NSAA and the CEO directors,
each director shall serve a regular four-year term, beginning with the annual meeting.
Board terms shall be subject to the following provisions:

(a) Directors may serve for a maximum of two (2) full consecutive
terms, unless elected as an officer before the end of a second (2nd) full
consecutive term, in which case the director may serve on the Board until the
expiration of the term of his/her office. Notwithstanding the foregoing, directors
may be reconsidered for re-nomination to the Board after a service gap of four
years has elapsed.

(b) The seat of any director who is elected Vice Chair shall not come
up regularly for election until such seat is vacated by such director by either
succession to the chairmanship, removal, resignation or failure in a regular
election to be retained in such office by the Board.

(c) Those directors representing the NSAA and SIA shall serve on
the Board so long as they satisfy the criteria set forth above for those seats,
and shall not be subject to any prescribed term limits.

(d) Those directors representing the FIS and USOC shall serve on
the Board at the pleasure of the Board, and shall not be subject to any
prescribed term limits.

(e) The Board shall provide for staggering of terms on the Board by,
from time to time, extending or shortening terms of voting directors such that
one-third (other than the CEO) or as near to one third as is practicable shall be
seated every other year. Notwithstanding anything in these bylaws to the
contrary, action to shorten or extend Board terms to provide for staggering of
terms shall require a majority vote of a quorum of the Board.

(f) In the event a seat representing the USSF or a Sport Committee
is vacated prior to the expiration of the regular term for such seat, the USSF
Board of Trustees or the relevant Sport Committee shall nominate a slate of up
to two (2) replacement nominees for consideration by the Nomination and
Governance Committee who satisfy the requirements set forth in these bylaws
to serve for the duration of the vacated term.

(g) In the event the seat of any eligible athlete representative is
vacated prior to the expiration of the regular term for such seat, the Athletes'
Council shall nominate up to two (2) replacement nominees for consideration by
the Nomination and Governance Committee who satisfy the requirements set
forth in these bylaws to serve for the duration of the vacated term.

(h) When a director is elected to fill a vacancy because of the
resignation, removal, incapacity, disability or death of a director, if the remaining
term is for less than two (2) years, then the director’s service during such
shortened term shall not count towards the eight-year term limitation; and if the
remaining term is for between two (2) and four (4) years, then the director’s
service during such shortened term shall count as four-years toward the eight-year limitation described above.

(i) The Board shall be empowered to vote to vacate any term limits set forth herein. Any vote to vacate a term limit shall require a simple majority of directors at any meeting at which a quorum is achieved.

(j) Any director with the exception of the CEO, may be removed for cause by the Board by the affirmative vote of two-thirds (2/3) of all other members of the Board, after due notice to and opportunity to respond by the respective director. Cause may include, but not be limited to, unexcused absence from two (2) consecutive meetings of the Board.

6. The Board shall provide a reasonable opportunity during the annual meeting for NGB members to comment upon the actions and policies of the Board and the NGB.

7. The Board shall form, from among its members, an Executive Committee which shall be empowered to act upon all matters requiring Board attention between meetings of the full Board. The Executive Committee shall have authority to act for the Board only in meetings in which all voting Executive Committee members are participating (either personally or via teleconference), and during such times the Executive Committee shall possess the same powers, authority and responsibilities as the Board. The Executive Committee shall be a permanent standing committee, and shall discharge its responsibilities in accordance with the following provisions:

(a) The Executive Committee shall consist of five voting members, including the Chairman; the Vice Chair; one eligible athlete selected by the Athletes’ Council and two additional members chosen by the Chairman who shall consult with the Nomination and Governance Committee in selecting those two members. The Chairman shall chair the committee. The CEO shall be a non-voting ex officio member of the Executive Committee, and shall participate in all meetings. With the exception of the Chair, Vice-Chair, and CEO who shall serve on the Executive Committee as long as they hold their respective positions, members of the Executive Committee shall be considered for re-appointment every two (2) years.

(b) All actions taken by the Executive Committee must be ratified by the Board at its next meeting where a quorum is present, and if not so ratified, fail and measures taken in support of the action should be reversed to the extent reasonably possible. Ratification may be made through the use of mailed consents in accord with Article VII (B)(5) of these Bylaws.

8. The Board shall form, from among its members, a Nomination and Governance Committee.

(a) The Nomination and Governance Committee shall be comprised of five (5) members of the Board, representing a cross-section of backgrounds, selected by the Board Chairman, and shall include at least one eligible athlete representative, selected by the Athletes’ Council.

(b) The Nomination and Governance Committee shall select
candidates for the Board to consider as follows: If a vacancy occurs or is about to occur in a position of a director selected from individuals nominated by the Sport Committees, or USSF, that constituency shall nominate up to two (2) individuals to be considered by the Nomination and Governance Committee for selection to be a director. Should a constituent group forward only one nominee, the Nomination and Governance committee shall have the right, but not the obligation, to nominate one other candidate for review. The Nomination and Governance Committee shall review each nominee to the Board to determine his/her ability to provide effective representation and leadership on the Board, including such things as whether such nominee appears to maintain as a principal focus the well-being of the NGB generally rather than any particular interest or issue; and whether he/she possesses the requisite understanding of his/her particular discipline, competitive skiing and snowboarding generally, corporate operations or other matters necessary to provide effective representation on the Board. The Nomination and Governance Committee shall then select a candidate and forward that candidate to the Board for its approval.

