

United States Association of Blind Athletes Inc. Bylaws

Article I

Name and Principal Office

Section 1. The name of the organization hereinafter shall be United States Association of Blind Athletes Inc. (referred to as “USABA”), which is incorporated pursuant to the laws of the State of Colorado.

Section 2. The principal office of USABA shall be in Colorado Springs, Colorado. USABA may at any time and from time to time change the location of its principal office. USABA may have such other offices, either within or outside of Colorado as USABA Board of Directors “USABA Board” may designate or as the affairs of USABA may require from time to time.

Section 3. A copy of these bylaws, as otherwise amended or altered to date, shall be kept in the principal office, and available for download on USABA website.

Section 4. USABA shall be operated for charitable and educational purposes. USABA shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

Article II

Purpose

Section 1. GOALBALL – To develop, promote and support the sport of Goalball (“Goalball”) in the United States, including serving as the Paralympic Sport Organization (“PSO”), as that term is defined in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. §§ 220501 et seq. (the “Sports Act”), for Goalball in the United States and as the National Federation in the United States responsible to the International Blind Sports Federation (the “IBSA”).

Section 2. BLIND SPORTS – To promote other participatory and competitive sports, wellness, and physical activities for people who are blind and visually impaired of all ages and ability levels in the United States.

Section 3. EDUCATION & AWARENESS – To organize programs that educate and change the negative stereotypes of the public concerning the abilities of blind people.

Section 4. INCLUSION – To foster an environment of acceptance through education and seek ways to broaden the integration of athletes who are blind and visually impaired into community-based sports programs and competitions.

Article III

Recognition as Paralympic Sport Organization

Section 1. USABA shall seek and maintain recognition by the United States Olympic & Paralympic Committee (“USOPC”) as the PSO for the Goalball.

In furtherance of that purpose, USABA shall comply with the requirements for recognition as a PSO as set forth in the Sports Act (36 U.S.C. §§ 220501 – 220529) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements USABA shall:

- a. be a member of only one (1) international sports federation: The IBSA which is recognized by the International Paralympic Committee (“IPC”) as the worldwide governing body for Goalball;
- b. be autonomous in the governance of Goalball by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- c. maintain the managerial and financial competence and capability to establish national goals for Goalball relating to the development and well-being of such sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the PSO for Goalball;
- d. provide for individual, and other membership categories determined by USABA Board such as corporate, non-profit organizations, and non-athlete categories each with differential fee structure and benefits of membership;
- e. ensure that the USABA Board, and any other governance body, has established criteria and election procedures for, and maintains among its voting directors, individuals who are actively engaged in amateur athletic competition in Goalball and who have represented the United States in an international amateur athletic competition in Goalball within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than twenty (20) percent of the voting power held in the USABA Board or other governance body;
- f. provide for reasonable direct representation on the USABA Board for any amateur sports organization that: (i) conducts a national program or regular national amateur competition in Goalball on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, and (ii) ensures that representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in Goalball in the United States;
- g. be governed by USABA Board whose directors are selected without regard to race, creed, color, religion, national origin, gender, age, physical or mental disability, marital status, sexual orientation or gender expression with reasonable representation on the USABA Board of both males and females;
- h. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in sports competitions without discrimination based on race, creed, color, religion, national origin, gender, age, physical or mental disability, marital status, sexual orientation or gender expression;
- i. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOPC as a National Governing Body (NGB) or PSO;
- j. provide procedures for the prompt and equitable resolution of grievances of its members;
- k. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
- l. agree to submit to binding arbitration in any controversy involving: (i) its recognition as a PSO, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition in one of the sports, upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, manager, administrator or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Sports Act;
- m. not have eligibility criteria relating to amateur status or to participation in the Olympic or Paralympic or Pan American Games or Parapan American Games that are more restrictive than those of the international sports federation for each sport recognized by the International Olympic Committee or the IPC; and
- n. perform all other obligations and duties imposed by the Sports Act and by the USOPC on an NGB/PSO.

Section 2. Anti-Doping and Safe Sport Policy

As a PSO, USABA is obligated to adhere to the anti-doping rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(k) provides that, as a condition of membership in the USOPC, USABA will 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 the United States Anti-Doping Organization (“USADA”) as that organization. The current anti-doping rules, policies and procedures are available at the offices of USABA or on-line at the following website: www.usada.org.

As a PSO, USABA will adhere to the U.S. Center for SafeSport (“Safe Sport”) guidelines, policies and procedures. Additionally, USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, USABA will 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 guidelines, policies and procedures are available at the offices of USABA or on-line at the following website: www.safesport.org

Article IV Membership

Section 1. Individual Membership Categories

Individual membership categories include legally blind individuals and visually impaired individuals who participate and compete in sports as well as other persons, who support the purposes of USABA and meet USABA membership eligibility criteria. Athletes who are not legally blind but are visually impaired, as defined who are not eligible to compete in international competitions as defined by the bylaws of the International Blind Sports Federation and the IPC, may participate in youth and adult development and other USABA sponsored wellness and sports competition and participation activities.

USABA individual memberships categories include: Athlete, Coach, Volunteer, Guide/Pilot, Official and Military/Veteran. Membership is also defined as Junior (under 21) and Adult (over 21).

Individual membership also includes lifetime members who are individuals who register as lifetime members and who pay to USABA a lifetime membership fee.

Section 2. Organization Membership Categories

Organization membership categories include USABA Sports Clubs, that are non-profit organizations, state and local government agencies, athletic clubs, sports teams and any groups of USABA members or athletes who are interested in providing sports opportunities for people who are blind and visually impaired in their community. USABA Sports Clubs provide opportunities such as sport clinics, support for local athletes, regular sports practices, and participation in regional and national USABA events and competitions. USABA Sports Clubs agree to ensure all staff members, coaches, guides/pilots, etc., who have direct supervision of athletes in a program using the “USABA Sports Club” name maintain a current favorable background check and follow USABA Safe Sport Policies.

