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2 **BYLAWS OF THE UNITED STATES SKI & SNOWBOARD**
3 **ASSOCIATION**
4

5 **ARTICLE I**

6 **Name, Non-Profit Status, and Corporate Seal**
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8 A. The name of this organization shall be the United States Ski & Snowboard
9 Association (hereinafter “the USSA”), and it shall serve as the National Governing Body,
10 recognized by the United States Olympic Committee and International Ski Federation, for skiing
11 and snowboarding in the United States of America.
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13 B. The USSA shall be incorporated under the laws of the state of Utah as a not-for-
14 profit Corporation and it shall be organized so as to qualify as a non-profit, charitable, tax-
15 exempt organization under section 501(c)(3) of the Internal Revenue Code.
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17 C. The USSA shall have no corporate seals unless required by the laws of the State
18 of Utah.
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ARTICLE II
Offices and Agent

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5 A. The principal office of the USSA shall be located at 1 Victory Lane, Park City,
6 Summit County, State of Utah, 84060, or at such other location as may be approved by the Board
7 of Directors of the USSA (hereinafter “the Board”).
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9 B. The principal office of the USSA shall also be its registered office. The registered
10 agent of the USSA at such registered office shall be the Chief Executive Officer (CEO) of the
11 USSA or his designee.
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13 C. The USSA may maintain other offices at such locations as may be approved from
14 time to time by the Board.
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3 **ARTICLE III**
4 **Vision, Mission and Objectives**

5 A. The **vision** of the USSA is to make the United States of America the best in the
6 world in Olympic skiing and snowboarding.

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

10
11 C. The objectives through which the USSA shall accomplish its mission shall
12 include the following:

13
14 1. Educating, training, and supporting all members to achieve sustained
15 success in all levels of ski and snowboard competition; and by helping members to use
16 ski and snowboard competition to develop to their highest athletic and personal potential;

17
18 2. Ensuring that all USSA members and staff know and understand the
19 vision, mission and objectives of the USSA;

20
21 3. Serving as the National Governing Body (NGB) for the organization,
22 regulation, and advancement of athletic competition in skiing and snowboarding in the
23 United States of America, as recognized by and in affiliation with the International Ski
24 Federation (FIS) and the U. S. Olympic Committee (USOC);

25
26 4. Achieving and maintaining long-term financial stability;

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

31
32 6. Educating and training members in the techniques of ski and snowboard
33 competition at local, regional, national and international levels;

34
35 7. Implementing a comprehensive annual program of competitions in skiing
36 and snowboarding including entry level, junior and adult competitions, national
37 championships, and such FIS sanctioned competitions as are annually awarded to be
38 conducted in the United States of America;

39
40 8. Developing, revising as appropriate, promulgating, implementing, and
41 enforcing a comprehensive body of competition rules for each skiing and snowboarding
42 discipline including rules of athlete eligibility, in conformity with or supplementary to
43 applicable FIS and USOC rules, and the Ted Stevens Olympic and Amateur Sports Act of
44 1998;

45
46 9. Fostering and encouraging interest and participation in skiing and
47 snowboarding by both competitive and recreational athletes; and
48

USSA Bylaws – May 15, 2016

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

4 In compliance with the requirements of the FIS and USOC, and the provisions of the Ted
5 Stevens Olympic and Amateur Sports Act of 1998, the USSA shall:
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7 A. at all times be autonomous in the governance of its sport in that it shall
8 independently determine and control all matters central to such governance, shall not delegate
9 such determination and control, and shall remain free from outside restraint;
10

11 B. keep membership open to all individuals who are amateur athletes, coaches,
12 trainers, managers, officials, and administrators in skiing and snowboarding and to amateur
13 athletic organizations active in skiing and snowboarding;
14

15 C. provide an equal opportunity to amateur athletes, coaches, trainers, managers,
16 administrators, and officials to participate in amateur athletic competition, without discrimination
17 on the basis of race, color, religion, age, sex, or national origin, and with fair notice and
18 opportunity for a hearing before declaring any such individual ineligible to participate;
19

20 D. ensure that its Board of Directors and any other committees with governance
21 responsibilities are composed of members selected without regard to race, color, religion,
22 national origin, or sex;
23

24 E. ensure that its Board of Directors (“the Board”) and any other committees with
25 governance responsibilities include membership and voting strength of eligible athletes on the
26 Board and such committees to be not less than twenty percent (20%). Athlete eligibility shall be
27 consistent with those requirements set forth in the USOC Bylaws as follows:
28

29 (1) At least one-half of the individuals serving as athlete representatives shall
30 have competed in the USSA disciplines that are on the sport’s program in the Olympic
31 Games.
32

33 (2) Up to one-half of the individuals serving as athlete representatives may
34 have competed in (i) an event or discipline not on the program of the Olympic Games,
35 provided that such event or discipline is recognized by FIS or is regularly included in the
36 international competition program of the FIS.
37

38 (3) At the time of election, all USSA athlete representatives shall have
39 demonstrated their qualifications as athletes by having:
40

41 (i) Within the ten (10) years preceding election, represented the
42 United States in the Olympic Games, or a World Championship recognized by
43 FIS for which a competitive selection process was administered by the USSA; or
44

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

1 USSA’s national team.

2
3 (4) Athlete representatives may not be drawn from events that categorize
4 entrants in age-restricted classifications commonly known as “Juniors,” “Masters,”
5 “Seniors,” “Veterans” or other similarly designated age-restricted competition.
6

7 (5) Athlete nominees to the USSA’s board of directors, executive committee,
8 and other such governing boards shall be directly selected by athletes who meet the
9 standards set forth above.

10
11 F. provide procedures for the prompt and equitable resolution of grievances of its
12 members;
13

14 G. submit to binding arbitration, conducted in accordance with the commercial rules
15 of the American Arbitration Association, in any controversy involving (i) the recognition of the
16 USSA as an NGB with respect to any component or discipline of skiing or snowboarding, or (ii)
17 the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to
18 participate in amateur athletic competition;
19

20 H. provide for reasonable direct representation on the Board for any other amateur
21 snowsport organization which conducts, on a level of proficiency appropriate for the selection of
22 amateur athletes to represent the United States of America in international amateur athletic
23 competition, a national program or regular national amateur athletic competition, and ensure that
24 such representation shall reflect the nature, scope, quality, and strength of the programs and
25 competitions of such other organization(s) in relation to all other such programs and
26 competitions in skiing and snowboarding in the United States of America;
27

28 I. be a member of no more than one international sports federation which governs a
29 sport included on the program of the Olympic or Pan American Games;
30

31 J. ensure that none of its officers are also officers of any other amateur sports
32 organization which is recognized as a National Governing Body; and
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34 K. refrain from adopting or maintaining eligibility criteria relating to amateur status
35 which are more restrictive than those of the appropriate international sports federation.
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3 **ARTICLE V**
4 **Membership and Affiliation**

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

14
15 B. The USSA shall have no voting members, as defined in the Utah Revised
16 Nonprofit Corporation Act. However, the membership of USSA shall consist of the following
17 two classes of non-voting members, whose rights and privileges are set forth in these Bylaws;
18 group members including clubs, divisions, regions and other affiliated entities interested in
19 competitive skiing and snowboarding; and individual members, including athletes, coaches,
20 officials, and other individual members as determined from time to time by the Board.

21
22 C. Subject to individual review and approval by the Board, the USSA shall permit
23 and recognize affiliations with clubs, ski and snowboard industry trade associations, and other
24 organizations involved in skiing and snowboarding that support the purposes of the USSA upon
25 payment of an affiliation fee set from time to time by the Board. An affiliation shall only entitle
26 the club, association or organization to those rights specifically granted by the Board in the
27 resolution granting the affiliation.

