

**BYLAWS OF THE
UNITED STATES ASSOCIATION OF BLIND ATHLETES**

As Amended November 16, 2012

United States Association of Blind Athletes Bylaws

Article I Name and Principal Office

Section 1. The name of the organization hereinafter shall be United States Association of Blind Athletes, referred to as the USABA.

Section 2. The principal office of the USABA shall be at a location designated by the Board of Directors.

Section 3. A copy of these bylaws, as otherwise amended or altered to date, shall be kept in the principal office and may be obtained upon written request.

Article II Purpose

Section 1. To promote sports for legally blind and visually impaired individuals in the United States.

Section 2. To organize regional and national competitions among legally blind and visually impaired athletes.

Section 3. To work with other organizations in the world to promote international goodwill through friendly competition in sports.

Section 4. To select and sponsor blind athletes and staff to represent the United States in international competitions.

Section 5. To formulate and maintain rules governing competition at USABA meets.

Section 6. To accept or reject applications for national records at USABA competitions.

Section 7. To organize programs for educating the general public regarding the capabilities of visually impaired athletes.

Section 8. To promote and organize activities in which visually impaired individuals participate or compete with their sighted peers.

Section 9. To solicit, collect and receive money and gifts of personal or real property; to maintain, administer and invest properties so solicited, collected and received; to use and apply the income as well as the principal thereof; and to carry out the foregoing purposes.

Article III Membership

Section 1. Legally blind individuals (defined herein as having best corrected vision no better than 20/200 in the better eye and/or a visual field of 20 degrees or less in the better eye) and visually impaired individuals (defined herein as having best corrected vision no better than 20/70) who participate and compete in sports for the blind and visually impaired, as well as other persons who support the purposes of the USABA, are eligible for membership.

Athletes with best corrected vision of no better than 20/70 are not eligible to compete in international competitions as defined by the bylaws of the International Blind Sports Federation (IBSA) and the International Paralympic Committee (IPC).

Section 2. All athletes competing in sponsored/sanctioned events; guides, pilots and coaches assisting in athletic competition; all USABA committee and subcommittee members and certified USABA officials must be current USABA members before they are permitted to participate in a USABA-sanctioned event.

Section 3. Annual membership dues will be set by the Board of Directors and will be payable to USABA although the Board of Directors may establish other membership classes for obtaining additional sponsorship or financial support for the USABA.

Section 4. The 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 5. The Board of Directors shall develop and publish rules and conditions under which members may be suspended or reinstated.

Section 6. Any suspension or probation recommended by the Judicial Committee shall be acted upon by the USABA Board of Directors at its next meeting.

Article IV
Board of Directors, Executive Committee, Officers

Section 1. The USABA shall be governed by the Board of Directors.

Section 2. The Board of Directors is responsible for selecting and employing a qualified executive director who shall report directly to the president and shall be in charge of the day-to-day operations of the USABA consistent with the policies and procedures set forth by the president and the Board of Directors. The executive director shall submit an annual operating budget to the Audit & Finance Committee and the Executive Committee for presentation to and approval by the Board of Directors.

Section 3. The board shall consist of thirteen (13) members.

Furthermore, the Board of Directors shall be composed of at least 20% (twenty percent) members who are athletes. For the purposes of the board election, a member athlete is defined as a current USABA member who has competed at a National Championship, Pan American Games, World Championship, Paralympic Games or Olympic Games within the past 10 (ten) years and is at least 18 (eighteen) years of age or older.

The board shall elect from its membership a president, vice president, secretary and treasurer.

Section 4. The offices of president, vice president, secretary and treasurer shall be elected by the Board of Directors at its annual meeting after a Summer Olympiad. If a vacancy occurs in an office, the Executive Committee may appoint a person to fill the vacancy until the next board meeting.

Section 5. The term of office for the president, vice president, secretary and treasurer shall be four (4) years, starting at the conclusion of an annual meeting after a Summer Olympiad, and ending at the conclusion of an annual meeting four (4) years later. However, if the term of any of the aforementioned officers as members of the Board of Directors expires before the annual meeting, following the next Summer Olympiad, his or her term as an officer shall expire concurrently with his or her term as a member of the Board of Directors, and an election shall be conducted to fill the remaining years of the office, i.e., until the annual meeting following the next Summer Olympiad.

If the Board of Directors determines by a 3/4 (three-fourths) vote of the entire Board of Directors that the president cannot perform his/her duties, the vice president shall serve as president until the next board meeting at which time a president will be elected.

If the incumbent officer is reelected to the Board of Directors, he/she may be reelected to his/her office or another member of the Board of Directors may be elected to it as prescribed in the first paragraph of this section. The terms of office of other board members shall be four (4) years. A board member's office runs from the conclusion of an annual meeting until the conclusion of an annual meeting four (4) years later. Three (3) members shall be elected each year by the Board of Directors, except the four (4) members to be elected at the annual meeting following a Summer Olympiad. Vacancies in board positions, other than officers, which become known to the president, shall be filled by election at the next board meeting.