Section 3. All athletes competing in sponsored/sanctioned events; guides, pilots and coaches assisting in athletic competition; and certified USABA officials must be current USABA members before they are permitted to participate in a USABA-sanctioned event.

Section 4. Membership in USABA is a privilege and creates with it certain obligations and duties. The USABA Board may establish such membership requirements and dues as the USABA Board shall deem necessary or appropriate. Further, the USABA Board may establish such rules and procedures for the management and payment of dues, the collection of delinquent dues and the proration or refund of dues as the USABA 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. USABA does not discriminate on the basis of race, creed, color, religion, national origin, gender, age, physical or mental disability, veteran status, marital status, sexual orientation or gender expression.

Section 6. The USABA Board shall develop and publish rules and conditions under which members may be suspended or reinstated. A member shall have the right to fair notice and hearing prior to termination. USABA may retain jurisdiction over any member who has pending financial obligations, or pending grievances against him/her, regardless of the status of membership.

The USABA Board may only terminate a member if he/she demonstrates cause and receives the recommendation to terminate such member by the Judicial Committee.

Section 7. Members may not transfer their membership in USABA. Members shall have no ownership rights or beneficial interests of any kind in the property of USABA.

Section 8. As a condition of membership in USABA and a condition for participation in any competition or event sanctioned by USABA or its member organizations, each USABA member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in USABA or USABA events (whether or not an USABA member), agrees to comply with and be bound by the Safe Sport guidelines, 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 any USABA rule is inconsistent with the rules of the U.S. Center for SafeSport, such rule is hereby superseded.

Section 9. It is the duty of members of USABA to comply with all anti-doping rules of IBSA and of the USADA, including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by IBSA and USADA. Members agree to submit to drug testing by IBSA 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 a 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 IBSA and/or USABA, if applicable or referred by USADA.

Article V

Board of Directors

Section 1. 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 USABA shall be governed by, the USABA Board.

Section 2. The USABA Board shall represent the interests of athletes who are blind or visually impaired who participate in Goalball, the interests of the Goalball community in the United States, and those who participate in other sports in the United States by providing USABA with policy, guidance and strategic direction. The USABA Board shall provide governance oversight and oversee the administration and management of USABA and its affairs. The USABA Board shall select and diligently oversee a well-qualified Chief Executive Officer in the administration and management operation of USABA. The USABA Board shall focus on long- term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage the staff-driven organization with effective USABA Board oversight. In addition, the USABA Board performs the following specific functions, among others:

- a. implements procedures to orient new USABA Board directors, to educate all directors on the business and governance affairs of USABA, and to evaluate board performance;
- b. reviews and approves USABA’s Strategic Direction Annual Action Plan drafted by the Chief Executive Officer that details critical association goals and strategies not limited to fundraising, marketing, youth and adult development, and membership;
- c. approves and oversees the annual budget that is drafted by the Chief Executive Officer and approved by the Audit and Finance Committee;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USABA;
- e. reviews and approves significant corporate actions;
- f. oversees the financial reporting process, communications with stakeholders, and USABA’s legal and regulatory compliance program;
- g. oversees effective corporate governance;
- h. approves all aspects and phases of the process related to 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 Finance Committee:
- j. monitors to determine whether USABA’s assets are being properly protected;
- k. monitors USABA’s compliance with local, state, and federal laws and regulations and the performance of its broader responsibilities; and
- l. ensures that the USABA Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

Section 3. The USABA Board shall consist of ten (10) directors. Furthermore, the USABA Board shall be composed of at least twenty (20) percent directors who are athletes from Goalball meeting the eligibility requirements outlined below.

The ten (10) board directors consist of the following make-up:

- a. Two (2) independent directors (“independent directors”) elected by the USABA Board from among individuals recommended by the Nominating and Governance Committee;
- b. Five (5) director-at-large directors elected by the USABA Board from among individuals recommended by the Nominating and Governance Committee;
- c. Two (2) Goalball Athletes elected by athletes eligible to run, and who meet all other USABA Board director qualifications;

- i. One (1) Goalball Athlete representative director shall be the athlete elected as the Goalball representative to the USOPC Athletes' Advisory Council ("AAC") who was elected by eligible Goalball athletes and meets the eligibility requirements set forth by the AAC. The term shall start the quadrennium after the Paralympic Games.
 - ii. One (1) additional Goalball athlete representative director who shall be elected by athletes eligible to run, is a current USABA member, and who meets the following qualifications: (i) represented the United States in the Paralympic Games, Parapan American Games, World Championships, Operation Gold event, or international competition recognized by IBSA within the ten (10) years preceding election 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 USABA's national championships or team selection competition, or have been a member of USABA's National Team. An election to fill this seat shall be held at the annual USABA Goalball National Championships in the last year of each quadrennium to elect the athlete to begin serving the following January. Nominations of such athletes must be submitted a minimum of sixty (60) days prior to the beginning of Goalball National Championships. In the case of a vacancy, the election may be held remotely provided that at least fifty (50) percent of participants at the previous years' Goalball National Championships cast a vote. The Nominating and Governance Committee shall have discretion to conduct the election in accordance with these bylaws.
- d. One (1) constituent director selected by the Nominating and Governance Committee to represent USABA Sports Clubs or athletes from other blind sports.

Section 4. The USABA Board shall be sensitive to the desirability of diversity at all levels of USABA, including among its athletes. The USABA Board shall develop and implement a policy of diversity at all levels for USABA, supported by meaningful efforts to accomplish that diversity. The USABA Board shall develop norms that favor open discussion and favor the presentation of different views.