28
29 D. Upon written petition by an affiliated amateur sports organization, and upon a
30 finding by the Board that such organization conducts, on a level of proficiency appropriate for
31 the selection of amateur athletes to represent the United States of America in international
32 amateur athletic competition, a national program or regular national amateur athletic
33 competition, and that such programs or competitions are of appropriate nature, scope, quality,
34 and strength in relation to all other such programs and competitions in skiing and snowboarding
35 in the United States of America, the Board shall provide such organization reasonable direct
36 representation on the Board. The requirement of reasonable direct representation may be
37 satisfied in either of the following two ways, at the discretion of the Board: (i) by the creation of
38 a new individual seat or seats on the Board for each such organization; or (ii) by the creation of
39 one or more collective seats on the Board to be shared with other similar organizations, as
40 determined by the Board.

41
42 E. Any membership or affiliation may be suspended or revoked for good cause upon
43 two-thirds (2/3) vote of the Board, provided that such actions shall be subject to the grievance
44 procedures set forth in Article IX, Section A of these bylaws.

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3 **ARTICLE VI**
4 **Government and Operation**

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

8
9 1. The authority and responsibilities of the Board shall include the following:

10
11 (a) The Board shall ensure that the activities of the USSA are guided
12 by clear strategic plans, organizational priorities, and program goals and
13 objectives consistent with the vision, mission and objectives of the USSA.

14
15 (b) The Board shall provide for the management of the USSA by an
16 effective CEO whose performance is regularly evaluated by the Board based upon
17 well-defined criteria. The CEO shall serve at the pleasure of the Board, which
18 shall have full authority to hire, contract with, conduct periodic performance
19 evaluations of, and replace the CEO of the USSA in its discretion.

20
21 (c) The Board shall adopt, and require consistent application of,
22 objectively set systems, policies and procedures for the operation of the USSA.

23
24 (d) The Board shall endeavor to develop and maintain an effective
25 partnership between the paid professional staff and volunteer members of the
26 USSA.

27
28 (e) The Board shall require that the CEO operate and manage the
29 USSA in a manner which is fiscally and legally sound.

30
31 (f) The Board shall set the fiscal year of the USSA, and shall adopt
32 schedules listing all dues, fees, and other charges levied against USSA members
33 and affiliates which the Board deems to be necessary and appropriate.

34
35 (g) The Board shall be responsible for the governance of all disciplines
36 under the jurisdiction of the USSA, and in discharging such responsibility, the
37 Board shall give significant weight to the recommendations of the relevant Sport
38 Committee on any matters specific to a particular discipline.

39
40 (h) The Board shall have the authority and the responsibility to
41 establish, review on an annual basis, regulate, modify, or disband committees,
42 working groups, or task forces, except that the Board shall not be authorized to
43 disband any committee established under these bylaws as a “permanent standing
44 committee.”

45
46 (i) The Board shall, in coordination with the CEO, appoint or
47 nominate the USSA’s representative(s) to the FIS, who shall serve at the pleasure
48 of the Board.

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2 (j) The Board shall, in coordination with the CEO, appoint or
3 nominate the USSA’s representative(s) to the USOC, who shall serve at the
4 pleasure of the Board. Generally, the Board shall make such appointments prior to
5 each quadrennial of the USOC, but the Board may also do so during an Olympic
6 quadrennial to fill a position vacated by removal, retirement, resignation or
7 otherwise.
8

9 (k) The Board may accept, reject, or terminate jurisdiction of
10 disciplines at the annual meeting of members if, after reasonable public discussion
11 and debate at such meeting, a majority of all members of the Board votes in favor
12 of such action.
13

14 (l) The Board shall appoint all trustees of the United States Skiing
15 Foundation to administer such for the benefit of the USSA development
16 programs.
17

18 (m) The Board shall exercise all such other authority consistent with
19 these bylaws as may be necessary and appropriate to ensure the proper
20 government and functioning of the USSA.
21

22 (n) The Board may make distributions of the assets or income of the
23 USSA to a cooperative non-profit corporation consistent with its charitable,
24 educational purposes and/or for other purposes that further the USSA’s corporate
25 interest.
26

27 2. The Board shall be comprised of members in good standing of the USSA
28 who, except for eligible athlete representatives, shall be over twenty-one (21) years of
29 age.
30

31 3. When a Board seat is going to become available due to a current director’s
32 term ending, or becomes available due to the resignation or removal of a director, the
33 Board shall have the right, but not the obligation, to provide the Nomination and
34 Governance Committee with a written description of the qualifications, skills, and
35 experiences the Board feels would be beneficial to the corporation in its next director. In
36 any case, regardless of whether or not the Board provides such written description, in
37 case of a vacancy, the Nomination and Governance Committee shall then solicit, review,
38 and if appropriate interview candidates for such Board seat and shall recommend one
39 candidate for the Board to consider in filling each available Board seat as is set forth in
40 Article IV(6)(A) (7)(b) below.
41

42 4. Every director shall be entitled to vote in person on Board business unless
43 the director is designated below as a non-voting *ex officio* member or is ineligible under
44 the USSA’s conflict of interest policies. Voting by proxy shall not be permitted. The
45 Board shall be constituted as follows:
46

47 (a) One director representing each of the Sport Committees;
48

1 (b) Six directors from the United States Ski and Snowboard Team
2 Foundation (“USSTF”) Board of Trustees;
3

4 (c) One eligible athlete (as that term is defined in Article IV, Section E
5 above) representative for each discipline within the jurisdiction of the USSA
6 which has a concomitant Sport Committee. Each eligible athlete representative
7 shall be selected by a majority vote of the eligible athletes who earned their
8 eligibility competing in the same discipline, or as otherwise provided by the
9 Athletes’ Council. The USSA shall assist the Athletes’ Council in this election
10 process by, among other things, distributing nomination notices and election
11 materials, providing assistance in vote counting, and otherwise assisting with
12 issues associated with the voting process. In the event that the Board is expanded
13 to a size at which one eligible athlete director per discipline is inadequate to
14 maintain at least twenty percent (20%) eligible athlete membership and voting
15 strength on the Board, then additional eligible athlete seats shall be added to the
16 Board, and such seats shall be filled in accordance with such procedures as are
17 established from time to time by the Athletes’ Council;
18

19 (d) One USSA representative to the International Ski Federation (FIS)
20 who shall serve on the Board at the pleasure of the Board, but whose seat shall be
21 considered for reappointment or a new appointment at least once every two (2)
22 years and who shall function in a non-voting *ex officio* capacity.
23

24 (e) Three members of the USSA who shall serve on the Board at the
25 pleasure of the Board, but whose seats shall be considered for reappointment or a
26 new appointment at least once every two years.
27

28 (f) One USSA representative to the United States Olympic Committee
29 (USOC) who shall serve on the Board at the pleasure of the Board, but whose seat
30 shall be considered for reappointment or a new appointment at least once every
31 two (2) years and who shall function in a non-voting *ex officio* capacity.
32

33 (g) One director who is the current elected President or Chairman of
34 the Board of the National Ski Areas Association (NSAA) who shall function in a
35 non-voting *ex officio* capacity;
36

37 (h) One director who is the current elected President or Chairman of
38 the Board of SnowSports Industries of America (SIA) who shall function in a
39 non-voting *ex-officio* capacity;
40