Section 6. When there are more than two (2) candidates nominated for an officer position and no one receives a majority of votes, a run-off election shall be held. The names of the individuals receiving the two greatest numbers of the votes will appear on another ballot and this process shall be repeated until an individual receives a majority of the votes cast. When candidates are nominated for a Board of Directors position, an election will be held. A nominated candidate must receive a majority of the votes cast to be elected to the board. If a board member believes there is not a viable candidate to elect to the board, board members have the right to abstain their vote during the election. Board candidates will still require a majority of the votes cast, inclusive of abstained votes, to be elected to the board. If after one round of voting, a candidate does not obtain the majority of votes, a motion will be required for discussion of candidates and a second round of voting. If the motion does not pass for discussion and second round of voting, the board seat will remain open until the next board meeting. If after the second round of voting, a candidate does not obtain the majority of votes, including any abstained votes, the board seat will remain open until the next board meeting.

Section 7. The USABA Board of Directors shall meet twice a year. One meeting shall be held between January 1 and July 1. The second meeting, to be known as the annual meeting, is open to all members and shall be held in the fall of each year. Additional meetings of the Board of Directors may be called by the president or a majority of the Board of Directors.

Section 8. Business may be transacted only if a quorum, a majority of the entire membership of the board, is present. A majority of the board members must approve an action before it may be implemented.

Section 9. Business may be conducted by mail, electronically, or by telephone conference. In either case, a majority of the entire membership of the Board of Directors is required to approve an action. Telephone conferences can be held only if approved by the majority of the Executive Committee.

Section 10. The president, immediate past-president, vice president, secretary, treasurer and sport advisory chairperson shall constitute the Executive Committee, which shall be empowered to act on behalf of the Board of Directors in the administration of the USABA and its programs, when so authorized by the Board of Directors or when the officers determine unanimously that full board action is not feasible, due to limitations on time, expense, personnel, etc.

Section 11. A member of the Board of Directors may be dismissed when 3/4 (three-fourths) of the board approves:

- a. If he/she misses two (2) consecutive board meetings without good and sufficient cause.
- b. If the member fails to reply, without cause, to two (2) consecutive mail votes.
- c. For other good and sufficient causes.

Section 12. A contract or other transaction between a corporation and a director of the corporation or any other corporation, firm, association or entity in which a director of the corporation is a director or an officer or is financially interested, may not be either void or voidable because of this relationship or interest or because the director is present at the meeting of the Board of Directors or a committee of the Board of Directors that authorizes, approves or ratifies the contract or transaction or because the director's votes are counted for such purposes if:

1. The fact of the relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested director;
2. The fact of the relationship or interest is disclosed or known to the members entitled to vote and the members authorize, approve or ratify the contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable to the corporation.
Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee of the Board of Directors that authorizes, approves, or ratifies the contract or transaction.

Section 13. All candidates for nomination must be submitted to the Nominating & Governance Committee at least 60 days in advance of the election for consideration. Candidates for election to the Board of Directors shall be placed in nomination by the Nominating & Governance Committee. All vetted and recommended candidates must be presented to the Board of Directors 30 days prior to the election for consideration.

Section 14. Where these bylaws do not apply, "Robert's Rules of Order Revised" shall be used to conduct business.

Section 15. Board members may serve up to three (3) consecutive four-year terms. After the conclusion of the third consecutive term, board members are required to step down for a minimum of two (2) years, following which he/she may serve on the board one additional four-year term. The maximum number of four-year terms any individual can serve is four.

Article V

Duties of the Board of Directors and the Officers

Section 1. The Board of Directors shall make every effort to carry out the purposes of the USABA.

Section 2. The Board of Directors, through the Sports Advisory Committee, shall be responsible for the selection of individuals to represent the USABA in international demonstrations and competitions.

Section 3. It shall be the responsibility of the USABA Board of Directors, through the Audit & Finance Committee, to arrange for an outside impartial audit of all funds in the national organization's name or placed in the national organization's account.

Section 4. The president shall preside at all meetings of the Board of Directors, appoint the members of all committees (unless otherwise stated in the motion ordering such committees to be named), conduct business by mail, electronically or

telephone as prescribed elsewhere in these bylaws and provide periodic reports concerning the performance of his/her duties.

Section 5. The vice president shall serve in the absence of the president, and perform such other duties as may be assigned to him/her by the Board of Directors.

Section 6. The secretary shall keep a true record of all proceedings at the meetings of the Board of Directors and the Executive Committee and maintain a file of documents pertaining to the USABA and perform such other duties as may be required by the board.

Section 7. The treasurer shall be responsible for overseeing the collection of all money and other property due to the USABA, maintaining a record of all financial transactions, receiving gifts and donations, preparing an annual report regarding the USABA's financial status, keeping a correct account of all receipts and disbursements, depositing all money received by the USABA in a reliable bank or banks to the credit of and in the name of the USABA and performing such other duties as the Board of Directors may assign.

The Treasurer shall serve as the chair of the Audit & Finance Committee and have oversight of the responsibilities as outlined in Article VI, Section 4.

Section 8. All checks must be signed by a person(s) authorized by the Board of Directors.