Section 5. Each director of the USABA Board must be a citizen of the United States and eighteen (18) years of age or older. 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 USABA. Directors shall possess the highest personal values, judgment and integrity, understanding of athletic competition and the Paralympic ideals, and have diverse experience in the key business, financial, and other challenges that face USABA. Directors shall have a high level of experience and capability in USABA Board oversight responsibilities, including, but not limited to the areas of finance, legal, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent directors, who shall also serve on the Audit and Finance Committee, shall have financial expertise.

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 USABA Board director for continuing board service.

Section 6. The USABA Board, through its Nominating and Governance Committee, shall affirmatively decide as to the independence of each independent director, and disclose those determinations. Under the definition of "independence" adopted by the USABA Board, an "independent director" shall be determined to have no material relationship with USABA, either directly or through an organization that has a material relationship with USABA. 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 USABA Board shall adopt the guidelines set forth below, which shall be applied on a case-by-case basis by the Nominating and Governance 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 USABA, IBSA, the international federation of any sports in which blind athletes compete, the international regional sport entity of any of the sports in which blind athletes compete, or any sport family entity of any of the blind sports;
- b. an immediate family member of the director was employed by or held any governance position (whether a paid or volunteer position) with USABA, IBSA, the international federation of any of the blind sports, the international regional sport entity of any of the blind sports, or any sport family entity of any of the blind sports;
- c. the director was affiliated with or employed by USABA's outside auditor or outside counsel;
- d. an immediate family member of the director was affiliated with or employed by USABA's outside auditor or outside counsel as a partner, principal or manager;
- e. the director was a member of USABA's Athletes' Advisory Council;
- f. the director was a member of any constituent group with representation on the USABA Board;
- g. the director received any compensation from USABA, directly or indirectly; or
- h. the director was an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USABA.

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

Section 7. Directors of the USABA Board shall be elected/selected to implement a staggered board system. The Nominating and Governance Committee shall designate five (5) directors as Class I directors and five (5) directors as Class II Directors.

Each director shall serve a four (4) year term ending on the date of the annual meeting at the end of the four (4) years, provided, that each director initially appointed to Class I shall serve for an initial term expiring at the second anniversary of such director's election; provided further, that the term of each director shall continue until the election and qualification of a successor and be subject to such director's earlier death, resignation or removal. Elections will be held at the annual meeting.

Section 8. No director of the USABA Board shall serve more than two (2) consecutive terms. When a director is elected/selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, and the remaining term is 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 9. Directors of the USABA Board shall be expected to participate in person or by means of telephonic or video conferencing in all regularly scheduled board and board committee meetings. Directors shall be required to participate no less than one half (1/2) of all regularly scheduled board and board committee meetings.

Section 10. A director's position on the USABA Board shall be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director shall resign at any time by giving written notice to the Chair of the USABA Board (the "Chair"), except the Chair's resignation shall be given to the board at large. 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 deemed to have resigned if they fail to participate in more than one half (1/2) of the regular meetings of the USABA Board during any twelve (12)-month period, unless they are able to demonstrate to the USABA Board that the presence of exigent circumstances caused and excused the absences. Directors shall also be removed for cause at any duly noticed meeting of the USABA Board, and after being provided an opportunity for the directors to be heard by the USABA Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the USABA Board (excluding the voting power of the director in question). Directors shall also be removed without cause at any duly noticed meeting of the USABA Board, upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the USABA Board (excluding the voting power of the director in question). Any vacancy occurring in the USABA Board shall be filled as set forth for the election of the director of the USABA Board. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office. Notwithstanding the removal provisions stated above, athlete Directors may only be removed by action of the athletes who elected them upon recommendation by the USABA Board, for cause or other serious reason in which their service on the USABA Board is disruptive or results in a conflict of interest.

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 USABA's Code of Ethics.

Any vacancy occurring in the USABA Board shall be filled as set forth for the election of that director. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Section 11. The USABA Board shall meet quarterly at regularly scheduled times at least four (4) times per year, or with such other frequency as is appropriate for the USABA Board to meet given the circumstances, and such meetings shall be spaced throughout the year. Special meetings of the USABA Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the USABA Board. At least one of the quarterly board meetings shall be face-to-face in person with an option to have a second face-to-face meeting with the remainder of the quarterly meetings conducted by means of telephonic or video conferencing.

Section 12. Notice of each meeting of the USABA Board 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 USABA Board by or at the direction of the Chair. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose), to the director's facsimile, telephone number or to the director's email address. Written notice shall be delivered no fewer than ten (10) days before the date of the meeting. Every effort will be made by Chair to poll the directors of the USABA Board as to their availability to ensure maximum board participation. 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 five (5) 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 13. A simple majority of the directors of the USABA Board in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the USABA Board. If less than a quorum is present at a meeting, a majority of the director's 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 14. Unless otherwise provided herein, the act of a majority of directors in office on the USABA Board shall constitute an act of the USABA Board. The unanimous written consent of all directors in office on the USABA Board shall also constitute an act of the USABA Board.

Section 15. No director may vote or act by proxy at any meeting of the USABA Board. Proxy voting is not allowed by these bylaws.

Section 16. A director who is present in person, via telephonic or video conferencing at a meeting of the USABA 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 USABA Board ("Secretary") before the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 17. The USABA Board shall have the power to transact its business by mail, electronic-mail, telephone, video conferencing, or facsimile, if in the judgment of the Chair the urgency of the case and association expediency requires such action. Meetings held by conference call or video conferencing must allow all persons participating in the meeting to hear each other during the meeting. Meetings conducted by mail, electronic mail or facsimile must be conducted in accordance with the requirements of Colorado law pertaining to action without a meeting.

Section 18. The agenda for a meeting of the USABA Board shall be set by the Chair after consultation with the Chief Executive Officer. Committee chairs and any director may request that items be placed on the board agenda.

