



**AMENDED AND RESTATED**

**BYLAWS**

**of the**

**NATIONAL ARCHERY ASSOCIATION**

**OF THE UNITED STATES**

**dba**

**USA Archery**

**Approved: March 24, 2007**  
**Last Amended: July 31, 2025**

## **ARTICLE I NAME AND STATUS**

### **Section 1.1. Name.**

The name of the corporation is the National Archery Association of the United States, doing business as USA Archery (“USAA”). USAA may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

### **Section 1.2. Non-profit Status.**

USAA shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Colorado. USAA shall be operated for charitable and educational purposes, and it shall also have as its purpose to foster national and international amateur sports competition in the sport of Archery. USAA shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”).

## **ARTICLE II OFFICES**

### **Section 2.1. Business Offices.**

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

### **Section 2.2. Registered Office.**

The registered office of USAA required by the Colorado Revised Nonprofit Corporation Act (the “Nonprofit Corporation Act”) shall be maintained in Colorado. The registered office may be changed from time to time by the Board of Directors or by the officers of USAA, or to the extent permitted by the Nonprofit Corporation Act by the registered agent of USAA. The registered office may be, but need not be, the same as the principal office.

## **ARTICLE III**

### **MISSION**

#### Section 3.1. Purpose

The purpose of USAA is to foster the sport of Archery as a national pastime from which we can develop interest and abilities at all age levels to include international sports superiority in archery programs and athlete performance.

#### Section 3.2. Mission.

The mission of USAA shall be to enable United States athletes to achieve sustained competitive excellence in Olympic, Paralympic, World Championships and international competitions and to promote and grow the sport of Archery in the United States.

## **ARTICLE IV**

### **CERTIFICATION AS NATIONAL GOVERNING BODY**

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

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

a) Governance and Compliance.

- i. fulfill all responsibilities as an NGB as set forth in the Act
- ii. adopt and maintain governance and athlete representation policies complying with the requirements of these Bylaws
- iii. adopt and maintain an Athletes Advisory Council and Para Athletes Advisory Council as a part of its overall governance structure
- iv. adopt and maintain appropriate good governance practices
- v. be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code
- vi. adopt and enforce a code of conduct for its employees, members, Board of Directors, officers and contractors including clear conflicts of interest principles
- vii. adopt and enforce ethics policies and procedures
- viii. demonstrate an organizational commitment to diversity and inclusion
- ix. satisfy such other requirements as are set forth by the USOPC

b) Financial Standards and Reporting Practices.

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

c) Athlete Safety.

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

d) Sport Performance.

- i. maintain and execute on a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence, and in growing the sport
- ii. establish clear athlete, team, and team official selection procedures approved by the relevant Sport Committee and by the USOPC, for Delegation Event teams as applicable, and timely disseminate such procedures to the athletes and team officials
- iii. effectively conduct, in accordance with such selection procedures, a selection process, including any trials (as approved by the USOPC), to select athletes for Delegation Event teams
- iv. competently and timely recommend to the USOPC athletes, teams, and team officials for Delegation Event teams as applicable
- v. maintain and implement effective plans for successfully training Delegation Event athletes
- vi. satisfy such other requirements as are set forth by the USOPC

e) Operational Performance.

- i. demonstrate managerial capability to administer its operations and its sport
- ii. obtain and keep current insurance policies in such amount and for such risk management as appropriate
- iii. actively seek, in good faith, to generate revenue in addition to any resources that may be provided by the USOPC, sufficient to achieve financial sustainability
- iv. maintain and enforce grievance procedures that provide for prompt and equitable resolution of grievances and fair notice and an opportunity for a hearing before declaring an individual ineligible to participate;
- v. adopt, maintain, and enforce a whistleblower and anti-retaliation policy;
- vi. cooperate and work in partnership with the USOPC in preventing the unauthorized use of the names and trademarks of the USOPC, the words "Olympic," "Paralympic" and "Pan American," and their

derivatives, as well as their symbolic equivalents

- USAA will notify the USOPC if USAA is aware of unauthorized usage of the above names and/or trademarks;
- USAA will work with the USOPC to execute license agreements for USAA's use of USOPC intellectual property

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

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

- a. Compliance with the USOPC and USCSS Policies and Procedures. As a member National Governing Body of the USOPC, USAA shall adhere to the athlete safety rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.4.1(c)(ii) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent SafeSport organization designated by the USOPC to investigate and resolve SafeSport violations. The USOPC has designated the USCSS as that organization. The current SafeSport rules, policies and procedures are available at the offices of USAA or on-line at the following website: [www.safesport.org](http://www.safesport.org). USAA also shall adopt and maintain athlete safety policies and procedures consistent with the USCSS rules, policies, and procedures, as they may be modified or amended from time to time. USAA's current athlete safety rules, policies, and procedures are available at the offices of USAA or on-line at the following website: [www.usarchery.org](http://www.usarchery.org).
- b. Compliance with the USOPC, United States Anti-Doping Agency (USADA) and World Anti-Doping Agency (WADA) Rules and Regulations. As a member National Governing Body of the USOPC, USAA shall adhere to the anti-doping rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.4.1(c)(iv) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations. The USOPC has designated USADA as that organization. The current anti-doping rules, policies and procedures are available at the offices of USAA or on-line at the following website: [www.usada.org](http://www.usada.org) and <http://www.wada-ama.org/>.
- c. No individual who is an employee, contractor or agent of USAA may assist a member or former member of USAA in obtaining a new job (excluding the routine transmission of administrative or personnel files) if the individual knows that the member or former member a) violated the policies or procedures of the U.S. Center for SafeSport related to sexual misconduct; and/or b) was convicted of a crime involving sexual misconduct with a minor in violation of applicable law or the policies and procedures of the U.S. Center for SafeSport.

## **ARTICLE V MEMBERS**

### Section 5.1. Categories of Membership.

USAA shall have the individual and organization membership categories each requiring the qualifications and having the voting and other rights and privileges indicated:

- a. Individual Membership Categories –
  1. Adult Membership. Adult membership shall be granted to anyone in the following categories over the age of eighteen, upon application and payment of dues.
    - i. Athlete members. Athlete members are those individuals who register as competitive athletes and are eligible for competition in Archery.
    - ii. Coach members. Coach members are those individuals who register as active coaches and who are certified as level two or above by USAA.
    - iii. Judge members. Judge members are those individuals who register as active judges and who are certified as judges by USAA.
    - iv. Collegiate members. Collegiate members are those individuals who register as a current student enrolled in a two or four-year college/university.
    - v. Partner Association Adult members. Partner Association Adult members are those individuals who have a current membership in the National Field Archery Association (NFAA) and who hold a current instructor or coach certification with USAA.
  2. Youth members. Youth membership shall be granted to anyone up to and through the calendar year of their eighteenth birthday, upon application and payment of dues. Upon attaining their eighteenth birthday, a youth member shall automatically become eligible to be an adult member, upon application and payment of appropriate dues.
    - i. Partner Association Youth members. Partner Association Youth members are those youth individuals who have a current membership in the NFAA.
    - ii. Olympic Archery in the Schools (OAS) members. OAS members are those individuals who are a current member of an OAS Club.
  3. Family members. Family membership shall be granted to a family upon



application and payment of dues. Additional family members must reside at the same household address as the primary family member to be eligible for this membership type.

4. Recreational members. Recreational membership shall be granted to any individual, upon application and payment of dues.
5. Temporary members. Temporary membership shall be granted to any individual, upon application and payment of dues, who desires to have a membership that is only valid for one specific club or state level event.
6. Free members.
  - i. Trial Youth members. Trial youth members are individuals under age 18 who have never been a member of USAA. This limited time membership will be free and non-renewable.
  - ii. Promotional members. Promotional members are these individuals who are former members of USAA (all access, recreational and partner members only). Eligible members must be lapsed for a minimum of 30 days to be assigned this limited time membership at USAA's discretion. This membership will be free and non-renewable.
7. Life members. Life members are those individuals who register as life members and who pay to USAA a life membership fee.
8. Honorary members. Honorary membership, with exemption from regular dues, may be granted for exceptional merit or service, by the Board of Directors.
9. Fan members. Fan members are those individuals who register as fan member for the purpose of supporting the sport of archery (i.e. Insiders Club membership).
- b. Local Affiliated Organization (LAO) Membership Categories –
  1. Registered Clubs (Youth, OAS, Adult and Collegiate). Registered clubs are those Archery clubs that register as clubs, adhere to the USAA Club Terms and Conditions, and otherwise agrees to conduct their programs and events in accordance with and agree to be bound by the bylaws, rules and regulations of USAA and agrees to adhere to the relevant requirements of the Sports Act.
  2. State Association members. Registered State Associations are those that are invited to register as State Associations, adhere to the USAA State Association Terms and Conditions, and otherwise agrees to conduct their programs and events in accordance with and agree to be bound by the bylaws, rules and regulations of USAA and agrees to adhere to the relevant requirements of the Sports Act.

Each LAO member shall retain its own autonomy in its internal club or state association governance, competitions, finances, business, and other activities and affairs per USAA terms and conditions. Recognition by USAA and approval of membership in USAA shall be extended to the entity that is the LAO member only and not to the individual members or programs of the LAO member.

Whenever the term "members" is used herein without further modification, it shall refer to all members of every category.

#### Section 5.2.1. Voting and Other Rights of Members in USAA Elections

Members Entitled to Vote. Individuals who are U.S. citizens, 18 years or older and belong to any of the following membership categories shall be entitled to one vote in all matters submitted to a vote of the membership and one vote in an election for each member of the Board for which they qualify per Section 7.5 of the Bylaws: Adult members, Collegiate members, Life members, and Honorary members. Each member of a family registered under a Family membership who is a U.S. citizen and is eighteen years of age or older shall also be entitled to one vote on all matters submitted to a vote of the membership and one vote in an election for each member of the Board for which they qualify per section 7.5 of the Bylaws. Organizations belonging to the following membership categories shall be entitled to one vote in an election for directors of the Board: Registered Club members and Affiliated Organization members. No other voting privileges are conferred upon these members. Organizations will identify a primary contact person who must be 18 years or older and belong to any of the membership categories identified for individual members in this section to be entitled to vote in an election.

Organizations who have appointed a primary contact not meeting these requirements will result in the organization not being eligible to vote in an election for directors of the Board.

- a. Members Not Entitled to Vote. Youth members, Recreational members, Temporary members, Promotional members, Free members, Fan members, and LAO members have no voting privileges. Individual or family members of LAO's shall have no voting privileges unless they also belong to an individual membership category that is entitled to vote as provided in Section 5.2.1(a) of these Bylaws.
- b. An individual shall be a member of USAA forty-five days prior to the date of the election or membership vote (record date) to be eligible to vote in such election or membership vote. Notice of an upcoming election will be posted on the USAA website as well as sent via e-mail to current members who are potentially eligible to vote on a date specified by the then current Board of Directors Election Policy to assure that the member can renew membership if

needed before the forty-five-day deadline. After this forty-five-day deadline has passed, no changes will be made to the resulting list of eligible voters.

c. Member Benefits

Individual Membership Benefits: Individual membership benefits vary by membership type and by year and will be defined and published at [www.usarchery.org](http://www.usarchery.org). Benefits and/or other condition of membership will be defined in the Membership Terms and Conditions.

Club Membership Benefits: Club membership benefits vary by membership type and will be defined and published at [www.usarchery.org](http://www.usarchery.org). Benefits and/or other condition of membership will be defined in the Club Terms and Conditions.

State Association Membership Benefits: State Associations are official, recognized entities established in a state to carry out the programs of USA Archery to include the organization of indoor and outdoor state championship events. Benefits and/or other conditions of membership will be defined in the State Association Terms and Conditions.