41 (i) One director who is the USSA’s athlete-elected representative to
42 the USOC who shall function in a non-voting *ex officio* capacity except at such
43 times as there are an even number of Board seats in existence which carry the
44 right to vote, during which times the athlete-elected representative to the USOC
45 shall be a full voting member of the Board;
46

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

1
2 (k) The Chairman of the USSA;
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4 (l) The Chairman of the Audit Committee who shall function in a
5 non-voting *ex officio* capacity unless the person holds a voting seat
6 on the Board through other means and;
7

8 (m) The CEO of the USSA who shall serve on the Board for the
9 duration of his/her employment as CEO and shall not be subject to any prescribed
10 term limits.
11

12 5. Except with respect to FIS, USOC, SIA, NSAA and the CEO directors,
13 each director shall serve a regular four-year term, beginning with the annual meeting.
14 Board terms shall be subject to the following provisions:
15

16 (a) Directors may serve for a maximum of two (2) full consecutive
17 terms, unless elected as an officer before the end of a second (2nd) full
18 consecutive term, in which case the director may serve on the Board until the
19 expiration of the term of his/her office. Notwithstanding the foregoing, directors
20 may be reconsidered for re-nomination to the Board after a service gap of four
21 years has elapsed.
22

23 (b) The seat of any director who is elected Vice Chair shall not come
24 up regularly for election until such seat is vacated by such director by either
25 succession to the chairmanship, removal, resignation or failure in a regular
26 election to be retained in such office by the Board.
27

28 (c) Those directors representing the NSAA and SIA shall serve on the
29 Board so long as they satisfy the criteria set forth above for those seats, and shall
30 not be subject to any prescribed term limits.
31

32 (d) Those directors representing the FIS and USOC shall serve on the
33 Board at the pleasure of the Board, and shall not be subject to any prescribed term
34 limits.
35

36 (e) The Board shall provide for staggering of terms on the Board by,
37 from time to time, extending or shortening terms of voting directors such that one-
38 third (other than the CEO) or as near to one third as is practicable shall be seated
39 every other year. Notwithstanding anything in these bylaws to the contrary,
40 action to shorten or extend Board terms to provide for staggering of terms shall
41 require a majority vote of a quorum of the Board.
42

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

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

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

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

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

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

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

(a) The Executive Committee shall consist of five voting members, including the Chairman; the Vice Chair; one eligible athlete selected by the Athletes' Council and two additional members chosen by the Chairman who shall consult with the Nomination and Governance Committee in selecting those two members. The Chairman shall chair the committee. The CEO shall be a non-voting *ex officio* member of the Executive Committee, and shall participate in all

1 meetings. With the exception of the Chair, Vice-Chair, and CEO who shall serve
2 on the Executive Committee as long as they hold their respective positions,
3 members of the Executive Committee shall be considered for re-appointment
4 every two (2) years.
5

6 (b) All actions taken by the Executive Committee must be ratified by
7 the Board at its next meeting where a quorum is present, and if not so ratified, fail
8 and measures taken in support of the action should be reversed to the extent
9 reasonably possible. Ratification may be made through the use of mailed
10 consents in accord with Article VII (B)(5) of these Bylaws.
11

12 8. The Board shall form, from among its members, a Nomination and
13 Governance Committee.
14

15 (a) The Nomination and Governance Committee shall be comprised of
16 five (5) members of the Board, representing a cross-section of backgrounds,
17 selected by the Board Chairman, and shall include at least one eligible athlete
18 representative, selected by the Athletes' Council.
19

20 (b) The Nomination and Governance Committee shall select
21 candidates for the Board to consider as follows: If a vacancy occurs or is about to
22 occur in a position of a director selected from individuals nominated by the Sport
23 Committees, or USSF, that constituency shall nominate up to two (2) individuals
24 to be considered by the Nomination and Governance Committee for selection to
25 be a director. Should a constituent group forward only one nominee, the
26 Nomination and Governance committee shall have the right, but not the
27 obligation, to nominate one other candidate for review. The Nomination and
28 Governance Committee shall review each nominee to the Board to determine
29 his/her ability to provide effective representation and leadership on the Board,
30 including such things as whether such nominee appears to maintain as a principal
31 focus the well-being of the USSA generally rather than any particular interest or
32 issue; and whether he/she possesses the requisite understanding of his/her
33 particular discipline, competitive skiing and snowboarding generally, corporate
34 operations or other matters necessary to provide effective representation on the
35 Board. The Nomination and Governance Committee shall then select a candidate
36 and forward that candidate to the Board for its approval.
37

38 (c) The Nomination and Governance Committee may also be used to
39 assist the Board in appointing any committees created by the Board or which the
40 Board is required to fill under these bylaws.
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44 (d) The Nomination and Governance Committee shall, at the request
45 of the Chairman, work with the President and CEO to develop and implement an
46 appropriate orientation program for new Directors and continuing education of
47 existing Directors
48

1 (e) The Nomination and Governance Committee shall, at the request
2 of the Chairman, review from time to time the governance structures of the USSA
3 and propose any changes which may be necessary and/or desirable.
4

5 (f) The Nomination and Governance Committee shall be a permanent
6 standing committee.
7

8 9. The Board shall elect, from among its voting members, a Chairman and a
9 Vice Chair, each of whose terms of office shall be four years. The election and duties of
10 the Chairman, Vice Chair shall be as set forth below:
11

12 (a) The Chairman is the highest elective position in the USSA. The
13 responsibilities of the Chairman shall be to preside at all meetings of the Board.
14 The Chairman shall be a full voting member of the Board, and also be an *ex-*
15 *officio* member of all committees. The term of the office of Chairman shall be
16 four years, which shall be timed so that every other term commences at the first
17 annual meeting of members following the most recent Olympic Winter Games.
18 The Chairman may only serve two consecutive four (4) year terms as Chairman.
19 Election of a member to the office of Chairman shall extend the ability of that
20 member to serve on the Board for longer than is permitted pursuant to Article
21 VI(A)(3)(a). The Chairman will not be eligible to receive any honorary awards of
22 the USSA during his/her tenure and until one year after his/her replacement by
23 his/her successor. Any director may nominate any other director for direct
24 election to the office of Chairman. At the time he/she takes office, the Chairman
25 shall vacate his/her former seat on the Board and shall occupy only the seat of the
26 Chairman. His/her former seat shall be deemed vacated and shall be filled in
27 accordance with the procedures set forth in these bylaws for filling mid-term
28 vacancies.
29

30 (b) The Vice Chair shall discharge the duties and obligations of the
31 Chairman in his/her absence or in case of his/her inability to serve. The Vice
32 Chair shall be elected by the Board from among its current members every four
33 years at the annual meeting of members, and at a time prior to the consideration of
34 nominations of new members to the Board. Election of the Vice Chair shall be
35 timed such that every other term of the Vice Chair shall commence at the first
36 annual meeting of members following the most recent Olympic Winter Games.
37 Any director may nominate any other director for the position of Vice Chair. The
38 Vice Chair shall be seated and empowered from the time of his/her election until
39 his/her successor is duly elected.
40

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42 B. The USSA shall have a Chief Executive Officer (“CEO”) who shall be appointed
43 by and serve at the pleasure of the Board, and who shall be responsible for the management and
44 operation of the USSA and its subsidiaries, in accordance with the general policy directives of
45 the Board.
46

47 1. The CEO shall be responsible for writing or approving job descriptions,
48 employing agents and/or staff, fixing terms of service and compensation, and periodically

1 reviewing the performance of the paid professional staff of the USSA.
2

3 2. The CEO shall be responsible for developing and maintaining an effective
4 partnership between the paid professional staff and the volunteers acting through the
5 Sport Committees.
6

