

**BYLAWS**  
**OF**  
**THE UNITED STATES BOBSLED AND SKELETON FEDERATION, INC.**  
**APRIL 14, 2007**

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## **SECTION 1.**

### **NAME AND STATUS**

#### Section 1.1. Name.

The name of the corporation shall be the U. S. Bobsled and Skeleton Federation, Inc. ("USBSF"). USBSF may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

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

USBSF shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of New York. USBSF shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international amateur sports competition in the sports of bobsled and skeleton. USBSF shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

#### Section 1.3. Emblem and Seal.

USBSF's official emblem and seal shall be in such form as may be approved from time to time by USBSF.

## **SECTION 2.**

### **OFFICES**

#### Section 2.1. Business Offices.

The principal office of USBSF shall be in the state of New York. USBSF may at any time and from time to time change the location of its principal office. USBSF may have such other offices, either within or outside New York, as the Board of Directors ("Board") may designate or as the affairs of USBSF may require from time to time.

#### Section 2.2. Registered Office.

The registered office of USBSF required by the New York Non-Profit Statute ("Nonprofit Statute") shall be maintained in New York. The registered office may be changed from time to time by the Board or, to the extent permitted by the Nonprofit Statute, by the registered agent of USBSF. The registered office may be, but need not be, the same as the principal office.

## **SECTION 3.**

### **MISSION**

#### Section 3.1. Mission.

The Mission of USBSF shall be to enable United States athletes to achieve sustained competitive excellence in Olympic competition and to promote and grow the sports of bobsled and skeleton in the United States.

## **SECTION 4.**

### **RECOGNITION AS NATIONAL GOVERNING BODY**

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

USBSF shall seek and attempt to maintain recognition by the United States Olympic Committee (“USOC”) as the National Governing Body (“NGB”) for the sports of bobsled and skeleton in the United States. In furtherance of that purpose, USBSF shall comply with the requirements for recognition as an NGB as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 *et seq* (“Act”) and as mandated by the United States Olympic Committee as such requirements are promulgated or revised from time to time. In fulfilling those requirements USBSF shall:

- a. be a member of the Federation Internationale et de Bobsleigh and Tobaganning (“FIBT”), which is recognized by the International Olympic Committee (“IOC”) as the worldwide governing body for the sports of bobsled and skeleton;
- b. be autonomous in the governance of the sports of bobsled and skeleton by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- c. maintain the managerial and financial competence and capability to establish national goals for bobsled and skeleton relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the NGB for the sports of bobsled and skeleton;
- d. provide for individual and organizational membership;
- e. ensure that its Board and any other governance body has established criteria and election procedures; maintains among its voting members, individuals who are actively engaged in amateur athletic competition in bobsled or skeleton or who have represented the United States in an international amateur athletic competition in bobsled or skeleton within the preceding ten (10) years; and ensures that the membership and voting power held by those individuals is not less than twenty (20) percent of the membership and voting power held in its Board;

- f. provide for reasonable direct representation on its Board for any amateur sports organization which, in the sports of bobsled or skeleton, conducts on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, a national program, or regular national amateur athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in the sports of bobsled and skeleton in the United States;
- g. be governed by a Board, whose members are selected without regard to race, color, religion, national origin, or sex, with reasonable representation on the Board of both males and females;
- h. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in bobsled and skeleton competitions without discrimination on the basis of race, color, religion, age, sex, or national origin;
- i. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOC as an NGB;
- j. provide procedures for the prompt and equitable resolution of grievances of its members;
- k. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
- l. agree to submit to binding arbitration in any controversy involving: (i) its recognition as an NGB; or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in bobsled or skeleton, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Act;
- m. not have eligibility criteria relating to amateur status or to participation in the Olympic Games that is more restrictive than those of the FIBT; and
- n. perform all other obligations and duties imposed by the Act and by the USOC on an NGB.