Section 5.2.2. Voting and Other Rights of Members in Team USA Athletes' Commission Elections

- a. Athletes Entitled to Vote in Team USA Athletes' Commission Elections. Athletes eligible for candidacy and to vote in Team USA Athletes' Commission Elections must be a 10 Year Athlete, as is defined in the USOPC Bylaws, consistent with Section 7.4 of USAA Bylaws. Athlete Representatives to the Team USA Athletes' Commission must be directly elected by athletes from USAA who meet the same standard for 10 Year Athlete.

Section 5.3. Membership Requirements and Dues.

- a. Membership in USAA is a privilege and creates with it certain obligations and duties.
- b. It is the duty of individual members of USAA to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), the international sports federation, World Archery as the worldwide governing body for the sport of Archery international (the "International Federation" or "IF"), the USOPC including the USOPC National Anti-Doping Policy, and the U.S. Anti-Doping Agency (USADA), including the USADA protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the IF, the USOPC and USADA. Athlete members agree to submit to drug testing by World

Archery and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that an individual member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA protocol, or to the results management authority of World Archery, if applicable or referred by USADA.

- c. It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World Anti-Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by USAA, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USAA, inclusion in the Registered Testing Pool, or otherwise, subject to the World Anti-Doping Code to Comply with all anti-doping rules of WADA, the international sports federation, World Archery as the worldwide governing body for the sport of Archery international (the “International Federation” or “IF”), the USOPC, and of the U.S. Anti-Doping Agency (USADA Protocol) and all other policies and rules adopted by WADA, the IF and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the IF. In addition, Athletes agree to submit to drug testing by the IF, 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.
- d. U.S. Center for SafeSport (USCSS). As a condition of membership in USAA and a condition for participation in any competition or event sanctioned by USAA or its member organizations, each member and each athlete, coach, trainer, agent, athlete support personnel, medical or paramedical personnel, team staff, official and other person who participates in USAA events (whether or not a USAA member), agrees to comply with and be bound by USA Archery’s Safe Sport Policy and other USAA applicable policies and procedures, and the USSCS rules, policies and procedures and to submit, without reservation or condition, to the jurisdiction of the USSCS or to USAA for issues that do not fall within the USSCS’s jurisdiction 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 USAA rule is inconsistent with the rules of the USSCS, such rule is hereby superseded.
- e. The Board of Directors may establish such membership initiation fees,

periodic dues and other assessments, which may vary by category of membership, and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and the proration or refund of dues and assessments in appropriate cases as the Board of Directors shall deem necessary or appropriate. A dues schedule and information regarding USAA dues policy with respect to the various categories of membership shall be prepared in writing and made available to members from time to time as prescribed by the Board of Directors.

- f. Upon payment of annual dues, membership may be granted for one or more years from the date on which dues were paid, unless USAA and/or USCSS has issued any sort of membership suspension or disciplinary measure. Any member who is in arrears in the payment of dues shall be dropped from the membership rolls and all benefits and privileges associated with that membership will cease.

#### Section 5.4. Suspension and Termination of Membership.

A member shall have the right to a hearing prior to suspension or termination in accordance with procedures contained in Article 15 of these Bylaws.

Additionally, in the event either USAA or USCSS issues a jurisdictional hold on a potential member such person will not be allowed to obtain a membership unless and until such time as the person abides by the stipulations set forth by USAA and the USCSS.

#### Section 5.5. Membership Terms and Conditions.

Members shall have no ownership rights or beneficial interests of any kind in the property of USAA and must abide by the USAA Membership Terms and Conditions. Members may not transfer their USAA membership to another person.

## **ARTICLE VI REGIONAL DIVISIONS**

### Section 6.1. Regional Divisions.

The Board of Directors shall divide the United States into geographic regions as the Board determines in its sole discretion will best serve the interests of the sport of Archery. The Board may only change the geographic region division once every four years after the initial division. The regions shall be an extension of USAA and not separate entities. Additionally, USAA may hold regional competitions or conduct such other regional activities that promote the mission of USAA as the Board and the Chief Executive Officer determine in their sole discretion.

#### EAST REGION

Connecticut  
Delaware  
District of Columbia  
Maine  
Maryland  
Massachusetts  
New Hampshire  
New Jersey  
New York  
Pennsylvania  
Rhode Island  
Vermont  
Virginia  
West Virginia

#### SOUTH REGION

Alabama  
Arkansas  
Florida  
Georgia  
Kentucky  
Louisiana  
Mississippi  
North Carolina  
Oklahoma  
South Carolina  
Tennessee  
Texas

#### NORTH REGION

Illinois  
Indiana  
Iowa  
Kansas  
Michigan  
Minnesota  
Missouri  
Nebraska  
North Dakota  
Ohio  
South Dakota  
Wisconsin

#### WEST REGION

Alaska  
Arizona  
California  
Colorado  
Hawaii  
Idaho  
Montana  
Nevada  
New Mexico  
Oregon  
Utah  
Washington  
Wyoming

## **ARTICLE VII BOARD OF DIRECTORS**

### Section 7.1. General Powers.

Except as otherwise provided in the Nonprofit Corporation Act, these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USAA shall be governed by its Board of Directors.

### Section 7.2. Function of the Board.

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

- a. Implements procedures to orient new Board directors, to educate all directors on the business and governance affairs of USAA, and to evaluate Board performance;
- b. Selects, compensates, evaluates and has the ability to terminate the Chief Executive Officer and plans for management succession;
- c. Reviews and approves USAA's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. Focuses on long-term objectives and impacts rather than day-to-day management;
- e. Sets policy and provides guidance and strategic direction to management on significant issues facing USAA;
- f. Reviews and approves significant corporate actions;
- g. Oversees financial activities, to include the financial reporting process, communications with stakeholders, and USAA's legal and regulatory compliance program;
- h. Oversees effective corporate governance;
- i. Approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- j. Reviews and approves audited financial statements, financial and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;

- k. Monitors to determine whether USAA's assets are being properly protected;
- l. Monitors USAA's compliance with laws and regulations and the performance of its broader responsibilities;
- m. Ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis;
- n. Ensures that USAA adopts and maintains athlete safety rules, policies, and procedures that comply with the requirements of the USOPC and U.S. Center for SafeSport;
- o. Develops a review process for conflict of interest forms and timelines for the Ethics Committee to follow.

### Section 7.3. Qualifications.

Each director of the Board of Directors must be a citizen of the United States and eighteen years of age or older. Each director of the Board of Directors will be required to complete and maintain a USCSS training and current USAA background screening for the duration of their service on the Board. Each Director must complete a formal Board onboarding and annual training as outlined in the USAA Board of Directors and Designated Committee: Onboarding Procedures and Annual Training Requirements. Each Director will be required to sign a Board Member Affirmation and Agreement of Confidentiality. A director need not be a resident of Colorado.

A director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, (iii) possess an understanding of athletic competition and the Olympic and Paralympic ideals, (iv) have diverse experience in the key business, financial, and other challenges that face USAA, (v) have experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport, and (vi) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USAA. At least one of the independent directors, who shall also serve on the Audit Committee, shall have financial expertise.

Members of the Board of Directors shall be selected without regard to race, color, religion, national origin, sexual orientation, gender identity and sex (provided that to the extent USAA conducts separate male and female programs), it shall provide for reasonable representation of both males and females on the Board of Directors.

Directors shall inform the N&GC ("N&GC") of any changes in their employment responsibilities or other constraints on their time for the N&GC to determine whether it is appropriate to nominate the Board director for continuing Board service.



#### Section 7.4. Number of Directors and Composition of the Board.

The Board of Directors shall consist of eleven (11) total voting directors, and one non-voting director (exception noted below) comprised as follows:

- a. There are four (4) voting representatives of the Athlete members of USAA:
  - One (1) of whom shall be the USAA representative to the Team USA Athletes' Commission,
  - One (1) of whom shall be from the Para Athlete Advisory Council,
  - Two (2) of whom will be at-large athlete member of USAA, who meets the "Eligible Athlete" or "Eligible Para Athlete: definition set forth below, as well as the Qualifications in 7.3.

(collectively, the "Athlete Directors")

Athlete Directors shall equal at least 33.33% of the Board of Directors. All Athletes will need to meet the criteria set forth for either an "Eligible Athlete" or an "Eligible Para Athlete". The alternate USAA representative to the Team USA Athletes' Commission shall have an automatic seat on the Board of Directors as a non-voting member. However, the alternate USAA representative to the Team USA Athletes' Commission, when present, shall be permitted to vote when the USAA representative to the Team USA Athletes' Commission is absent from the meeting. Furthermore, at least one (1) of the Athlete Directors must be female.

Ten-Year Athletes shall be defined as in Section 1.3(ee) of the USOPC Bylaws:<sup>1</sup>

10 Year Athletes ("Eligible Athlete") are those individuals: (i) who have been selected to represent the United States as athletes in the senior division in the Olympic Games, the Pan American Games, World Target Championships (Outdoor) or whom have been funded to attend Outdoor World Cup competitions in the sport of Archery within the previous ten years.

10 Year Para Athletes ("Eligible Para Athlete") are those individuals: (i) who have been selected to represent the United States as athletes Recurve Open, Compound Open and/or W1 division in the Paralympic Games, the Para Pan American Games, or whom have been funded to attend the Para Pan Am championships, Para World Championships, or Para Cup events within the previous ten years.

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<sup>1</sup> USOPC uses the language 10 Year Athlete and USAA uses the language Eligible Athlete and Eligible Para Athlete. The definitions are interchangeable; USAA's definition varies only to cite the sport-specific events that determine eligibility, as agreed upon by USOPC and USAA. USOPC language is required in section 5.2.2 and Article XII.

- b. Two (2) at-large representative who shall be a member of USAA's general membership.
- c. Five (5) independent directors (the "Independent Directors") as defined in Section 7.6. Independent Directors shall equal at least 25% of the Board of Directors.
- d. One (1) Affiliate Seat will be created and added to the Board immediately in the event that a qualified affiliate<sup>2</sup> is identified.

With regard to the Board members set forth in subsection (b), they shall be drawn from appropriate representation in the U.S. Archery community, with no single constituency having been involved in selecting a majority of directors.

#### Section 7.5. Nomination and Election.

The USAA Board of Directors shall be nominated and elected in the following manner:

- a. No Multiple Candidacies. No person may, in any one election, be a candidate for more than one position on the Board of Directors.
- b. Once the Nominations and Governance Committee ("N&GC") has determined that the nominee for a Director position is qualified to serve if elected, the nominee will initiate a membership with USAA (if not already a member) and complete the background screening required to be on the election ballot. The Director will complete a USCSS training through the USAA membership system within 45 days of being elected. An Independent Director candidate who initiates a membership solely for the purpose of completing the required background screening and USCSS training will not be considered as having a material relationship with USAA.
- c. Board of Director seat elections will be administered in a fair, consistent, and appropriate manner, such that USAA will confirm that the election is free of conflicts, voter eligibility is reviewed and validated, and election procedures are followed consistently regardless of election platform used. Board of Directors seat elections will be conducted using instant run-off voting (IRV) or "ranked choice voting" in which voters rank candidates by preference on their ballots. If a candidate wins a majority of first choice votes (50% +1), they are declared the winner. Should no candidate win a majority of first choice votes, the candidate receiving the least number of votes in the first round is

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<sup>2</sup> A qualified affiliate is defined as reasonable and direct representation for any amateur sports organization, high-performance management organization, or Paralympic sports organization that (1) conducts a national program or regular national amateur athletic competition in the applicable sport on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in amateur athletic competition; and (2) ensures that representation reflects the nature, scope, quality, and strength of programs and competitions of the applicable organization in relation to all other programs and competitions in the sport of the United States.

eliminated. The votes of the eliminated candidate are then distributed to the second choice indicated by the vote. In each round, each voter's ballot shall count as a single vote for whatever continuing candidate the voter has ranked highest. The candidate with the fewest votes after each round shall be eliminated until only two candidates remain, with the candidate then receiving the greatest number of votes (which will always be over the 50% threshold by definition) being elected. If any of the candidates are tied at the end of the first count, the tie is broken by using a count of second choice votes, using only the second-choice votes of the tied candidates. Any subsequent ties in later counts are to be broken by the previous count of the tied candidates.

d. Athlete Directors.