(c) The Nomination and Governance Committee may also be used to assist the Board in appointing any committees created by the Board or which the Board is required to fill under these bylaws.

(d) The Nomination and Governance Committee shall, at the request of the Chairman, work with the President and CEO to develop and implement an appropriate orientation program for new Directors and continuing education of existing Directors.

(e) The Nomination and Governance Committee shall, at the request of the Chairman, review from time to time the governance structures of the NGB and propose any changes which may be necessary and/or desirable.

(f) The Nomination and Governance Committee shall be a permanent standing committee.

9. The Board shall elect, from among its voting members, a Chairman and a Vice Chair, each of whose terms of office shall be four years. The election and duties of the Chairman, Vice Chair shall be as set forth below:

(a) The Chairman is the highest elective position in the NGB. The responsibilities of the Chairman shall be to preside at all meetings of the Board. The Chairman shall be a full voting member of the Board, and also be an ex-officio member of all committees. The term of the office of Chairman shall be four years, which shall be timed so that every other term commences at the first annual meeting of members following the most recent Olympic Winter Games. The Chairman may only serve two consecutive four (4) year terms as Chairman. Election of a member to the office of Chairman shall extend the ability of that member to serve on the Board for longer than is permitted pursuant to Article VI(A)(3)(a). The Chairman will not be eligible to receive any honorary awards of the NGB during his/her tenure and until one year after his/her replacement by his/her successor. Any director may nominate any other director for direct election to the office of Chairman. At the time he/she takes office, the Chairman shall vacate his/her former seat on the Board and
shall occupy only the seat of the Chairman. His/her former seat shall be deemed vacated and shall be filled in accordance with the procedures set forth in these bylaws for filling mid-term vacancies.

(b) The Vice Chair shall discharge the duties and obligations of the Chairman in his/her absence or in case of his/her inability to serve. The Vice Chair shall be elected by the Board from among its current members every four years at the annual meeting of members, and at a time prior to the consideration of nominations of new members to the Board. Election of the Vice Chair shall be timed such that every other term of the Vice Chair shall commence at the first annual meeting of members following the most recent Olympic Winter Games. Any director may nominate any other director for the position of Vice Chair. The Vice Chair shall be seated and empowered from the time of his/her election until his/her successor is duly elected.

B. The NGB shall have a Chief Executive Officer ("CEO") who shall be appointed by and serve at the pleasure of the Board, and who shall be responsible for the management and operation of the NGB and its subsidiaries, in accordance with the general policy directives of the Board.

1. The CEO shall be responsible for writing or approving job descriptions, employing agents and/or staff, fixing terms of service and compensation, and periodically reviewing the performance of the paid professional staff of the NGB.

2. The CEO shall be responsible for developing and maintaining an effective partnership between the paid professional staff and the volunteers acting through the Sport Committees.

3. The CEO is entrusted to conduct the business affairs of the NGB with prudence, good business judgment, and in a financially responsible manner. The CEO, acting in his/her fiduciary capacity, and subject to such restrictions as may be imposed by the Board, is empowered to make whatever financial and management decisions he/she deems to be in the best interest of the NGB, and is specifically empowered, among other things, to do the following absent contrary direction from the Board:

(a) Enter into binding agreements on behalf of the NGB;

(b) Borrow funds on behalf of the NGB;

(c) Commit the resources of the NGB; and

(d) Propose budgets and establish financial controls.

C. The NGB shall have one Sport Committee for each discipline under its jurisdiction that shall work with designated employees to develop plans, strategies and policies for submission to the CEO for the development and operation of their respective disciplines, and to assist the company in the operation of its programs within their respective disciplines. Each Sport Committee shall be a permanent standing committee so long as its respective discipline remains subject to the jurisdiction of the NGB.

1. Each Sport Committee shall consist of members of the relevant
discipline, selected without regard to race, color, religion, national origin or sex, and
elected by popular vote of the members of the relevant discipline, unless specifically
provided to the contrary below or in Sport Committee operating procedures approved
by the Board. Each Sport Committee shall include among its members at least the
following representatives:

(a) One member who is a member coach in the relevant discipline,
elected by the members who are member coaches in the relevant discipline;

(b) One member who is an official in the relevant discipline, elected
by the members who are officials in the relevant discipline;

(c) At least twenty percent (20%) eligible athlete representatives,
elected by the eligible athletes who earned their eligibility competing in the
relevant discipline;

(d) The CEO of the NGB, or his/her designated representative(s).

2. Subject to approval by the Board, a Sport Committee may organize itself
and/or its discipline by geographic subdivisions, and may provide that some or all seats
on the committee shall be filled by members representing certain geographic
subdivisions within the discipline. Geographic subdivisions and Sport Committee
structure shall not be established arbitrarily or in such a way as to excessively
concentrate representation or authority in any particular geographic subdivision.

3. Subject to approval by the Board, each Sport Committee shall
determine the type and number of its committee officers, and those officers shall be
selected by the members of the Sport Committee.

4. Subject to any restrictions stated expressly in, or necessarily implied by,
these bylaws, and to approval by the Board, each discipline shall be entitled to
establish its own operational policies and procedures enabling it to conduct its affairs in
any manner approved by a majority of its members, including without limitation,
organization into geographic subdivisions.

