

BYLAWS

OF

USA SHOOTING, INC.

November 21, 2009

BYLAWS

ARTICLE I. NAME

Name. The name of this Corporation shall be USA Shooting, Inc. (hereinafter, "USA Shooting"). USA Shooting may file such additional registered and fictitious names and trade names as the Board or the Executive Committee thereof may approve from time to time by majority vote, including without limitation, the tradename "USA Shooting".

ARTICLE II. DEFINITIONS

- A. Definitions. As used in these Bylaws, the following terms shall have the meanings assigned to them as follows:
1. a. "Active Athlete" for the purposes of the UOSC Athlete Advisory Council (AAC) is an athlete who meets the requirements of USOC AAC Bylaws Section II.C.
b. "Active Athlete" for the purpose of NGB Athlete Representative is an athlete who meets the requirements of USOC Bylaws 17.7.B.3.
 2. "Actively Engaged athlete" means an athlete engaged in Amateur Athletic Competition at a level of proficiency appropriate for selection to a national team in the sport of International Shooting Sport Federation (ISSF) shooting.
 3. "Affiliated Club or Organization" means any corporation, club, federation, union, association or other entity organized in the United States (including multi-sport or multi-purpose organization) that sponsors, arranges or supports the Shooting Sports and shooting related programs and that becomes a recognized member of USA Shooting pursuant to Chapter VI of these Bylaws.
 4. "Allied Shooting Sports Organizations" means any Amateur Sports Organization that is a nationwide multi-sport or Shooting Sport organization, whose principal purpose is to regularly develop, sanction, oversee and conduct broad-based national level programs and/or regular national level competitions in the Shooting Sports in the United States in each case on a level of proficiency appropriate for the selection of Amateur Athletes to represent the United States in International Amateur Athletic Competition, which chooses to affiliate with USA Shooting as a member thereof, and which is determined to meet the criteria established for Allied Shooting Sports Organizations under the procedures set forth in Article VIII Section A, in accordance with standards established from time to time by USA Shooting. For purposes of clarity, an organization otherwise qualified that does not meet the criteria for designation as an Allied Shooting Sports Organization, may become a recognized member of USA Shooting as an Affiliated Club or Organization. Such category shall not include any organization that otherwise (i) has direct representation on the Board of Directors; or (ii) which as an organization is entitled to vote for a Director.
 5. "Amateur Athlete" means any athlete who meets the eligibility standards established by USA Shooting for the sport of ISSF shooting in which the athlete competes.
 6. "Amateur Athletic Competition" means a contest, game, meet, match, tournament or other event in which Amateur Athletes compete.
 7. "Amateur Sports Act" shall mean the Ted Stevens Olympic & Amateur Sports Act , 36 USC §§ 220501 *et seq.* , as the same is amended from time to time.
 8. "Amateur Sports Organization" means a not-for-profit corporation, association, or other group organized in the United States that sponsors or arranges a Amateur Athletic Competition.

9. "Armed Forces" means the United States Army, United States Navy, Coast Guard, United States Air Force, and United States Marine Corps. For the purpose of these Bylaws, "Armed Forces" also encompasses the Active, Guard and Reserve components of the respective armed services.
10. "Board" or "Board of Directors" means the Board of Directors of USA Shooting.
11. "Colorado Nonprofit Corporation Act" means the Colorado Nonprofit Corporation Act, Col. Rev. Stat. §§ 7-20-101 et seq. (1996), as the same is amended from time to time.
12. "Community Based Organization" means any nationwide multi-purpose organization that regularly conducts, sponsors and supports grassroots programs in the Shooting Sports and/or competitions and shooting related programs for the purpose of educating, instructing and promoting awareness of, and interest in, the Shooting Sports in conjunction with, or in addition to, their other programs, and which chooses to affiliate with USA Shooting as a member thereof, and which is determined to meet the criteria established for such Community Based Organization under the procedures set forth in Chapter VIII Section B, in accordance with standards established from time to time by USA Shooting.
13. "Director" means a voting director of the Board of Directors of USA Shooting, unless the context otherwise requires.
14. "IOC" means the International Olympic Committee.
15. "Internal Revenue Code" means the Internal Revenue Code of 1986, as amended.
16. "International Amateur Athletic Competition" means an Amateur Athletic Competition between one or more athletes representing the United States, either individually or as a team, and one or more athletes representing any foreign county.
17. "ISSF" means and is the acronym for International Shooting Sports Federation, which is the international governing body for Olympic Shooting, and which is sometimes commonly referred to as an "International Federation", or "IF" for Olympic Shooting.
18. "ISSF Shooting" means the disciplines within the Shooting Sports that are regulated by the ISSF.
19. "National Development Team" means the persons selected as having a high developmental potential in accordance with the procedures established from time to time by USA Shooting. Such persons are not members of the National Team.
20. "National Governing Body" or "NGB" means the National Governing Body designated as such by the USOC.
21. "National Team" means each year's standing national team of USA Shooting. Members include the regular team members and the at-large team members, but not National Development Team members.
22. "Person" shall mean any natural person, corporation, association or other legal entity.
23. "Protected Competition" means any International Amateur Athletic Competition between any athlete or athletes officially designated by USA Shooting as representing the United States, either individually or as part of a team, and any athlete or athletes representing any foreign country, where:
 - a. The terms of such competition require that the entrants therein be teams or individuals representing the respective nations; and

b. The athlete or group of athletes representing the United States are organized and sponsored by USA Shooting in accordance with its defined selection or tryout procedure that is open to all and publicly announced in advance, except for domestic Amateur Athletic Competition which, by its terms, requires that entrants therein be expressly restricted to members of a specific class of amateur athletes designated as such in the USOC Constitution.

c. The term "Protected Competition" shall also include any domestic Amateur Athletic Competition or event organized and conducted by USA Shooting that is publicly announced in advance as a selection competition where the results directly qualify the successful competitors therein as athletes representing the United States in a Protected Competition as defined in the immediately preceding sentence of this Subsection, but shall not include pre-qualifying events such as preliminary tryouts.

d. The term "Protected Competition" shall specifically include continental championships, the National Championships, Olympic and Team Tryouts and ISSF-sanctioned competition including without limitation, the Olympic Games, the Pan American Games, the World Shooting Championships, the World Clay Target Championships, the World Cups, World Cup Finals, and the Championship of the Americas.

24. "Quadrennium" means the four-year period beginning on January 1 of the calendar year following the Summer Olympic Games and extending until, but not including, January 1 of the calendar year following the next Summer Olympic Games. Quadrennium is commonly referred to and used interchangeably as "Quad". The first calendar year of the Quadrennium is Year One of the Quadrennium, the second calendar year is Year Two, and so forth.¹

25. "Sanction" means a certificate of approval issued by USA Shooting for a particular competition.

26. "Shooting Sports" means (i) ISSF Shooting; and (ii) other shooting sports serving as a pipeline to or relating to ISSF- Shooting and the sport disciplines recognized by the ISSF including grassroots and developmental shooting sports. Notwithstanding the foregoing, USA Shooting shall only act as the National Governing Body for the sport of ISSF Shooting in the United States.

27. "USOC" means the United States Olympic Committee.

28. "USOC AAC" means the USOC's Athletes' Advisory Council.

ARTICLE III. PURPOSE

A. **Mission.** The mission of USA Shooting shall be to prepare amateur athletes to win Olympic medals; to promote the Shooting Sports; to govern the conduct of international ISSF Olympic shooting in the USA.

B. **Designation as National Governing Body.** USA Shooting has been designated as the National Governing Body for the sport of Olympic style ISSF Shooting in the United States by the United States Olympic Committee effective April 9, 1995 and shall have and undertake all purposes and duties as such, including without limitation, to act as the representative member of the ISSF for ISSF shooting in the United States.

C. **General Purposes.** The general purposes of USA Shooting are to foster national and International Amateur Athletic Competition in the Shooting Sports with emphasis on ISSF Shooting and to support and develop Amateur Athletes for national and international competition in such sports, all within the meaning of Section 501(c)(3) of the Code. Subject to the limitations of the Articles of Incorporation and solely in furtherance of such purposes, USA Shooting may engage in any lawful act or activity authorized by the Colorado Nonprofit Corporation Act. It is intended that USA Shooting will be a "Qualified Amateur Sports Organization" within the meaning of Section 501(j) of the Code.

¹ Note: This definition differs slightly from the term used in the USOC Bylaws, in that this term is used here to denote a calendar year, whereas in the USOC Bylaws, it denotes the time from the first meeting after the Summer Games to the first meeting after the next Summer Games.

1. In connection with such purposes, USA Shooting shall have the right to exercise all rights and powers conferred by the laws of the State of Colorado upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, but in each case solely in furtherance of the purposes set forth herein.

2. USA Shooting shall have the power and authority to do such other things as are incidental to the purposes of USA Shooting or necessary or desirable in order to accomplish them.

3. Notwithstanding any other provision of the Articles or these Bylaws, USA Shooting shall not carry on any other activities not permitted to be carried on by a corporation: (a) exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any subsequent Federal tax law); or (b) contributions to which are deductible under Sections 170 of the Code (or the corresponding provision of any subsequent Federal tax law). Except for the above limitations, USA Shooting shall have each of the powers stated in the State of Colorado Nonprofit Corporation Act and all other powers not expressly prohibited by Colorado law.

4. No part of the net earnings of USA Shooting shall inure to the benefit of or be distributable to any private member or individual or to its Directors, officers or other individuals having a personal and private interest in the activities of, USA Shooting, except that USA Shooting shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of USA Shooting shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and USA Shooting shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Implementation of Purposes. In connection with its purposes, USA Shooting shall:

1. Exercise exclusive jurisdiction over all matters pertaining to the participation of the United States in the sport of ISSF Shooting in the World Championships and other International Amateur Athletic Competitions, except the Olympic or Pan American Games;

2. Obtain for the United States, in cooperation with the USOC when the Olympic or Pan American Games are involved, the most competent Amateur Athlete representation possible for the United States in the sport of ISSF Shooting;

3. Develop and promote public acceptance, awareness, interest and participation throughout the United States in the Shooting Sports and be responsible to the persons and Amateur Sports Organizations it represents and promote and encourage physical fitness and the education of the public with respect to the Shooting Sports;

4. Establish national goals for amateur athletic activities related to ISSF Shooting and encourage the attainment of those goals;

5. Assist organizations and individuals concerned with sports in the development of amateur athletic programs for Amateur Athletes in the Shooting Sports from grassroots and junior development through the elite levels, with the principal emphasis on ISSF Shooting;

6. Coordinate and develop amateur athletic activity in ISSF Shooting and promote participation and the development of athletes' skills in the Shooting Sports at all levels including through programs for shooting coaches and competition officials;

7. Minimize, through coordination with other Amateur Sports Organizations, conflicts in the scheduling of practices and competitions;