The Team USA Athletes' Commission Athlete Representative and Alternate Athlete Representative will be USAA's representatives to the Team USA Athletes' Commission, elected pursuant to Section 12.3 of these Bylaws, in compliance with Team USA Athletes' Commission Bylaws and USOPC Bylaws.

The Para Athlete Director will be elected pursuant to Section 11.16 of these Bylaws.

Any Eligible Athlete or Eligible Para Athlete will be eligible to run for and vote in the At-Large Athlete election.

The AAC, Para AAC and the N&GC must develop a process to jointly identify and vet candidates to serve as the Eligible Athlete and Eligible Para Athlete representatives. The Ethics Committee will conduct a review of nominee materials and report to the N&GC whether a candidate has a conflict in any areas which would preclude them from serving on the Board of Directors per the USAA Conflict of Interest Policy. Athlete Representatives of various Athlete Advisory Councils will already possess a current background screen and COI review due to their role.

The N&GC will then request that nominees for the At-Large Athlete Director initiate a background screening through the organization's membership system. Following successful completion of the nominees' background screening and confirmation that there are no current USCSS adjudications, the names of all qualified nominees who shall then stand for election will be announced.

All athlete representatives to the USAA Board of Directors must be directly elected by the pool of athletes who meet the requirements of an Eligible Athlete and Eligible Para Athlete, are citizens of the United States and eighteen years of age or older. Each athlete representative in good standing shall have one vote. Any higher standard, addition, restriction, or exception to the requirements of Section 8.5.3 of the USOPC Bylaws must be approved by the USAA AAC and submitted to the NGB Athlete Representation Review Working Group for review and approval. Situations in which USAA might seek an exception:

- Use of proportional or weighted voting to achieve the necessary level of athlete representation in extraordinarily large legislative bodies.
- Designation of additional events beyond Delegation Events to expand the pool of eligible 10-Year or 10-Year+ Athletes.

e. At-Large Director.

At an appropriate time, the N&GC will solicit nominations of individuals who are eligible voting members to serve as the At-Large Director to be elected, in accordance with procedures to be established by the Board of Directors Election Policy.

Any member of USAA that meet the qualifications may run for and vote in this election.

The nominees will be considered by the N&GC to determine that they each meet minimum qualifications to serve if elected. The Ethics Committee will conduct a review of all qualified nominee materials and report to the N&GC whether a candidate has a conflict in any areas which would preclude them from serving on the Board of Directors per the USAA Conflict of Interest Policy. The N&GC will then request that the nominees initiate a background screening through the organization's membership system. Upon successful completion of the nominees' background screening and confirmation that there are no current USCSS adjudications, the names of all qualified nominees who shall then stand for election will be announced.

Any individual member who is entitled to vote as defined in Section 5.2 of these Bylaws shall be eligible to vote for the At-Large Director. Each qualified voter will have one vote.

f. Independent Directors.

Effective April 21, 2024, a new Independent Director seat will be added to the Board of Directors with the new term directive, three (3) years (2024-2026).

At an appropriate time, the N&GC will solicit nominations of individuals to serve as the Independent Directors to be selected in accordance with procedures outlined in the USAA Board of Directors Election Policy.

In soliciting or identifying nominees, the N&GC will consider the necessary expertise and diversity determined by the USAA Board of Directors and that nominees meet minimum qualifications to serve. The Ethics Committee will conduct a review of nominee materials and report to the N&GC whether a candidate has a conflict in any areas which would preclude them from serving on the USAA Board of Directors per the USAA Conflict of Interest Policy. The Board of Directors will determine if the final slate of candidates meets the experience and diversity requirements that were communicated to the N&GC. The N&GC shall then identify the Independent Director to be selected from among nominated individuals determined by the N&GC to be independent in accordance with Section 7.6 of these Bylaws. The N&GC will request that the selected individual become a USAA member for the purpose of initiating a background screening and

completing the USCSS training through the organization's membership system and confirm that there are no current USCSS adjudications before the selection to the seat is finalized.

#### Section 7.6. Independent and Affiliate Representation.

##### a. Independent Representation

The Board, through its N&GC, shall affirmatively make a determination as to the independence of each independent director, and disclose those determinations. Each "independent director" shall be determined to have no material relationship with USAA, either directly or through an organization that has a material relationship with USAA. A relationship is "material" if, in the judgment of the N&GC, it could interfere with the director's independent judgment. In determining whether a director is independent, the N&GC shall apply the guidelines set forth below.

A director shall not be considered independent if, within the preceding two years:

- a. The director or an immediate family member was employed by or held any governance position (whether a paid or volunteer position) with USAA, the IF recognized by the International Olympic Committee (IOC) and/or International Paralympic Committee (IPC), or any sport family entity of Archery;
  - (i) Individuals serving as an independent member of a USA Archery committee may continue to be considered as having an independent perspective if they stand for election/selection to a board seat reserved for a member with an independent perspective following committee service without stepping away from USA Archery service for two years if they have continued to meet all other criteria for an independent perspective.
- b. The director is/was affiliated with or employed by USAA's outside auditor or outside counsel;
- c. An immediate family member of the director is/was affiliated with or employed by the USAA's outside auditor or outside counsel as a partner, principal or manager;
- d. The director is/was a member of USAA's Athlete Advisory Council or USAA's Para Athlete Advisory Council, an Athlete member, Coach member, Judge member, or any other member of any other constituent group with representation on the Board;
- e. The director received any compensation from USAA, directly or indirectly (other than for expenses related to the performance of the duties of a

USAA director).

- f. The director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USAA;
- g. The director or any immediate family member of the director had any relationship or affiliation or engaged in any activity, employment or other role that, in the judgment of the N&GC, could interfere with the director's independent judgment;
- h. The director is/was the parent or close family member or coach of an athlete that has competed in a Protected Competition (as defined by the USOPC Bylaws); or
- i. The director is/was a member of USAA in a membership category that participates in Protected Competitions.

The Director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term, with exceptions related to their service on the board, such that an independent member is excepted from the requirement prohibiting them from holding any governance position with USOPC, USAA, and/or World Archery (WA), provided the only governance position they hold is their board position or related to their board position (e.g., a board member does not lose their independence as a result of serving successive terms or serving as a board liaison to the WA). A serving independent member is excepted from the requirement prohibiting them from accepting any payment from USAA, provided that all payments received are reimbursements for approved expenses reasonably incurred as part of their board duties.

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

#### b. Affiliate Representation

As required in §220522(12) of the Act, NGBs must provide for reasonable and direct representation for any organization that:

1. Conducts a national program or regular national amateur athletic competition in the applicable sport on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competition; and
2. Ensures that the representation reflects the nature, scope, quality, and strength of the programs and competitions of the applicable organization in relation to all other programs and competitions in the sport in the United States.

If there are no organizations that meet the definition in the Act, the affiliated organization

board seat may remain vacant or be otherwise filled by another board member, so long as the board seat remains immediately available if an affiliated organization qualified to elect a member is identified, or the NGB Bylaws require the creation of a seat when an affiliate organization meeting the criteria is identified.

Should this role be vacant, the seat will not count towards to the total membership of the Board of Directors for the purposes of calculating one third athlete composition nor calculation of quorum. The seat will be immediately filled and count towards the calculation of the proportion of athlete composition and quorum requirements upon the identification of a qualified Affiliated Organization member.

#### Section 7.7. Terms and Term Limits.

The term of office for a Director shall be three (3) years as of January 1, 2024, with the exception of the Team USA Athletes' Commission Athlete Representative whose term will remain four (4) years. Directors may serve two consecutive terms maximum. The terms of Directors shall be staggered. The Board shall have the discretion to modify at any time the term of any director by no more than one (1) year as necessary to maintain the staggered nature of the Board of Directors. A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.

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 two years or more, such term shall constitute a full term. Thus, if the vacancy being filled is for two or more years, and the maximum term is three years, the director may serve two additional three-year terms following completion of the filled vacancy term. If the vacancy being filled is for less than one half the maximum term, the term shall not be a full term, and the director shall be able to serve two additional full terms following completion of the filled vacancy term.

Any Director who has served two (2) consecutive full terms in any position on the Board of Directors shall be subject to a mandatory three-year cooling off period before they can be elected again to a position on the Board of Directors (i.e., such person must "layoff" from service as a Director for three (3) years.

The term of the Chair of the Board shall be two (2) years. No individual shall serve as Chair for more than three (3) consecutive terms.

#### Section 7.8. Director Attendance.

Directors of the Board of Directors shall be expected to attend in person all regularly scheduled Board meetings, though for exigent circumstances a director may participate in a meeting by telephone or via a virtual online platform. Directors shall be required to attend no less than one half of all regularly scheduled Board meetings in person.

Directors, to include Athlete Directors, will be reimbursed for pre-approved expenses for

Board of Director's meetings per the USA Archery Travel Policy.

#### Section 7.9. Director Access to Management and Outside Advisors

USAA's senior management team shall attend Board meetings on a regular basis, both to make special presentations and as a discussion resource and shall be available to Board directors outside of meetings. All Board director contact with members of USAA's management team, other than the Chief Executive Officer, outside of Board meetings shall be directed to the Chief Executive Officer, though this requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board (as opposed to individual Board directors) directly of appropriate matters.

#### Section 7.10. Resignation, Removal and Vacancies.

Any director may resign at any time by giving written notice to the Chair or the Chief Executive Officer of USAA, except the Chair's resignation shall be given to the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. In addition, (i) the unexcused absence of a director from more than one half of the regular meetings of the Board during any twelve-month period or (ii) the failure to comply with onboarding and training requirements, (iii) failure to comply with the Board Member Affirmation and Agreement of Confidentiality, (iv) the failure to provide required conflict of interest and other required compliance forms and required updates to include, a current USA Archery Background Screen or a current USCSS training within 30 days of notification, shall be deemed to constitute the resignation of such director, provided, however, that such unexcused absences or any such failure shall only be effective as a resignation at such time as the subject absences or failure is confirmed by an affirmative vote from the Board of Directors.

The Team USA Athlete Representative and Alternate seats are ex officio as a result of the individuals' election as the Team USA Athletes' Commission Representative and Alternate. Should an individual resign from their Athletes' Commission role, they are also removed as a member of the USA Archery Board of Directors.

If it is alleged that a Director failed to comply with the Board Member Affirmation and Agreement of Confidentiality, it is the expectation that Board will immediately notify the USA Archery (USAA) Board of Justice ("BOJ"). The Director shall submit to a hearing before BOJ by which the BOJ will determine, by a preponderance of the evidence, in accordance with USAA's Disciplinary Proceedings and Grievance Policy Hearing Procedures, whether Director has violated any of the Director's obligations of confidentiality. In the event the BOJ determines that the Director has violated any of such Director's obligations of confidentiality, a vote to remove Director shall be conducted no later than sixty (60) days following the BOJ ruling in accordance with this Section 7.10.