Section 19. Questions of order shall be decided by the Chair unless otherwise provided in advance by the USABA Board. The Chair shall lead meetings of the USABA Board. If the Chair is absent from any meeting of the USABA Board, the Vice Chair of the USABA Board ("Vice Chair") shall preside and, in the event that the Vice Chair is unable to participate, the Chair may appoint either the Secretary or Treasurer of the USABA Board ("Treasurer") to conduct the meeting.

Section 20. Actions taken at a meeting of the USABA Board shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or when a definite effective date is recited in the record of the action taken.

Section 21. Ordinarily, all meetings of the USABA Board shall be open to USABA members. In the event the Chair, with the consent of a majority of the directors of the USABA 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 may open a meeting of the USABA Board to non-directors, with the consent of a majority of the USABA Board directors in attendance.

Section 22. The minutes of all meetings of the USABA Board shall be published on USABA’s website. Every reasonable effort will be made to publish the minutes within forty-five (45) days after completion of the meeting.

Section 23. The USABA Board directors shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USABA’s policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USABA in any other capacity.

Section 24. All USABA Board directors are required annually to sign a conflict of interest statement and to agree to the whistle blower and other required policies of USABA, in addition to the USABA Board Member Responsibilities Agreement, the latter of which requires all USABA Board Directors to make an annual gift to USABA.

ARTICLE VI OFFICERS

Section 1. The officers shall be a Chair, Vice Chair, Secretary, and Treasurer.

Section 2. The Chair of the USABA Board, Vice Chair, Secretary, and Treasurer shall be elected from among the directors of the USABA 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.

Recognizing the significance of the Chair in international matters, the Chair shall exercise ceremonial or representational functions in the international context and the Chief Executive Officer, serving as the Secretary General, shall be responsible for all operational aspects of relations with international and other organizations.

The Chief Executive Officer, at the request of the Chair, will assign one member of the staff to take minutes and assist the elected Secretary in drafting minutes and documenting board deliberations.

The term of office for the Chair, Vice Chair, Secretary, and Treasurer shall be four (4) years, starting at the conclusion of an annual meeting after a Summer Paralympic Games, and ending at the conclusion of an annual meeting four (4) years later.

Section 3. The officers shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the USABA Board or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

- a. The Chair shall: (i) set all meeting and meeting agendas; (ii) preside at all meetings of the USABA Board; (iii) see that all USABA Board commitments, resolutions and oversight are carried into effect; (iv) assign committee chairs and populate each committee to ensure equitable assignments and distribution of USABA Board directors to each committee consistent with each board director’s expertise and the needs of each committee; (v) at least annually evaluate the Chief Executive Officer based on input from USABA Board directors and other constituents, and (vi) exercise such powers and perform such other duties as from time to time as may be needed.

- b. The Vice Chair shall have such duties as the USABA Board may assign to the Vice Chair. In the absence of the Chair, or the Chair's inability to serve or act, the duties of the Chair shall be performed by the Vice Chair.
- c. The Treasurer shall: (i) be the chair of the Audit and Finance committee; (ii) have general oversight of the financial affairs of USABA including with the Audit and Finance Committee members, preparation of the annual budget in connection with the Chief Executive Officer; (iii) present financial reports to the USABA Board as the USABA Board may request; (iv) ensure that an annual independent audit is conducted of USABA; and (v) in general, perform all duties incident to the office of Treasurer.
- d. The Secretary shall: (i) keep the minutes of the proceedings of the USABA Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be the custodian of the corporate records; (iv) perform all duties incident to the office of Secretary; and (v) perform such other duties as from time to time may be assigned by the Chair.

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

Section 4. An officer's position with USABA may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair, Vice Chair, Secretary, or Treasurer may resign at any time by giving written notice to the USABA Board. The officers of the USABA Board may be removed for cause upon the affirmative vote of at least three quarters (3/4) of the total voting power of the USABA Board (excluding the voting power of the director in question).

Any vacancy occurring in the Chair, Vice Chair, Secretary, or the Treasurer shall be filled by the USABA Board, by majority vote. The Chair or Treasurer elected to fill a vacancy shall be elected for the unexpired term of such Chair or Treasurer's predecessor in office.

Section 5. No USABA Board director shall receive compensation for his or her service, although the reasonable expenses of any USABA Board director may be paid or reimbursed in accordance with USABA's policies. USABA Board directors are disqualified from receiving compensation for services rendered to or for the benefit of USABA in any other capacity. These requirements shall prevail unless an athlete board director qualifies to receive authorized remuneration for participating in competition through such approved programs such as athlete support or Operation Gold.

ARTICLE VII COMMITTEES

Section 1. There shall be no Executive Committee or other committee(s) with management authority delegated by the USABA Board. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the USABA 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 USABA Board.

USABA shall have the four following standing committees:

- Audit and Finance Committee
- Nominating and Governance Committee
- Ethics Committee
- Judicial Committee

The Chair shall appoint such board advisory task forces or committees as he or she, with consultation of the Chief Executive Officer deem appropriate and necessary and shall define narrowly the mission and deliverables of such task forces or committees. The decision to appoint or not appoint and to terminate such a task force or committee shall be exclusively the Chair's prerogative with input from the USABA Board directors and Chief Executive Officer.

Nothing in these Bylaws prohibits the Chief Executive Officer from appointing administrative standing committees, advisory or operational work groups, and/or ad hoc task forces. Membership on these administrative committees, ad hoc task forces or other working groups that focus on membership and/or fundraising may include non-board members selected by the Chief Executive Officer. These committees, ad hoc task forces, and working groups may include past or current serving board directors, the latter who are appointed by the Chair upon the recommendation of the Chief Executive Officer.

All standing committees, administrative standing committees, advisory or operational work groups and/or ad hoc task forces must have at least twenty (20) percent athlete representation, as outlined in Section 4, below.