8. Keep Amateur Athletes informed of policy matters and reasonably reflect the views of such athletes in policy matters;

9. Promptly review each request submitted by an Amateur Sports Organization or person for a sanction (1) to hold an International Amateur Athletic Competition in the United States; or (ii) to sponsor United States Amateur Athletes to compete in International Amateur Athletic Competition held outside the United States and determine whether to grant such sanction, in accordance with the procedures of Section 220521 of the Amateur Sports Act;
10. Provide equitable support and encouragement for participation in the Shooting Sports by women;
11. Encourage and support amateur athletic sports programs for disabled individuals and participation of disabled individuals in amateur athletic activity, including, where feasible, the expansion of opportunities for meaningful participation by disabled individuals in programs of athletic competition for able-bodied individuals.
12. Provide and coordinate technical information on physical training, equipment design, coaching, and performance analysis and coordinate and develop amateur athletic activity in the United States relating to Amateur Athletic Competition in the sport of ISSF Shooting and foster the development of amateur athletic facilities for use by Amateur Athletes training for competitions in the Shooting Sports and assist in making such facilities available to such athletes;
13. Encourage and support research, development, and dissemination of information in the areas of sports medicine and sports safety relating to the Shooting Sports, including firearms safety;
14. Protect the right of equal opportunity, without discrimination on the basis of race, color, religion, age, sex, or national origin, of any Amateur Athlete, coach, trainer, manager, administrator, or official to participate in competition in ISSF Shooting;
15. Provide for the swift resolution of conflicts and disputes involving Amateur Athletic Competitions in the sport of ISSF Shooting;
16. Provide and coordinate technical information on physical training, mental training, equipment design, coaching, and performance analysis in the Shooting Sports;
17. Encourage and support the amateur athletic activities of racial and ethnic minorities in the Shooting Sports for the purpose of increasing participation in said sport;
18. Organize, conduct and sanction national, regional and state Amateur Athletic Competitions in the sport of ISSF Shooting;
19. Develop, implement, manage and oversee programs and activities to obtain the resources necessary to carry out the goals and objectives of USA Shooting;
20. Fulfill all other purposes outlined in general for National Governing Bodies by the USOC and the Amateur Sports Act; and
21. Fulfill such other purposes as may be stated in the Articles of Incorporation of USA Shooting, as the same may be amended from time to time.
22. Notwithstanding the foregoing, the principal emphasis of USA Shooting shall be on ISSF Shooting. Accordingly, USA Shooting's purposes in connection with other Shooting Sports shall be secondary and designed to increase participation and enhance the opportunities and competitive level of athletes in ISSF Shooting.

ARTICLE IV. POWERS OF USA SHOOTING

- A. National Governing Body. USA Shooting shall be the National Governing Body for the sport of ISSF Shooting in the United States. USA Shooting shall be autonomous in its governance of the sport of ISSF Shooting, in that it independently

shall determine and control all matters central to such governance, shall not delegate such determination and control, and shall be free from outside restraint. This provision shall not be construed as preventing USA Shooting from contracting with third parties for administrative assistance and support in connection with its purposes. In connection therewith, USA Shooting shall have the powers:

1. To represent the United States in relations with the ISSF;
2. To serve as the coordinating body for Amateur Athletic activity in the sport of Olympic Shooting in the United States;
3. To exercise jurisdiction over international amateur athletic activities and sanction International Amateur Athletic Competition held in the United States and sanction the sponsorship of International Amateur Athletic Competition held outside the United States in the sport of ISSF Shooting, in accordance with the provisions of these Bylaws;
4. To conduct Amateur Athletic Competition in the sport of ISSF Shooting, including local competition, regional championships, national championships, and International Amateur Athletic Competition in the United States and establish procedures for the determination of eligibility standards for participation in such competition, except for certain competition as specified in subsection 6. below;
5. To recommend to the USOC individuals and teams to represent the United States in the Olympic or Pan American Games in the sport of ISSF Shooting in accordance with the USOC Bylaws;
6. To designate individuals and teams to represent the United States in International Amateur Athletic Competition (other than in the Olympic or Pan American Games) in the sport of ISSF Shooting and certify, in accordance with the rules of the ISSF, the amateur eligibility of such individuals and teams: provided that any Amateur Sports Organization that conducts competition involving Amateur Athletes, participation in which is restricted to a specific class of Amateur Athletes (such as high school students, college students, members of the Armed Forces or similar groups or categories), shall have exclusive jurisdiction over such competition. If such an Amateur Sports Organization wishes to conduct International Amateur Athletic Competition for ISSF Shooting to be held in the United States, or to sponsor International Amateur Athletic Competition for ISSF Shooting to be held outside the United States, it shall obtain a sanction from USA Shooting as provided in Article XXIII;
7. To facilitate, through orderly and effective administrative procedures, the resolution of conflicts or disputes which involve any of its members and any Amateur Athlete, coach, trainer, manager, administrator, official, or Amateur Sports Organizations, and which arise in connection with the eligibility for and participation in the Olympic Games, the Pan American Games, World Championship competition, or other Protected Competition as defined in the USOC and USA Shooting Bylaws;
8. To establish and maintain offices for the conduct of the affairs of USA Shooting;
9. To publish a newspaper, magazine or other publication consistent with its corporate purposes;
10. To do any and all acts and things necessary and proper to carry out the purposes of the USOC as they relate to USA Shooting;
11. To promote and encourage educational programs in the Shooting Sports and inform the people of the United States of the virtues of good citizenship and sportsmanlike conduct, of the cultural aspects of amateur athletic activities, and of the benefits of its physical fitness and participation in amateur athletic activities;
12. To acquire, hold, dispose of, use, and otherwise deal in the funds, assets and resources needed for its purposes; and
13. To exercise the general legal powers enumerated in the Colorado Nonprofit Corporation Act and other powers related to its purposes.

**ARTICLE V.
COMPLIANCE WITH AMATEUR SPORTS ACT AND USOC OBLIGATIONS**

A. Compliance with Amateur Sports Act. To maintain compliance with the Amateur Sports Act, so long as USA Shooting is the NGB for the sport of ISSF Shooting, USA Shooting shall have the following obligations:

1. It agrees to submit, upon demand of the USOC, to binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association in any controversy involving its recognition as a National Governing Body, as provided for in the Amateur Sports Act, or involving the opportunity of any Amateur Athlete, coach, trainer, manager, administrator or official to participate in Amateur Athletic Competition, as provided for in the USOC Bylaws;
2. It shall be autonomous in the governance of the sport of ISSF Shooting in the United States, in that it will independently determine and control all matters central to such governance, it will not delegate such determination and control, and will remain free from outside restraint, and will be a member of no more than one international sports federation that governs a sport included on the program of the Olympic Games or the Pan-American Games;
3. Its membership shall remain open to any individual who is an Amateur Athlete, coach, trainer, manager, administrator, or official active in the sport of ISSF Shooting, or to any Amateur Sports Organization that conducts programs in the sport of ISSF Shooting;
4. It will provide an equal opportunity to Amateur Athletes, coaches, trainers, managers, administrators, and officials to participate in Amateur Athletic Competition, without discrimination on the basis of race, color, religion, age, sex, or national origin, and with fair notice and opportunity for a hearing to any Amateur Athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
5. It will be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin or sex, except that it may provide for reasonable representation of both males and females on the Board of Directors;
6. It will provide on its Board of Directors among the voting members, Active Athletes meeting the criteria of Ten-Year List Athletes as defined in Article II A.1.b.; and that the voting membership held by such individuals is not less than 20 percent of the voting membership of the Board of Directors;
7. It will provide for reasonable direct representation on its Board of Directors for any Amateur Sports Organization that, in the sport of ISSF Shooting, conducts on a level of proficiency appropriate for the selection of Amateur Athletes to represent the United States in International Amateur Athletic Competition, a national program or regular national Amateur Athletic Competition and ensures that such representation shall reflect the nature, scope, quality, and strength of the programs and competitions of such Amateur Sports Organization in relation to all other such programs and competitions in such sport in the United States;
8. None of its officers may also be officers of any other Amateur Sports Organization that is recognized as a National Governing Body;
9. It shall provide policies and procedures for the prompt and equitable resolution of grievances of its members; and
10. It will not have eligibility criteria relating to amateur status or to participation in the Olympic Games or the Pan-American Games that are more restrictive than those of the ISSF.

B. Specific Duties. So long as USA Shooting is the NGB for the sport of ISSF Shooting, USA Shooting is under a duty to do comply with the obligations in Section 220524 of the Amateur Sports Act, which shall include the following:

1. develop interest and participation throughout the United States and be responsible to the persons and Amateur Sports Organizations it represents;

2. minimize, through coordination with other Amateur Sports Organizations, conflicts in the scheduling of all practices and competitions;
3. keep Amateur Athletes informed of policy matters and reasonably reflect the views of the athletes in its policy decisions;
4. disseminate and distribute to Amateur Athletes, coaches, trainers, managers, administrators, and officials in a timely manner the applicable rules and any changes to such rules of the NGB, the USOC, the ISSF, the IOC and the Pan American Sports Organization;
5. allow an Amateur Athlete to compete in any International Amateur Athletic Competition conducted by an Amateur Sports Organization or person, within procedures and standards established within the parameters of the Amateur Sports Act, the USOC Bylaws and policies and USA Shooting Policies and Procedures;
6. provide equitable support and encouragement for participation by women;
7. encourage and support Amateur Athletic sports programs for individuals with disabilities and the participation of individuals with disabilities in Amateur Athletic activity, including where feasible, the expansion of opportunities for meaningful participation by individuals with disabilities in programs of athletic competition for able-bodied individuals;
8. provide and coordinate technical information on physical training, equipment design, coaching and performance analysis; and
9. encourage and support research, development and dissemination of information in the areas of sports medicine and sports safety.

C. Compliance with USOC Bylaws. So long as USA Shooting is the NGB for the sport of ISSF Shooting, it shall, in all material respects, comply with the Bylaws of the USOC, as the same pertain to its status as an NGB, as the same are amended from time to time.

ARTICLE VI. MEMBERSHIP

A. Open Membership. Membership in USA Shooting shall be open to all of the following:

1. Any individual who is an Amateur Athlete, coach, trainer, manager, administrator, official or other individual active or interested in the Shooting Sports;
2. Any corporation, club, federation, union, association, or other entity organized in the United States (including multi-sport or multi-purpose organization) that sponsors, arranges or supports the Shooting Sports and/or conducts shooting related programs, and any component of the Armed Forces that actively conducts programs or competitions in the sport of ISSF Shooting in the United States and any other organization or corporation that has an interest in developing the Shooting Sports in the United States.
3. The foregoing shall not be construed as limiting the right of USA Shooting to (i) expel or suspend a person's membership under the procedures in Article IX, or (ii) to otherwise revoke or deny a person membership if the Executive Director determines that such person poses a serious risk of injury to that person, to other members of USA Shooting, or to the general public.

B. Membership Application. An individual, corporation, club, federation, union, association, or other group or organization may become a member of USA Shooting by applying to the Membership department of USA Shooting on forms prepared for such purpose from time to time and enclosing a check payable to USA Shooting in an amount of the dues established under Article VII appropriate for the membership category.

C. Voting Rights of Members. All memberships shall be non-voting. The foregoing shall not prevent voting rights to be accorded to specifically defined categories of individuals or organizations, as provided in these Bylaws.

D. Membership Categories. There shall be at least six membership categories including Individual Annual; Individual Five-Year; Individual Life; Junior Individual, Junior Olympic Limited, Club, Association or Corporation and such other categories as approved by the Board of Directors from time to time.

E. Establishment of Policies and Procedures. Policies governing membership matters in connection with participation in competition and service to USA Shooting shall be governed by the following:

1. Except for "Protected Competition" as that term is defined in the USOC Bylaws, Article I, Section 1.3P, the Board may adopt policies and procedures from time to time requiring athletes, shooting coaches, trainers, managers, administrators and other officials and persons to be members of USA Shooting to participate in competitions sanctioned by USA Shooting and other activities supported by USA Shooting which policies and procedures may provide exemptions from membership for certain classes of persons, including volunteers and juniors.

2. If a non-US citizen wishes to participate in competitions sanctioned by USA Shooting, then such person shall be eligible to compete in such competition without being a member of USA Shooting if such individual produces verification of being a member in good standing of his or her own country's ISSF-recognized national shooting organization. Such person shall not be eligible to be named to the National Team or to obtain any US quota slots or to otherwise represent the United States until citizenship is obtained with proper release from his previous country and ISSF as applicable. This exception carries no other membership benefits.