Directors may be removed in the following manner:

- a. A director elected by members may be removed by the membership category or body that elected such director, by a two-thirds (2/3) affirmative vote of the votes cast (excluding the voting power of the director in question) at any duly noticed meeting of such members called for the purpose of removing that director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director. The Board of Directors may call for such meeting upon two-thirds (2/3) affirmative vote of the directors then in office conducted in accordance with the same procedures as set forth in 7.11 (b) below.
- b. A director elected by the Board of Directors (or selected by the N&GC) may be removed by the directors then in office, by a two-thirds (2/3) affirmative vote at any duly noticed meeting of the Board called for the purpose of removing that director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director.
- c. No director shall be subject to removal or to not being re-named based on how they vote as a director unless such voting is part of a violation of USAA's Code of Ethics-

A director's position on the Board of Directors shall be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any vacancy occurring in the Board shall be filled as set forth for the election of the director of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Similar rules shall apply to resignations, removals, and vacancies in the office of Chair.

#### Section 7.11. Regular and Special Meetings.

USAA's Board shall meet at regularly scheduled meetings at least two times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty percent of the Board.

#### Section 7.12. Notice of Meetings.

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each director of the Board by or at the direction of the Chair of the Board. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, 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 five days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by

facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete.

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

#### Section 7.13. Quorum and voting.

The presence of a majority of the directors of the Board of Directors at the time of any meeting shall constitute a quorum for the transaction of business, and the act of a majority of directors on the Board shall constitute the act of the Board.

Directors are required to disclose any conflict of interest prior to voting. It is the responsibility of the Chair of the Board of Directors to confirm that no conflict of interest exists for any Directors participating in a vote.

#### Section 7.14. Voting by Proxy.

No director may vote or act by proxy at any meeting of directors.

#### Section 7.15. Presumption of Assent.

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

#### Section 7.16. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if notice is transmitted in writing to each and every member of the Board and each member of the Board by the time stated in the notice either: (i) votes for such action; (ii) votes against such action; (iii) abstains from voting; or (iv) fails to respond or vote. Each director who delivers a writing described in this Section 7.16 to USAA shall be deemed to have waived the right to demand that action not be taken without a meeting.

The notice required by this Section 7.16 shall state: (i) the action to be taken; the time by which a director must respond; (ii) the time by which a director must respond; (iii) that failure to respond by the time stated in the notice will have the same effect as: (A) abstaining in writing by the time stated in the notice and (B) failing to demand in writing by the time stated in the notice that action not be taken without a meeting; and (iv) any

other matters that USAA determines to include.

Action is taken under this Section 7.16 only if, at the end of the time stated in the notice transmitted: (i) the affirmative votes in writing for such action received, and not revoked, equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted and (ii) USAA has not received a written demand by a director that such action not be taken without a meeting.

Such action shall have the same force and effect as a vote of the Board members at a duly called meeting at which a quorum was present.

Unless the notice transmitted under this Section 7.16 states a different effective date, action taken pursuant to this Section 7.16 shall be effective at the end of the time stated in the notice.

#### Section 7.17. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

The Board of Directors shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile, if in the judgment of the Chair of the Board the urgency of the case requires such action. Action by mail, electronic mail, or facsimile must comply with the requirements for action without a meeting as described in Section 7.16.

Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence at the meeting for all purposes.

#### Section 7.18. Agenda.

The Chair, in consultation with the Chief Executive Officer and the Chairs of the Board's committees, shall determine the agenda for Board meetings. Board directors shall be permitted to request items for inclusion on the agenda for Board meetings.

#### Section 7.19. Questions of Order and Board Meeting Leadership.

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

#### Section 7.20. Effectiveness of Actions.

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or

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

#### Section 7.21. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board of Directors shall be open to members to observe only, and where appropriate, non-members. However, in the event the Chair of the Board, with the consent of a majority of the directors of the Board in attendance, deems it appropriate:

(i) to exclude non-members at an open meeting for any reason, then the Chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matters, then the Chair may specifically designate and call an executive session. Alternatively, the Board of Directors may upon its own motion, convene an executive session. Minutes of each board meeting or conference call shall be taken by the Secretary and sent to each member of the Board of Directors in a timely manner. The minutes will state high-level topics discussed in executive session, if any, and when individuals recuse themselves due to a conflict of interest.

#### Section 7.22. Minutes of Meetings.

A summary of the minutes of all meetings of the Board of Directors for at least the prior three years shall be published on USAA's website. Minutes will be published quarterly, at a minimum. The minutes will be unofficial until approved at the next scheduled board meeting, upon which time will be published on USAA's website. USAA will provide any prior meeting minutes available to the USOPC upon request. Meeting minutes shall make note of the following:

- Attendees at meetings;
- Summary of discussion topics and content;
- Conflict of interest declarations;
- Motions taken
- Recusals from discussions, votes, or the meeting due to an apparent conflict of interest
- Confirm financial reports were provided to the board, at least three times per year, and confirm discussion

#### Section 7.23. Compensation.

Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USAA's policies. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of USAA in any other capacity, provided that the rendering of such services and such compensation are approved by the Ethics Committee.

## **ARTICLE VIII OFFICERS**

### Section 8.1. Designation.

The only officer of USAA shall be a Chair of the Board. The Chair of the Board shall be an individual who can provide an independent perspective.

USAA shall also have a Secretary, who shall be designated by the Chief Executive Officer and who shall be a member of the USAA staff, as referred to in Section 8.2, below.

### Section 8.2. Election/Selection.

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

The Chief Executive Officer shall designate the Secretary to serve as USAA's corporate secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings. The Chief Executive Officer may also designate, if needed, a person to serve as Assistant Secretary. The Secretary and Assistant Secretary, if any, (i) shall be an employee of USAA, (ii) shall be approved by the Board of Directors and (iii) shall not be a member of the Board of Directors and shall not have a vote on the Board.

### Section 8.3. Term.

The term of office of the Chair of the Board shall be two years. The Chair election will take place during the Fall meeting prior to the end of the current Chair's term. The newly elected Chair shall take office on January 1<sup>st</sup> of the following year. The Chair shall hold office until the Chair's successor is elected and qualified, or until the Chair's earlier resignation, removal, incapacity, disability or death.

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

#### Section 8.4. Term Limits.

Notwithstanding the provisions of Section 8.3 or Sections 7.7, 7.8 and 7.9. of these Bylaws, no individual shall serve as Chair for more than three consecutive terms of service during any three maximum term periods. No Chair of the Board shall serve more than three terms during a nine-year period. However, for the Chair serving upon the adoption of these Bylaws, the initial term of two years shall constitute a full term and such individual shall be eligible to serve only one additional two-year term.

When a Chair is elected to fill a vacancy because of the Chair's resignation, removal, incapacity, disability or death, and the remaining term is for more than one year, such term shall constitute a full term. If the vacancy being filled is for one or more years, the Chair can serve two additional two-year term following completion of the filled vacancy term. If the vacancy being filled is for less than one year, the term shall not be a full term and the director can serve three additional two-year terms following completion of the filled vacancy term.

#### Section 8.5. Authority and Duties of Officers.

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

- a. Chair of the Board. The Chair shall: (i) exercise such powers and perform such other duties as from time to time may be assigned by the Board, (ii) set all meetings and meeting agendas, (iii) preside at all meetings of the Board of Directors, and (iv) see that all Board commitments, resolutions and oversight are carried into effect, except as the Chair may delegate to the Chief Executive Officer or others.
- b. Secretary. The Secretary shall: (i) keep the minutes of the proceedings of the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; (iv) perform all duties incident to the office of Secretary; and (v) perform such other duties as from time to time may be assigned to the Secretary by the Chief Executive Officer or by the Board.
- c. Assistant Secretary. An Assistant Secretary, if any, shall have the same duties and powers as the Secretary.

#### Section 8.6. Resignation, Removal and Vacancies.

An officer's position with USAA may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair of the Board may resign at any time

by giving written notice to the Board of Directors. The Secretary or Assistant Secretary, if any, may resign at any time by giving written notice to the Chief Executive Officer. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

In addition, (i) the unexcused absence of a member from more than one half of the regular meetings of the committee during any twelve-month period or (ii) the failure to comply with onboarding and training requirements by the due date, (iii) failure to comply with the Committee Member Affirmation and Agreement of Confidentiality, (iv) the failure to provide required conflict of interest and other required compliance forms and required updates to include, a current USA Archery Background Screen or a current USCSS training within 30 days of notification, shall be deemed to constitute the resignation of such member, provided, however, that such unexcused absences or any such failure shall only be effective as a resignation at such time as the subject absences or failure is confirmed by an affirmative vote from the respective committee.

The Chair may be removed for cause upon the affirmative vote of at least two-thirds of the total voting power of the Board (excluding the voting power of the director in question). The Chair may also be removed not for cause upon the affirmative vote of at least three-fourths of the total voting power of the Board (excluding the voting power of the director in question). The Secretary or Assistant Secretary, if any, may be removed by the Chief Executive Officer, with or without cause.

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

#### Section 8.7. Compensation.

The Chair of the Board shall not receive compensation for his or her service as Chair, although the reasonable expenses of the Chair may be paid or reimbursed in accordance with USAA's policies. The Chair shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of USAA in any other capacity, provided that the rendering of such services and such compensation are approved by the Ethics Committee.

#### Section 8.8. Surety Bonds.

The Board of Directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

## **ARTICLE IX DESIGNATED COMMITTEES**

### Section 9.1. Designation.

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

USAA shall have the following designated committees:

1. Audit Committee
2. Ethics Committee
3. Board of Justice (BOJ)
4. Nominating and Governance Committee (N&GC)
5. Selection Procedures Committee

The Board of Directors or the Chief Executive Officer, with the approval of the Board of Directors, may establish and remove advisory councils and task forces, including subcommittees, as the Board or Chief Executive Officer deem necessary and appropriate.

The responsibilities of the designated committees are set forth in other sections of this Article IX. Designated committee, advisory councils and task forces, including subcommittees members are required to complete and maintain a current USCSS training and a current USAA background screening for the duration of their service as related.

Responsibilities of committees, advisory councils, subcommittees and task forces shall be assigned when they are formed by the Board of Directors or the Chief Executive Officer. Each subcommittee member must complete a formal onboarding and annual training as outlined in the USAA Board of Directors and Designated Committee: Onboarding Procedures and Annual Training Requirements. Additionally, members of the Ethics Committee, Nominating and Governance Committee and Board of Justice Committee will be required to sign a Committee Member Affirmation and Agreement of Confidentiality.

Committee members must complete a conflict of interest disclosure forms and provide the forms to the Ethics Committee for review.

Each designated committee, advisory council, subcommittee and task force may establish procedures as are deemed to be reasonable and appropriate for conducting its business and affairs. After establishing such procedures, they shall be reported to the Board of Directors and to the Chief Executive Officer, and the Board shall have the right, but not any obligation, to approve the operating procedures.



### Section 9.2. Assignments.

Except for the Compensation Committee, Nominating and Governance Committee and Selection Procedures Committee, designated committee assignments, including the designation of Chairs, shall be made as member terms expire by the Board. The Board of the Directors has the right to re-assign or remove the committee chair.

Assignments shall be made based on a combination of factors including each individual member's expertise and the needs of USAA and these Bylaws. Except for athlete committee appointments, which will be made by the Athlete Advisory Council and the Para Athlete Advisory Council, the Board of Directors will select the designated committee members as well as three Diversity, Equity, Inclusion and Access Advisory Council members subject to approval by the Board. Designated committee agendas shall be developed by the committee chair in consultation with USAA and with the input of other directors.

### Section 9.3. Number.

Except as otherwise provided for in Articles XI and XII, membership on designated committees, advisory councils, and task forces shall not exceed six (6) individuals, except for the Board of Justice and the Selection Procedures Committee, which shall not exceed (10) individuals.