Section 2. Standing and ad hoc committee chairs, including the membership on these committees, shall be appointed or reappointed annually by the Chair, or as is operationally necessary due to unforeseen circumstances. Appointments shall be made based on a combination of factors including each individual directors' expertise, the needs of USABA, and as required by these Bylaws.

Committee charges, specific goals and time-specific deliverables shall be assigned by the Chair in consultation with the USABA Board Officers, the respective committee chair, and the Chief Executive Officer.

Committee members shall be expected to participate in all regularly scheduled committee meetings and be responsible for his or her respective committee deliverables. Participation may be in person, telephone, mail, electronic mail, or video conferencing. Each committee chair shall make a report on committee matters to the USABA Board at each quarterly board meeting. The Chief Executive Officer may assign a USABA staff member as a liaison to each committee to assist in conducting committee business and completing deliverables.

Section 3. The size of each standing committee shall be determined based on USABA's annual or multi-year needs and priorities. Committees shall be of the appropriate and sufficient size to permit suitable board governance and support of administrative initiatives.

Section 4. All Designated Committees, as defined by Section 8.8.1. of the USOPC Bylaws, shall have a higher standard of Athlete Representation than do other committees. Designated Committees include Nominating and Governance Committee, panels empowered to resolve grievances and committees that prepare, approve or implement programs in the following areas: a) expenditure of the funds allocated to USABA by the USOPC; and b) selection of international, Paralympic or Parapan American Games Team members including athletes, coaches, administrators and sports staff.

To be eligible to serve on Designated Committees, athlete representatives must, at the time of election, have (i) within the ten (10) years preceding election represented the United States in the Paralympic Games, Parapan American Games or World Championships, or event designated by the USOPC as an Operation Gold event, or, in a team sport, an international championship recognized by the IBSA, or (ii) within the twenty-four (24) months preceding election, demonstrated that they are actively engaged in amateur athletic competition by finishing in the top half of USABA's national championships or, in a team sport, have been a member of USABA's national team.

To be eligible to serve on committees other than Designated Committees, athlete representatives must, at the time of election, have (i) within the ten (10) years preceding selection represented the United States in the Parapan American Games, Paralympic Games, or World Championships, or event designated as an Operation Gold event, or, in a team sport, an international championship recognized by the International Blind Sports Federation (IBSA) or (ii) within the twenty-four (24) months preceding selection, demonstrated that they are actively engaged in amateur athletic competition, as determined by USABA.

All eligible athletes on all committees, including USABA standing committees shall be recommended by the Chief Executive Officer and will be appointed by the Chair with the approval of the athlete representatives.

Section 5. The term for all standing and other committee members shall be a minimum of one year to a maximum of two (2) years. A committee member shall remain on the committee until the committee member's successor is appointed by the Chair, 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 6. Committee and task force members are expected to fulfill their individually assigned duties as a member of the committee and must participate in all regularly scheduled committee and task force meetings of which they are a member. Each committee or task force member must attend a minimum of at least one half (1/2) of the committee or task force meetings of which they are a member during any twelve-month period. In addition, they must fulfill their duties and produce assigned deliverables. Repeated and chronic failure to do so may result in a recommendation from the respective committee chair of (i) removal of the committee member from the committee, and (ii) upon repeated non-compliance fulfilling his or her committee responsibilities, removal from the USABA Board.

Section 7. 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 or death. A committee member may resign at any time by giving written notice to the Chair, if appointed to a committee by the Chair or to the Chief Executive Officer, if appointed by the Chief Executive Officer to an administrative committee. 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 USABA Board, per Section 7, if they fail to (i) participate in committee meetings and/or (ii) produce committee deliverables for which they are responsible. Participation requirements include being actively involved in 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 USABA Board directors, or to the Chief Executive Officer, if appointed by the Chief Executive Officer, that the presence of exigent circumstances caused and excused the absences. If a committee or task force member fails to meet the participation requirements, the absent committee or task force member shall be deemed to have resigned by reason of their failure to meet the participation requirements.

In cases of an administrative committee or task force, the Chief Executive Officer has the authority to remove committee members who are staff members or other non-USABA Board directors. If the committee member under question, with the exception of the AAC member, is a current USABA Board director, the Chief Executive Officer shall request that the Chair initiate the process of removal from USABA administrative committee per established procedures. If the committee member in question is the AAC member, the removal would require the approval of the athletes who elected the representative.

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 USABA 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 to administrative committees except for USABA Board directors assigned to association administrative committees by the Chair. In this case, the Chief Executive Officer shall refer the issue to the Chair for action. 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 USABA 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 consistent with the process previously delineated.

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

Section 8. Each committee (other than standing committees) and task force will be given a charge by the Chair with input from the Chief Executive Officer. The respective committee chair, the Chair and the Chief Executive Officer shall collaborate to finalize expected deliverables, timelines and persons responsible on an annual basis.

Section 9. Ordinarily, all committee and task force meetings shall be open to all directors. 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 committee chair may declare that the meeting is closed to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter. Further, the committee 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 10. Each committee and task force shall take minutes of its meetings. The committee chair will designate one member of the committee to document a written record of the meeting and shall submit any and all committee meetings summaries within 30 days of scheduled meetings and said reports will constitute in part the committee's quarterly USABA Board report.

Section 11. 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 USABA's policies. Committee and task force members who are not USABA Board directors may receive compensation for services rendered to or for the benefit of USABA in any other capacity, provided the USABA Board gives explicit approval.

Section 12. The Audit and Finance Committee shall be chaired by the Treasurer. The Chair shall appoint an independent director of the USABA Board with financial experience and other members to the Audit and Finance Committee. The Audit and Finance Committee shall include at least one athlete who meets the qualifications set forth in Article VII Section 4.