## **SECTION 5. MEMBERS**

### Section 5.1. Categories of Membership.

USBSF shall have individual and organization membership categories as follows:

a. Individual Membership Categories:

- i. Athlete Members. Those eligible for USBSF membership in this category shall be any individual who registers with USBSF as a competitive athlete eligible to compete in bobsled or skeleton events.
- ii. Technical Members. Those eligible for USBSF membership in this category shall be any individual who is a coach, official, technical delegate, or track operator.
- iii. Sustaining Members. Those eligible for USBSF membership in this category shall be any individual who supports the sports of bobsled or skeleton through a contribution to USBSF, as determined by the Board, which qualifies him or her to a lifetime membership in USBSF.
- iv. Olympic Members. Those eligible for USBSF membership in this category shall be any individual who has won an Olympic Winter Games medal(s) for the United States in the sports of bobsled or skeleton. Such persons shall be granted a lifetime membership in USBSF without the requirement to pay dues.
- v. General Members. Those eligible for USBSF membership in this category shall be any individual who wishes to support the activities of USBSF by paying the membership fee for general members, as determined by the Board, and who does not qualify for membership in any other USBSF membership category.

b. Organization Membership Categories:

- i. Club Organization Members. Those eligible for USBSF membership in this category are those bobsled and skeleton clubs that register as club organizations with USBSF and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USBSF.

- ii. National Organization Members. Those eligible for USBSF membership in this category shall be amateur sports organizations that register as national organizations with USBSF and which conduct, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athlete competition, a national program or regular national amateur athletic competition in the sports of bobsled or skeleton.

### Section 5.2. Voting Members.

The following membership groups shall have the following voting privileges:

- a. Athlete, Technical, Club Organization, and National Organization members shall have voting privileges in elections for directors of USBSF's Board;
- b. All members shall have voting privileges on amendments to the Bylaws where required by the New York Non-Profit Statute, these Bylaws, or otherwise determined by the Board; and
- c. All members shall have voting privileges on amendments to the certificate of incorporation,

In order to be eligible to vote in an election, an individual shall only be allowed to vote in one (1) membership category; must be at least eighteen (18) years of age; and must be a member of USBSF, with fully paid dues, sixty (60) days prior to the date of an election. For purposes of clarification, any individual who is a member of more than one (1) membership category shall designate the membership category in which he or she shall vote. Notwithstanding these restrictions on voting, membership in USBSF is open to individuals who are less than eighteen (18) years of age; however, they shall not be allowed to vote in a USBSF election.

### Section 5.3. Membership Requirements and Dues.

Membership in USBSF is a privilege and creates with it certain obligations and duties. The Board may establish such membership requirements and dues as the Board shall deem necessary or appropriate. Further, the Board may establish, as the Board deems necessary or appropriate, such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

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

The membership of any member may be terminated at any time with or without cause by the Board. A member shall have the right to a hearing prior to termination. A member may only resign if the member has paid all dues then payable.

Section 5.5. Transfer of Membership.

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

**SECTION 6.**

**BOARD OF DIRECTORS**

Section 6.1. General Powers.

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

Section 6.2. Function of the Board.

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

- a. implements procedures to orient new Board directors, to educate all directors on the business and governance affairs of USBSF, and to evaluate Board performance;
- b. selects, compensates, and evaluates the CEO and plans for management succession;
- c. reviews and approves USBSF's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USBSF;
- e. reviews and approves significant corporate actions;
- f. oversees the financial reporting process, communications with stakeholders, and USBSF's legal and regulatory compliance program;
- g. oversees effective corporate governance;
- h. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- i. reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;

- j. monitors to determine whether USBSF's assets are being properly protected;
- k. monitors USBSF's compliance with laws and regulations and the performance of its broader responsibilities; and
- l. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

### Section 6.3. Diversity of Discussion.

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

### Section 6.4. Qualifications.

Each director of the Board must be a citizen of the United States and eighteen (18) years of age or older. However, a director need not be a resident of the state of New York.

A director shall (a) have the highest personal and professional integrity, (b) have demonstrated exceptional ability and judgment, and (c) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USBSF. Directors shall possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USBSF. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent directors, who shall also serve on the Audit Committee, shall have financial expertise.

No employee of USBSF may be a member of the Board.

Upon election to the Board, USBSF directors shall resign from any other leadership position they may have with USBSF. Prior to serving as a USBSF director, if not already a member, an individual must become a member of USBSF.

Directors shall inform the Nominating and Governance Committee of any changes in their employment responsibilities or other constraints on their time in order for the Nominating and Governance Committee to determine whether it is appropriate to nominate the Board director for continuing Board service.

### Section 6.5. Number.

The Board shall consist of nine (9) total directors: two (2) Athlete, one (1) Technical, one (1) Club Organization, one (1) National Organization, two (2) At-large, and two (2) Independent directors. If there is no National Organization member, then the National Organization seat shall remain vacant and there shall only be eight (8) total directors.