### Section 9.4. Athlete Representation.

All designated committees shall have at least thirty-three percent or one third (33.33%) athlete representation. At least half of the athlete representatives must be 10-Year Athlete representatives. The remainder must be either 10-Year or 10-Year+ Athlete representatives. For Designated Committees which review the selection procedures for athletes, coaches, and/or staff for Para sport Protected Competitions, at least half of the athlete representatives must have gained eligibility through competing in a Para sport event.

Athlete Representatives on all committees will be selected by the Athlete Advisory Council and Para Athlete Advisory Council from the pool of athletes who meet the requirements of an "Eligible Athlete" and "Eligible Para Athlete" and are citizens of the United States and eighteen years of age or older.

All other non-designated committees, advisory councils, and task forces shall have at least thirty-three percent or one third (33.3%) athlete representation. Athlete representatives may be either Eligible Athletes, Eligible Para Athletes, or Actively Engaged Athletes.

All other non-designated committees, advisory councils, and task forces will be selected by the Athlete Advisory Council and Para Athlete Advisory Council from a pool of athletes who meet the Eligible Athlete, Eligible Para Athlete, or Actively Engaged

Athlete. Actively Engaged Athletes is defined as:

- (i) An athlete who qualifies as an Eligible Athlete or Eligible Para Athlete; (ii) an athlete who has been actively engaged in 24 months prior to selection in a USAA sanctioned event, which may include events that categorize entrants in age-restricted classifications; (iii) an Athlete Competition Partner, as defined in the IPC Accreditation Guide, who serves an athlete qualifying under (i) or (ii) above.

#### Section 9.5. Tenure.

Except as otherwise provided for in Articles XI and XII, the term for all designated committee members, with the exception of the Selection Procedures Committee, and advisory council members shall be two (2) years<sup>4</sup>. A designated committee or advisory council member shall remain on the committee or advisory council until the member's successor is appointed, or until the 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 years.

The Selection Procedures Committee is not subject to terms.

#### Section 9.6. Term Limits.

Except as otherwise provided for in these Bylaws, no committee, with the exception of the Selection Procedures Committee, or advisory council member shall serve for more than three (3) consecutive terms. If the committee or advisory council member's initial term is less than one (1) year, the term shall not be a full term and the committee or advisory council member shall be able to serve an additional two (2) year term.

All committee members, with the exception of the Selection Procedures Committee, agree to complete a formal onboarding process within a reasonable time, generally not to exceed three months from the member's start date.

The Selection Procedures Committee is not subject to term limits.

#### Section 9.7. Committee Member Attendance.

Committee, advisory council and task force members are expected to attend in person all regularly scheduled meetings of which they are a member. Participation by telephone or online forum shall be permitted. Each committee, advisory council or task force member must attend a minimum of at least one half of the meetings of which they are a member during any twelve-month period.

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<sup>4</sup> December 20, 2024, Board of Directors voted to extend term limits for select committee members serving on the Ethics Committee and the Board of Justice in order to implement the staggering of terms.

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

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

Except as otherwise provided for in Article XI with respect to removal from the Athlete Advisory Council or the Para Athlete Advisory Council, Committee, advisory council or task force members may be removed by the Board of Directors or the Chief Executive Officer, on the recommendation of the committee Chair, if they fail to attend in person more than one half of the regular committee or task force meetings during any twelve month period, unless they are able to demonstrate to the directors of the Board, or to the Chief Executive Officer, if appointed by the Chief Executive Officer, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee, advisory council or task force members may also be removed for cause, including failure to complete and/or keep current a USA Archery background screening, USCSS SafeSport training and/or provide conflict of interest disclosure documents and/or updates to the same within 30 days of request, upon the affirmative vote of at least two-thirds of the total voting power of the Board (excluding the voting power of the committee member in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee, advisory council or task force members may also be removed not for cause upon the affirmative vote of at least three-fourths of the total voting power of the Board (excluding the voting power of the director in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer.

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

#### Section 9.9. Open and Executive Meeting Sessions.

Ordinarily, all committee, advisory council and task force meetings shall be open to USAA members, and where appropriate, non-members. However, in the event the committee, advisory council or task force chair, with the consent of a majority of the committee, advisory council or task force members in attendance, deems it appropriate to exclude persons who are not members of the committee, advisory council or task force at

an open meeting for any reason, then the chair may (i) declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Alternatively, the committee, advisory council or task force may upon its own motion, convene an executive session.

The Selection Procedures Committee is exempt from open meeting session requirements.

#### Section 9.10. Reports.

Each designated committee chair shall render a full report of its activities upon the request of the Chair of the Board of Directors, but in any event will make a written report on committee matters to the Board at least annually by such date as may be established from time to time by the Board of Directors. USAA staff solicit feedback from relevant Advisory Councils prior to proposing USAA policy, rule or regulation changes, as applicable.

#### Section 9.11. Compensation.

Designated committee, advisory council and task force members shall not receive compensation for their services, although the reasonable expenses they incur as related to their duties may be paid or reimbursed in accordance with USAA's policies. Committee, advisory council and task force members who are not directors of the Board may receive compensation for services rendered to or for the benefit of USAA in any other capacity, provided the Board or USAA gives explicit approval.

#### Section 9.12. Audit Committee.

The Audit Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Audit Committee and its chair, all of whom shall be directors of the Board. The independent director on the Board with financial experience shall be on the Audit Committee.
- b. For any Designated Committees which are required to be populated by board members, the board chair or board, rather than the USAA AAC and Para AAC, may select from the athlete representatives seated on the board.
- c. The Audit Committee shall –
  1. Recommend the independent auditors of USAA, review the report of the independent auditors and management letter, and recommend action as needed;
  2. Meet with the independent auditors of USAA prior to the release and

filing of USAA's annual audit to review such materials.

3. Meet separately in executive session individually with the Chief Executive Officer and USAA's financial staff.
4. Investigate matters of fiscal controls and disclosure and such other matter as directed by the Board; and
5. Perform such other duties as assigned by the Board.

#### Section 9.13. Ethics Committee.

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

a. Except for the athlete representatives selected pursuant to Section 9.4, the Board of Directors shall appoint the members of the Ethics Committee and its chair. Members of the Ethics Committee shall satisfy the standards of independence for “independent directors” as set forth in these Bylaws. No director of the Board shall be appointed to the Ethics Committee.

a. The Ethics Committee shall –

1. Assist in the creation and implementation of the USA Archery Code of Ethics and USA Archery Conflict of Interest Policy;
  2. Review all USA Archery Conflict of Interest Forms;
  3. Report to the Board on all ethical issues, to include an annual review of USA Archery Conflict of Interest Forms for the Board of Directors, CEO, Designated Committees and/or others as requested and provide annual review meeting minutes to the Board of Directors;
  4. If requested by the Board of Justice in connection with any Complaint, review and investigate matters of ethical impropriety and make recommendations or render decisions on such matters to the Board of Justice;
  5. Review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USAA members, including with respect to the USA Archery Conflict of Interest Policy;
  6. Document the Ethics Committee directives and individual's acknowledgement of such directives; and
  7. Perform such other duties as assigned by the Board.
- b. The chair of the Ethics Committee has the right to attend all meetings of the Board and act as a discussion resource except when the Board enters

executive session but shall have no voting powers.

#### Section 9.14. Board of Justice (Judicial Committee)

Except for the athlete representatives selected pursuant to Section 9.4, the Board of Justice shall be appointed and have the responsibilities as follows.

- a. The Board of Directors shall appoint the members of the Board of Justice and its chair. No director of the Board shall be appointed to the Board of Justice.
- b. The Board of Justice shall –
  1. Administer and oversee all USCSS, administrative grievances and right to compete matters filed with USAA in accordance with the provisions of the USAA Disciplinary Proceedings and Grievance Policy; except in instances where the USCSS investigates and resolves USCSS grievances;
  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;
  4. Hear and render a decision, or appoint a panel to hear and render a decision, on secondary review of red-light background screens; and
  5. Perform such other duties as assigned by the Board.

#### Section 9.15. Nominating and Governance Committee.

Except for the athlete representatives selected pursuant to Section 9.4, the N&GC shall be selected and have the responsibilities as follows:

- a. The N&GC shall appoint its chair.
- b. The N&GC shall be selected as follows:
  1. One (1) individual who is selected by the Board of Directors;
  2. One (1) individual who is independent as that term is defined in Section 7.5 of these Bylaws and who is selected by the Board of Directors;
  3. Two (2) athletes as selected by the Athlete Advisory Council and Para Athlete Advisory Council, which includes athlete representatives, who meet the standards set forth in the USOPC's Bylaws, Section 8.5.4;
  4. One (1) coach or judge who is selected by the Board of Directors; and
  5. One (1) grassroots/ representative (Registered Club) who is selected by the Board of Directors.

- c. No individual shall be eligible to be a member of the N&GC if that individual is a current director. Members of the N&GC shall be precluded from serving as a Board director or in any other USAA capacity, whether governance or on staff, for a one year cooling off period after their service on the N&GC ends.
- d. The N&GC shall: –
  - 1. Solicit or identify prospective candidates for the Board;
  - 2. Solicit or identify Independent Directors to serve on the Board focused on the expertise and diversity identified as needed by the Board of Directors and as provided in these Bylaws and USA Archery’s Election Policy;
  - 3. Recommend as requested by the Board individuals to serve on various committees and task forces;
  - 4. Consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic issues;
  - 5. Consult with USAA Staff to confirm “green light” status” of candidates’ background checks, the absence of USCSS adjudications to ensure no disqualifying actions are present; and following the election of a candidate, confirmation that USCSS training is completed as stated in Section 7.5 b of the Bylaws.
  - 6. Perform such other duties as assigned by the Board.
- e. In soliciting or identifying a candidate for nomination to the Board, the N&GC shall take into consideration:
  - 1. Whether the candidate meets the minimum qualifications stated in the Bylaws for election to the USAA Board in the category in which they have been nominated;
  - 2. The candidate’s contribution to the effective functioning of USAA;
  - 3. Whether the candidate can attend meetings and fully participate in the activities of the Board; and
  - 4. USAA’s need for a diverse Board of Directors.

#### Section 9.16 Selection Procedures Committee

Except for the athlete representatives selected pursuant to Section 9.4, the Selection Procedures Committee shall be comprised and have the responsibilities as follows:

- a. The Selection Procedures Committee shall not have a designated chair.
- b. The Selection Procedures Committee shall be comprised as follows:
  - 1. USA Archery Chief of Sport Performance and Operations

2. USA Archery Coach Advisory Council Representative
3. USA Archery High Performance Director
4. Team USA Athletes' Commission Representative
5. Team USA Athletes' Commission Alternate
6. \*Para AAC Chair(s) or Representative

\*Para AAC Chair(s) will participate on the Selection Procedures Committee when procedures are being developed for athletes, coaches and/or other staff for selection to Para non-delegation and Para delegation events.

- c. The Selection Procedures Committee shall: –
  1. Ensure that the selection criteria for athletes, coaches and/or other staff that represent USA Archery and the United States are developed in accordance with the Selection Procedure Development Policy to be:
    - Fair, as determined by USA Archery and the Athletes' Advisory Council(s), and for delegation events in consultation with the USOPC;
    - Clearly articulated in writing and promptly communicated in a timely manner; and
    - Consistently applied, using objective and/or subjective criteria appropriate for the sport of “archery”

#### Section 9.17. Compensation Committee.

The Compensation Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Compensation Committee and its chair, all of whom shall be directors of the Board. Three independent directors and two athletes on the Board shall be on the Compensation Committee.
- b. The Compensation Committee shall under the direction and approval of the Board of Directors:
  1. Establish CEO annual goals and associated metrics for measurement;
  2. Establish criteria to determine CEO annual compensation and performance bonus targets;
  3. Meet separately in executive session individually with the Chief Executive Officer and USAA's financial staff, when applicable.
  4. Perform such other duties as assigned by the Board.