3. All members of the Board of Directors, Standing Committees and their subcommittees, and officers of USA Shooting, must be or become members of USA Shooting within 30 days of their election or appointment and as a condition of their eligibility for such position, and no such person may vote or conduct NGB business until membership is obtained. Failure to join will be accepted as an act of voluntary resignation after the 30 day period. Such persons must maintain their membership throughout their term of office.

F. Renewal. A person's membership may be renewed upon payment of the renewal dues and if such person meets the eligibility standards for membership.

G. Reasonable Accommodation. USA Shooting shall make reasonable accommodation for any person with a temporary physical disability who wishes to participate as an Amateur Athlete, coach, trainer, manager, administrator or official in any Amateur Athletes Competition sanctioned by USA Shooting. USA Shooting shall require that such person obtain from a licensed medical doctor a certification that such person's participation does not pose a direct threat of risk or harm to such person, other participants, or the general public. While competing under the medical exception, the person will not be eligible to make a National Team or US Shooting Team. Such person shall be required to comply with all other rules applicable to the competition.

ARTICLE VII. DUES

Dues. There may be separate dues for individual annual, individual five-year, individual life, junior, corporation and organizational or club memberships, and other categories established from time to time by the Board; which shall fix the amount of dues for individual and organizational member categories of USA Shooting. Such dues shall be fixed on a reasonably equitable basis by the Board and shall reasonably reflect the rights and services that the member receives within the member classification and the needs of USA Shooting to accomplish its purposes. All persons who wish to be members of this Corporation shall be required to pay dues based on the membership category. Dues shall be due and payable as a prerequisite for admission to membership and as a prerequisite for any renewal. In the case of annual or other fixed term memberships, if the member fails to pay such renewal prior to the end of the term thereof, such person's membership shall automatically

terminate at the end of the term. There will be no refund of membership fees paid. This applies to annual and partial payments for multi-year memberships. The assessment of dues shall not prevent charging fees for services, including fees in connection with competition and other services provided by, or under the direction of, USA Shooting.

ARTICLE VIII. RECOGNITION OF CERTAIN ORGANIZATIONS

A. Allied Shooting Sports Organizations. A nationwide affiliated national organization may apply for designation as an Allied Shooting Sports Organization by an application in writing to the Executive Director of USA Shooting. Such application shall set forth the qualifications of the applicant for such status, stating the qualification of such organization. Such application shall be by letter stating the qualifications and desire to be an affiliated national organization. The application is to show that such organization has as its principal purposes, the regular conduct, development, sanction, and oversight of broad based national level programs and/or competitions in the Shooting Sports in the United States, and meets such other criteria developed by USA Shooting from time to time. Upon receipt of a completed application the Executive Director shall forward the application to the Executive Committee for review and a recommendation to the Board of Directors, to be voted upon at the next meeting held at least 30 days after such recommendation is made. If such application is approved by the Board, such organization shall be recognized as an Allied Shooting Sports Organization until the earlier of (i) it ceases to be an affiliated club or organization, or (ii) a determination by the Board that it no longer qualifies for such recognition; or (iii) the voluntary withdrawal of such recognition requested by such organization. An organization that has direct representation on the Board of Directors, or which has obtained recognition as a Community Based Organization, shall not be eligible for recognition as an Allied Shooting Sports Organization.

B. Community Based Organizations. A nationwide affiliated national organization may apply for designation as a Community Based Organization by an application in writing to the Executive Director of USA Shooting, or pursuant to an application filed on behalf of such Affiliated National Organization by a member of the Board of Directors or upon a separate recommendation by the Executive Committee. Such application shall be by letter stating the qualifications and desire to be an Affiliated National Organization. The application is set forth the qualifications of the applicant for such status, stating the qualification of such organization. Such application shall specifically include a showing that such organization regularly conducts, sponsors and supports grassroots programs in the Shooting Sports and/or competitions and shooting related programs for the purpose of educating, instructing and promoting awareness of, and interest in, the Shooting Sports in conjunction with, or in addition to, its other programs, and a showing that such organization meets other criteria developed by USA Shooting from time to time. Community Based Organizations may include but are not limited to the Boy Scouts of America, the American Legion, 4-H Clubs of America and the Veterans of Foreign Wars and like organizations. For purposes of clarity, an organization otherwise qualified that does not meet the criteria for designation as a Community Based Organization may become a recognized member of USA Shooting as an Affiliated Club or Organization. Such category shall not include any organization that otherwise (i) has direct representation on the Board of Directors; or (ii) which as an organization is entitled to vote for a Director. Upon receipt of a completed application, the Executive Director shall forward the application to the Executive Committee for review and a recommendation to the Board of Directors, to be voted upon at the next meeting held at least 30 days after such recommendation is made. If such application is approved by the Board, such organization shall be recognized as a Community Based Organization until the earlier of (i) it ceases to be an Affiliated Club or Organization, or (ii) a determination by the Board that it no longer qualifies for such recognition; or (iii) the voluntary withdrawal of such recognition requested by such organization. An organization that has direct representation on the Board of Directors shall not be eligible for recognition as a Community Based Organization.

ARTICLE IX. SUSPENSION OR EXPULSION OF MEMBERS

Suspension of Membership. Any member, whether individual or otherwise, who violates any of the provisions of these Bylaws, the Code of Conduct, or any operating policy of this Corporation, including a violation of safety or competition rules of a sanctioned competition or which otherwise acts in a manner substantially detrimental to the purposes and interests of USA Shooting, may, after notice of such violation is given to such person and opportunity for a hearing afforded in accordance with the procedures outlined in Article XXII of these Bylaws have their membership suspended or revoked on a temporary or permanent basis by the CEO or by a Hearing Panel convened pursuant to the procedures outlined in Article XXII of these Bylaws, or may be expelled by a vote of the majority of the Board or Executive Committee thereof.

**ARTICLE X.
GENERAL MEMBERSHIP MEETINGS**

- A. General Meetings. There shall be one or more general meetings of the members for the purpose of giving members direct and easy input to USA Shooting. At the discretion of the Board or as may be delegated to staff, such general meetings can be held in one or more locations at appropriate times and occasions, such as at the various National Championships as described in Section B below. At the general meeting or meetings, the staff at such meeting will solicit comments, recommendations and concerns from the membership to assist in the formulation of policy, the development of procedural guidance, and to clarify existing policies and procedures as necessary.
- B. Place of Meeting. In order to provide maximum athlete and member representation and participation, the general meeting or meetings of the members will be held at the place and time of each National Championship for ISSF Shooting competitions sponsored by USA Shooting, unless otherwise designated by the Board.
- C. Dates and Times. The specific dates, times and places for the general meeting or meetings shall be fixed by the Board unless otherwise designated above. The dates and locations of such general meetings shall be announced in the standard publication of USA Shooting prior to the date for such meeting. Any member may submit to the Executive Director at least 10 days prior to the meeting, a request to place an item on the agenda to be discussed at such meeting.
- D. Additional Requirements. If the National Championships for ISSF shooting competitions sponsored by USA Shooting are held at different locations, a general membership meeting will be held at each such location.
- E. Director Attendance. Membership meetings provide an opportunity for the membership to openly communicate in a group forum with staff and management. Directors can contribute much to those discussions and are highly encouraged but not required to attend.
- F. Certain References. The general membership meeting or meetings does not constitute a "meeting" of the Board of Directors as defined in Article XI, Section C or D.
- G. Special Meetings. Special meetings of the members may be called by the President and must be called by the President when requested by a majority of the Board, in each case on forty-five (45) days written notice to the members, as publicly announced in the news publication of general circulation of USA Shooting.

**ARTICLE XI.
BOARD OF DIRECTORS**

- A. Directors, Number and Qualifications. . The number of such Directors shall be sixteen (16) individuals, elected or appointed as provided in this Article. The Directors shall be natural persons at least 18 years of age and shall be selected without regard to race, color, religion, national origin, or sex, except that the Board shall have reasonable representation of both males and females. The Directors need not be residents of the State of Colorado. Each Director must be a member of USA Shooting throughout the entire term of service on the Board. Each Director shall hold office for a term of four years, or until such Director's successor has been elected or appointed, qualified and seated. No employee of USA Shooting, other than the CEO, may be a voting Director of the Board. There shall be no cumulative voting for Directors.
- B. General Purposes. The Board of Directors shall have ultimate authority over the business, policies, affairs and activities of USA Shooting, including but not limited to, the authority to elect the officers of USA Shooting other than that of the CEO, and to remove the same for cause; to enact, amend or repeal provisions of the Articles of Incorporation or the Bylaws; to receive and review the reports of the CEO, Executive Committee and Oversight Committees; to approve the selection of independent auditors; to approve or disapprove annual budgets; and to take such other action as is customary for a board of directors of a nonprofit corporation.
- C. Regular Meetings. The Board shall meet at least two (2) times each year. Such meetings may consist of regular or special meetings. The Board of Directors may provide, by proclamation, the time and place, either within or without the State, for the holding of regular meetings without other notice than such proclamation.

D. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chairman or any six Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them. Notice of any special meeting shall be given at least thirty (30) days prior to the date of the meeting. Such notice may be given by written notice delivered personally or by mail sent to each Director. If mailed, such notice shall be delivered by registered mail with return receipt.

E. **Waiver of Notice, Business.** Any Director may waive notice of any meeting and 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. At any regular or special meeting, any and all business may be conducted; provided, however, that the business to be transacted at, and the purpose of any regular or special meeting of the Board of Directors shall be generally set forth, to the extent practical, in the notice or waiver of notice of such meeting but the failure to adequately set forth the same shall not render any actions invalid.

F. **Quorum.** A majority of the Directors entitled to vote, represented in person, shall constitute a quorum at any meeting of the Board. If less than a majority of the Directors entitled to vote is represented at a meeting, a majority of the Directors so present may adjourn the meeting from time to time without further notice but may not transact any business until a quorum has been secured. At such adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the meeting as originally notified. The Directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. Except as provided in paragraphs Z and AA of this Article relating to the USOC AAC representative and Athlete Alternates, proxy votes shall not be allowed.

G. **Telephone Meetings.** A Director may participate in a meeting of the Board of Directors 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 in person at the meeting.

H. **Manner of Acting.** The act of the majority of the Directors present at a meeting at which a quorum has been established shall be the act of the Board of Directors. Each Director shall have one vote on all matters submitted to the Directors.

I. **Actions Effective.** Actions taken at a meeting of the Board shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when an effective date has been recited in the record of the action taken.

J. **Minutes of Meetings.** The minutes of meetings of the Board of Directors and Executive Committee shall be distributed within sixty (60) days of the adjournment of such meeting to the members of the Board or committee members entitled to be present at such meeting. Such minutes of the meetings of the Board of Directors, other than matters addressed in executive session, shall be made available upon request of any member through the offices of the CEO, at a nominal cost for copying.