5. Each Sport Committee shall complete the nomination of its Board
representative prior to the commencement of the annual meeting at which the Board is
scheduled to elect its officers.

6. Each Sport Committee shall form a Judicial Committee composed of at
least three members. Each discipline’s Judicial Committee shall be responsible for
considering matters referred to it by the NGB Judicial Committee. Each discipline’s
Judicial Committee shall also preside over proceedings conducted in accordance with
Article IX below, concerning suspension or revocation of the right of members to
participate in protected competition, if referred by the NGB Judicial Committee.

D. There shall be a Judicial Committee appointed by the Board who shall serve for
fixed terms. Decisions of the NGB Judicial Committee shall be final and non-appealable within
the NGB. The NGB Judicial Committee shall establish policies and procedures not
inconsistent with these Bylaws, which shall be approved by the Board.

1. The composition of the Judicial Committee shall be as follows:
(1) A member at large of the NGB who shall serve as the Judicial Committee’s Chair and who shall have some legal training as a prerequisite for consideration;

(2) One eligible athlete member selected by the Athletes’ Council;

(3) One discipline representative from the discipline most closely involved in the particular issue before the NGB Judicial Committee, which representative shall be drawn from the discipline’s judicial committee and appointed by the Chair of the NGB Judicial Committee and who shall not have participated in the decision at the Sport Committee level.

2. Nominations for appointment to the Judicial Committee shall be provided to the Board by the Nomination and Governance Committee. In preparing to present such nominations, the Nomination and Governance Committee shall place significant weight on the availability of members under consideration to be located and contacted on short notice during the competition season as well as the members’ knowledge of the NGB and of judicial process in general. Members of the Judicial Committee shall be considered every two (2) years for retention and there shall be no limit on the number of terms that can be served.

3. The Judicial Committee shall be a permanent standing committee.

E. There shall be an Ethics Committee appointed by the Board. No more than one member of the Ethics Committee may be a director at any one time. The other two members shall be proposed by the Nomination and Governance Committee and approved by the Board and shall be considered every two (2) years for retention and there shall be no limit on the number of terms that can be served. The Ethics Committee shall be responsible for the administration of the written code of conduct and ethical practices promulgated by the Board. The Ethics Committee shall be a permanent standing committee.

F. There shall be an Athletes’ Council which shall broaden communication between the NGB and athletes, and represent to the Board from time to time the interests of the athletes. The Athletes’ Council shall be constituted, organized and operated as determined by the vote of the eligible athletes, subject to approval by the Board, and in accordance with the USOC’s requirements.

G. There shall be an Audit Committee appointed by the Board. The Audit Committee’s primary duties and responsibilities are to review and appraise the audit efforts of the organization’s independent accountants, to provide an open avenue of communication among the independent accountants, management, and the Board of Directors, and to serve as an independent and objective party to review and monitor the organization’s financial reports and internal control processes. The Audit Committee shall establish policies and procedures not inconsistent with these Bylaws, which shall be approved by the Board. The Audit Committee shall be a permanent standing committee. Nominations for appointment to the Audit Committee shall be provided to the Board by the Nomination and Governance Committee.
ARTICLE VII
Meetings

A. The annual meeting of the NGB pursuant to Utah Code Ann. § 16-6a-701 shall be held in the spring or summer in conjunction with the spring or summer meetings of the Board and the Sport Committees.

B. The Board shall meet as a body at least once during each fiscal year, in accordance with the following provisions:

1. An annual meeting of the Board shall be held in conjunction with the annual meeting of members and of Sport Committees in spring or summer.

2. All regular meeting dates will be established at the prior board meeting with written notice of each meeting to be given at least sixty (60) days prior to each meeting.

3. Special meetings of the Board may be called by the Chairman or seven (7) directors by written request to the Chairman and Vice Chair. Time, place, reason, and agenda for special meetings will be sent to all directors with a minimum of thirty (30) days notice per meeting, unless an emergency requires less notice. In the event of failure by the Chairman to: (1) call a special meeting of the Board within ten (10) days of written request by seven (7) directors, as described above, or (2) poll the members of the Board and determine that a majority choose not to conduct a special meeting, then the Vice Chair is empowered and required to call such a meeting in the same manner as the Chairman. Special meetings may be conducted and attended either in person, or via teleconference. The only business that may be conducted at a special meeting shall be that which has been contained within the agenda transmitted with the written request discussed above.

4. All meetings of the Board shall be open to attendance by any interested member in good standing of the NGB, except that the Board may close such meetings for discussion of personnel issues or matters of a legally sensitive nature.

5. Whenever any notice is required to be given by the Utah Revised Nonprofit Corporation Act, by the Articles or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice; provided, however, that notice may not be waived for amendments to these bylaws. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where any person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened, and the person so objects at the beginning of the meeting.

6. Any action required or permitted to be taken at a meeting of the Board or of a committee of the Board, except for votes to amend the Bylaws of NGB may be taken without a meeting if NGB delivers a written ballot to every Director or Committee member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. All written ballots shall (1) indicate the number of responses needed to meet quorum requirements, (2) state the percentage of approvals necessary to approve each matter (3) specify the time by which a ballot must be received by NGB in order to be counted.
and (4) be accompanied by written information sufficient to permit each person to make an informed decision on the matter presented. Approval by written ballot shall only be valid when those entitled to vote are given at least 15 days from the day on which the notice is mailed and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

7. In the event of a procedural dispute, Robert’s Rules of Order, most current edition, will be consulted and will govern. In the event of any ambiguity or deficiency in these bylaws, the Board shall adopt an interpretation of the provision at issue by majority vote.