## **ARTICLE X**

### **ANNUAL ARCHERY ASSEMBLY**

#### Section 10.1. Purpose.

There shall be an annual USAA Assembly at which all members and other USAA constituencies shall gather and provide input to the Board and USAA staff on important issues confronting USAA. At the Assembly, the Board of Directors and/or USAA staff shall provide a report on the “State of USAA.” The Chief Executive Officer shall provide a managerial report addressing issues of concern and importance to USAA. Individual and organization members and other constituencies may be permitted to pose questions to the Board and Chief Executive Officer for response, except with respect to voting rights otherwise afforded to the members in these Bylaws. The annual USAA Assembly shall be purely advisory and informational and shall have no rulemaking, budgetary, legislative, or other authority, though portions of the Assembly may involve the nomination process and elections for individuals to serve on the USAA Board and N&GC as otherwise set forth in these Bylaws.

#### Section 10.2. Place.

The annual USAA Assembly shall normally be held in conjunction with USAA’s Target Nationals and U.S. Open, at a time and place designated by the Board of Directors. Virtual attendance options may be provided.

#### Section 10.3. Notice.

Notice of the annual USAA Assembly stating the place, date and time of the meeting shall be posted on the website of USAA no fewer than sixty days before the date of the meeting.

## **ARTICLE XI USAA ATHLETE ADVISORY COUNCILS**

### **Athlete Advisory Councils**

#### **Section 11.1. Designation.**

USAA shall have an Athlete Advisory Council consisting of seven (7)<sup>5</sup> individuals.

#### **Section 11.2. Qualifications.**

“Eligible Athletes” as defined in 7.4 are authorized to vote in and run for election to the Athlete Advisory Council if they are a citizen of the United States and eighteen years of age or older by December 31 of the year in which the election is held. Athlete Advisory Council members must maintain USAA membership throughout their term of service (cannot lapse more than 30 days) along with maintaining current USCSS training and Background screening requirements. Further, an individual shall be a member of USAA 45 days prior to the date of the election (record date) to be eligible for candidacy or to vote in the election pursuant to Section 5.2.

Athlete representatives are subject to USAA’s Conflict of Interest Policy and must complete a disclosure form prior to election and annually.

Before the election, athlete representative candidates must disclose any felony convictions, or any other period of ineligibility served in sport such as violations of anti-doping codes, the Athlete Classification Code, or SafeSport violations.

#### **Section 11.3. Election/Selection.**

Effective January 1, 2027, the Athlete Advisory Council shall be comprised of: Four (4) individuals, two (2) of whom shall be competing in the recurve discipline, with a minimum of one female and one male, and two shall be competing in the compound discipline, with a minimum of one female and one male. The recurve election shall take place at the end of the Quad for which the Summer Olympic Games are scheduled, but prior to January 1 of the following year. The male and female recurve nominees with the highest vote totals shall be elected to the Athlete Advisory Council. The election for the two (2) compound representatives will take place two (2) years following the recurve election, thereby resulting in a two (2)-year overlap in the respective terms of each discipline’s representatives. The male and female nominees with the highest vote in each election shall be elected to the Athlete Advisory Council. The third (3<sup>rd</sup>) position for compound will be filled by the nominee with the next highest vote, regardless of sex. The fifth (5<sup>th</sup>) and sixth (6<sup>th</sup>) positions on the Athlete Advisory Council shall be filled by USAA’s representative to the Team USA Athletes’ Commission and their alternate. The nominees in both the recurve and compound elections with the next highest vote will be

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<sup>5</sup> Effective January 1, 2027, the Athlete Advisory Council will consist of six (6) individuals.

elected as an alternate Athlete Advisory Council member to serve the remainder of a term if vacated.

To implement the new structure, the following will occur:

For the election for the two (2) recurve seats up for election to serve a four (4) year term effective January 1, 2025, through December 31, 2028, one (1) seat must be filled by a male and one (1) seat must be filled by a female.

For the election for the two (2) compound seats up for election to serve a four (4) year term effective January 1, 2027, through December 31, 2030, one (1) seat must be filled by a male and one (1) seat must be filled by a female.

Effective January 1, 2027, one (1) compound seat will be eliminated and removed from the committee roster.

As of January 1, 2027, the above three provisions may be removed from the Bylaws.

There are two (2) dedicated seats for the USOPC Team Athletes' Commission representative and alternate. These seats adhere to the USOPC Team Athletes' Commission Bylaws and therefore, USAA cannot implement any gender requirements for those seats.

#### Section 11.4. Tenure.

The term for members of the Athlete Advisory Council shall be for four (4) years. A member shall remain on the Athlete Advisory Council until the member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability or death. Athlete Advisory Council members must maintain USAA membership throughout their term of service (cannot lapse more than 30 days) along with maintaining current USCSS training and USAA Background screenings requirements.

Any Athlete Advisory Council member may be removed for cause by the Athlete Advisory Council by a two-thirds (2/3) affirmative vote of the votes cast (excluding the voting power of the Athlete Advisory Council member in question) at any duly noticed vote called for the purpose of removing that Athlete Advisory Council member.

If an Athlete Advisory Council position becomes vacant, the Athlete Advisory Council alternate shall automatically assume the role. The alternate will be contacted immediately to confirm their acceptance of the role; the alternate has the option to decline the role and remain in the alternate position.

If an Athlete Advisory Council position becomes vacant in the first three (3) years of the Quadrennium, the position will be filled by the election procedures outlined in Section 11.3 above. If an Athlete Advisory Council position becomes vacant in the final year of the Quadrennium, the position shall remain vacant.

#### Section 11.5. Term Limits.

No Athlete Advisory Council member shall serve for more than two (2) consecutive terms.

#### Section 11.6. Chair and Vice-Chair.

The Athlete Advisory Council shall elect from among its members, by majority vote, a chair. The term of office of the chair shall be four years. The newly elected chair shall take office immediately. The chair shall hold office until the chair's successor is elected and qualified, or until the chair's earlier resignation, removal, incapacity, disability or death. The Athlete Advisory Council shall also elect from among its members, by a majority vote, a vice-chair, who shall take office immediately upon election. The term of office of the vice-chair shall be four years. The vice chair shall hold office until their successor is elected and qualified, or until the vice-chair's resignation, removal, incapacity, disability or death. The vice-chair shall fulfill the duties of the chair in the event of the absence or inability of the chair to serve for whatever reason. If possible, the role of the vice-chair should be filled by a retired athlete with the role of primarily supporting the chair in duties and speak on behalf of the council in situations that might put current competing athletes at odds. If no such athlete meets this requirement, the council may appoint another member of the AAC.

#### Section 11.7. Open and Executive Meeting Sessions.

Ordinarily, all Athlete Advisory Council meetings shall be open to USAA members. In the event the Athlete Advisory Council chair, with the consent of a majority of the Athlete Advisory Council members 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. Alternatively, the Council may upon its own motion, convene an executive session. Further, the chair may open a meeting of the Athlete Advisory Council to non-USAA members, with the consent of a majority of the members of the Council in attendance.

#### Section 11.8. Compensation.

Athlete Advisory Council members shall not receive compensation for their services as Athlete Advisory Council members. USAA shall pay for the reasonable expenses for Athletes who serve on the USAA Board of Directors to attend USAA Board meetings. While members of the USAA's Athlete Advisory Councils shall not receive compensation for their services, they shall be entitled to obtain compensation from USAA in connection with their capacity as athletes, including, but not limited to,

compensation in the form of Sponsor Value in Kind (VIK), Direct Athlete Support or in connection with Operation Gold. All Athlete Representatives shall be bound by USAA's Conflict of Interest Policy.

#### Section 11.9. Resignation, Removal and Vacancies.

Any member may resign at any time by giving written notice to the Chair of the AAC or the Chief Executive Officer of USAA, except the Chair's resignation shall be given to the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. In addition, (i.) the unexcused absence of a member from more than one half of the regular meetings during any twelve-month period or (ii) the failure to comply with onboarding and training requirements, (iii) the failure to provide required conflict of interest and other required compliance forms and required updates to include, a current USA Archery Background Screen or a current USCSS training within 30 days of notification, shall be deemed to constitute the resignation of such member, provided, however, that such unexcused absences or any such failure shall only be effective as a resignation at such time as the subject absences or failure is confirmed by an affirmative vote of the AAC.

A member's position on the AAC shall be declared vacant upon the member's resignation, removal, incapacity, disability or death. Any vacancy occurring in the AAC shall be filled as set forth in Section 11.3 A member elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Similar rules shall apply to resignations, removals, and vacancies in the office of Chair.

### **Para Athlete Advisory Council**

#### Section 11.10. Designation.

USAA shall have a Para Athlete Advisory Council consisting of six (6) individuals.

#### Section 11.11. Qualifications.

"Eligible Para Athletes" as defined in 7.4 are authorized to vote in and run for election if they are a citizen of the United States and eighteen years of age or older by December 31 of the year in which the election is held. Para Athlete Advisory Council members must maintain USAA membership throughout their term of service (cannot lapse more than 30 days) along with maintaining current USCSS training and Background screening requirements. Further, an individual shall be a member of USAA forty-five days prior to the date of the election (record date) to be eligible for candidacy or to vote in the election.

Athlete representatives are subject to USAA's Conflict of Interest Policy and must complete a disclosure form prior to election and annually.

Before the election, athlete representative candidates must disclose any felony convictions, or any other period of ineligibility served in sport such as violations of anti-doping codes, the Athlete Classification Code, or SafeSport violations.

#### Section 11.12. Election/Selection

The Para Athlete Advisory Council shall be comprised of:

- a) Three (3) recurve athlete positions;
- b) Three (3) compound athlete positions; and

A minimum of one (1) female and one (1) male will be selected to serve as compound and recurve representatives from each election.

Effective January 1, 2027, the composition of the council must be three (3) females and three (3) males. The nominees in the recurve and compound elections with the next highest vote will be elected as alternate Para Athlete Council members to serve the remainder of a term if vacated.

The elections for the three (3) recurve positions at the end of the Quad for which the Summer Paralympic Games are scheduled, but prior to January 1 of the following year. The elections for the three (3) compound positions will be held two (2) years following the recurve athlete elections.

To implement the gender requirements, the following will occur:

For the three (3) recurve seats are up for election to serve a four (4) year term effective January 1, 2025, through December 31, 2028, at least one (1) seat must be filled by a male and one (1) seat must be filled by a female. The third seat may be filled by either a male or a female.

For the three (3) compound seats are up for election to serve a four (4) year term effective January 1, 2027, through December 31, 2030, at least one (1) seat must be filled by a male and one (1) seat must be filled by a female. The third seat must be filled by whichever gender ensures the composition of the council to be three (3) females and three (3) males.

#### Section 11.13. Tenure.

The term for members of the Para Athlete Advisory Council shall be for four (4) years and the positions should have staggered terms. A member shall remain on the Para Athlete Advisory Council until the member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability or death. Para Athlete Advisory Council members must maintain USAA membership throughout their term of service (cannot lapse more than 30 days) along with maintaining current USCSS training and Background screenings requirements.

Any Para Athlete Advisory Council member may be removed for cause by the Para Athlete Advisory Council by a two-thirds (2/3) affirmative vote of the votes cast (excluding the voting power of the Para Athlete Advisory Council member in question) at any duly noticed vote called for the purpose of removing that Para Athlete Advisory Council member. The notice of the vote shall state that the purpose of the vote is the removal of the Para Athlete Advisory Council member.

If a Para Athlete Advisory Council position becomes vacant, the Para Athlete Advisory Council alternate shall automatically assume the role. The alternate will be contacted immediately to confirm their acceptance of the role; the alternate has the option to decline the role and remain in the alternate position.