K. **Board Composition and Staggered Board.** For purposes of continuity, the Board of Directors shall be divided into two Divisions, summarized as follows:

1. Summary Table:

<u>DIVISION ONE:</u> (term runs Year 1-4 of the Quadrennium)	<u>REPRESENTING:</u>	<u>DIVISION TWO:</u> (term runs Years 3 and 4 of the Quadrennium and Years 1 and 2 of the next Quadrennium)	<u>REPRESENTING:</u>
1 Director	Athlete Disciplines:	1 Director	Shooting Sports Industry

	Pistol		By NSSF
		2 Directors	Athlete Disciplines: Rifle & Clay Target
1 Director	USOC AAC Representative	1 Director	National Rifle Association
1 Director	Coaches & Officials		
1 Director	Armed Forces representing Army Marksmanship Unit ("USAMU")		
2 Directors	At-Large	2 Directors	At-Large
		1 Director	Fundraising
1 Director	Chief Executive Officer- Executive Director	1 Director	Senior ISSF Representative
1 Director	USA Shooting Team Foundation		

2. Division One. The term of each Division One Director shall commence upon such person being qualified and seated under paragraph O, at the first meeting of the Board in Year One of the Quadrennial and shall end at the seating of their replacement at the first Board meeting in Year One of the next Quad. The term of the AAC will commence January 1 of the First Year of the quadrennial and shall end December 31 in the year of the Olympic Games. Division One shall consist of the following Directors:

- a. A Director elected as athlete representatives (pistol) under paragraph L. below;
- b. A Director elected as the USOC AAC Representative under paragraph L. below;
- c. A Director elected by the Coaches & Officials under paragraph L. below;
- d. A Director representing the United States Army Marksmanship Unit, designated as such under paragraph L. below;
- e. Two At-large Directors designated as the Division One Directors under paragraph M below.
- f. The USAS Chief Executive Officer (CEO) - Executive Director (ED).
- g. A Director representing the USA Shooting Team Foundation.

The term of each Division One Director shall commence upon such person being qualified and seated under Section N, at the first meeting of the Board in Year One of the Quadrennium and shall end at the seating of their replacement at the first Board meeting in Year One of the next Quadrennium. The term of the AAC will commence January 1 of the First Year of the quadrennium and shall end December 31 in the year of the Olympic Games.

3. Division Two. The term of each Division Two Director shall commence upon such person being qualified and seated under Section N., at the first meeting of the Board in the Year Three of the Quadrennium and shall end at



the seating of their replacement at the first Board meeting in Year Three of the next Quadrennial. Division Two shall consist of the following Directors:

- a. A Director for the Shooting Sports Industry appointed by the National Shooting Sports Foundation under paragraph L. below;
- b. A Director appointed by the National Rifle Association under paragraph L. below;
- c. A Director elected by the Board under paragraph M. below, with a proven record of fundraising;
- d. Two At-large Directors designated as the Division Two At-Large Directors under paragraph M below;
- e. The senior USAS representative to the ISSF as outlined in paragraph Q.
- f. Two Directors elected as athlete representatives (rifle/running target and clay target) under paragraph L. below.

The term of each Division Two Director shall commence upon such person being qualified and seated under Section N., at the first meeting of the Board in the Year Three of the Quadrennium and shall end at the seating of their replacement at the first Board meeting in Year Three of the next Quadrennium.

L. Election and Appointment Procedures.

1. General: Any candidate selected for election, except athlete directors, will be requested to provide a ten line biography in 12 point font stating qualifications and platform. That information will be included on ballots thus preempting the necessity for campaigning, which is highly discouraged as it may provide an unfair advantage to one candidate over another.

2. Discipline Athlete Directors: Athlete Directors must be a Ten-Year List Athlete as defined in Article II A.1.b. and who shall be elected by the athletes participating in that discipline at the respective National Championships in the year of the Summer Olympic Games for Division One director(s) and in year three of the Quadrennial for Division Two Directors. Athlete Directors shall constitute at least 20% of the voting Directors of the Board. Each quadrennial the Director must alternate between male and female, with the alternate elected for such discipline to be of the opposite sex, in rotation for each new quadrennial by discipline.

a. History: The initial Directors elected for Rifle and Running Target in 1995 were male and the initial Directors elected for Shotgun and Pistol in 1995 were female. For the Quadrennium commencing in 1997, the Rifle and Running Target Directors must thus be female and the Pistol and Shotgun Directors must be male, with the alternates of opposite sex. To facilitate continuity, in the quadrennial starting in 2001, the Pistol and Running Target athlete Directors will be elected to a four-year term. The Pistol Director will be female and the Running Target Director male, with alternates of opposite sex. To facilitate continuity, in the quadrennial starting in 2001, the Rifle and Clay Target athlete Directors will be elected to a two-year term. The Rifle Director will be male and the Clay Target Director female, with alternates of opposite sex. Future terms will be four years. In 2004 the Rifle and Running Target athlete representation responsibilities were combined.

b. Procedure: The CEO shall designate a person to conduct such election. Such election shall be held by written ballot at a time and place held during such National Championships as announced at the commencement of the same, upon a slate of nominations submitted by any athlete for such purpose, which nominations also may be made from the floor at the election meeting. Each candidate is encouraged to provide an oral or written statement at such meeting as to the reasons for their qualifications and why such person wishes to be a Director. All nominees must agree to serve if elected before the voting takes place. All voting shall be done in person by written ballot and proxy votes shall not be permitted. The person meeting the gender requirements who obtains the highest number of votes cast by written ballot at such meeting by

athletes participating in such competition shall be the Director for that discipline and the person of the opposite sex having the highest number of votes shall be the alternate. In the event of a tie, the tied votes shall be resubmitted for a second vote with the person receiving the highest number being designated as the Director. The alternates shall not be deemed to be Directors unless they fill a vacancy as provided in Section V below, but shall have a proxy to act for and on behalf of the regularly appointed Director in his or her absence.

c. Athlete Director Elected as ACC: In the event that any such Director is elected as the USOC AAC representative for shooting, such Director position elected pursuant to the foregoing procedure shall be declared as unfilled, if such election occurs prior to the seating of such Director, or shall be declared as vacant, if such person has been seated. In either such case, a written or electronic ballot shall be prepared of the other nominees who were originally nominated at the original election and submitted by mail or electronically to the athletes who originally participated in the respective National Championships in the discipline that elected such person (whether or not such persons voted at that time), and a new vote by such written or electronic ballot shall be taken to elect a person to fill that position, within 30 days after such person has been elected as the USOC AAC member.

3. Division One Directors:

a. One (1) Director elected as athlete representative from the Pistol discipline. Detailed election procedures are outlined above in paragraph L.2.b. and in the USA Shooting Policies and Procedures Section IX. In the event of conflict between Section IX and these Bylaws, the Bylaws take precedence.

b. One (1) Director who is the elected USOC AAC representative for shooting, as provided in Chapter XVII of these Bylaws. Detailed election procedures are outlined in the USA Shooting Policies and Procedures Section V. In the event of a conflict between the Policies and Procedures and these Bylaws, the Bylaws take precedence.

c. One (1) Director representing USA Shooting USAS-NRA international coaches and officials to be selected by the written ballot of the USAS-NRA international coaches and officials who are members of USA Shooting. Such selection shall be made in accordance with the following procedures: Following the Summer Olympic Games, a nominating committee appointed by the Chairman shall nominate three persons, all of whom must be USAS-NRA international coaches or officials, and no less than one of whom shall be a USAS-NRA international coach and one of whom shall be a recognized official, for submission to such recognized coaches and officials for their election. The CEO shall forward a written ballot to each such USAS-NRA international coach and official, which may be included with the official publication of USA Shooting, with the list of such persons for which nominations have been made. Such ballots must be returned to USA Shooting as specified on the ballot. The person who receives the most votes shall be declared the Director and notice thereof shall be given in the official publication of USA Shooting. If a tie has resulted, the tie shall be resubmitted for a runoff vote. If the tie is not broken in the runoff, the seat will be filled under paragraph R below.

d. One (1) Director representing the Active Army, Army Marksmanship Unit (USAMU), which person must be actively involved in the management and conduct of ISSF Shooting with respect to the Army Marksmanship Unit, such Director to be appointed by the Commander of the Army Marksmanship Unit. Such appointment shall be made no later than December 1 of Year Four of the Quadrennium and written notice of the same shall be given to the CEO.

e. Two (2) At-large Directors to be appointed by the Board in accordance with the procedures set forth in paragraph M below.

f. One (1) Director appointed by the USA Shooting Team Foundation who is currently serving as a director of the USA Shooting Team Foundation.

4. Division Two Directors:

- a. Two (2) Directors elected as athlete representatives, one from each of two ISSF Shooting disciplines Rifle and Clay Target
- b. One (1) Director representing the shooting sports industry to be appointed by the President of the National Shooting Sports Foundation. Such appointment shall be made in writing and transmitted to USA Shooting not later than the December 1 of Year Two of the Quadrennium.
- c. One (1) Director appointed by the Executive Vice President for the National Rifle Association. Such appointment shall be made in writing and transmitted to USA Shooting not later than the December 1 of Year Two of the Quadrennium.
- d. One (1) Director elected by the Board from a slate as selected by the Nominating Committee. Nominees will be sought who have a proven history of fundraising experience and/or represent groups or organizations with substantial fundraising experience. Selection is in accordance with the procedures set forth in paragraph N below.
- e. Two (2) Division Two At-large Directors to be appointed by the Board in accordance with the procedures set forth in paragraph M below.
- f. Senior ISSF Representative. The senior USAS representative to the ISSF, as determined by ISSF position (i.e. Executive Committee, Administrative Council, Section Committee) or, if necessary, by the seniority in years of service as an ISSF official.

5. An organization that otherwise meets more than one category for voting shall only be entitled to vote for one director regardless of Division. The foregoing shall not act to restrict the right of athletes to vote for the Athlete Directors or the USOC AAC representative.

M. At-Large Director Selection Procedures. The selection of At-large Directors will be as follows: Not later than October 1 of the calendar year of the Summer Olympics for the three Division One At-large positions and not later than October 1 of Year Two of the Quadrennium for the two Division Two At-large Directors, a Nominating Committee appointed by the Chairman for such purpose, will solicit nominees from members of the Board and the membership of USA Shooting via USA Shooting's publication, to fill the At-large positions to be vacated at the first Board meeting of such next calendar year. Special emphasis will be given to solicit and select At-large members who will measurably add to the breadth and scope of the Board and whose skills, abilities and potential value are not already adequately represented on the Board or anticipated to be on the Board as a result of the next seating of Directors. Nominations from Community Based Programs with active youth shooting programs will be solicited.

N. Fundraising Director Selection Procedure. The selection of the Fundraising Director will be as follows: Not later than October 1 of the calendar year of year Two of the Quadrennium, the Nominating Committee will solicit candidates from the members of the board and the membership of USA Shooting via USA Shooting's publication, to fill the position vacated at the first Board meeting of such next calendar year. The Nominating Committee shall nominate such persons who preferably have knowledge and/or experience in fund raising with emphasis on non-profit and sport organizations.

O. Seating of New Directors. Seating and the commencement of the term of all new Directors, other than those which are appointed to fill a vacancy as provided in Section V below, shall be conducted in accordance with the following procedure:

1. At the first meeting of the Directors of each new Quadrennium and of Year Three of each Quadrennium when new Directors elected or appointed in accordance with these Bylaws are to be seated, the meeting shall follow the following agenda, together with such other matters properly brought before the Board.

- a. Approval of previous Minutes.
- b. Seating of new directors.
- c. Election of new officers.
- d. Old business.
- e. New business.

2. The newly elected or appointed Directors shall be seated, and each such person's term shall then commence, upon the seating of the new replacement Directors pursuant to the agenda. The replaced Directors' terms shall end at the last regular or special meeting in the year of seat election. The replaced Directors will be ceremonially retired at the last regular or special meeting of the previous year but their terms will not officially end until their replacements are formally seated at the next meeting.

3. Both the outgoing and incoming athlete directors are to attend the fall Board meeting in the year of election to provide increased continuity of those Board seats. The incoming athlete representatives will have voice with no vote at that meeting.