7 3. The CEO is entrusted to conduct the business affairs of the USSA with
8 prudence, good business judgment, and in a financially responsible manner. The CEO,
9 acting in his/her fiduciary capacity, and subject to such restrictions as may be imposed by
10 the Board, is empowered to make whatever financial and management decisions he/she
11 deems to be in the best interest of the USSA, and is specifically empowered, among other
12 things, to do the following absent contrary direction from the Board:
13

- 14 (a) Enter into binding agreements on behalf of the USSA;
- 15 (b) Borrow funds on behalf of the USSA;
- 16 (c) Commit the resources of the USSA; and
- 17 (d) Propose budgets and establish financial controls.
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22 C. The USSA shall have one Sport Committee for each discipline under its
23 jurisdiction that shall work with designated employees to develop plans, strategies and policies
24 for submission to the CEO for the development and operation of their respective disciplines, and
25 to assist the company in the operation of its programs within their respective disciplines. Each
26 Sport Committee shall be a permanent standing committee so long as its respective discipline
27 remains subject to the jurisdiction of the USSA.
28

29 1. Each Sport Committee shall consist of members of the relevant discipline,
30 selected without regard to race, color, religion, national origin or sex, and elected by
31 popular vote of the members of the relevant discipline, unless specifically provided to the
32 contrary below or in Sport Committee operating procedures approved by the Board.
33 Each Sport Committee shall include among its members at least the following
34 representatives:
35

- 36 (a) One member who is a member coach in the relevant discipline,
37 elected by the members who are member coaches in the relevant discipline;
38
- 39 (b) One member who is an official in the relevant discipline, elected
40 by the members who are officials in the relevant discipline;
41
- 42 (c) At least twenty percent (20%) eligible athlete representatives,
43 elected by the eligible athletes who earned their eligibility competing in the
44 relevant discipline;
45
- 46 (d) The CEO of the USSA, or his/her designated representative(s).
47

48 2. Subject to approval by the Board, a Sport Committee may organize itself

1 and/or its discipline by geographic subdivisions, and may provide that some or all seats
2 on the committee shall be filled by members representing certain geographic subdivisions
3 within the discipline. Geographic subdivisions and Sport Committee structure shall not
4 be established arbitrarily or in such a way as to excessively concentrate representation or
5 authority in any particular geographic subdivision.
6

7 3. Subject to approval by the Board, each Sport Committee shall determine
8 the type and number of its committee officers, and those officers shall be selected by the
9 members of the Sport Committee.
10

11 4. Subject to any restrictions stated expressly in, or necessarily implied by,
12 these bylaws, and to approval by the Board, each discipline shall be entitled to establish
13 its own operational policies and procedures enabling it to conduct its affairs in any
14 manner approved by a majority of its members, including without limitation, organization
15 into geographic subdivisions.
16

17 5. Each Sport Committee shall complete the nomination of its Board
18 representative prior to the commencement of the annual meeting at which the Board is
19 scheduled to elect its officers.
20

21 6. Each Sport Committee shall form a Judicial Committee composed of at
22 least three members. Each discipline's Judicial Committee shall be responsible for
23 considering matters referred to it by the USSA Judicial Committee. Each discipline's
24 Judicial Committee shall also preside over proceedings conducted in accordance with
25 Article IX below, concerning suspension or revocation of the right of members to
26 participate in protected competition, if referred by the USSA Judicial Committee.
27

28 D. There shall be a Judicial Committee appointed by the Board who shall serve for
29 fixed terms. Decisions of the USSA Judicial Committee shall be final and non-appealable within
30 the USSA. The USSA Judicial Committee shall establish policies and procedures not
31 inconsistent with these Bylaws, which shall be approved by the Board.
32

33 1. The composition of the Judicial Committee shall be as follows:
34

35 (1) A member at large of the USSA who shall serve as the Judicial
36 Committee's Chair and who shall have some legal training as a
37 prerequisite for consideration;
38

39 (2) One eligible athlete member selected by the Athletes' Council;
40

41 (3) One discipline representative from the discipline most closely involved in
42 the particular issue before the USSA Judicial Committee, which
43 representative shall be drawn from the discipline's judicial committee and
44 appointed by the Chair of the USSA Judicial Committee and who shall not
45 have participated in the decision at the Sport Committee level.
46

47 2. Nominations for appointment to the Judicial Committee shall be provided to the
48 Board by the Nomination and Governance Committee. In preparing to present

1 such nominations, the Nomination and Governance Committee shall place
2 significant weight on the availability of members under consideration to be
3 located and contacted on short notice during the competition season as well as the
4 members' knowledge of the USSA and of judicial process in general. Members
5 of the Judicial Committee shall be considered every two (2) years for retention
6 and there shall be no limit on the number of terms that can be served.
7

8 3. The Judicial Committee shall be a permanent standing committee.
9

10 E. There shall be an Ethics Committee appointed by the Board. No more than one
11 member of the Ethics Committee may be a director at any one time. The other two members
12 shall be proposed by the Nomination and Governance Committee and approved by the Board and
13 shall be considered every two (2) years for retention and there shall be no limit on the number of
14 terms that can be served . The Ethics Committee shall be responsible for the administration of
15 the written code of conduct and ethical practices promulgated by the Board. The Ethics
16 Committee shall be a permanent standing committee.
17

18 F. There shall be an Athletes' Council which shall broaden communication between
19 the USSA and athletes, and represent to the Board from time to time the interests of the athletes.
20 The Athletes' Council shall be constituted, organized and operated as determined by the vote of
21 the eligible athletes, subject to approval by the Board, and in accordance with the USOC's
22 requirements.
23

24 G. There shall be an Audit Committee appointed by the Board. The Audit
25 Committee's primary duties and responsibilities are to review and appraise the audit efforts of
26 the organization's independent accountants, to provide an open avenue of communication among
27 the independent accountants, management, and the Board of Directors, and to serve as an
28 independent and objective party to review and monitor the organization's financial reports and
29 internal control processes. The Audit Committee shall establish policies and procedures not
30 inconsistent with these Bylaws, which shall be approved by the Board. The Audit Committee
31 shall be a permanent standing committee. Nominations for appointment to the Audit Committee
32 shall be provided to the Board by the Nomination and Governance Committee.
33

ARTICLE VII
Meetings

1
2
3
4 A. The annual meeting of the USSA pursuant to Utah Code Ann. § 16-6a-701 shall
5 be held in the spring or summer in conjunction with the spring or summer meetings of the Board
6 and the Sport Committees.

7
8 B. The Board shall meet as a body at least once during each fiscal year, in
9 accordance with the following provisions:

10
11 1. An annual meeting of the Board shall be held in conjunction with the
12 annual meeting of members and of Sport Committees in spring or summer.

13
14 2. All regular meeting dates will be established at the prior board meeting
15 with written notice of each meeting to be given at least sixty (60) days prior to each
16 meeting.

17
18 3. Special meetings of the Board may be called by the Chairman or seven (7)
19 directors by written request to the Chairman and Vice Chair. Time, place, reason, and
20 agenda for special meetings will be sent to all directors with a minimum of thirty (30)
21 days notice per meeting, unless an emergency requires less notice. In the event of failure
22 by the Chairman to: (1) call a special meeting of the Board within ten (10) days of written
23 request by seven (7) directors, as described above, or (2) poll the members of the Board
24 and determine that a majority choose not to conduct a special meeting, then the Vice
25 Chair is empowered and required to call such a meeting in the same manner as the
26 Chairman. Special meetings may be conducted and attended either in person, or via
27 teleconference. The only business that may be conducted at a special meeting shall be
28 that which has been contained within the agenda transmitted with the written request
29 discussed above.