8. The Chairman shall arrange for the taking of minutes at all meetings of the Board and at the annual meeting of members and will certify that they represent an accurate meeting history. Minutes of all meetings will be distributed to all directors, and be made available upon request to all members within thirty (30) days of each meeting.

C. The Sport Committees shall meet at least once during each fiscal year, and all meetings of each Sport Committee shall be governed by the following provisions and any procedures adopted by the Sport Committee which do not conflict with these bylaws:

1. The Sport Committees shall meet once in conjunction with the annual meeting in spring or summer.

2. All meeting dates will be established at the prior Sport Committee meetings, with written notice of each meeting to be given at least sixty (60) days prior to each meeting.

3. The Sport Committees may establish additional meeting schedules, and procedures for calling special meetings, so long as such schedules and procedures do not conflict with these bylaws.

D. Any member of the Board or any Sport Committee not physically present at a meeting may participate in such meeting by the use of any telecommunications system that enables him/her to engage in two-way communication with all of the other directors taking part in the meeting, and shall be deemed present in case of such participation.

E. At any meeting of the Board or any permanent standing committee, a quorum shall consist of a majority of all directors or members of the committee entitled to vote. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors or committee members if any action taken is approved by a number which would constitute at least a majority of the required quorum; provided that the following actions can only be taken when a full quorum is present: (i) election of officers; (ii) approval of annual budgets by the Board; and (iii) such other issues as may be designated elsewhere in these bylaws as requiring a certain number of votes or attendees.
ARTICLE VIII
Conflict of Interest and Ethical Practices

A. The Board shall adopt a written code of conduct and ethical practices for the NGB that shall include the requirement that each officer and member of the Board and of each Sport Committee, as well as senior staff members, annually agree in writing to abide by such code. The code may be amended from time to time by the Board as it may deem advisable.

B. The Code shall be administered by the Ethics Committee, and shall include at least the following restrictions:

1. Any officer of the NGB, or member of the Board, or of any Sport Committee, who has a financial interest in any contract or transaction involving the NGB shall have no vote with respect to approval of such contract or transaction; and

2. No NGB member shall receive any form of compensation or reimbursement of travel expenses from the NGB unless specifically authorized by the Board. Directors may be reimbursed for travel expenses incurred attending Board meetings, upon demonstration of financial need and subject to Board approval.
ARTICLE IX
Grievances, Suspensions and Appeals

A. Grievances. Every member of the NGB shall have the right to pursue written grievances concerning actions by the NGB, its Board, any of its committees, or any of their members acting in their official capacities in accordance with the procedures set forth below:

1. A grievance shall be defined as an allegation by a member that the NGB, its Board, any of its committees or any member while acting in an official capacity has violated the Articles of Incorporation or bylaws of the NGB or the official written policies and procedures of the NGB, or has failed to discharge its obligations as a National Governing Body under the USOC Bylaws or the Amateur Sports Act. The grievance procedures set forth in this Section A do not apply to the NGB staff employment issues, Competition Jury appeals, Team Selection appeals or Suspensions or to matters falling within the jurisdiction of the United States Center for SafeSport. Grievances do not include complaints against or disapproval of policy decisions of the Board, and the NGB Judicial Committee shall respond to any effort to raise such issues in the form of a grievance by notifying the complainant in writing that the NGB Judicial Committee lacks jurisdiction over policy decisions, and that such issues should be brought to the attention of the CEO, the relevant Sport Committee, or the Board through a Board member or during the open comment period of the annual meeting. The NGB Judicial Committee may decline to consider a grievance, and instead refer the complaining party to the USOC's dispute resolution process if the matter complained of does not affect or concern the ability of a member to pursue athletic excellence within the NGB.

2. A complainant may initiate the grievance process by filing a written complaint with the principal office of the NGB. The Complaint shall include the following:

(a) The identity of the complainant;

(b) The identity of the member(s), Board(s), or committee(s) of the NGB against whom the grievance is directed (hereinafter collectively the “Respondents”);

(c) A short and plain statement of the facts giving rise to the grievance, including the action at issue, the Articles of Incorporation, Bylaws or official written policies or procedures adopted by the Board which are alleged to have been violated by the action, the parties involved in the action, the harm to the complainant as a result of such action, and the relief sought;

(d) The signature of the complainant (and the signature of his/her parent or legal guardian if he/she is under eighteen (18) years of age); and

(e) Any reasonable filing fee adopted in advance by the Board.

3. Within ten (10) days of receiving the Complaint, a member of the NGB Judicial Committee shall notify the Complainant in writing whether the NGB Judicial Committee shall hear the Complaint, refer it to a lower body, or decline to consider it entirely for the reasons set forth above. Normally, if the NGB Judicial Committee does not decline to consider the matter in its entirety, it shall refer the matter to a Sport
Committee Judicial Committee for disposition. Notwithstanding the foregoing, the NGB Judicial Committee may choose to hear the matter if it is urgent or concerns a matter of great significance to the NGB.