Section 9. All expenditures of the organization must be consistent with the approved annual budget or as specifically approved by the Board of Directors.

Article VI Standing Committees

Section 1. General

The standing committees of the USABA shall be the Strategic Direction Committee, the Fundraising Committee, the Audit & Finance Committee and the Nominating & Governance Committee. Each committee shall be composed of a chairperson appointed by the president, one board member and be comprised of at least 20% (twenty percent) athlete representation and other members as appropriate. All committee members must be current members of the USABA and shall serve to the end of the current Summer Olympiad.

Section 2. Strategic Direction Committee

- a. The President of the Board of Directors shall appoint the chair of this committee. The chair of the Strategic Direction Committee can appoint up to four members to serve on this committee.
- b. The members of the Strategic Direction Committee shall serve for terms of four (4) years or less. An individual shall not serve on the Strategic Direction Committee for more than two (2) consecutive terms.
- c. The Strategic Direction Committee is responsible for advising the board on progress towards the organization's mission, vision, strategic direction and major programs and services and to:
 1. Ensure board and management has implemented an effective strategic planning process, including development of a three to five year strategic plan which includes measurable goals and objectives;
 2. Periodically review the mission, vision, and strategic plan and make recommends to the board and executive director;
 3. Assist in the implementation of a process that monitors key strategic indicators, projects and programs;
 4. Monitor USABA's performance against measureable objectives in relationship to the strategic plan and update Board on progress quarterly.

Section 3. Fundraising Committee

- a. The President of the Board of Directors shall appoint the chair of this committee. The chair of the Fundraising Committee can appoint up to four members to serve on this committee.
- b. The members of the Fundraising Committee shall serve for terms of four (4) years or less. An individual shall not serve on the Fundraising Committee for more than two (2) consecutive terms.
- c. The Fundraising Committee is responsible for maintaining and creating strategies to increase revenue streams for the organization in order to carry out the mission. To accomplish this, its responsibilities are:
 1. To work with the executive director and Development Director to identify perspective major donors, foundations and corporations;
 2. To be responsible for involvement of all board members in giving process and in their fundraising efforts;
 3. To monitor fundraising efforts to ensure that ethical practices are in place those are cost-effective.

Section 4. Audit and Finance Committee

- a. The President of the Board of Directors shall appoint the chair of this committee. The chair of the Audit and Finance Committee can appoint up to four members to serve on this committee.
- b. The members of the Audit and Finance Committee shall serve for terms of four (4) years or less. An individual shall not serve on the Strategic Direction Committee for more than two (2) consecutive terms.
- c. The Audit and Finance Committee is responsible for:
 1. Review the reports of the auditors and management letters, and recommend action as needed;
 2. Investigate matters of fiscal controls and disclosure and other matters as directed by the board;
 3. Work with staff to make financial reports, recommendations and report to the Board of Directors;
 4. Review budgets initially prepared by staff, to help develop appropriate procedures for budget preparations and on a consistency between the budget and the organization's plans;
 5. Report to the board any financial irregularities, concerns, opportunities;
 6. Recommend financial guidelines and policies to the board;
 7. Make recommendations on the reserve funds and where they are managed.

Section 5. Governance and Nominating Committee

- a. The president of the Board of Directors shall appoint the chair of the committee. The chair of the Governance & Nominating committee can appoint the 3 members to this committee who include 2 board members of the board and one athlete.
- b. The members of the Governance and Nominating Committee shall serve for terms of four (4) years or less. An individual shall not serve on the Governance & Nominating Committee for more than two (2) consecutive terms.
- c. The Governance & Nominating Committee is responsible for making sure the board is qualified, capable, and governing the organization appropriately. This important committee ensures quality leaders govern efficiently and in accordance with nonprofit best practices. It also sees to it that USABA remains current on compliance requirements and educates and informs the board on these important areas.

The Nominating and Governance Committee is responsible for:

1. Lead the search for individuals qualified to become members of the board. The Nominating and Governance Committee shall select individuals for nomination to the full board to serve as directors who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment in collectively serving the long-term interests of the organization with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
2. Work with president and executive director to develop and implement an appropriate orientation program for new directors and identify opportunities to educate of existing directors;
3. Develop and recommend to the board for its consideration a set of governance guidelines that adheres to nonprofit best practices. The Nominating and Governance Committee shall review current compliance requirements on an annual basis, or more frequently if appropriate, and recommend changes to the board necessary;
4. To develop and recommend to the board for its consideration an annual self-evaluation process of the board and its substructures and maintain an on-going process with the board;

Article VII Amendments

Section 1. Proposed amendments to these bylaws shall be submitted in writing to the secretary of the USABA at least 60 (sixty) days before a board meeting, at which time they are to be considered. The secretary shall distribute copies of the proposed amendments to all members of the Board of Directors no later than 30 (thirty) days prior to the next Board of Directors meeting. In order to change any provision of these bylaws, an affirmative vote by 2/3 (two-thirds) of the members of the entire board shall be required.

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

Article VIII
Dissolution

Section 1. In the event of dissolution, the assets of the 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 of Directors.