30
31 4. All meetings of the Board shall be open to attendance by any interested
32 member in good standing of the USSA, except that the Board may close such meetings
33 for discussion of personnel issues or matters of a legally sensitive nature.

34
35 5. Whenever any notice is required to be given by the Utah Revised
36 Nonprofit Corporation Act, by the Articles or these bylaws, a waiver thereof in writing,
37 signed by the person or persons entitled to the notice, whether before or after the time
38 stated therein, shall be deemed equivalent to the giving of such notice; provided,
39 however, that notice may not be waived for amendments to these bylaws. Attendance of
40 a person at any meeting shall constitute a waiver of notice of the meeting, except where
41 any person attends a meeting for the express purpose of objecting to the transaction of
42 any business because the meeting was not lawfully called or convened, and the person so
43 objects at the beginning of the meeting.

44
45 6. Any action required or permitted to be taken at a meeting of the Board or
46 of a committee of the Board, except for votes to amend the Bylaws of USSA may be

1 taken without a meeting if USSA delivers a written ballot to every Director or Committee
2 member entitled to vote on the matter. A written ballot shall set forth each proposed
3 action and provide an opportunity to vote for or against each proposed action. All written
4 ballots shall (1) indicate the number of responses needed to meet quorum requirements,
5 (2) state the percentage of approvals necessary to approve each matter (3) specify the
6 time by which a ballot must be received by USSA in order to be counted and (4) be
7 accompanied by written information sufficient to permit each person to make an
8 informed decision on the matter presented. Approval by written ballot shall only be valid
9 when those entitled to vote are given at least 15 days from the day on which the notice is
10 mailed and the number of approvals equals or exceeds the number of votes that would be
11 required to approve the matter at a meeting at which the total number of votes cast was
12 the same as the number of votes cast by ballot.
13

14 7. In the event of a procedural dispute, Robert’s Rules of Order, most current
15 edition, will be consulted and will govern. In the event of any ambiguity or deficiency in
16 these bylaws, the Board shall adopt an interpretation of the provision at issue by majority
17 vote.
18

19 8. The Chairman shall arrange for the taking of minutes at all meetings of the
20 Board and at the annual meeting of members and will certify that they represent an
21 accurate meeting history. Minutes of all meetings will be distributed to all directors, and
22 be made available upon request to all members within thirty (30) days of each meeting.
23

24 C. The Sport Committees shall meet at least once during each fiscal year, and all
25 meetings of each Sport Committee shall be governed by the following provisions and any
26 procedures adopted by the Sport Committee which do not conflict with these bylaws:
27

28 1. The Sport Committees shall meet once in conjunction with the annual
29 meeting in spring or summer.
30

31 2. All meeting dates will be established at the prior Sport Committee
32 meetings, with written notice of each meeting to be given at least sixty (60) days prior to
33 each meeting.
34

35 3. The Sport Committees may establish additional meeting schedules, and
36 procedures for calling special meetings, so long as such schedules and procedures do not
37 conflict with these bylaws.
38

39 D. Any member of the Board or any Sport Committee not physically present at a
40 meeting may participate in such meeting by the use of any telecommunications system that
41 enables him/her to engage in two-way communication with all of the other directors taking part
42 in the meeting, and shall be deemed present in case of such participation.
43

44 E. At any meeting of the Board or any permanent standing committee, a quorum
45 shall consist of a majority of all directors or members of the committee entitled to vote. A
46 meeting at which a quorum is initially present may continue to transact business notwithstanding

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1 the withdrawal of directors or committee members if any action taken is approved by a number
2 which would constitute at least a majority of the required quorum; provided that the following
3 actions can only be taken when a full quorum is present: (i) election of officers; (ii) approval of
4 annual budgets by the Board; and (iii) such other issues as may be designated elsewhere in these
5 bylaws as requiring a certain number of votes or attendees.

ARTICLE VIII
Conflict of Interest and Ethical Practices

1
2
3
4 A. The Board shall adopt a written code of conduct and ethical practices for the
5 USSA that shall include the requirement that each officer and member of the Board and of each
6 Sport Committee, as well as senior staff members, annually agree in writing to abide by such
7 code. The code may be amended from time to time by the Board as it may deem advisable.
8

9 B. The Code shall be administered by the Ethics Committee, and shall include at
10 least the following restrictions:
11

12 1. Any officer of the USSA, or member of the Board, or of any Sport
13 Committee, who has a financial interest in any contract or transaction involving the
14 USSA shall have no vote with respect to approval of such contract or transaction; and
15

16 2. No USSA member, shall receive any form of compensation or
17 reimbursement of travel expenses from the USSA unless specifically authorized by the
18 Board. Directors may be reimbursed for travel expenses incurred attending Board
19 meetings, upon demonstration of financial need and subject to Board approval.

ARTICLE IX
Grievances, Suspensions and Appeals

1
2
3
4 **A. Grievances.** Every member of the USSA shall have the right to pursue written
5 grievances concerning actions by the USSA, its Board, any of its committees, or any of their
6 members acting in their official capacities in accordance with the procedures set forth below:
7

8 1. A grievance shall be defined as an allegation by a member that the USSA,
9 its Board, any of its committees or any member while acting in an official capacity has
10 violated the Articles of Incorporation or bylaws of the USSA or the official written
11 policies and procedures of the USSA, or has failed to discharge its obligations as a
12 National Governing Body under the USOC Bylaws or the Amateur Sports Act. The
13 grievance procedures set forth in this Section A do not apply to the USSA staff
14 employment issues, Competition Jury appeals, Team Selection appeals or Suspensions or
15 to matters falling within the jurisdiction of the United States Center for SafeSport.
16 Grievances do not include complaints against or disapproval of policy decisions of the
17 Board, and the USSA Judicial Committee shall respond to any effort to raise such issues
18 in the form of a grievance by notifying the complainant in writing that the USSA Judicial
19 Committee lacks jurisdiction over policy decisions, and that such issues should be
20 brought to the attention of the CEO, the relevant Sport Committee, or the Board through
21 a Board member or during the open comment period of the annual meeting. The USSA
22 Judicial Committee may decline to consider a grievance, and instead refer the
23 complaining party to the USOC’s dispute resolution process if the matter complained of
24 does not affect or concern the ability of a member to pursue athletic excellence within the
25 USSA.
26

27 2. A complainant may initiate the grievance process by filing a written
28 complaint with the principal office of the USSA. The Complaint shall include the
29 following:
30

31 (a) The identity of the complainant;

32
33 (b) The identity of the member(s), Board(s), or committee(s) of the
34 USSA against whom the grievance is directed (hereinafter collectively the
35 “Respondents”);
36

37 (c) A short and plain statement of the facts giving rise to the
38 grievance, including the action at issue, the Articles of Incorporation, Bylaws or
39 official written policies or procedures adopted by the Board which are alleged to
40 have been violated by the action, the parties involved in the action, the harm to
41 the complainant as a result of such action, and the relief sought;
42

43 (d) The signature of the complainant (and the signature of his/her
44 parent or legal guardian if he/she is under eighteen (18) years of age); and
45