If a Para Athlete Advisory Council position becomes vacant in the first three (3) years of the Quadrennium, the position will be filled by the election procedures outlined in Section 11.12 above. If a Para Athlete Advisory Council position becomes vacant in the final year of the Quadrennium, the position shall remain vacant.

#### Section 11.14. Term Limits.

No Para Athlete Advisory Council member shall serve for more than two (2) consecutive terms.

#### Section 11.15. Chair.

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

If possible, the role of the vice-chair should be filled by a retired athlete with the role of primarily supporting the chair in duties and speak on behalf of the council in situations that might put current competing athletes at odds. If no such athlete meets this requirement, the council may appoint another member of the Para AAC.

#### Section 11.16. Board of Directors

Those individuals who are elected to USAA's Para Athlete Advisory Council are eligible to run for the position of Para Athlete Director on the USAA Board of Directors and will be directly elected by USAA athletes who meet the "Eligible Para Athlete" qualifications as noted in 11.11 by majority vote.

#### Section 11.17. Open and Executive Meeting Sessions.

Ordinarily, all Para Athlete Advisory Council meetings shall be open to USAA members. In the event the Para Athlete Advisory Council chair, with the consent of a majority of the Council members 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. Alternatively, the Council may upon its own motion, convene an executive session. Further, the chair may open a meeting of the Para Athlete Advisory Council to non-USAA members, with the consent of a majority of the members of the Council in attendance.

#### Section 11.18. Compensation.

Para Athlete Advisory Council members shall not receive compensation for their services as Para Athlete Advisory Council members. USAA shall pay for the reasonable expenses for Athletes who serve on the USAA Board of Directors to attend USAA Board meetings. While members of the USAA's Para Athlete Advisory Council shall not receive compensation for their services, they shall be entitled to obtain compensation from USAA in connection with their capacity as athletes, including, but not limited to, compensation in the form of Sponsor Value in Kind (VIK), Direct Athlete Support or in connection with Operation Gold. All Athlete Representatives shall be bound by USAA's Conflict of Interest Policy.

#### Section 11.19. Resignation, Removal and Vacancies.

Any member may resign at any time by giving written notice to the Chair of the Para AAC or the Chief Executive Officer of USAA, except the Chair's resignation shall be given to the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. In addition, (i.) the unexcused absence of a member from more than one half of the regular meetings during any twelve-month period or (ii) the failure to comply with onboarding and training requirements, (iii) the failure to provide required conflict of interest and other required compliance forms and required updates to include, a current USA Archery Background Screen or a current USCSS training within 30 days of notification, shall be deemed to constitute the resignation of such member, provided, however, that such unexcused absences or any such failure shall only be effective as a resignation at such time as the subject absences or failure is confirmed by an affirmative vote of the Para AAC.

A member's position on the Para AAC shall be declared vacant upon the member's resignation, removal, incapacity, disability or death. Any vacancy occurring in the Para AAC shall be filled as set forth in Section 11.3 A member elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.



Similar rules shall apply to resignations, removals, and vacancies in the office of Chair.

## **ARTICLE XII**

### **TEAM USA ATHLETES' COMMISSION**

#### Section 12.1. Designation.

USAA shall have a representative and an alternate representative to the Team USA Athletes' Commission, who will be elected by USAA athletes who meet the criteria set forth in Section 12.2.

#### Section 12.2. Qualifications.

Ten (10) Year Athlete as defined by the Team USA Athletes' Commission Bylaws, consistent with USAA's "Eligible Athlete" and "Eligible Para Athlete" definitions, who are a citizen of the United States and eighteen years of age or older by December 31 of the year in which the election is held shall be eligible to run for election. To be eligible for candidacy or to vote in the election, see requirements as stated in Section 5.2 and Section 7.4. Team USA Athletes' Commission athlete representatives must maintain a current USCSS training and Background Screening requirements (cannot lapse more than 30 days).

Athlete representatives must complete a conflict of interest disclosure forms and provide the forms to the Ethics Committee for review.

During a given election cycle, an individual may run only for a Sport Representative position or a General Paralympic Representative position on the Team USA Athletes' Commission, not both, pursuant to Team USA Athletes' Commission Bylaws.

#### Section 12.3. Election/Selection.

Athlete representatives are elected consistent with the Team USA Athletes' Commission Bylaws. All such individuals identified in 12.2 shall be automatically eligible for election to this position provided they agree in writing to serve in such position if elected. All "Eligible Athlete" and "Eligible Para Athlete" as defined in 7.4, who are a citizen of the United States and eighteen years of age or older by December 31 of the year in which the election is held are eligible to vote. The election shall take place at the end of the Quad for which the Summer Olympic and Paralympic Games are scheduled, but prior to January 1 of the following year. The individual with the highest vote total is elected as the athlete representative to the Team USA Athletes' Commission. The individual with the second highest vote total, is elected as the alternate representative to the Team USA Athletes' Commission. Only athletes eligible to run for the Team USA Athletes' Commission position are eligible to vote for the Team USA Athletes' Commission.

Individuals elected to the Team USA Athletes' Commission must also adhere to the Bylaws of the Team USA Athletes' Commission.

#### Section 12.4. Tenure.

The term for all representatives to the Team USA Athletes' Commission shall be for one Quadrennium, commencing on January 1 of the year following the Quad for which the Summer Olympic and Paralympic Games are scheduled through December 31 of that Quadrennium.

#### Section 12.5. Term Limits.

No representative to the Team USA Athletes' Commission shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

Individuals shall not be considered to have served a full term under the term limit requirements unless they were seated as the Representative for two (2) or more years of a term.

#### Section 12.6. Resignation, Removal and Vacancies.

A Team USA Athletes' Commission representative's position with USAA may be declared vacant upon the athlete's resignation, removal, incapacity, disability or death. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Team USA Athletes' Commission representative may be removed for cause upon the affirmative vote of at least two-thirds of the total voting power of the eligible Team USA Athletes' Commission athletes (excluding the voting power of the athlete in question).

If the Team USA Athletes' Commission representative position becomes vacant, the Team USA Athletes' Commission alternate shall automatically assume the role. The alternate will be contacted immediately to confirm their acceptance of the role; the alternate has the option to decline the role and remain in the alternate position.

If a Team USA Athletes' Commission position becomes vacant in the first three (3) years of the Quadrennium, the position will be filled by the election procedures outlined in Section 12.3 above. If a Team USA Athletes' Commission position becomes vacant in the final year of the Quadrennium, the position shall remain vacant.

**ARTICLE XIII**  
**USOPC NATIONAL GOVERNING BODIES' COUNCIL**

Section 13.1. Designation.

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

Section 13.2. Election/Selection.

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

## **ARTICLE XIV CHIEF EXECUTIVE OFFICER**

### Section 14.1. Designation.

USAA shall have a Chief Executive Officer, who shall be the leader of management and vested with the authority to make management decisions on behalf of USAA. The Chief Executive Officer shall not be a voting director of the Board.

### Section 14.2. Tenure.

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

### Section 14.3. Secretary General.

The Chief Executive Officer shall represent USAA in relations with the international sports federation and the continental international sports federation for the sport of Archery recognized by the IOC and IPC and at international Archery functions and events and also serve as the voting delegate for USA, to include proxy, or appoint a designee to be the voting delegate or proxy, when applicable.

### Section 14.4. Responsibilities.

The Chief Executive Officer shall include but not be limited to:

- a. Operate and oversee day-to-day activities
- b. Develop a strategy for achieving USAA's mission, goals and objectives and present the strategy to the Board of Directors for approval;
- c. Ensure compliance with strategic plan as submitted and approved by the board;
- d. Appropriately inform the board of operational activities;
- e. Prepare and submit quadrennial and annual budgets to the Board for approval;
- f. Demonstrate reasonable operational and financial transparency;
- g. Determine the staff needed to effectively carry out USAA's mission, goals and objectives, and to execute USOPC requirements and the Act, within USAA's budget;
- h. Oversee the hiring and termination of all staff;

- i. Either directly or by delegation manage all staff functions;
- j. Be responsible for resource generation and allocation of resources;
- k. Coordinate USAA's international activities;
- l. With the Chair of the Board, act as USAA's spokesperson;
- m. Ensure management and/or board concerns are promptly resolved;
- n. Perform all functions as usually pertain to the office of Chief Executive Officer.

## **ARTICLE XV COMPLAINT PROCEDURES**

### Section 15.1. Jurisdiction.

All members of USAA, by reason of membership, agree to be subject to the Disciplinary Proceedings and Grievance Policy set forth at [www.usarchery.org](http://www.usarchery.org) and agree to be bound by any decision rendered pursuant to that Policy.

### Section 15.2 Grievances.

Any member of USAA may file a grievance as set forth in the Disciplinary Proceedings and Grievance Policy to notify the Chief Executive Officer and the Chair of the Board of Justice of a complaint pertaining to any matter within the cognizance of USAA and alleging a violation of any provision of these Bylaws, USAA rules, regulations and policies, of the Sports Act, or of the Bylaws of the USOPC. Any such grievance will be handled as set forth such Policy. The current Policy is available online at [www.usarchery.org](http://www.usarchery.org).

## **ARTICLE XVI**

### **U.S. CENTER FOR SAFE SPORT VIOLATIONS**

#### Section 16.1 USA Archery Safe Sport Policy.

USAA has adopted a Safe Sport Policy for application to its employees, members and organization members, volunteers (including, but not limited to, board and committee members, officials and other USAA designees), and contractors. The USA Archery Safe Sport Policy recognizes that as a member of the USOPC, USAA and all persons who are subject to the USA Archery Safe Sport Policy are required to comply with the SafeSport Code for the U.S. Olympic and Paralympic Movement of the U.S. Center for SafeSport (the “SafeSport Code”) and all related practices, procedures, and rules of the U.S. Center for SafeSport. The USA Archery Safe Sport Policy incorporates by reference the U.S. Center for SafeSport Code and all related practices, procedures, and rules, including definitions of prohibited conduct.

#### Section 16.2 U.S. Center for SafeSport Code violations.

If USAA receives a complaint or a report of prohibited conduct that is required to be referred to the USCSS, USAA shall report and refer such matter to the USCSS and the USCSS shall have the exclusive jurisdiction and authority to investigate and adjudicate that matter and will determine resolutions and sanctioning for any violation. A decision concerning a USCSS SafeSport Code violation adjudicated by the USCSS shall not be reviewable through USA Archery policies. The report and referral of a matter to the USCSS shall not supersede any local, state, or federal reporting requirements or jurisdiction.

#### Section 16.3 Other U.S. Center for SafeSport Code Violations.

If USAA receives a complaint or a report of prohibited conduct that is not within the exclusive jurisdiction of the USCSS, USAA may refer such matter to the USCSS for investigation and adjudication pursuant to the discretionary jurisdiction of the USCSS. If the USCSS does not accept jurisdiction, or if USAA does not make such a referral, the matter shall be administered under the provisions of USA Archery’s Safe Sport Policy and through USAA’s Board of Justice. The applicable provisions and procedures of Article XV of these Bylaws pertaining to matters of right to compete or administrative grievances shall not apply to such safe sport matters.

#### Section 16.4. Filing a Complaint.

U.S. Center for SafeSport complaints may be sent to the U.S. Center for SafeSport at <https://uscenterforsafesport.org/report-a-concern/> or to USAA at [athletesafety@usarchery.org](mailto:athletesafety@usarchery.org),



## **ARTICLE XVII BINDING ARBITRATION**

Section 17.1 In accordance with Section 220522 of the Sports Act, the corporation shall submit to binding arbitration involving:

Section 17.2 Its certification as a national governing body, as provided in Section 8 of the USOPC Bylaws, upon demand of the USOPC; and

Section 17.3 The opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition, upon demand of the USOPC or any aggrieved amateur athlete, coach, training, administrator, or official as provided in Section 9 of the USOPC Bylaws. Such arbitration shall be conducted in accordance with the standard commercial arbitration rules of an established major national provider of arbitration and mediation services based in the United States and designated by the USOPC with the concurrence of the Team USA Athletes' Commission and the National Governing Bodies Council, as may be modified in accordance with Section 220522(4) and 220529 of the Sports Act.