P. Athlete Directors. The Board shall include among its voting Directors Ten-Year Athletes as defined in Chapter II, Subsection A.1.b., who shall constitute at least 20% of the voting Directors of the Board.

Q. Board Advisors. The USOC Board of Directors representative for the sport of ISSF Shooting (if not already a Director of the Board), the immediate past Chairman of USA Shooting, and the Counselor will each serve as an advisor to the Board. Such advisors to the Board are entitled to attend meetings of the Board of Directors with voice but without vote.

R. Failure to Elect. If any organization or group entitled to appoint or elect a Director has not, within the time period established by these Bylaws for the appointment of replacement Directors, properly appointed a Director to fill such vacancy, then the following procedure shall apply: The CEO will solicit nominees from among such organization or group that in his or her judgment provide a representative cross section of the interests represented by such organization or group. The names and qualifications of each nominee will be forwarded to the nominating committee convened by the Chairman for such purpose which will, within 45 days following receipt of the nomination packages, make a recommendation to the Board. A ballot of the Board shall be taken within 30 days following the nominating committee's recommendation and the person with the highest number of votes shall be deemed elected as the Director for such position and such person shall be seated under the procedures in Section N above. Such position shall be for the original term of such position.

S. Board Orientation. A Board orientation shall be required for all new Directors, which shall include but not be limited to fiscal, managerial, and legal responsibilities of a Director, compliance with the Amateur Sports Act and the USOC Bylaws, and corporate responsibilities. Such orientation shall be accomplished via written materials prepared by the staff and approved by the Executive Committee. Each Director must verify that they have read and are familiar with the orientation materials. To the maximum extent practical, the orientation is to be accomplished immediately prior to the first Board meeting at which such new Director attends.

T. Guests Invited. Except during executive sessions when called by the President or the Board, guests shall be permitted and will be encouraged to attend meetings of the Board of Directors but without voice or vote. Voice may be given by the President or by majority vote of the Board of Directors.

U. Board Officers. The Board shall have officers of the Board for the purpose of conducting Board business, which officers will be a President who will serve as Chairman of the Board of Directors, a Vice-President, a Treasurer and a Secretary. Such officers of the Board of Directors shall be the same persons as elected as the principal officers of USA Shooting holding their respective offices under Article XIV.

V. Dual Directorships Forbidden. If an individual is named to two (2) or more positions on the Board of Directors, the individual shall be entitled to hold only one such position, to be chosen by the Board of Directors in absence of a contrary provision of these Bylaws. The other positions shall be declared vacant.

W. Vacancies. Vacancies among the Directors of the Board of Directors that occur during the regular term of any Director, whether as a result of resignation, death, expulsion or otherwise, shall be filled upon written notice to the Secretary of

the new nominee by the organization or organizations represented by the vacancy. If such vacancy is not filled within 45 days after notice is given to such organizations, then such vacancy may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum, except those involving a Director elected by the athletes for the respective rifle, pistol, and shotgun disciplines or the USOC AAC representative, which may only be filled by the alternate who will serve out the remaining term of office or, if earlier, until a new representative is elected at the next applicable National Championship at which time a new discipline Director of the appropriate gender will be elected to finish the remaining term of the vacancy. A vacancy in any officer position occurring for any reason during the Quadrennium period shall be filled by vote of the Board at its next meeting. Any Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of such Director's predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next election of Directors for which such Directorship is standing for reelection. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

X. Term Limits. No member of the Board may serve more than eight years without a two (2) consecutive year interruption of service on the Board with the following exceptions:

1. If an athlete serves on the Board as an elected discipline representative, that term shall not count toward time served as an elected AAC Representative.
2. Due to the nature of the position, the term of the Senior Representative to the ISSF may be extended by a 2/3 vote of the Board membership.
3. Upon election as Chairman, the Chairman's opportunity to serve a second two (2) year term will be without limitation by the eight (8) year rule.

Y. Attendance and Removal. By accepting the position of Director, the commitment and obligation to attend each meeting of the Directors is accepted and assumed. It is realized that absences may occur from time to time and reason for such absence is to be provided the President in advance of the meeting. Excessive absences, as determined by the board, may be cause for removal. Provided notice of such action has been given in the notice of the meeting of the Directors, any Director may be removed at any meeting of the Directors, without cause, by a vote of two thirds of the remaining Directors. Any Director may also be removed for cause by a vote of two thirds of the remaining Directors, whether or not such notice has been given. The position held by such Director shall be declared vacant upon such removal.

Z. Excused Absences. Notwithstanding any other provision of these Bylaws, Directors elected as athlete representatives and the Director holding the position as the USOC AAC representative, shall have the right to designate their alternates to the CEO as proxy to act on their behalf and in their stead for all purposes, including all committee meetings. Such proxy shall be in a form as provided by the Secretary and the presence and acts of such proxy shall be deemed to be the presence of such Director for all purposes, including establishment of a quorum and voting.

AA. Alternate Directors. Only athlete directors and the AAC are authorized substitute representation by their elected positions as authorized in these Bylaws. Board members may have representatives in their absence. Representatives of directors are considered guests and are without vote.

BB. Presiding Authority. The President will serve as Chairman of the Board shall preside over the meetings of the Board of Directors and in such person's absence the Vice-President of the Board shall preside. In the absence of both, the Directors present shall choose a presiding officer by majority vote.

CC. Reimbursement of Expenses. Reasonable and necessary business expenses for all Directors and advisors to the Board in order to attend meetings shall be borne by USA Shooting, to be reimbursed in accordance with its travel reimbursement policy in effect from time to time.

DD. Questions of Order. Questions of order shall be decided by the presiding officer of the meeting in accordance with the most recent edition Robert's Rules of Order, except that in the event of a conflict between these Bylaws and Robert's Rules of Order, these Bylaws shall prevail. A motion to table will be debatable, but within the limit of time fixed by the presiding authority. The Counselor shall serve as parliamentarian.

EE. Loans Prohibited. No loans shall be made by USA Shooting to its Directors or officers.

FF. Action of Directors Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if every member of the Board in writing either: (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that a meeting be held. Action is taken only if the affirmative votes for such action equals or exceeds 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. The action shall only be effective if there are writings, which describe the action, signed by all trustees, received by USA Shooting and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing USA Shooting with a complete copy of the document including a copy of the signature. Actions taken shall be effective when the writings set forth a different date. Any Director who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by USA Shooting before the last writing necessary to effect the action is received. All such actions shall have the same effect as action taken at a meeting.

GG. Compensation. The Directors shall not receive compensation for their services as a Director but reimbursement of expenses under Section AA shall not be deemed compensation.

ARTICLE XII. EXECUTIVE COMMITTEE

A. Executive Committee Members. There shall be an Executive Committee of the Board comprised of the Directors holding the following positions: President serving as Chairman of the Board, Secretary of the Board, Treasurer of USA Shooting (if the same is a Director), the Vice-President serving as the Vice-Chairman of the Board, and the USOC AAC representative. To ensure that, at all times, 20% of the voting power is held by Active Athletes, in the event of the vacancy of Director's position for the person elected as the USOC AAC representative, the alternate for such person shall be immediately appointed to fill such vacancy for the unexpired term, on such Executive Committee. The CEO of USA Shooting and the Counselor shall be entitled to attend Executive Committee meetings as ex-officio members with voice but without vote.

B. Responsibilities. The Executive Committee, led and presided over by the President, shall have the authority and responsibility for administering the business, routine affairs, and other activities of USA Shooting between the meetings of the Board consistent with the policies established by the Board from time to time and shall have the power and authority of the Board to take all actions on behalf of USA Shooting, which might otherwise be taken by the Board, in the normal and ordinary course of business. The Executive Committee will review matters relating to Bylaw amendments and membership before being submitted to the full board for consideration and action. All actions of the Executive Committee out of the ordinary course of business must be ratified at the next meeting of the Board of Directors, if the same constitutes an action of the Board.

C. Meetings. The Executive Committee shall convene and meet as necessary between meetings of the Board of Directors.

D. Expenses. Reasonable expenses of the members of the Executive Committee to attend meetings shall be borne by USA Shooting, in accordance with its travel reimbursement policy in effect from time to time.

E. Quorum. A quorum for the transaction of business at a meeting of the Executive Committee shall consist of a majority of the voting members which must include the USOC AAC representative or his or her alternate.

F. Questions of Order. Questions of order shall be decided by the chair of the Committee in accordance with the most recent edition of Robert's Rules of Order, except that in the event of a conflict between these Bylaws and Robert's Rules of Order, these Bylaws shall prevail.

ARTICLE XIII. COMMITTEES

A. Designation of Committees. In addition to the Executive Committee in Article XII and the Athletes Advisory Committee referenced in Article XIII, I. of these Bylaws, there will be a standing Nominating Committee appointed by the

President. The President also appoints any Ad Hoc or Task Force oversight and governance committees. The ED-CEO shall appoint chairs and approves members of operational standing committees and of any Ad Hoc or Task Force operational committees.

B. Duties. The duties of each Committee shall be as assigned by the appropriate appointing authority, subject to the overall authority of the Board of Directors. All Ad Hoc or Task Force Committees must have a specific objective, a specific deliverable and a term.

C. Composition of Committees. Committees shall be chaired by a Director or other qualified person appointed by the President or ED-CEO. Each chair shall recommend to the President or CEO for approval persons with appropriate expertise. Such recommendations must include at least one woman. The number of members of each Standing or Ad Hoc Committee shall not exceed seven persons including the Chair, unless approved by the Board of Directors. Each Standing Committee shall include at least 20% Active Athletes. The Nominating Committee will include an Athlete member being one of the following; Athlete Director, Alternate Athlete Director, AAC Representative or Alternate AAC Representative.

D. Athlete Directors. Elected athlete representatives on the Board of Directors shall serve on the Discipline Committee, if so appointed, as Chair for the discipline in which they were elected and may also serve on other Committees. In addition, the alternate athlete representatives shall serve on the discipline Committee for the discipline in which they were elected..

E. Patronage. No member of a Committee may be related to another member of the same committee, nor may any member of a Committee be an employee or employer of another member of the same Committee.

F. Quorum. A majority of the members of a Standing Committee represented in person, shall constitute a quorum at any meeting of the Committee. If less than a majority of such members are represented at a meeting, a majority of the members so present may adjourn the meeting but may not transact any business until a quorum has been secured. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Except in the case of athlete directors, proxy votes shall not be allowed. The vote by the majority of the members present at a duly constituted meeting shall constitute the actions of the Committee.

G. Rules of Procedure. Each Committee shall determine its own rules of procedures within Roberts Rules of Order to the extent practical, including reasonable notification of meetings and taking of votes by written consent, telephone, or telecommunication as provided in Chapter XXV. Such committees shall discharge their duties in accordance with the policies of the Board of Directors. Committees will report findings and recommendations to the Executive Committee and/or Board of Directors as directed by the appointing.

H. Discipline Committee Meetings. Each shooting discipline shall have a meeting of its Committee, if so appointed, at the respective National Championships, where pertinent information pertaining to the conduct and concerns of the sport shall be discussed. If a formal discipline committee is not active, staff will disseminate pertinent information and solicit comments pertaining to the conduct of the Championship and the sport in general.

I. Athlete's Advisory Committee. In addition to Standing Committees, there shall be a NGB Athletes' Advisory Committee. This Committee shall consist of the three athlete representative Directors and the USOC AAC representative Director and their applicable alternates. The NGB Athletes' Advisory Committee shall serve in an advisory capacity to the Board of Directors in order to broaden communications between USA Shooting and athletes as well as to serve as a source of opinion and advice to the Board of Directors with regard to both current and contemplated policies of USA Shooting. The NGB Athletes Advisory Committee and alternates shall hold a meeting immediately prior to the first regular Board meeting of the Quadrennium, and at such other times as called by the Chair, which shall be immediately prior to each regularly scheduled Board meeting, unless the Chair otherwise determines.