- a. The Audit and Finance Committee shall:
 1. Review the annual USABA budget and other financial proposals presented by the Chief Executive Officer and following any subsequent revisions shall forward a motion to the full board for approval of the budget and other financial proposals;
 2. recommend the independent auditors of USABA, review the report of the independent auditors and management letter, and recommend action as needed;
 3. investigate matters of financial controls and disclosure and such other matter as directed by the USABA Board; and
 4. perform such other duties as assigned by the Chair.

Section 13. The Nominating and Governance Committee chair and the members of the committee shall be appointed by the Chair. The committee consists of the following:

1. one (1) non-board individual shall be elected by the previous Nominating and Governance Committee from that committee;
2. one (1) individual independent of the USABA Board;
3. a USABA athlete representative

Members of the Nominating and Governance Committee will not be eligible to be nominated to serve on the USABA Board of Directors.

- a. 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.
- b. The Nominating and Governance Committee shall and have the responsibilities as follows:
 1. identify and evaluate prospective candidates for the USABA Board;
 2. recommend the select individuals to serve on the USABA Board as provided in these Bylaws;
 3. recommend, as requested by the USABA Board, individuals to serve on various committees and task forces;
 4. consult with the Ethics Committee on matters pertaining to ethics with respect to vetting all nominations for potential conflict of interest or other problematic background issues; and
 5. perform such other duties as assigned by the Chair.
- c. In considering a candidate for nomination to the USABA Board, the Nominating and Governance Committee takes into consideration:
 1. the candidate's contribution to the effective functioning of USABA;
 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 USABA Board;
 4. whether the candidate has the ability to attend meetings and fully participate in the activities of the USABA Board;
 5. the candidate's reputation for personal integrity and commitment to ethical conduct; and
 6. 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 USABA Board.

- d. The Nominating and Governance Committee will, in consultation with the Chief Executive Officer and subject to approval of the USABA Board, establish written nomination and election procedures to be utilized in carrying out the Committee’s responsibilities pertaining to the process for nomination and election of Directors.

Section 14. Ethics Committee. The Ethics Committee shall be comprised in accordance with, governed pursuant to and perform those duties as contained in those sections set forth below.

The Ethics Committee shall consist of three members. The Ethics Committee chair shall be a director of the USABA Board, appointed by the Chair with approval of the USABA Board. The two (2) other members of the Ethics Committee shall be non-board members. All members of the Ethics Committee, other than the Chair, must satisfy the standards of independence for “independent directors” as set forth in Article V Section 7 of these Bylaws.

The Ethics Committee shall include at least one athlete who meets the qualifications set forth in Article VII Section 4.

The responsibilities of the Ethics Committee shall be as follows:

- a. to develop, administer and oversee compliance with the Code of Conduct and Conflict of Interest Policy;
- b. to recommend, for USABA Board consideration, proposed revisions to the Code of Conduct;
- c. to review the ethics and compliance staff functions, including: (i) purpose, authority and organizational reporting lines and (ii) annual ethics and compliance plan, budget and staffing;
- d. to review the handling of ethics-related complaints, and if directed by the USABA Board, to handle directly such complaints;
- e. to report to the USABA Board on its activities;
- f. to maintain minutes of its activities and records of attendance of its members; and
- g. to conduct such other activities as may be requested or assigned by the USABA Board or as set forth in these Bylaws.

Section 15. The Judicial Committee shall consist of three (3) individuals and be appointed and have the responsibilities as follows.

- a. The Chair shall appoint the members of the Judicial Committee and its committee chair which shall include an athlete representative and an independent director. No director of the USABA Board shall be appointed to the Judicial Committee.
- b. The Judicial Committee shall:
 - 1. administer and oversee all administrative grievances and right to compete matters filed with USABA;
 - 2. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
 - 3. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters; and
 - 4. perform such other duties as assigned by the USABA Board.

Section 16. USABA shall appoint the Fundraising and Revenue Enhancement Advisory Committee which is an administrative committee and is not a standing committee of the USABA Board. The Chief Executive Officer may appoint as many members to this committee as is reasonably and operationally necessary to achieve strategic direction and annual action plan fundraising goals.

The members may be USABA staff, former USABA Board directors, and others from the general community throughout the country who have demonstrated fundraising expertise and successful experience in raising funds from private individuals, corporations and foundations. Current USABA Board directors, at the request by the Chief Executive Officer, may be appointed to the committee by the Chair. There shall be no term limits for USABA staff members, former USABA Board directors, and outside USABA community volunteers. USABA Board directors will have terms limits on this committee for up to a maximum of eight (8) years after which, at the discretion of the Chief Executive Officer, they may continue on the committee as non-board member community volunteers.

The Fundraising and Revenue Enhancement Advisory Committee is responsible for maintaining and creating strategies to increase revenue streams for the organization in order to carry out the organization's mission. To accomplish this, responsibilities include working with and supporting the Chief Executive Officer and staff to:

1. identify prospective major donors, foundations and corporations;
2. assist in developing the Annual Fundraising and Revenue Action Plan identifying specific strategies;
3. commit time, effort, and expertise to the achievement of specific fundraising goals and provide ideas on new revenue generation strategies;
4. provide tactical expertise that will contribute to USABA administration being more successful increasing revenue generation from existing means; and
5. monitor fundraising efforts to ensure that ethical practices that are in place are cost effective.

Article VIII

USOPC Athletes' Advisory Council

Section 1. USABA shall have a Goalball representative and an alternate Goalball representative to the USOPC AAC. Eligibility, terms, timelines and all other requirements can be found within the AAC Bylaws and must be followed by USABA.

Article IX

USOPC National Governing Bodies' Council

Section 1. USABA shall have a representative and an alternate representative to the USOPC National Governing Bodies' Council.

Section 2. The Chief Executive Officer shall be USABA's representative to the USOPC National Governing Bodies' Council. The Chair shall be USABA's alternate representative to the USOPC National Governing Bodies' Council.

Article X

Chief Executive Officer

Section 1. USABA 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 voting director of the USABA Board.