## **ARTICLE XVIII SANCTIONING EVENTS**

### Section 18.1. Prompt Review of Request.

USAA 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 USAA athletes to compete in an international athletic competition held outside the United States.

### Section 18.2. Standard for Review.

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

### Section 18.3. Requirements for Holding an International or National Amateur Athletic Competition in the United States.

An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States shall comply with the following requirements:

- a. Submits, in the form required by USAA, an application to hold such competition;
- b. Pays to USAA the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. Submits to USAA 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 or insurance will be provided for athletes who will participate in the competition; and
6. Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 18.4. Requirements for Sponsoring USAA Athletes to Compete in an International Athletic Competition Held outside the United States.

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

- a. Submits, in the form required by USAA, an application to hold or attend such competition;
- b. Pays to USAA the required sanctioning fee, provided that such fee shall be reasonable and non-discriminatory;
- c. Submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and
- d. Submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that –
  1. Appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
  2. Appropriate provision has been made for validation of records which may be established during the competition;
  3. Due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
  4. The competition will be conducted by qualified officials;
  5. Proper medical supervision or insurance will be provided for athletes who will participate in the competition; and
  6. Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

## **ARTICLE XIX RECORDS OF THE CORPORATION**

### Section 19.1. Minutes.

USAA shall keep as permanent records minutes of all meetings of the members and the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all waivers of notices of meetings of the Board of Directors.

### Section 19.2. Accounting Records.

USAA shall maintain appropriate accounting records.

### Section 19.3. Membership List.

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

### Section 19.4. Records In Written Form.

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

### Section 19.5. Website.

USAA shall maintain a website for the dissemination of information to its members. USAA shall publish on its website (i) its Bylaws, (ii) its three most recent annual financial statements no later than the last day of the eight-month following USAA's year-end; and (iii) its three most recent Form 990s filed with the Internal Revenue Service.

### Section 19.6. Records Maintained at Principal Office.

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

- a. The articles of incorporation;
- b. These Bylaws;
- c. Rules and regulations adopted by the Board of Directors pertaining to the administration of the sport of Archery;
- d. The minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three years;
- e. A list of the names and business addresses of the current directors and officers;

- f. A copy of the most recent corporate report delivered to the Colorado Secretary of State;
- g. All financial statements prepared for periods ending during the last three years;
- h. USAA's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- i. All other documents or records required to be maintained by USAA at its principal office under applicable law or regulation.

#### Section 19.7. Inspection of Records by Members.

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

- a. Records Maintained at USAA's office (and not available online). A member shall be entitled to inspect and copy, during regular business hours at USAA's principal office, any of the records of USAA described in Section 19.6. that are not available online, provided that the member provides a written request to USAA at least five business days before the date on which the member wishes to inspect and copy such records.
- b. Financial Statements. Upon the written request of any member, USAA shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- c. Membership List.
  - 1. Preparation of Membership Voting List. After determining the members entitled to vote in an election USAA shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name, and the number of votes the member is entitled to cast and their qualifying voting criteria.
  - 2. Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at USAA'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 three months 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 USAA written demand at least five 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 USAA limiting the use of such list in accordance with Section 19.7.c.3.
  - 3. Limitation on Use of Membership Voting List. Without consent of the Board of Directors, a membership voting list may not be obtained or used by any

person for any purpose unrelated to a member's interest as a member.

Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be: (i) used to solicit money or property or communicate otherwise; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.

d. Scope of Members' Inspection Rights.

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

## **ARTICLE XX CODE OF ETHICS**

### **Section 20.1. Code of Ethics.**

USAA has adopted and maintains a Code of Ethics for directors, officers, members of USAA committees, task forces, advisory councils, members of USAA (including athletes, coaches and judges), volunteers, employees, and independent contractors. The Code of Ethics has been approved by the Board of Directors and will apply unless and until changed by the Board of Directors. The USAA Ethics Committee will oversee implementation and compliance with the Codes of Ethics.

## **ARTICLE XXI. FIDUCIARY MATTERS**

### Section 21.1. Indemnification.

USAA will indemnify each of its present or former directors, officers, employees, committee members or official representatives, or any aforementioned individual to the extent he or she was serving another not-for-profit corporation or other entity in any capacity at the request of USAA, against all reasonable expenses actually and reasonably incurred by such person (including, but not limited to, judgments, costs and counsel fees) in connection with the defense of any pending or threatened litigation to which such person is, or is threatened to be made, a party because such person is or was serving in such capacity. This right of indemnification will also apply to reasonable expenses of litigation that is compromised or settled, including amounts paid in settlement, if USAA will approve such settlement as provided in Section 21.2 of these Bylaws. Such person will be entitled to be indemnified if they acted in good faith and in a manner they reasonably believed to be in, and not opposed to, the best interests of the corporation. The termination of any litigation by judgment, order, settlements, conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that the person did not act in good faith and in a manner reasonable believed to be in, and not opposed to, the best interests of USAA.

### Section 21.2 Determination of Payment.

Any amount payable as indemnification under this Section 21 will be determined and paid by USAA pursuant to a determination by a majority vote of a quorum of the Board, consisting of members of the Board who have not incurred expenses in connection with the litigation for which indemnification is sought, that such person seeking indemnification has met the standards of conduct set forth in this Section 21. If such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, such determination will be made either:

- a) by the Board upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct set forth in this Section 21 has been met; or
- b) by a majority vote of the members of the Board upon a finding that the person seeking indemnification has met the applicable standard of conduct set forth in this Section 21.

### Section 21.3 Advance Payment of Litigation Expenses.

Any reasonable expenses incurred by such person in connection with the defense of any litigation may be made by USAA in advance of a final disposition of such litigation upon receipt of an undertaking by such person to repay such amount if it is determined under Section 21.2 of these Bylaws that such person is not entitled to be indemnified under this Section 21.



#### Section 21.5 Insurance.

The Board may, at its discretion, authorize the purchase of insurance on behalf of any persons indemnifiable under this Section 21. Such insurance may include provisions for indemnification of such persons for expenses of a kind not subject to indemnification under Section 21. Any repeal or modification of this Section 21 will be prospective only and will not adversely affect any right or protection of a director, officer, employee, fiduciary and agent of the corporation under this Section 21, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Section 21, prior to such repeal or modification.

#### Section 21.6. Discharge of Duties.

Each director of the Board, officer, committee and task force member 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 such person reasonably believes to be in the best interests of USAA.

#### Section 21.7. Conflicts of Interest.

If any Director of the Board, officer, committee or task force member has or is aware of a financial interest in any contract or transaction involving USAA, or has an interest adverse to USAA'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. In addition, no member of the Board of Directors shall participate in any action of the Board or a Committee concerning an athlete or member if they have any bias or conflict of interest with the party who is the subject of said action. A violation of this rule by a member of the Board of Directors shall not invalidate the action taken by the Board or committee if, following disclosure of the adverse interest of such member, the Board or committee authorizes, ratifies, or approves the action by a vote sufficient for the purpose, without counting the vote of such member. Each member of the Board of Directors, members of Designated Committees, and employees of USAA will sign and execute a Conflict of Interest Disclosure each year.

#### Section 21.8. Prohibited Loans.

No loans shall be made by USAA, to any director of the Board, officer, any committee or task force member or to any USAA employee. Any Chair, director, officer, committee or

task force member or USAA employee, who assents to or participates in the making of any such loan, shall be liable to USAA for the amount of such loan until it is repaid.

## **ARTICLE XXII. FINANCIAL MATTERS**

### Section 22.1. Fiscal Year.

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

### Section 22.2. Budget.

USAA shall have an annual budget.

### Section 22.3. Audit

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

### Section 22.4. Individual Liability.

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

### Section 22.5. Irrevocable Dedication and Dissolution.

The property of USAA is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USAA shall inure to the benefit of private persons. Upon the dissolution or winding up of USAA, its assets remaining after payment, or provision for payment, of all debts and liabilities of USAA, 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 XXIII. MISCELLANEOUS PROVISIONS**

### Section 23.1. Severability and Headings.

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

### Section 23.2. Saving Clause.

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

If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under section 4941 of the Internal Revenue Code.

### Section 23.3 Conveyances and Encumbrances.

Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

### Section 23.4 Designated Contributions.

The corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the

corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.

Section 23.5 References to Internal Revenue Code.

All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 23.6 Governing Law.

These Bylaws shall be construed and enforced under, and in accordance with, and be governed by, the laws of the State of Colorado.

**ARTICLE XXIV**  
**AMENDMENTS OF BYLAWS**

Section 24.1. Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of directors of the Board at any regular or special meeting duly called and at which a quorum is present.

**ARTICLE XXV.  
EFFECTIVE DATE AND TRANSITION**

Section 25.1. Effective Date.

These Bylaws shall be effective when adopted by the current Board of Directors.

## **ARTICLE XXVI. ELIGIBILITY AND TOURNAMENTS**

### Section 26.1. Eligibility.

With the exception of Recreational and Fan members, all other USAA members in good standing may participate in local and state-level competitive events of USAA for which they are eligible. Temporary members are eligible for ONLY the single local or state-level event for which they registered. Adult, Youth, Family, Lifetime, Promotional and Honorary members may also participate in regional and national-level events for which they are eligible. The Board of Directors may adopt policies and procedures pursuant to which members in good standing of Affiliated Organization members of USAA may also be eligible for participation in USAA competitions and programs. All members must meet the eligibility requirements set forth in the USA Archery Transgender and Non-Binary Inclusion Policy.

- (a) USAA National Championships. Any USAA member in good standing with an eligible membership type who is a U.S. Citizen or meets the eligibility criteria set forth in the USAT Selection Procedures is eligible to compete in National Championships.
- (b) United States Archery Team (USAT) and U.S. Team Trials and other international events. Eligibility criteria for participation in USAT and U.S. team trials and/or other international events shall be governed by the eligibility rules of USAA, World Archery, the USOPC, IOC and/or IPC, or other international organization as applicable with regard to such events.

### Section 26.2 Technical Rules of Competition.

The Board of Directors may from time to time adopt and amend such technical rules of archery competition and policies and procedures relating thereto as may be deemed appropriate by the Board to govern the tournaments, events and activities conducted under USAA jurisdiction.

### Section 26.3 Annual Outdoor Target Nationals Tournament.

- (a) USAA will conduct an annual Outdoor Target Nationals Tournament in the United States between July 15<sup>th</sup> and September 1st, or as the Board of Directors may otherwise determine.



(b) The Annual Outdoor Target Nationals Tournament shall be held at such locations as may from time to time be determined by the Board of Directors. The place for the next Tournament shall be announced at the Annual Archery Assembly, if possible. The Annual Outdoor Target Nationals Tournament may be awarded for multiple years at a location selected by the Board of Directors. As with all other USAA National and Regional Championships events and all U.S. Trials events, USAA shall seek bids to host the Annual Outdoor Target Nationals Tournament.

(c) All Tournament competition shall be conducted in accordance with World Archery rules, when appropriate.

#### Section 26.4 Championships Titles.

(a) All championship titles shall be recorded and dated as of the year in which they are won, but they shall be held until the next Annual Outdoor Target Nationals Tournament, even though that may be more than one year later.

(b) Any USAA member in good standing with an eligible membership type who is a U.S. Citizen or meets the eligibility criteria set forth in the USAT Selection Procedures is eligible for a championship title.