J. Ad Hoc or Special Committees. The President of the Board and CEO may appoint, subject to approval of the Board or Executive Committee, such other Ad Hoc or special committees as may be necessary from time to time. Such committees are not authorized to commit or bind the organization. Recommended actions will be presented to the Board of Directors or Executive Committee for final approval and action.

K. Term. The term of each Committee shall be two years or until its successor is appointed. The expiration term of Ad Hoc or special committees shall be stated when they are appointed.

ARTICLE XIV. OFFICERS, DIRECTORS AND DUTIES

A. Officers of USA Shooting. The principal officers of USA Shooting shall be a President, Vice-President, Secretary, and Treasurer. The persons holding the offices of President, Vice-President, Secretary and Treasurer shall be elected by and from the members of the Board, at the first meeting of the Board in the calendar year following the Summer Olympic Games for a term of two years and in Year Three of the Quadrennium, and until their successors are elected, qualified and seated. The officers shall not be compensated, but shall be reimbursed for their reasonable expenses incurred on behalf of USA Shooting, including the attendance at meetings, which reimbursement will be effected in accordance with the expense reimbursement policy of USA Shooting in effect from time to time.

B. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of USA Shooting would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. In the case of the principal officers, if such person is removed as a Director, such person shall be automatically removed as an officer of USA Shooting.

C. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

D. President will serve as Chairman of the Board. The Chairman shall preside at all meetings of the members and the Board of Directors and Executive Committee. The Chairman shall have general supervision and direction of the other officers of USA Shooting; shall prepare or have prepared an annual budget for review by the Board of Directors and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be an ex officio, non-voting member of all committees (but shall not be counted in the maximum number) and shall perform such other duties as may be assigned by vote of the Board of Directors. The President may serve no more than two (2) consecutive full terms.

E. Vice-President. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to such person by the President or by the Board of Directors.

F. Secretary. The Secretary shall:

1. Keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose;
2. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
3. Be custodian of the corporate records and of the seal of USA Shooting and see that the seal of USA Shooting is affixed to all documents, the execution of which on behalf of USA Shooting under its seal, is duly authorized;
4. Keep a register of the post office addresses of each member which shall be furnished to the Secretary by such member;
5. Have general charge of the membership transfer books of USA Shooting;
6. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such person by the President or by the Board of Directors.
7. The administration of responsibilities 1-6 above may be delegated to the CEO.

G. Treasurer. The Treasurer shall have review responsibility over the corporation's financial records and accounting procedures reporting any findings that merit review, change or audit to the Executive Committee. The following financial responsibilities will be delegated to the USA Shooting accountant – controller with periodic review by the Treasurer:

1. Be responsible for all funds and securities of USA Shooting and shall keep full and accurate account of all receipts and disbursements in books belonging to USA Shooting;
2. Shall receive and give receipts for moneys due and payable to USA Shooting from any source whatsoever, and deposit all such moneys in the name of USA Shooting in such banks, trust companies or other depositories as shall be selected by USA Shooting from time to time.
3. Keep correct and complete books and records of account of such funds;
4. Receive and deposit the funds of USA Shooting in such bank or banks as shall be designated by or under the authority of the Board of Directors;
5. Disburse such funds in the manner designated by or under the authority of the Board of Directors;
6. Render an annual financial report to the members and such special reports as may from time to time be called for by or under the authority of the Board of Directors.
7. The Treasurer shall discharge such other duties as may be assigned by majority vote of the members of the Board of Directors.
8. The financial records of USA Shooting shall be audited at least once every twelve (12) months by an independent auditor who is a certified public accountant, selected by the Board of Directors whose report shall be made available to the Directors and members.
9. The Treasurer shall, in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such person by the Chairman or by the Board of Directors.
10. The Treasurer, or his designee, shall provide a financial report at all Board meetings.

H. Operating Budget. The President of USA Shooting shall submit to all directors a proposed operating budget for the following year in advance of the fall meeting of the board. Such budget, as revised or amended, shall require the approval of the Board of Directors. The President shall have the right to delegate the same to the CEO or such other persons to perform such task.

I. Past President. The immediate past-President shall be an advisor to USA Shooting and shall be entitled to attend all meetings of USA Shooting with voice but no vote.

J. No Compensation. Unless approved by the Board, all officers, Directors and members of all committees of the Board shall act and serve without compensation and as a public service in furtherance of the charitable and educational purposes of USA Shooting set forth in the Articles of Incorporation, except that this provision shall not preclude the reimbursement of reasonable expenses incurred in the performance of their official duties and compensation for services performed in any other capacity. No paid employee of USA Shooting shall be eligible to be a principal officer or Director except the CEO.

K. Bonding and Waiver. All officers and employees handling funds of USA Shooting may be bonded in such amounts as may be determined by the Board of Directors. The expense of furnishing such bonds shall be paid by USA Shooting.

L. No Dual Offices. No person shall be permitted to hold office in USA Shooting who also serves as an officer of any other Amateur Sports Organization that is recognized as a National Governing Body by the USOC.

**ARTICLE XV.
CHIEF EXECUTIVE OFFICER**

A. Chief Executive Officer (CEO). There shall be a paid Chief Executive Officer, also referred to as the Executive Director (ED) who shall be selected by and report to the Executive Committee. The CEO shall have all of the powers and duties usually vested in the office of the chief executive officer of a business corporation, and who shall carry out the policies of USA Shooting in accordance with these Bylaws and any policies and procedures adopted by the Executive Committee or Board. The CEO shall have the ability and authority to make contractual commitments on behalf of the corporation. The CEO may sign solely, with the written concurrence of any other proper officer of USA Shooting thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the Board of Directors or by these Bylaws to some other officer or agent of USA Shooting, or shall be required by law to be otherwise signed or executed. The CEO shall be responsible for the day-to-day operations of USA Shooting, which will include the following duties:

1. Either directly or by delegation, manage all staff functions; determine the size, composition and compensation of the paid staff as well as; supervise, hire and remove the paid staff of USA Shooting in accordance with USAS policies.
2. International communications. Supervising the proper handling of the correspondence and communications with individuals and organizations, including ISSF, in foreign countries and the arrangements for attendance of United States teams competing in the United States or outside the United States and for participation of foreign athletes in the United States.
3. Execution of legal documents. Ensuring that all material contracts and other material legal commitments of USA Shooting are reviewed by the Counselor and/or corporate legal counsel and signed by the authorized officers which include the CEO of USA Shooting.
4. Membership. Serving as a ex-officio and non-voting member of the Executive Committee, and all Committees (but shall not be counted in the maximum number for such purpose). Serve as a voting member of the Board of Directors.
5. Exclusive employment. Devoting full-time to the affairs of USA Shooting, without engaging in any other profession or employment. The CEO will receive such salary and other benefits as shall be determined by the President and the Executive Committee.
6. Commitment review. Ensuring that all commitments of USA Shooting made by the CEO are submitted to the appropriate officers of USA Shooting for review and final approval or rejection prior to execution, as set forth in the authorizations from the Board from time to time.
7. Budgetary Limitation. Operating within a yearly budget previously approved by the Board. In addition, all major funding matters and expenditures not falling within the scope of normal past practices or reasonableness shall be coordinated in advanced with the Treasurer, except in case of emergencies.
8. Yearly report. Preparing and presenting to USA Shooting an annual report on the state of USA Shooting.
9. National Championships. Managing the conduct of the various National Championships. The CEO shall, establish the date, location, and shall have the responsibility for the overall administrative details of the same, with the dates and location to be based on recommendations from the discipline committees, as may be appointed, and the respective National Coaches.
10. Policies and Procedures, Code of Conduct and Operational Documents. Oversee, manage and approve changes to the USA Shooting Policies and Procedures, Code of Conduct and other standing operational documents. Establishment and modification will be coordinated with appropriate committees, athlete representatives and/or board members. The Executive Committee may review, repeal and amend any such document.

11. Other duties. Carrying out other responsibilities assigned by the Board from time to time.

B. Attendance at Meetings. The Executive Director, or his/her designated representative, shall attend the annual membership meeting (or meetings) and the meetings of the Board of Directors and Executive Committee, unless excused for cause.

ARTICLE XVI. COUNSELOR

A. Appointment of Counselor. The President, with the approval of a majority of the Board, shall select a licensed lawyer experienced in corporate matters to serve as Counselor. The Counselor shall advise and consult with the officers and agents of USA Shooting, render legal advice and assistance as may be requested, and perform any other duties delegated. The Counselor has the right to the floor at any Corporation or Board meeting for explanatory purposes. Except as may be approved by the Board or the Executive Committee, to the extent possible, the Counselor shall receive no salary or other compensation for services, but shall receive reimbursement of necessary expenses, in accordance with USA Shooting's expense reimbursement policy in effect from time to time.

B. Special Legal Counsel. The Board or the Executive Committee may authorize the hiring of special legal counsel as may be required from time-to-time at such fees and compensation as agreed upon.

ARTICLE XVII. ELECTION OF ATHLETE TO USOC ATHLETES' ADVISORY COUNCIL

A. Athlete's Advisory Council Representatives. Active Athletes meeting the criteria of Ten-Year List Athletes as defined in Article II A.1.a. being members of USA Shooting shall elect one (1) representative and one (1) alternate from the sport of ISSF Shooting to the USOC AAC. Only Ten-year List Athletes shall be eligible to be elected for such positions and only Ten-Year List Athletes may vote. The athlete with the most votes shall be the USOC AAC representative and the individual of the opposite sex with the most votes shall be the alternate. The elections for such individuals shall take place and the names of the elected USOC AAC representative and the alternate shall be forwarded to the USOC by the time required under the USOC Bylaws. Such elections shall be made by written or electronic ballot according to the USA Shooting Policies and Procedures Section V. In the event of a conflict between Section V. and these Bylaws, the Bylaws take precedence

Athletes' Advisory Council Representatives. Any athlete having represented the United States in Olympic, Paralympic, Pan American or other major international competition, within the preceding ten years as measured from the first AAC meeting of the quadrennial. The term "other major international competition" as used herein means only a competition designated by the USOC as an Operation Gold competition, shall elect one (1) representative and one (1) alternate from the Olympic events of ISSF Shooting to the USOC AAC. Only those athletes meeting the preceding definition shall be eligible to be elected for such positions and only athletes meeting the preceding definition may vote. Nominees for the AAC Representative and Alternate must meet the requirements outlined in the USOC AAC Bylaws Article II that include the provisions that neither the AAC Representative nor Alternate may be paid employees of the USOC, any NGB, USP or any city's domestic bid committee for an Olympic Games. Candidates may not have served two previous terms on the AAC as a Representative. The athlete with the most votes shall be the USOC AAC representative and the individual of the opposite sex with the most votes shall be the alternate. The election for such individuals shall take place and names of the elected USOC AAC representative and the alternate shall be forwarded to the USOC by the time required under the USOC Bylaws. Such election shall be made by AAC approved procedures as outlined in USA Shooting Policies and Procedures Section V. In the event of a conflict between Section V. and these Bylaws, the Bylaws take precedence.

B. Forwarding Names. The CEO or his designee shall promptly forward the name of the elected representative and alternate to the CEO of the USOC within the time required for such submission as provided in Chapter XXXIV of the USOC Bylaws.

C. Statement of Procedures Required. In accordance with Article XVIII, Section 18.1 of the USOC Bylaws, a statement

setting forth the aforementioned procedures for the election of athletes to the USOC AAC shall be submitted to the USOC.