The USABA Board shall hire and oversee the Chief Executive Officer, who shall be responsible as outlined below in Article X, Section 4.

Section 2. The Chief Executive Officer shall be employed by the USABA Board for whatever term the USABA Board deems appropriate. The Chief Executive Officer may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the USABA Board and may be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the USABA Board.

Section 3. The Chief Executive Officer shall serve as Secretary General of USABA and in that capacity, shall represent USABA in relations with the International Sports Federation for Goalball recognized by the International Paralympic Committee and at international sports functions and events.

Section 4. The Chief Executive Officer shall:

- a. annually develop a Strategic Direction Annual Action Plan which details goals, strategies, persons responsible, timelines and specific deliverables toward achieving USABA's mission. This plan shall be submitted initially to the Strategic Direction Committee chair and ultimately to the full USABA Board for approval;
- b. determine the size and compensation of, hire and terminate the professional staff in accordance with USABA compensation policies and guidelines (established by the USABA Board) to effectively carry out USABA's mission, goals and objectives;
- c. prepare and submit an annual budget to the Audit and Finance Committee and ultimately the USABA 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 all USABA's local, national and international activities;
- g. with the Chair, act as USABA's spokesperson; and
- h. perform all Chief Executive Officer functions including all duties and responsibilities identified in the Chief Executive Officer position description.

Article XI

Designation of Complaints

Section 1. The following kinds of complaints may be filed with USABA:

- a. Administrative Grievance. USABA or any member of USABA may file a complaint pertaining to any matter within the cognizance of USABA, including but not limited to any alleged violation of or grievance concerning: (i) any USABA rule or regulation, (ii) any USABA program or service, (iii) any provision of USABA's Bylaws, or (iv) any provision of the Sports Act relating to USABA's recognition as a PSO.

- b. Disciplinary Proceeding. USABA or any member of USABA may file a complaint against another member of USABA, or former member of USABA if the action occurred while the individual was a member, regarding any alleged violation of USABA Code of Conduct, USABA Safe Sport Policy, or any other rule or regulation relating to conduct.
- c. Right to Participate. Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individual's opportunity to participate in a USABA sanctioned competition or protected competition.

Section 2. Any member of USABA, by reason of membership, agrees to be subject to these complaint procedures and agrees to be bound by any decision rendered pursuant to these complaint procedures.

Section 3. The complainant shall file the complaint with the Judiciary Committee. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny, and (ii) the remedy requested. The complainant shall sign the complaint unless it is a Safe Sport issue according to USABA's Safe Sport Policies.

Section 4. A complaint filed by an individual shall be accompanied with a \$100 filing fee. A complaint filed by an organization shall be accompanied with a \$250 filing fee, except that USABA is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee shall determine whether or not to reduce or waive the filing fee. There is no filing fee if the complaint falls under USABA Safe Sport policy.

Section 5. A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny of opportunity to participate. There shall be no time bar for actions regarding Safe Sport disciplinary proceedings.

Section 6. A decision concerning an anti-doping rule violation adjudicated by the independent anti-doping organization designated by the USOPC to serve as the U.S. National Anti-Doping Organization (currently the USADA) shall not be reviewable through, or the subject of, these complaint procedures.

Section 7. A decision concerning a USABA Safe Sport Policy violation adjudicated by the independent Safe Sport organization designated by the USOPC (currently the United States Center for SafeSport) shall not be reviewable through, or the subject of, these complaint procedures.

Section 8. The final decision of a referee during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the referee) shall not be reviewable through, or the subject of these complaint procedures unless the decision is: (i) outside the authority of the referee to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the term "referee" shall include any individual with discretion to make field of play decisions.

Section 9. The Judicial Committee shall administer and oversee all administrative grievances and right to participate in matters filed with USABA. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. Respondents shall be afforded basic due process rights. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USABA.

Section 10. Upon the filing of a complaint, the Judicial Committee chair after consultation with the other committee members, shall appoint an unbiased hearing panel consisting of three (3) individuals to hear the complaint. If any members of the committee are the subject of the complaint, they shall remove themselves in the selection of the hearing panel. The committee members may be appointed to and serve on the hearing panel. Other disinterested individuals identified by the committee may also be appointed to and serve on the hearing panel. At least one (1) member of the hearing panel shall be an athlete who meets the qualifications set forth in Article VII Section 4. Members of the panel need not be members of USABA or involved in Goalball.

Section 11. The Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the hearing panel shall hold a hearing on the complaint. The hearing panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath.

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

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

Section 12. Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

Section 13. Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The adverse party to the complaint shall also submit a list of individuals, together with their contact information, that may be adversely affected by decision rendered on the complaint. The hearing panel shall determine those individuals who must receive notice of the complaint. The complainant shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the hearing panel even though the individual chose not to participate as a party.

Section 14. A decision shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties.

Section 15. Any party may appeal a decision of the hearing panel to the American Arbitration Association. The arbitrator appointed by the American Arbitration Association shall have the authority to hear the matter anew or if requested by a party to render a decision on a more limited review. Either party may submit the decision of the hearing panel to the arbitrator for the arbitrator's consideration.

Article XII Sanctioning of Goalball Events

Section 1. USABA 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 Goalball athletes and additional USABA athletes competing in other sports to compete in an international athletic competition held outside the United States.

Section 2. If USABA, 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 Goalball, and (ii) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then USABA shall grant the sanction requested by the amateur sports organization or person.

Section 3. An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States or to sponsor Goalball athletes to compete in international athletic competition held outside the United States shall comply with the following requirements:

- a. submits, in the form required by USABA, an application to hold such competition;
- b. pays to USABA the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits to USABA 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.

Article XIII Records

Section 1. USABA shall keep as permanent records minutes of all meetings of the USABA Board, a record of all actions taken by the USABA Board without a meeting, and a record of all waivers of notices of meetings of the USABA Board.