46 (e) Any reasonable filing fee adopted in advance by the Board.
47

48 3. Within ten (10) days of receiving the Complaint, a member of the the

1 USSA Judicial Committee shall notify the Complainant in writing whether the USSA
2 Judicial Committee shall hear the Complaint, refer it to a lower body, or decline to
3 consider it entirely for the reasons set forth above. Normally, if the USSA Judicial
4 Committee does not decline to consider the matter in its entirety, it shall refer the matter
5 to a Sport Committee Judicial Committee for disposition. Notwithstanding the foregoing,
6 the USSA Judicial Committee may choose to hear the matter if it is urgent or concerns a
7 matter of great significance to the USSA.
8

9 4. Regardless of whether or not the USSA Judicial Committee chooses to
10 hear the matter or refers it to a lower body, within thirty (30) days of receiving the
11 Complaint, a member of the appropriate Judicial Committee shall complete an
12 investigation and written report of the findings of his/her investigation, which report shall
13 contain a preliminary ruling. The report and preliminary ruling shall be provided to the
14 Complainant, Respondent, and the full body of the appropriate Judicial Committee.
15

16 5. Within ten (10) days of delivery of the report and preliminary ruling, the
17 Complainant or any Respondent may demand a hearing by submitting written notice of
18 such demand and any reasonable filing fee adopted in advance by the Board to the CEO,
19 who shall in turn immediately forward copies of such notice to the Judicial Committee
20 responsible for preparing the preliminary ruling. If the Complainant has already been
21 afforded a hearing by a lower tribunal, the USSA Judicial Committee may decline to
22 conduct a second hearing and will focus its review only on the adequacy of the process
23 and the reasonableness and appropriateness of the result afforded by the lower tribunal
24 based upon the written record. If the appropriate Judicial Committee grants either
25 party's request for a hearing, it shall be scheduled and conducted at such time as is
26 convenient for the committee and all parties, but in any event not more than one hundred
27 twenty (120) days after the demand for hearing is made, unless all parties consent in
28 writing to such delay. If the committee and the parties are unable to agree upon a
29 convenient location for such hearing, then the hearing shall be conducted at the principal
30 office of the USSA, but in such event, any party or member of the Judicial Committee
31 may then participate in the hearing via telephone or video-conference. If no party
32 demands a formal hearing, the report and preliminary ruling shall become final.
33

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

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

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

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

40 (d) To have an audio, video or stenographic record made of the
41 hearing at the party's own expense.
42

43 7. Within fifteen (15) days of the formal hearing, the committee shall issue
44 written findings and conclusions, and shall issue its order, if any, along with a written
45
46
47
48

1 explanation of the reasons for its order. If prepared by the USSA Judicial Committee
2 the order so entered shall be non-appealable within the USSA.
3

4 8. The prevailing party in any grievance shall be entitled to a refund of any
5 filing fees he/she has paid during the course of the grievance procedure.
6

7 **B. Team Selection.** Any member who believes that he/she has wrongfully been
8 denied membership on any team whose members are selected through participation in “protected
9 competition,” as that term is defined in the USOC Bylaws, shall be entitled to appeal such
10 decision in accordance with the following procedures:
11

12 1. As soon as possible after receiving notice of an adverse team selection
13 decision (but in all cases within three (3) days of any written notice of such decision,
14 unless the third day falls on a weekend or holiday, in which case such deadline shall be
15 extended until the next business day), a member who believes that such decision was
16 arbitrary or unreasonable shall file a written appeal with the CEO of the USSA. The
17 written appeal may be filed in person, via facsimile, electronic mail, by regular mail or by
18 other overnight delivery service. Failure to timely file such an appeal shall be deemed a
19 waiver of any objections to the Team Selection decision, and that decision shall then
20 become final and non-appealable within the USSA. The written appeal shall include the
21 following:
22

23 (a) The identity of the appellant;
24

25 (b) The identity of the USSA representative apparently responsible for
26 the decision (hereinafter collectively the “appellee”);
27

28 (c) A statement identifying whether the appeal requires action within
29 five (5) days, and if so, the reasons why “urgent” attention is required;
30

31 (d) Citation of the criteria, standards or other material which the
32 appellant contends USSA was obliged to follow in rendering the decision at issue;
33

34 (e) A short and plain statement of all facts which the appellant
35 contends demonstrate his/her satisfaction of the selection criteria at issue, and any
36 other facts which the appellant contends demonstrate that the decision was not in
37 accord with the published team selection procedures and criteria; and
38

39 (f) The signature of the complainant (and the signature of his/her
40 parent or legal guardian if he/she is under eighteen (18) years of age).
41

42 2. Upon receiving the written appeal, the CEO shall immediately distribute a
43 copy of the appeal to each member of the USSA Judicial Committee. Within ten (10)
44 days of receiving the Complaint, a member of the USSA Judicial Committee shall notify
45 the Complainant in writing whether the USSA Judicial Committee shall hear the matter
46 or refer it to a lower body for disposition.
47

48 3. If the appeal is urgent (i.e., requires a decision within five (5) days), the

1 USSA Judicial Committee shall convene a hearing via teleconference as soon as possible
2 which shall include as many members of the Judicial Committee as can be gathered for
3 the emergency teleconference after best efforts to obtain a quorum, and shall also include
4 the aggrieved member and appellee if possible.
5

6 4. If the appeal is not urgent, the appropriate Judicial Committee shall
7 schedule a hearing either in person or via teleconference at the earliest time convenient
8 for members of the Judicial Committee, the aggrieved member and the appellee, and shall
9 provide written notice of the date, and time for the hearing. Any person entitled to
10 participate in the hearing may do so via teleconference.
11

12 5. Notwithstanding anything herein to the contrary, if the urgency of the
13 appeal requires a decision before a quorum of the appropriate Judicial Committee can be
14 gathered despite best efforts to obtain a quorum, then the decision of those Judicial
15 Committee members who were able to participate in the hearing shall be final, and shall
16 not be subject to attack on the basis that a quorum was not present.
17

18 6. In any hearing conducted under this section, the aggrieved member shall
19 have the same rights afforded complainants with grievances under Section A, paragraph 6
20 of this Article.
21

22 7. In any hearing conducted under this section, the Judicial Committee shall
23 affirm the team selection decision at issue unless the aggrieved member proves by clear
24 and convincing evidence that the decision was not in accord with the published team
25 selection procedures and criteria.
26

27 **C. Non-Disciplinary Start Right and Participation Appeals.** Any member of the
28 USSA who claims that he/she is threatened with denial by the USSA or its representatives of the
29 right to start or participate in any protected competition shall be entitled to review of such
30 decision in accordance with the procedures set forth in this Section. The following procedures
31 shall not apply to alleged denials of start rights or participation rights arising out of disciplinary
32 proceedings conducted in accordance with Section D of this Article or to matters falling within
33 the jurisdiction of the United States Center for SafeSport.
34

35 1. The officer, representative or staff member of the USSA responsible for
36 determining start or participation rights for any protected competition must immediately
37 notify any member with any expectation of competing or participating in such
38 competition of any decision limiting or blocking such member's competition or
39 participation in the event, and must provide reasons for the decision.
40

41 2. As soon as possible after receiving notice that he/she will not be permitted
42 to start or participate in a protected competition (but in all cases within three (3) days of
43 any written notice of such decision, unless one or more of the days is a weekend or
44 federal holiday, in which case such deadline shall be extended so as to afford the member
45 the benefit of three business days), a member who believes that such decision was
46 improper shall file a written appeal with the CEO of the USSA. The written appeal may
47 be filed in person, via facsimile, by electronic mail, regular mail or by other overnight
48 delivery service. Failure to timely file such an appeal shall be deemed a waiver of any

1 objections to the decision, and that decision shall then become final and non-appealable
2 within the USSA. The written appeal shall include the same information required under
3 Section B, paragraph 1(a) through 1(f) of this Article.
4