4. Regardless of whether or not the NGB Judicial Committee chooses to hear the matter or refers it to a lower body, within thirty (30) days of receiving the Complaint, a member of the appropriate Judicial Committee shall complete an investigation and written report of the findings of his/her investigation, which report shall contain a preliminary ruling. The report and preliminary ruling shall be provided to the Complainant, Respondent, and the full body of the appropriate Judicial Committee.

5. Within ten (10) days of delivery of the report and preliminary ruling, the Complainant or any Respondent may demand a hearing by submitting written notice of such demand and any reasonable filing fee adopted in advance by the Board to the CEO, who shall in turn immediately forward copies of such notice to the Judicial Committee responsible for preparing the preliminary ruling. If the Complainant has already been afforded a hearing by a lower tribunal, the NGB Judicial Committee may decline to conduct a second hearing and will focus its review only on the adequacy of the process and the reasonableness and appropriateness of the result afforded by the lower tribunal based upon the written record. If the appropriate Judicial Committee grants either party’s request for a hearing, it shall be scheduled and conducted at such time as is convenient for the committee and all parties, but in any event not more than one hundred twenty (120) days after the demand for hearing is made, unless all parties consent in writing to such delay. If the committee and the parties are unable to agree upon a convenient location for such hearing, then the hearing shall be conducted at the principal office of the NGB, but in such event, any party or member of the Judicial Committee may then participate in the hearing via telephone or video-conference. If no party demands a formal hearing, the report and preliminary ruling shall become final.

6. Each party shall have the following rights during the hearing:

(a) To be assisted or represented by legal counsel of the party’s choosing;

(b) To call witnesses and present oral and written evidence and argument which the hearing panel, during the hearing, deems relevant;

(c) To confront and cross-examine adverse witnesses; and

(d) To have an audio, video or stenographic record made of the hearing at the party’s own expense.

7. Within fifteen (15) days of the formal hearing, the committee shall issue written findings and conclusions, and shall issue its order, if any, along with a written explanation of the reasons for its order. If prepared by the NGB Judicial Committee the order so entered shall be non-appealable within the NGB.

8. The prevailing party in any grievance shall be entitled to a refund of any filing fees he/she has paid during the course of the grievance procedure.

B. Team Selection. Any member who believes that he/she has wrongfully been denied membership on any team whose members are selected through participation in...
“protected competition,” as that term is defined in the USOC Bylaws, shall be entitled to appeal such decision in accordance with the following procedures:

1. As soon as possible after receiving notice of an adverse team selection decision (but in all cases within three (3) days of any written notice of such decision, unless the third day falls on a weekend or holiday, in which case such deadline shall be extended until the next business day), a member who believes that such decision was arbitrary or unreasonable shall file a written appeal with the CEO of the NGB. The written appeal may be filed in person, via facsimile, electronic mail, by regular mail or by other overnight delivery service. Failure to timely file such an appeal shall be deemed a waiver of any objections to the Team Selection decision, and that decision shall then become final and non-appealable within the NGB. The written appeal shall include the following:

   (a) The identity of the appellant;

   (b) The identity of the NGB representative apparently responsible for the decision (hereinafter collectively the “appellee”);

   (c) A statement identifying whether the appeal requires action within five (5) days, and if so, the reasons why “urgent” attention is required;

   (d) Citation of the criteria, standards or other material which the appellant contends NGB was obliged to follow in rendering the decision at issue;

   (e) A short and plain statement of all facts which the appellant contends demonstrate his/her satisfaction of the selection criteria at issue, and any other facts which the appellant contends demonstrate that the decision was not in accord with the published team selection procedures and criteria; and

   (f) The signature of the complainant (and the signature of his/her parent or legal guardian if he/she is under eighteen (18) years of age).

2. Upon receiving the written appeal, the CEO shall immediately distribute a copy of the appeal to each member of the NGB Judicial Committee. Within ten (10) days of receiving the Complaint, a member of the NGB Judicial Committee shall notify the Complainant in writing whether the NGB Judicial Committee shall hear the matter or refer it to a lower body for disposition.

3. If the appeal is urgent (i.e., requires a decision within five (5) days), the NGB Judicial Committee shall convene a hearing via teleconference as soon as possible which shall include as many members of the Judicial Committee as can be gathered for the emergency teleconference after best efforts to obtain a quorum, and shall also include the aggrieved member and appellee if possible.

4. If the appeal is not urgent, the appropriate Judicial Committee shall schedule a hearing either in person or via teleconference at the earliest time convenient for members of the Judicial Committee, the aggrieved member and the appellee, and shall provide written notice of the date, and time for the hearing. Any person entitled to participate in the hearing may do so via teleconference.
5. Notwithstanding anything herein to the contrary, if the urgency of the appeal requires a decision before a quorum of the appropriate Judicial Committee can be gathered despite best efforts to obtain a quorum, then the decision of those Judicial Committee members who were able to participate in the hearing shall be final, and shall not be subject to attack on the basis that a quorum was not present.

6. In any hearing conducted under this section, the aggrieved member shall have the same rights afforded complainants with grievances under Section A, paragraph 6 of this Article.

7. In any hearing conducted under this section, the Judicial Committee shall affirm the team selection decision at issue unless the aggrieved member proves by clear and convincing evidence that the decision was not in accord with the published team selection procedures and criteria.