**ARTICLE XVIII.
USOC REPRESENTATION**

Appointment of CEO. The CEO of USA Shooting or, in his or her absence, the President, shall be the representative from USA Shooting to USOC committees, functions and the NGB Council, unless otherwise determined by USA Shooting's Board of Directors. Such representative shall keep the Board and the Chairman advised in a timely manner of all matters within the USOC affecting USA Shooting that come to such person's attention. The CEO of USA Shooting or his or her designee shall be responsible for submitting the name of the representative to the USOC as may be required by the USOC.

**ARTICLE XIX.
REPRESENTATIVES TO THE ISSF**

Designation of Representatives. The Directors shall appoint nominees, representatives and alternates to the ISSF, in accordance with the ISSF Official Statutes, Rules and Regulations. Such appointment or nomination shall be made by voice or written vote, if the same is conducted at any meeting of the Board, or upon written ballot if the same is conducted at any other time. No employee of USA Shooting may be an ISSF representative, absent approval of the Board. In each case, the name of the person to be appointed or nominated, as the case may be, shall be submitted to the Board in writing, together with the statement of qualifications and other pertinent information, which shall be obtained by the President or the President's designee for such purpose. Any person appointed to the ISSF as a representative of the NGB shall comply with such reporting and voting requirements as are lawfully imposed by the Board from time to time, including a report within 60 days as to actions taken and the major votes cast by that person, except where the same cannot be disclosed under ISSF Rules and Regulations.

**ARTICLE XX.
ELIGIBILITY**

A. Athlete Eligibility. The eligibility criteria of USA Shooting for athletes shall be the eligibility rules pertaining to ISSF Shooting as issued by the ISSF or its successor(s) as the appropriate international sports federation(s) for the sport of ISSF Shooting. For Olympic and Pan American Games, USA Shooting shall also observe the eligibility standards of the USOC, the IOC and the ISSF.

B. Availability of Rules. Eligibility rules for ISSF Shooting shall be available to new members of USA Shooting upon joining, upon payment of the price for the same; and changes shall be communicated to existing members as they occur, by publication in the standard news publication of USA Shooting, or upon the issuance of revisions of the eligibility rules which are available for purchase.

C. Eligibility Questions. Questions regarding athlete eligibility shall be determined at a meeting of the Executive Committee or Board of Directors when staff cannot satisfactorily resolve such issues. No athlete shall be declared ineligible to participate without notice and an opportunity for a hearing as defined in Article XXII.

**ARTICLE XXI.
CODES OF CONDUCT, MISCONDUCT & CONFLICT OF INTERESTS**

A. Participant Codes of Conduct. A written code of conduct shall be developed and implemented by the CEO and set forth in the policies and procedures of USA Shooting, which shall govern the conduct and behavior that is applicable to all members and participants of USA Shooting conducted competitions and activities, including drug testing requirements, as applicable. Additional Team Rules and Dress Codes are applicable to all shooter athletes earning berths on the U.S. Shooting Team, National Team, National Development Team and other such supported Teams under the auspices of USA Shooting. The codes shall specify sanctions and penalties for non-compliance including an appeal process providing the opportunity to be heard before a Hearing Panel. Such codes may be amended from time to time by the CEO as may be necessary. The Executive Committee or Board may review and amend such codes when placed on the meeting agenda.

B. Director, Officers and Committee Codes of Conduct. A written code of conduct and dress code shall be adopted by the Board and set forth in the policies and procedures of USA Shooting, which shall govern the conduct, behavior, dress and ethical practices of officers, members of the Board of Directors, Executive Committee, other committees, staff and employees of USA Shooting and members of official delegations. Such codes may be included in the codes established under Section A of this Chapter for participants, or it may be separate codes. Upon election, selection or appointment to the positions described in this section, each person so elected, selected or appointed who is subject to such codes, shall agree in writing to abide by such codes as a precondition of acceptance of the position or appointment. Such codes may be amended from time to time by the CEO as deemed necessary. The Executive Committee or Board may review and amend such codes when placed on the meeting agenda.

C. Member Misconduct. If USA Shooting, any member of USA Shooting or employee of USA Shooting becomes aware of conduct by any organization or individual member that violates the rules, policies or Codes of USA Shooting or is otherwise inconsistent with the Bylaws, rules, policies and procedures adopted by USA Shooting from time to time, including competition and eligibility rules established from time to time (including violations of safety rules), and except for matters reserved for the procedures and dispute resolution established under Chapter XXII herein, or which are required to be resolved by other procedures as required in Chapter XXII Section G, the USAS CEO may consider action to be taken against the member. Upon review of information submitted and upon making the determination that a violation has occurred, the CEO will inform the member in writing of the alleged misconduct and provide the member at least ten (10) calendar days from the time the member receives notice to respond. Such person shall be required to provide a written explanation to the CEO. If the explanation is acceptable to the CEO no further action will be taken. If, however, the response is not acceptable, or if no such response is received, the CEO will respond to the member with an appropriate action as stated in the USAS Code of Conduct. For complaints involving the opportunity to participate in protected competition as referred to in Bylaw Article XXII, the President will appoint a Grievance Hearing Panel and procedures described in Bylaw Article XXII will apply.

D. Conflict of Interest. If any officer, or member of the Board of Directors, Executive Committee, or any other Committee, has a financial interest in any contract or transaction involving USA Shooting, which is being acted on by the Board or Committee in which he or she is a member, such individual shall disclose such interest prior to the action being taken and shall abstain from voting on such matter. Such matter shall be approved by the vote of a majority of the disinterested remaining Directors of such Board or members of such Committee, as the case may be. If such disclosure is not made, USA Shooting shall have the right to void the transaction previously approved or to bring an action against the member benefiting from the same, as provided by law.

ARTICLE XXII. GRIEVANCE PROCEDURES - OPPORTUNITY TO COMPETE

A. Opportunity to Participate. Except in accordance with the procedures required by this Article XXII, neither USA Shooting nor any member of USA Shooting may deny or threaten to deny an Amateur Athlete, coach, trainer, manager, administrator or official the opportunity to compete or otherwise participate in the Olympic, Pan American Games World Championship competition or other such Protected Competitions as defined in the USOC Bylaws from time to time; nor may USA Shooting, nor any such member of USA Shooting, subsequent to such competition, censure or otherwise penalize any such person who participates in such competitions or any organization which the athlete represents. Any Athlete, coach, trainer, manager, administrator or official who alleges such denial by USA Shooting, or a member of USA Shooting, of a right established in this Article, shall immediately inform the President of USA Shooting, who shall cause an investigation to be made and steps to be taken to settle the controversy without delay. Notwithstanding any efforts taken by the President to settle the controversy, the person affected may refer the matter promptly to the CEO of the USOC for action under Article IX of the USOC Bylaws if such Article applies to such dispute.

B. Filing. Any Athlete, coach, trainer, manager, administrator or official may file a written grievance in the form of a complaint with the President alleging a violation of such person's opportunity to participate under these Bylaws, the Amateur Sports Act, or the USOC Bylaws. The complaint shall include the following:

1. The identity of the complainant;
2. The identity of the member(s), Board(s), or Committee(s) of USAS against whom the grievance is directed;

3. A clear and concise statement of the facts giving rise to the grievance, including the action at issue, the specific Articles of Incorporation, Bylaws, USAS Codes, polices or procedures which are alleged to have been violated by the action, the parties involved in the action, and the harm to the complainant as a result of the action. The factual allegations shall be set forth in numbered paragraphs with each paragraph containing a single factual allegation.
4. A statement of the specific remedies sought shall be included with any grievance;
5. The signature of the complainant under oath (and the signature of the parent or legal guardian if he/she is under 18 years of age and;
6. A filing fee of \$250 to be returned if final results are found in favor of the complainant.

C. Notice and Hearing. Notice and an opportunity for hearing shall be accorded to any Amateur Athlete, coach, trainer, manager, administrator, or official named as a respondent, under the provision of this Article before USA Shooting declares such individual ineligible to participate in any Protected Competition. This includes the right to an expedited hearing in the event that a Protected Competition is scheduled so that an expedited proceeding is necessary.

D. Grievance Process and Procedures:

1. Exhaustion of Remedies. It being the policy of USA Shooting to provide for fair, expeditious and economical resolution of disputes, unless the USOC otherwise demands, any person aggrieved under this Chapter shall exhaust his or her remedies under the procedures established herein, prior to seeking remedy through the USOC and institution of a demand for arbitration.
2. The Investigator. Upon receipt of a grievance or complaint, the President of USA Shooting will appoint an investigator for that case. The investigator shall not be involved in the conduct that is the subject of the complaint, shall not be related personally to the complainant by blood or marriage, and shall not be a member of an organization (other than this Corporation) which is directly involved in the complaint.
3. The Investigation. The investigation of the complaint shall at least include a collection of all relevant documents and interviews (when practical) with such person filing the grievance, the adverse party and other persons having information related directly to the subject matter of the complaint. The investigation shall be completed promptly and within thirty (30) calendar days of the appointment of the investigator.
4. Mediation of the Complaint. Within fifteen (15) calendar days of the end of the investigation, the Investigator shall present a written report of the investigation and recommendation as to the appropriate disposition of the complaint. Without being limited to that recommendation, the CEO may then attempt to mediate the dispute to the satisfaction of the Parties. If mediation is successful, the agreed upon resolution shall be recorded by the CEO in a form which includes written acknowledgment to the Parties of the resolution and copies of which are sent to the President and, in the case of an athlete, the USOC AAC representative. Such report may be kept confidential, if appropriate to protect the sensitivities and resolutions of the dispute.
5. Grievance Hearing Panel. If the CEO is unable to mediate the dispute to the satisfaction of the parties within ten (10) calendar days of the receipt of the investigator's report, the CEO will notify the President to appoint a minimum of three (3) members to a Grievance Hearing Panel to serve as the group which will hear the grievance (hereinafter, the "Grievance Hearing Panel"). These appointments shall be subject to the following:
 - a. The appointment of the three (3) member Grievance Hearing Panel will include an athlete.
 - b. A Chair of the Grievance Hearing Panel will be designated.
 - c. A counselor shall be appointed to assist the Grievance Hearing Panel.
6. The Hearing. The Grievance Hearing Panel shall convene within thirty (30) calendar days of the end of mediation to hear evidence, make findings of fact, and determine the issues raised. All interested Parties shall have

the right to counsel at such person's own cost, present evidence in support or in opposition to the grievance, to examine and cross-examine witnesses, and to present such factual or legal claims as will support their positions. Each party shall bear its own expenses in connection with such hearing. A summarized record of the proceedings will be made by the Grievance Hearing Panel. The rules of evidence shall not be strictly enforced and the burdens of proof and of going forward shall be on the person filing the grievance. The Grievance Hearing Panel shall expeditiously conduct its hearing and report its findings of fact and decisions of the Grievance Hearing Panel to the Board of Directors and all interested parties involved in such matter. The Grievance Hearing Panel shall have the power to render decisions of probation or suspension for a specified period of time or order such relief as it deems appropriate (e.g. letter of apology or restitution including payment for damaged equipment), but may not impose monetary fines as part of its penalty. The decision of the Grievance Hearing Panel shall be final and binding on all parties, except to the extent that the matter may be pursued under Article IX of the USOC Bylaws or in arbitration in accordance with the USOC Bylaws of the Amateur Sports Act. The reports and other recommendations may, if the Hearing Panel so determines, be subject to confidentiality requirements of the recipients thereof, in appropriate cases.