5 3. Upon receiving the written appeal, the CEO shall immediately distribute a
6 copy of the appeal to each member of the USSA Judicial Committee.
7

8 4. If the appeal is urgent (i.e., requires a decision within five (5) days), the
9 USSA Judicial Committee shall convene a hearing via teleconference as soon as possible
10 which shall include as many members of the Judicial Committee as can be gathered for
11 the emergency teleconference, after using best efforts to obtain a quorum, and shall also
12 include the aggrieved member and appellee if possible.
13

14 5. If the appeal is not urgent, the USSA Judicial Committee may refer the
15 matter to a lower body within the USSA for disposition. In that case, the appropriate
16 Judicial Committee shall schedule a hearing either in person or via teleconference at the
17 earliest time convenient for members of the Judicial Committee, the aggrieved member
18 and the appellee, and shall provide written notice of the date, time and type of hearing.
19 Any person entitled to participate in the hearing may do so via teleconference.
20

21 6. Notwithstanding anything herein to the contrary, if the urgency of the
22 appeal requires a decision before a quorum of the Judicial Committee can be gathered,
23 then the decision of those Judicial Committee members who were able to participate in
24 the hearing shall be final, and shall not be subject to attack on the basis that a quorum
25 was not present.
26

27 7. In any hearing conducted under this section, the aggrieved member shall
28 have the same rights afforded complainants with grievances under Section A, paragraph 6
29 of this Article.
30

31 8. In any hearing conducted under this section, the Judicial Committee shall
32 affirm the decision at issue unless the aggrieved member proves by clear and convincing
33 evidence that the decision was improper.
34

35 9. If the USSA Judicial Committee refers the matter to a lower body for
36 disposition, and the aggrieved member demands review of that body's decision, if a
37 quorum of the USSA Judicial Committee can be gathered to meet in person or via
38 teleconference prior to the start of the competition at issue, the aggrieved member shall
39 be entitled to have the decision of the lower body reviewed. In any such appeal, the
40 decision of the lower body shall be entitled to deference and shall be affirmed unless the
41 aggrieved member proves by clear and convincing evidence that the decisions below
42 were arbitrary or unreasonable.
43

44 **D. Suspension from Participation in Competition.** The USSA shall not, through
45 its officers, employees, representatives or otherwise, suspend any member for disciplinary
46 reasons (including violations of the USSA Code of Conduct or the provisions of any contract
47 between the member and the USSA) from participating or competing in any future "protected
48 competition" (as defined in the USOC Bylaws) without fair notice and the opportunity for a

1 hearing concerning such action as set forth below. These procedures shall not apply to any
2 matter falling within the jurisdiction of the United States Center for SafeSport.
3

4 1. General Provisions. Credible allegations that any member has violated
5 any relevant federal, state or local law in connection with his/her participation in USSA
6 activities, has violated USSA codes of conduct or agreements with the USSA, or other
7 policies of the USSA and that such conduct warrants disciplinary action including
8 suspension of competition eligibility may be presented to any member of the USSA
9 Judicial Committee, or the CEO or his/her designee. Upon receipt of such credible
10 allegations, it is the duty of such person to immediately notify the Chairman of the Board
11 of Directors and the CEO of the same.
12

13 2. Long-term Suspension Proceedings. If the CEO or his/her designee
14 determines that the member who is subject to any allegations contemplated by paragraph
15 1 (i) may be eligible to compete in a competition under the jurisdiction of the USSA, FIS
16 or USOC which is scheduled to occur more than fifteen (15) days from the date the CEO
17 or designee receives the allegations, or (ii) may be subject to sanctions including
18 suspension from more than one such competition in which that member is objectively
19 qualified to participate, the USSA shall comply with the following procedures:
20

21 (a) The CEO or his designee shall immediately cause the USSA staff
22 to refer any such allegations referenced in Paragraph 1 of this Section D and any
23 documents or materials relevant to those allegations to the USSA Judicial
24 Committee.
25

26 (b) The USSA Judicial Committee may consider the matter or may
27 refer it to a lower body within the USSA for disposition. In either case, one
28 member of the appropriate Judicial Committee shall prepare and transmit to the
29 USSA CEO and the member written notice of proposed disciplinary proceedings
30 via overnight delivery service or other similar, verifiable delivery method which
31 notice shall include the following:
32

33 (i) identity of the member at issue;

34 (ii) citation of any rules, laws, codes of conduct, policies or
35 provisions of any agreement between the member and the USSA which
36 the member is alleged to have violated;
37

38 (iii) factual basis for such allegation;

39 (iv) the maximum potential sanction; and
40

41 (v) proposed time, date and place of the hearing (which shall
42 be scheduled to begin at least seven (7) days before any affected
43 competition, but no more than thirty (30) days after the date of the notice).
44 The time, date and place of the hearing may be subsequently modified by
45 the CEO or his/her designee if necessary to accommodate the schedules of
46 parties, witnesses and other participants, provided however, that the
47
48

1 hearing shall not be moved or rescheduled if doing so would prevent
2 participation by the member at issue or prevent the hearing from being
3 concluded at least forty-eight (48) hours before any affected competition.
4

5 (c) The designated member of the appropriate Judicial Committee
6 shall conduct such investigation as he/she deems necessary and shall prepare a
7 written report of findings and recommendations, which shall include a short and
8 plain statement of the operative facts, set forth in numbered sentences or
9 paragraphs, which would form the basis for any disciplinary action. This report
10 shall be transmitted to the appropriate Judicial Committee and the member no less
11 than forty-eight (48) hours prior to the start of the hearing.
12

13 (d) At any disciplinary hearing, the designated member of the
14 appropriate Judicial Committee shall be responsible for presenting all evidence of
15 wrongdoing against the member to the balance of the appropriate Judicial
16 Committee. The designated member shall have voice but no vote at the hearing.
17

18 (e) The appropriate Judicial Committee shall conduct a hearing at the
19 appointed time and place in which the participants shall have the rights set forth in
20 Section A, paragraph 5 of this Article. The appropriate Judicial Committee may
21 suspend or revoke a member's right to participate in protected competition only if
22 it finds by a unanimous vote (if the panel is composed of three members) or a
23 majority vote (if the panel is composed of five or more) that a preponderance of
24 the evidence shows the member has, in fact, engaged in conduct which violated
25 applicable laws while representing the USSA or in connection with his/her
26 participation in USSA activities, or has violated USSA codes of conduct, policies
27 or agreements with the USSA.
28

29 (f) At least twenty-four (24) hours before any affected competition,
30 but in no event more than fifteen (15) days after the hearing, the appropriate
31 Judicial Committee shall issue a written decision dismissing the allegations
32 against the member, or imposing such disciplinary action as the Panel finds
33 necessary or appropriate.
34

35 (g) The foregoing procedures need not be followed, and the
36 appropriate Judicial Committee may summarily impose sanctions including
37 suspension or revocation of the member's right to compete if the member at issue
38 waives his/her right to such procedures in writing, which shall be deemed to be an
39 admission of the allegations.
40

41 3. Emergency Suspension Procedures. If the CEO or his/her designee
42 determines that the member who is the subject of any allegations contemplated by
43 Paragraph 1 of this Section D above may be eligible to compete in a competition under
44 the jurisdiction of the USSA, FIS or USOC which is scheduled to occur within fifteen
45 (15) days, the CEO or his/her designee shall comply with the following procedures:
46

47 (a) The allegations at issue shall immediately be transmitted to all
48 available members of the USSA Judicial Committee. Any member of the USSA