C. Non-Disciplinary Start Right and Participation Appeals. Any member of the NGB who claims that he/she is threatened with denial by the NGB or its representatives of the right to start or participate in any protected competition shall be entitled to review of such decision in accordance with the procedures set forth in this Section. The following procedures shall not apply to alleged denials of start rights or participation rights arising out of disciplinary proceedings conducted in accordance with Section D of this Article or to matters falling within the jurisdiction of the United States Center for SafeSport.

1. The officer, representative or staff member of the NGB responsible for determining start or participation rights for any protected competition must immediately notify any member with any expectation of competing or participating in such competition of any decision limiting or blocking such member’s competition or participation in the event, and must provide reasons for the decision.

2. As soon as possible after receiving notice that he/she will not be permitted to start or participate in a protected competition (but in all cases within three (3) days of any written notice of such decision, unless one or more of the days is a weekend or federal holiday, in which case such deadline shall be extended so as to afford the member the benefit of three business days), a member who believes that such decision was improper shall file a written appeal with the CEO of the NGB. The written appeal may be filed in person, via facsimile, by electronic mail, regular mail or by other overnight delivery service. Failure to timely file such an appeal shall be deemed a waiver of any objections to the decision, and that decision shall then become final and non-appealable within the NGB. The written appeal shall include the same information required under Section B, paragraph 1(a) through 1(f) of this Article.

3. Upon receiving the written appeal, the CEO shall immediately distribute a copy of the appeal to each member of the NGB Judicial Committee.

4. If the appeal is urgent (i.e., requires a decision within five (5) days), the NGB Judicial Committee shall convene a hearing via teleconference as soon as possible which shall include as many members of the Judicial Committee as can be gathered for the emergency teleconference, after using best efforts to obtain a quorum, and shall also include the aggrieved member and appellee if possible.

5. If the appeal is not urgent, the NGB Judicial Committee may refer the matter to a lower body within the NGB for disposition. In that case, the appropriate
Judicial Committee shall schedule a hearing either in person or via teleconference at the earliest time convenient for members of the Judicial Committee, the aggrieved member and the appellee, and shall provide written notice of the date, time and type of hearing. Any person entitled to participate in the hearing may do so via teleconference.

6. Notwithstanding anything herein to the contrary, if the urgency of the appeal requires a decision before a quorum of the Judicial Committee can be gathered, then the decision of those Judicial Committee members who were able to participate in the hearing shall be final, and shall not be subject to attack on the basis that a quorum was not present.

7. In any hearing conducted under this section, the aggrieved member shall have the same rights afforded complainants with grievances under Section A, paragraph 6 of this Article.

8. In any hearing conducted under this section, the Judicial Committee shall affirm the decision at issue unless the aggrieved member proves by clear and convincing evidence that the decision was improper.

9. If the NGB Judicial Committee refers the matter to a lower body for disposition, and the aggrieved member demands review of that body’s decision, if a quorum of the NGB Judicial Committee can be gathered to meet in person or via teleconference prior to the start of the competition at issue, the aggrieved member shall be entitled to have the decision of the lower body reviewed. In any such appeal, the decision of the lower body shall be entitled to deference and shall be affirmed unless the aggrieved member proves by clear and convincing evidence that the decisions below were arbitrary or unreasonable.

D. Suspension from Participation in Competition. The NGB shall not, through its officers, employees, representatives or otherwise, suspend any member for disciplinary reasons (including violations of the NGB Code of Conduct or the provisions of any contract between the member and the NGB) from participating or competing in any future "protected competition" (as defined in the USOC Bylaws) without fair notice and the opportunity for a hearing concerning such action as set forth below. These procedures shall not apply to any matter falling within the jurisdiction of the United States Center for SafeSport.

1. General Provisions. Credible allegations that any member has violated any relevant federal, state or local law in connection with his/her participation in NGB activities, has violated NGB codes of conduct or agreements with the NGB, or other policies of the NGB and that such conduct warrants disciplinary action including suspension of competition eligibility may be presented to any member of the NGB Judicial Committee, or the CEO or his/her designee. Upon receipt of such credible allegations, it is the duty of such person to immediately notify the Chairman of the Board of Directors and the CEO of the same.

2. Long-term Suspension Proceedings. If the CEO or his/her designee determines that the member who is subject to any allegations contemplated by paragraph 1 (i) may be eligible to compete in a competition under the jurisdiction of the NGB, FIS or USOC which is scheduled to occur more than fifteen (15) days from the date the CEO or designee receives the allegations, or (ii) may be subject to sanctions including suspension from more than one such competition in which that member is
objectively qualified to participate, the NGB shall comply with the following procedures:

(a) The CEO or his designee shall immediately cause the NGB staff to refer any such allegations referenced in Paragraph 1 of this Section D and any documents or materials relevant to those allegations to the NGB Judicial Committee.

(b) The NGB Judicial Committee may consider the matter or may refer it to a lower body within the NGB for disposition. In either case, one member of the appropriate Judicial Committee shall prepare and transmit to the NGB CEO and the member written notice of proposed disciplinary proceedings via overnight delivery service or other similar, verifiable delivery method which notice shall include the following:

(i) identity of the member at issue;

(ii) citation of any rules, laws, codes of conduct, policies or provisions of any agreement between the member and the NGB which the member is alleged to have violated;

(iii) factual basis for such allegation;

(iv) the maximum potential sanction; and

(v) proposed time, date and place of the hearing (which shall be scheduled to begin at least seven (7) days before any affected competition, but no more than thirty (30) days after the date of the notice). The time, date and place of the hearing may be subsequently modified by the CEO or his/her designee if necessary to accommodate the schedules of parties, witnesses and other participants, provided however, that the hearing shall not be moved or rescheduled if doing so would prevent participation by the member at issue or prevent the hearing from being concluded at least forty-eight (48) hours before any affected competition.