7. Expedited procedure. If a person files a grievance that challenges a rule or decision affecting eligibility to participate in an event which is Protected Competition, and where it is clearly demonstrated that established grievance procedures will preclude participation in such competition to which such person had been or would have been entered, then such person may, as part of his/her complaint, request an Expedited Resolution Procedure as follows:

a. In response to such request, within 24 hours the CEO will:

- 1). Send to the person filing the grievance a notice acknowledgment receipt of the complaint.
- 2) Send to any adverse party a notice of the filing of the complaint, where no notice be sent if the adverse party is USA Shooting. The notice should include a copy of the complaint.
- 3) Notify the President.

b. The CEO will have five days to mediate the dispute to the satisfaction of the Parties;

c. If the grievance is not resolved, the President will appoint a Grievance Hearing Panel, which will convene, hold an expedited hearing and shall render a decision within ten (10) business days from appointment.

d. At the option of the Chairman, the Hearing may be conducted telephonically.

e. If a decision on the complaint cannot be rendered prior to the time of such competition, such person shall be permitted to compete in that competition, unless such person poses a serious and significant threat to other persons, competitors, or the general public, as determined by the Executive Committee.

E. General. All notices, reports and decisions under this Article shall be made in writing and delivered in person by registered or certified mail, or other form of delivery creating a record of receipt. Such matters may be subject to a confidentiality obligation in appropriate circumstances as determined by the Grievance Hearing Panel. Participation in grievance procedures shall be deemed to constitute agreement to be bound by the provisions of this Section and decisions rendered in accordance therewith, subject to the provisions of arbitration.

F. Arbitration. For any dispute not resolved in accordance with the foregoing, or upon demand by the USOC, USA Shooting shall submit to binding arbitration conducted under the auspices of the American Arbitration Association in accordance with its commercial rules then pertaining: (i) any controversy involving its recognition as a national governing body for sport of ISSF Shooting, as provided for in the USOC Bylaws and Section 220522 of the Amateur Sports Act, or (ii) any controversy involving the opportunity of any Amateur Athlete, coach, trainer, manager, administrator, or official to participate athletic competition in the sport of ISSF Shooting, as provided for in the USOC Bylaws. Such arbitration shall be a hearing conducted de novo. The losing party shall pay the costs of such arbitration. In no event shall a claim for arbitration be

made by any such person later than sixty days (60) after the date of denial of the right that is the subject matter of the complaint.

ARTICLE XXIII.
SANCTIONING OF AMATEUR ATHLETIC COMPETITIONS

A. Policy. The sanctioning policy of USA Shooting for International Amateur Athletic Competition in sport of ISSF Shooting shall be as follows:

1. An Amateur Sports Organization or person may be granted a sanction under this Section only if the organization or person meets the following requirements:

a. The organization or person must pay USA Shooting the required sanctioning fee, which must be reasonable and nondiscriminatory.

b. To hold an International Amateur Shooting Competition in the sport of ISSF Shooting within the United States, such Amateur Sports Organization or person must:

i. Submit to the NGB an audited or notarized financial report of similar events, if any, conducted by the applicant;

ii. Demonstrate that:

(a) 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 Athletic Competition;

(b) Appropriate provision has been made for validation of records recognized by USA Shooting that may be established during the competition;

(c) Due regard has been given to any International Amateur Athletic requirements specifically applicable to the competition;

(d) The competition will be conducted by qualified officials;

(e) Proper medical supervision will be provided for athletes who will participate in the competition; and

(f) Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

c. To sponsor United States Amateur Athletes to compete in international Amateur Athletic Competition in the sport of ISSF Shooting held outside the United States, such Amateur Sports Organization or person must:

i. Submit a report of the most recent trip to a foreign country, if any, that the organization or persons sponsored for the purpose of having United States Amateur Athletes compete in International Amateur Athletic Competition; and;

ii. Submit a letter from the appropriate entity that will hold the International Amateur Athletic Competition certifying that the following have been met:

- (a) 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 Athletic Competition;
- (b) Appropriate provision has been made for the validation of records recognized by USA Shooting that may be established during the competition;
- (c) Due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
- (d) The competition will be conducted by qualified officials;
- (e) Proper medical supervision will be provided for athletes who will participate in the competition; and
- (f) Proper safety precautions have been taken, to protect the personal welfare of the athletes and spectators at the competition.

**ARTICLE XXIV.
INDEMNIFICATION**

A. Indemnification. USA Shooting shall indemnify each of its present or former Directors, officers, employees, or official representatives, or any person who is or was serving another Corporation or other entity in any capacity at the request of USA Shooting against all 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 may also apply to expenses of litigation which is compromised or settled, including amounts paid in settlement, if USA Shooting approves such settlement as provided in Section B of this Article. An individual listed above shall be indemnified if the individual acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of USA Shooting. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the individual did not act in good faith or in a manner the individual reasonably believed to be in or not opposed to the best interests of USA Shooting.

B. Amount of Indemnification. Any amount payable as indemnification pursuant to this Chapter may be determined and paid by USA Shooting upon a determination by majority vote of the Board of Directors, not including those members who have incurred expenses in connection with the litigation for which indemnification is sought, that the individual in question has met the standard of conduct set forth in paragraph A. above. If no such disinterested Board members are available, the required determination may be made either (a) by the Counselor of USA Shooting in a written opinion, or (b) by a majority vote of the members of USA Shooting.

C. Advancement of Expenses. Any expenses incurred by a qualified individual in connection with the defense of any litigation may be paid by USA Shooting in advance of a final disposition of such litigation upon receipt of a written commitment by such person or repay the amount advanced if it is determined under paragraph B. hereof that such person is not entitled to be considered for indemnification pursuant to this Article.

D. Insurance. The Board of Directors may, at its discretion, authorize the purchase of insurance on behalf of any persons potentially indemnifiable under this Article. Such insurance may include provisions for indemnification of such persons for expenses of a kind not subject to indemnification pursuant to this Article.

**ARTICLE XXV.
ADMINISTRATIVE, FISCAL AND LEGAL MATTERS**

A. Deposits. All funds of USA Shooting not otherwise employed shall be deposited from time to time to the credit of USA Shooting in such banks, trust companies or other depositories as the Board of Directors or the Treasurer, as authorized, may select.

- B. Imprest Accounts. The Board may establish separate accounts employing the imprest system for the liquidation of obligations requiring prompt payment and for payroll obligations requiring prompt payment, and it may authorize checks to be drawn thereon upon the facsimile of any one (1) officer or employee.
- C. Bonding. Corporate fidelity bonds may, in the discretion of the Board, be obtained at the expense of USA Shooting in a form and amount approved by the Board, indemnifying USA Shooting against losses resulting from infidelity, defalcation, or misappropriation by officers, employees, or agents of funds, property, or assets owned by or under the control of USA Shooting.
- D. Liability Insurance. USA Shooting shall secure comprehensive liability insurance coverage, including insurance for athlete/participant injury liability, protecting USA Shooting from liability losses in such amounts and coverages as the CEO or the majority of the Board may approve from time to time.
- E. Fiscal Year. The fiscal year of USA Shooting shall begin on the 1st day of January and shall end on the 31st day of December in each year.
- F. Audit Schedule. The Board shall select an independent certified public accountant to audit the books and financial records of USA Shooting for the year. After completing the audit, the auditor shall submit an audit report to the Board, and as soon thereafter as reasonable possible, a copy of such audit report shall be available for each Director of USA Shooting before the next annual meeting.
- G. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of USA Shooting, and such authority may be general or confined to specific instances.
- H. Loans. No loans shall be contracted on behalf of USA Shooting and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- I. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of USA Shooting, shall be signed by such officer or officers, agent or agents of USA Shooting and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- J. Seal. The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of USA Shooting, the words "State of Colorado" and in the center shall be the words "Corporate Seal", and such seal is hereby adopted as the corporate seal of USA Shooting.
- K. Principal Office. Unless otherwise determined by the Board and the requisite filings made according to law, the principal office of Corporation shall be located at One Olympic Plaza, Colorado Springs, Colorado; provided, however, that offices may also be established and maintained in any of the states of the United States, its territories or possessions, as may from time to time be authorized by the Board of Directors.
- L. Filing. Any member of USA Shooting may file a written grievance in the form of a complaint with the Secretary pertaining to any matter within the cognizance of USA Shooting, and alleging a violation of any provision of these Bylaws, the Amateur Sports Act, or the USOC Bylaws. At the time of filing, a copy of the complaint shall be sent to the CEO. The Secretary shall confer with the Counselor of USA Shooting and, if appropriate, the Executive Committee concerning the matter. If the Secretary determines that there is no basis for such complaint, the Secretary shall advise the person filing the same, who may appeal the decision to the Executive Director under the same procedures established in Chapter XXII for the processing of grievances filed under that Chapter. If the Secretary determines that a violation has occurred, the Secretary shall recommend to the Executive Director such curative action as needed.

ARTICLE XXVI.
DUTIES REGARDING OLYMPIC SYMBOLS AND TERMINOLOGY

USOC Cooperation. USA Shooting shall cooperate in every way reasonably possible with the USOC and the CEO of the USOC in preventing the unauthorized use of the names, symbols, emblems, terminology and trademarks of the USOC or the word "Olympic" and its derivatives, as well as symbolic equivalents thereof, the Olympic rings, or the United States Olympic Emblem as described in the Amateur Sports Act.

ARTICLE XXVII. AMENDMENTS TO BYLAWS

A. Amendment. These Bylaws may be amended or repealed by the affirmative vote of two-thirds of the entire Board of Directors cast at any meeting of the Board of Directors, provided that notice of such proposed amendment or repeal be contained in the notice of the meeting. Such notice of a proposed amendment or repeal of the Bylaws shall be included in the notice of such meeting upon documented petition of at least five Directors or by majority of the Executive Committee.

B. Recommendations. All proposed amendments shall be forwarded to the CEO who shall provide a report of recommendations on all proposed amendments, both as to substance and form within 60 days of receipt of the proposal, to the Executive Committee for determination as to the submission to the Board.

C. Member Proposals. Members of USA Shooting may propose Bylaw changes in accordance with this Article. Proposed amendments to the Bylaws may be submitted by USA Shooting members in good standing to the Secretary USA Shooting when accompanied by 100 supporting signatures of USA Shooting members in good standing, at least sixty (60) days in advance of the Board meeting to consider the same.

D. Compliance with Laws. All proposed amendments submitted to the Board for consideration must comply with applicable laws, including the Articles of Incorporation, the Colorado Nonprofit Corporation Act, the Amateur Sports Act, the USOC Bylaws, and general principles of corporate law and must conform to other sections and chapters of these Bylaws not being affected. All such proposed amendments shall include a written analysis showing such and shall be subject to a determination by the Counselor that such compliance has been obtained, prior to submission to a vote.

E. Exclusive Procedure. Except for proposed amendments distributed in accordance with the procedure outlined above, no other amendment or repeal of the Bylaws shall be considered by a meeting of the Board of Directors, nor shall any proposed amendment to an amendment as proposed be considered, unless the same merely goes to the form and not the substance thereof. Nevertheless, if more than one amendment has been proposed on the same subject matter, and there are substantive differences between such amendments, the meeting may, after due consideration of such proposals, adopt a compromise of substance as well as form, and if the adoption of an amendment as proposed or amended or compromised is inconsistent or in conflict with other parts of the Bylaws or the laws established in paragraph D., the meeting may adopt conforming amendments appropriate to the case.

F. Effective Date of Amendments. Such amendments shall be effective when approved by the Board as provided herein, or at such later date as may be specified in the proposal.

ARTICLE XXVIII. SAVING CLAUSE

Literal Compliance Not Required. Failure of literal or complete compliance with provisions of these Bylaws with respect to 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 members at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the Board of Directors, Committees or other body so affected.