1 Judicial Committee who receives such allegations, and on the basis thereof,
2 believes that the clear and convincing evidence demonstrates that emergency
3 suspension is necessary or appropriate, may cause the USSA staff to provide oral
4 and, if possible, written notice of that decision and proposed action, and shall
5 specifically identify the competition from which the member is proposed to be
6 excluded. The decision must be based on clear and well-documented evidence
7 that the member has violated federal, state or local laws, codes of conduct or
8 policies approved by the USSA.
9

10 (b) The proposed action shall not deprive the member of the right to
11 participate in more than one competition.
12

13 (c) The member shall have the right to seek review of the suspension
14 before it is carried out by providing to the CEO or his/her designee oral, and if
15 possible, written notice of his/her intent to appeal within twelve (12) hours of
16 notice of a suspension is received. Absent such notice, the proposed suspension
17 shall be carried out. If the member notifies the CEO of his/her intention to
18 appeal, the CEO shall immediately refer the matter to the USSA Judicial
19 Committee for disposition.
20

21 (d) If review is demanded by the member, the suspension must be
22 approved by a majority of those USSA Judicial Committee members who,
23 through the best efforts of the USSA, can be contacted prior to the competition
24 and who have a reasonable opportunity to hear both the member and any
25 responsible USSA representative present and address the charges, personally or
26 via telephone or fax.
27

28 (e) Judicial Committee members may approve the suspension only if
29 the evidence demonstrates that it is the result of clear and well-documented
30 allegations that the member has violated any code of conduct or policy approved
31 by the USSA or any applicable federal, state or local law. In addition, if the
32 Judicial Committee determines that further action is appropriate, it shall initiate
33 long-term disciplinary proceedings in accordance with Paragraph 1 of this
34 Section.
35

36 (f) Notwithstanding anything herein to the contrary in this Section 3,
37 or any of its subparagraphs, if the urgency of the request for review requires a
38 decision before the entire Judicial Committee can be gathered, then the decision
39 of those Judicial Committee members who are able to participate in the hearing
40 shall be final, and shall not be subject to attack on the basis that fewer than three
41 panel members participated.
42

43 **E. Competition Jury Appeals.** Any member aggrieved by the decision of any
44 competition jury shall have the right to appeal such decision in accordance with the competition
45 jury appeal policies and procedures established and adopted by the relevant Sport Committee and
46 approved by the Board, which procedures shall comport with general principles of fairness,
47 efficiency, due process and FIS regulations where applicable.
48

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

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ARTICLE X
Indemnification

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

11
12 B. The USSA hereby indemnifies its officers, board members and Sport Committee
13 members, individually and in their official capacities, for any liability incurred as a result of their
14 positions in the organization or actions taken on behalf of the organization, with the following
15 inclusions and limitations:

16
17 1. The amount of liability for which indemnification is provided includes any
18 amounts reasonably spent in defense of or in settling any action or proceeding, whether
19 actual or reasonably believed to be threatened, against the officer or director.

20
21 2. The actions and proceedings to which this section applies include civil or
22 criminal actions. However, in the case of criminal action, indemnification is limited to
23 the amount reasonably necessary to defend against the action or proceeding and to pay
24 any fines that may be levied against the officer or director.

25
26 3. No indemnification will be provided where an officer, director, Sport
27 Committee member or other member is adjudicated to be liable and a central reason for
28 this finding is that he/she acted in bad faith. No indemnification will be provided where
29 he/she is found to have personally and substantially benefited from his/her actions and
30 these actions in any way injured the USSA or placed it at risk of injury. Where the
31 officer, director or member has not been adjudicated to be in bad faith and where his/her
32 actions did not injure or threaten to injure the USSA, no indemnification will be provided
33 to the extent that the officer or director personally profited as a result of his/her actions.

34
35 4. No indemnification will be provided to an officer, director or member
36 where the liability was the result of an action initiated by that person and where the
37 initiation of the action was unauthorized by the Board or these bylaws.

ARTICLE XI
Amendments

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3
4
5 A. Amendments to these bylaws may be proposed by either (i) any three members of
6 the Board; or (ii) written petition of a majority of the members of any Sport Committee; or (iii)
7 written petition signed by at least one and one-half percent (1½%) of the members of the USSA
8 in good standing.

9
10 B. Proposed amendments shall be presented to the USSA national office in writing at
11 least sixty (60) days before any properly noticed meeting of the Board, except as permitted
12 otherwise in Section D of this Article, and shall be mailed by the USSA office to all members of
13 the Board and Sport Committee members, and made available upon request to all other members,
14 at least thirty (30) days before the annual meeting of members.

15
16 C. Proposed amendments shall be presented as follows:

17
18 1. State who is proposing the amendments.

19
20 2. State in writing that portion of the existing text in its entirety, inclusive of
21 all portions which are to be considered for change.

22
23 3. Within the text of the above statement in 2., show any new phrases or
24 addenda with all words to be added underlined thus: new verbiage.

25
26 4. Within the text of the above statement in 2., show any dropped phrases or
27 deletions with all words to be deleted stricken through thus: ~~deleted verbiage~~.

28
29 5. The proposed amendment must be accompanied by a brief explanation of
30 the reasons for the proposed amendment, and the effect of the change, if adopted.

31
32 D. Unless withdrawn, proposed amendments which have been prepared less than
33 sixty (60) days and circulated less than thirty (30) days in advance of meetings at which such
34 matters would otherwise be considered shall automatically be placed on the agenda for action at
35 the next meeting of the Board which is at least thirty (30) days after the date of mailing of such
36 proposed amendment.

37
38 E. Amendments to these bylaws may be adopted only by the affirmative vote of two-
39 thirds (2/3) of the full Board of the USSA.

40
41 F. Any amendment of these bylaws shall become effective forty-five (45) days from
42 the date of adoption by the Board as set forth above unless a referendum is called on the
43 amendment, in which case the amendment shall take effect only upon approval by the general
44 membership of the USSA as follows:

45
46 1. Members in good standing who are not ineligible to vote under Article V,
47 Section E of these bylaws may call a referendum on any amendment to these bylaws
48 which has been adopted by the Board as set forth above by filing a petition calling for

1 such a referendum signed by five percent (5%) of the members in good standing of the
2 USSA as reflected on the membership rolls as of the end of the most recent membership
3 year. The petition shall include all information required to accompany a proposed
4 amendment under Section C of this Article. Failure to obtain signatures from five
5 percent (5%) of the members in good standing shall render the referendum null and void,
6 and the amendment shall take effect as though there had been no attempt to call a
7 referendum.
8

9 2. Within sixty (60) days of an effective referendum call, the USSA shall
10 mail to all members in good standing a ballot which shall include all information required
11 to accompany a proposed amendment under Section C of this Article along with a
12 statement by the Board describing its reasons for supporting the amendment, and a
13 similar statement by the members responsible for the petition describing their reasons for
14 opposing the amendment. The ballot shall provide space for members to approve or
15 disapprove the amendment adopted by the Board and shall state that it must be received
16 by the USSA within thirty (30) days of the date of mailing by the USSA to be considered.
17

18 3. The vote of a majority of those members returning ballots to the USSA
19 national offices within thirty (30) days of the date such ballots were mailed by the USSA
20 shall carry the decision. Upon approval by a majority of those members returning ballots,
21 the amendment shall become effective immediately. Upon disapproval by a majority of
22 those members returning ballots, the Board's adoption of the same shall be nullified and
23 the proposed amendment shall be defeated.

ARTICLE XII
Dissolution

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

Approved 5/15/16
Effective 6/29/15