(c) The designated member of the appropriate Judicial Committee shall conduct such investigation as he/she deems necessary and shall prepare a written report of findings and recommendations, which shall include a short and plain statement of the operative facts, set forth in numbered sentences or paragraphs, which would form the basis for any disciplinary action. This report shall be transmitted to the appropriate Judicial Committee and the member no less than forty-eight (48) hours prior to the start of the hearing.

(d) At any disciplinary hearing, the designated member of the appropriate Judicial Committee shall be responsible for presenting all evidence of wrongdoing against the member to the balance of the appropriate Judicial Committee. The designated member shall have voice but no vote at the hearing.

(e) The appropriate Judicial Committee shall conduct a hearing at the appointed time and place in which the participants shall have the rights set forth in Section A, paragraph 5 of this Article. The appropriate Judicial
Committee may suspend or revoke a member's right to participate in protected competition only if it finds by a unanimous vote (if the panel is composed of three members) or a majority vote (if the panel is composed of five or more) that a preponderance of the evidence shows the member has, in fact, engaged in conduct which violated applicable laws while representing the NGB or in connection with his/her participation in NGB activities, or has violated NGB codes of conduct, policies or agreements with the NGB.

(f) At least twenty-four (24) hours before any affected competition, but in no event more than fifteen (15) days after the hearing, the appropriate Judicial Committee shall issue a written decision dismissing the allegations against the member, or imposing such disciplinary action as the Panel finds necessary or appropriate.

(g) The foregoing procedures need not be followed, and the appropriate Judicial Committee may summarily impose sanctions including suspension or revocation of the member’s right to compete if the member at issue waives his/her right to such procedures in writing, which shall be deemed to be an admission of the allegations.

3. Emergency Suspension Procedures. If the CEO or his/her designee determines that the member who is the subject of any allegations contemplated by Paragraph 1 of this Section D above may be eligible to compete in a competition under the jurisdiction of the NGB, FIS or USOC which is scheduled to occur within fifteen (15) days, the CEO or his/her designee shall comply with the following procedures:

(a) The allegations at issue shall immediately be transmitted to all available members of the NGB Judicial Committee. Any member of the NGB Judicial Committee who receives such allegations, and on the basis thereof, believes that the clear and convincing evidence demonstrates that emergency suspension is necessary or appropriate, may cause the NGB staff to provide oral and, if possible, written notice of that decision and proposed action, and shall specifically identify the competition from which the member is proposed to be excluded. The decision must be based on clear and well-documented evidence that the member has violated federal, state or local laws, codes of conduct or policies approved by the NGB.

(b) The proposed action shall not deprive the member of the right to participate in more than one competition.

(c) The member shall have the right to seek review of the suspension before it is carried out by providing to the CEO or his/her designee oral, and if possible, written notice of his/her intent to appeal within twelve (12) hours of notice of a suspension is received. Absent such notice, the proposed suspension shall be carried out. If the member notifies the CEO of his/her intention to appeal, the CEO shall immediately refer the matter to the NGB Judicial Committee for disposition.

(d) If review is demanded by the member, the suspension must be approved by a majority of those NGB Judicial Committee members who, through the best efforts of the NGB, can be contacted prior to the competition and who have a reasonable opportunity to hear both the member and any
responsible NGB representative present and address the charges, personally
or via telephone or fax.

(e) Judicial Committee members may approve the suspension only
if the evidence demonstrates that it is the result of clear and well-documented
allegations that the member has violated any code of conduct or policy
approved by the NGB or any applicable federal, state or local law. In addition, if
the Judicial Committee determines that further action is appropriate, it shall
initiate long-term disciplinary proceedings in accordance with Paragraph 1 of
this Section.

(f) Notwithstanding anything herein to the contrary in this Section 3,
or any of its subparagraphs, if the urgency of the request for review requires a
decision before the entire Judicial Committee can be gathered, then the
decision of those Judicial Committee members who are able to participate in
the hearing shall be final, and shall not be subject to attack on the basis that
fewer than three panel members participated.

E. **Competition Jury Appeals.** Any member aggrieved by the decision of any
competition jury shall have the right to appeal such decision in accordance with the
competition jury appeal policies and procedures established and adopted by the relevant Sport
Committee and approved by the Board, which procedures shall comport with general
principles of fairness, efficiency, due process and FIS regulations where applicable.

F. **USOC Review and Arbitration.** Any member who alleges that he/she has
been denied the right to compete in any protected competition as defined in Article I, Section
1.3(P) of the USOC Bylaws shall have the right to petition the USOC and pursue all remedies
available under the USOC Bylaws, including arbitration.
ARTICLE X
Indemnification

A. The members of the Board, as a board and individually, and the members of each permanent standing committee, as a committee and individually, are specifically held harmless by the NGB and its membership for all actions taken in good faith on behalf of the NGB, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence, in which case the NGB shall be entitled to recover any payments, costs or expenses incurred in the defense, compromise or settlement of any claims or suits against such member prior to such finding.