Section 2. USABA shall maintain appropriate accounting records.

Section 3. USABA shall maintain a record of the directors in a form that permits preparation of a list of the names and addresses of the directors in alphabetical order, by class.

Section 4. USABA shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 5. USABA shall maintain a website for the dissemination of information to its directors. USABA shall publish on its website (i) its Bylaws, (ii) its rules and regulations, (iii) a procedure for communicating with the Audit and Finance Committee chair 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, USABA shall publish on its website a mailing address and an e-mail address for communications directly with USABA.

Section 6. USABA 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 USABA Board pertaining to the administration of the Sports;
- d. rules or regulations that govern the conduct of USABA, the USABA Board and committees and USABA members;
- e. rules and regulations that govern the technical conduct of Goalball events in the United States as USABA Board and Chief Executive Officer determine is appropriate in their sole discretion;
- f. the minutes of all meetings of the USABA Board, and records of all action taken by the USABA 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;
- i. a copy of the most recent corporate report delivered to the Secretary of State of the state of USABA's incorporation;
- j. all financial statements prepared for periods ending during the last three (3) years;
- k. USABA'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 USABA at its principal office under applicable law or regulation.

Section 7. The following rights and restrictions shall apply to the inspection of records by members:

- a. A member shall be entitled to inspect and copy, during regular business hours at USABA's principal office, any of the records of USABA described in Section 6 above, provided that the member gives USABA written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.
- b. Upon the written request of any member, USABA shall e-mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- c. After determining the members in good standing, USABA 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 in good standing, that member's name and address, and the number of votes the member is entitled to cast. A member shall be entitled to inspect and copy, during regular business hours at USABA'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 USABA 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 USABA limiting the use of such list in accordance with this Section. Without consent of the USABA Board, a membership 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 USABA 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. The member's duly authorized agent or attorney has the same inspection and copying rights as the member. The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means. USABA 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.
- e. 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 USABA, or the power of a court to compel the production of corporate records for examination.

Article XIV Code of Ethics

Section 1. USABA shall adopt a Code of Ethics, a Conflicts of Interest Policy, and a Whistle Blower Policy applicable to all USABA employees, USABA Board directors, committee and task force members, and volunteers. Each USABA Board director and employee shall annually certify compliance with the Code of Ethics. Additionally, these individuals shall disclose any possible conflict for review by the Ethics Committee.

Article XV Fiduciary Matters

Section 1. USABA shall, to the fullest extent permitted by law, indemnify each person who may serve or who has served at any time as a director, officer, or fiduciary for USABA or of any of its subsidiaries, or who at the request of USABA may serve or at any time has served as a director, officer, or fiduciary or in a similar capacity with, another organization or any employee benefit plan, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding in which he may become involved by reason of his serving or having served in such capacity.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, officer or other person entitled to indemnification hereunder.

USABA shall pay for or reimburse the reasonable expenses (including counsel fees) incurred by any person entitled to indemnification hereunder who is a party to a proceeding in advance of such proceeding's final disposition if: (i) the person entitled to indemnification furnishes the corporation with a written affirmation of his good-faith belief that he has met the standard of conduct required for indemnification, (ii) the person entitled to indemnification furnishes to USABA a written undertaking, executed personally or on such person's behalf, to repay the advanced amount if it is ultimately determined that the person did not meet the required standard of conduct, and (iii) the USABA Board determines that the person is not precluded from receiving indemnification.

Section 2. Each USABA Board director 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 USABA.

Section 3. If any USABA Board director, officer, committee or task force member has a financial interest in any contract or transaction involving USABA, or has an interest adverse to USABA'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.

Section 4. No loans shall be made by USABA to any USABA Board director, or to any committee or task force member or to any USABA employee.

Article XVI Financial Matters

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

Section 2. USABA shall have an annual budget.

Section 3. Each year USABA shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit and Finance Committee. The Audit and Finance Committee shall provide the auditor's report to the USABA Board upon completion.

Section 4. No individual director of the USABA Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of USABA pursuant to the authority granted directly or indirectly by the USABA Board.

Section 5. The property of USABA is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USABA shall inure to the benefit of private persons. Upon the dissolution or winding down of USABA, its assets remaining after payment, or provision for payment, of all debts and liabilities of USABA, 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.

Article XVII Miscellaneous Provisions

Section 1. The invalidity of any provision of these Bylaws shall not affect the other provisions of these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 2. 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 USABA Board directors do not cause substantial injury to the rights of the directors, shall not invalidate the actions or proceedings of the directors at any meeting.

Article XVIII
Amendment of Bylaws

Section 1. Proposed amendments to these Bylaws shall be submitted in writing to the Secretary at least thirty (30) days before a USABA Board meeting, at which time they are to be considered. The Secretary shall distribute copies of the proposed amendments to all USABA Board directors no later than fifteen (15) days prior to the next USABA Board meeting. In order to change any provision of these Bylaws, an affirmative vote by two-thirds (2/3) of the directors of the entire USABA Board shall be required.

Section 2. Proposed amendments to the Bylaws may be considered by the USABA Board at any board meeting without following the procedures set forth in section 1 above, if at least three-fourths (3/4) of the entire USABA Board votes in favor of consideration. Proposed amendments considered in this manner shall require an affirmative vote of three-fourths (3/4) of the entire USABA Board for passage.

Article XIX
Effective Date and Transition

Section 1. These Bylaws shall be effective when adopted by the current USABA Board. Immediately upon adoption, the Board shall initiate the process to conform the structure of the USABA Board to these Bylaws.

Article XX
Dissolution

Section 1. In the event of dissolution, the assets of USABA shall not inure to the benefit of any member, officer or director, but shall be transferred or donated to another non-profit organization engaged in providing services to the blind or visually impaired. Said non-profit organization shall be selected by the USABA Board.