B. The NGB hereby indemnifies its officers, board members and Sport Committee members, individually and in their official capacities, for any liability incurred as a result of their positions in the organization or actions taken on behalf of the organization, with the following inclusions and limitations:

1. The amount of liability for which indemnification is provided includes any amounts reasonably spent in defense of or in settling any action or proceeding, whether actual or reasonably believed to be threatened, against the officer or director.

2. The actions and proceedings to which this section applies include civil or criminal actions. However, in the case of criminal action, indemnification is limited to the amount reasonably necessary to defend against the action or proceeding and to pay any fines that may be levied against the officer or director.

3. No indemnification will be provided where an officer, director, Sport Committee member or other member is adjudicated to be liable and a central reason for this finding is that he/she acted in bad faith. No indemnification will be provided where he/she is found to have personally and substantially benefited from his/her actions and these actions in any way injured the NGB or placed it at risk of injury. Where the officer, director or member has not been adjudicated to be in bad faith and where his/her actions did not injure or threaten to injure the NGB, no indemnification will be provided to the extent that the officer or director personally profited as a result of his/her actions.

4. No indemnification will be provided to an officer, director or member where the liability was the result of an action initiated by that person and where the initiation of the action was unauthorized by the Board or these bylaws.
ARTICLE XI Amendments

A. Amendments to these bylaws may be proposed by either (i) any three members of the Board; or (ii) written petition of a majority of the members of any Sport Committee; or (iii) written petition signed by at least one and one-half percent (1 ½%) of the members of the NGB in good standing.

B. Proposed amendments shall be presented to the NGB national office in writing at least sixty (60) days before any properly noticed meeting of the Board, except as permitted otherwise in Section D of this Article, and shall be mailed by the NGB office to all members of the Board and Sport Committee members, and made available upon request to all other members, at least thirty (30) days before the annual meeting of members.

C. Proposed amendments shall be presented as follows:

1. State who is proposing the amendments.

2. State in writing that portion of the existing text in its entirety, inclusive of all portions which are to be considered for change.

3. Within the text of the above statement in 2., show any new phrases or addenda with all words to be added underlined thus: new verbiage.

4. Within the text of the above statement in 2., show any dropped phrases or deletions with all words to be deleted stricken through thus: deleted verbiage.

5. The proposed amendment must be accompanied by a brief explanation of the reasons for the proposed amendment, and the effect of the change, if adopted.

D. Unless withdrawn, proposed amendments which have been prepared less than sixty (60) days and circulated less than thirty (30) days in advance of meetings at which such matters would otherwise be considered shall automatically be placed on the agenda for action at the next meeting of the Board which is at least thirty (30) days after the date of mailing of such proposed amendment.

E. Amendments to these bylaws may be adopted only by the affirmative vote of two-thirds (2/3) of the full Board of the NGB.

F. Any amendment of these bylaws shall become effective forty-five (45) days from the date of adoption by the Board as set forth above unless a referendum is called on the amendment, in which case the amendment shall take effect only upon approval by the general membership of the NGB as follows:

1. Members in good standing who are not ineligible to vote under Article V, Section E of these bylaws may call a referendum on any amendment to these bylaws which has been adopted by the Board as set forth above by filing a petition calling for such a referendum signed by five percent (5%) of the members in good standing of the NGB as reflected on the membership rolls as of the end of the most recent membership year. The petition shall include all information required to accompany a proposed amendment under Section C of this Article. Failure to obtain signatures from five percent (5%) of the members in good standing shall render the referendum null.
and void, and the amendment shall take effect as though there had been no attempt to call a referendum.

2. Within sixty (60) days of an effective referendum call, the NGB shall mail to all members in good standing a ballot which shall include all information required to accompany a proposed amendment under Section C of this Article along with a statement by the Board describing its reasons for supporting the amendment, and a similar statement by the members responsible for the petition describing their reasons for opposing the amendment. The ballot shall provide space for members to approve or disapprove the amendment adopted by the Board and shall state that it must be received by the NGB within thirty (30) days of the date of mailing by the NGB to be considered.

3. The vote of a majority of those members returning ballots to the NGB national offices within thirty (30) days of the date such ballots were mailed by the NGB shall carry the decision. Upon approval by a majority of those members returning ballots, the amendment shall become effective immediately. Upon disapproval by a majority of those members returning ballots, the Board’s adoption of the same shall be nullified and the proposed amendment shall be defeated.
ARTICLE XII
Dissolution

The NGB may dissolve only by an affirmative vote of the Board and Sport Committees in the manner and proportions described below. Each director and each Sport Committee shall be given notice of a special meeting called for the purpose of dissolution in the manner prescribed herein for special meetings. At a special meeting of the Board, three-quarters (3/4) of all then current directors must approve the proposed dissolution. Within ninety (90) days following Board approval of the dissolution, two-thirds (2/3) of all Sport Committee members, either voting by mail or in person at the called meeting, must approve the proposed dissolution. In the event of dissolution, the disposal of the assets of the NGB shall devolve upon the Board. No part of the assets, income, or net earnings of the NGB shall inure to the benefit of any NGB members or directors or any other individual.

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Effective 6/29/16
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Effective 12/30/17