### Section 6.6. Election/Selection.

USBSF's Board shall be elected/selected as follows:

- a. The initial Board shall be elected/selected by the Nominating and Governance Committee through the same procedures outlined in Section 6.6(b)(i)-(vi) of these Bylaws. For the purposes of clarification, the initial Nominating and Governance Committee shall be USBSF's Management and Governance Committee.
- b. Subsequent USBSF Boards shall be elected/selected as follows; except that because of the staggered terms of the directors, only (4) or (5) director seats shall be available to be filled at any one time:
  - i. Athlete Directors. Two (2) Athlete directors on the Board shall be elected by athletes. Pursuant to Section 10.7 of these Bylaws, the USBSF Athletes' Advisory Council shall elect from among its seven (7) members, by majority vote, a USBSF Athletes' Advisory Council member, who shall be an athlete director to the Board. The other Athlete director shall be USBSF's representative to the USOC Athletes' Advisory Council, elected pursuant to Section 11.3. of these Bylaws. If for some reason USBSF's representative to the USOC Athletes' Advisory Council is unable or unwilling to serve, then USBSF's alternate representative to the USOC Athletes' Advisory Council, also elected pursuant to Section 11.3 of these Bylaws, shall serve as an athlete director to the Board.
  - ii. Technical Director. The Nominating and Governance Committee shall solicit an unlimited number of nominations of individuals from the Technical membership group who meet the definition of Technical members; have obtained at least ten (10) signatures of support from current USBSF member coaches and officials, technical delegates, and track operators; and wish to serve on the Board as a Technical director. From the nominated Technical members, the Nominating and Governance Committee shall then consider and select at least three (3) individuals who shall then stand for election as a Technical director on the Board. All current USBSF Technical members, shall then each have the right to one (1) vote, which they may use to vote for one (1) of the nominated coaches, officials, technical delegates, and track operators to serve as their Technical director on the Board. The individual with the highest vote total shall be elected as the Technical director to the Board.

- iii. Club Organization Director. The Nominating and Governance Committee shall solicit an unlimited number of nominations of individuals from the Club Organization membership group who meet the definition of Club Organization members and wish to serve on the Board as a Club Organization director. From those nominated, the Nominating and Governance Committee shall then consider and select at least two (2) individuals who shall then stand for election as a Club Organization director on the Board. All current Club Organization members, shall then each have the right to one (1) vote, which they may use to vote for one (1) of the nominated Club Organizational members to serve as their Club Organization director on the Board. The individual with the highest vote total shall be elected as the Club Organization director to the Board.
- iv. National Organization Director. If there is no National Organization member, then the National Organization board director seat shall be vacant. If there is one (1) National Organization member, then that organization shall select a qualified individual to serve as the National Organization director. If there is more than one (1) National Organization member, then the National Organizations as a group shall select a qualified individual to serve as the National Organization director who shall represent the cumulative voting strength of the National Organization membership group.
- v. At-large Directors. Using whatever process the Nominating and Governance Committee determines to be appropriate, the Nominating and Governance Committee shall select two (2) At-large directors.
- vi. Independent Directors. Using whatever process the Nominating and Governance Committee determines to be appropriate, the Nominating and Governance Committee shall select two (2) Board directors from among individuals considered to be independent, as that term is defined in Section 6.7 of these Bylaws.

#### Section 6.7. Independence.

The Nominating and Governance Committee shall affirmatively make a determination as to the independence of each Independent director. Under the definition of “independence” as provided in these Bylaws, an “independent director” shall be determined to have no material relationship with USBSF, either directly or through an organization that has a material relationship with USBSF. A relationship is "material," if in the judgment of the Nominating and Governance Committee, it would interfere with the director's independent judgment.

A director shall not be considered independent if, within the preceding two (2) years:

- a. the director was employed by or held any governance position (whether a paid or volunteer position) with USBSF, the FIBT, any international regional sport entity of bobsled and skeleton, or any sport family entity of bobsled or skeleton;

- b. an immediate family member of the director was employed by or held any governance position (whether a paid or volunteer position) with USBSF, the FIBT, any international regional sport entity of bobsled and skeleton, or any sport family entity of bobsled or skeleton;
- c. the director was affiliated with or employed by USBSF's outside auditor or outside counsel;
- d. an immediate family member of the director was affiliated with or employed by USBSF's outside auditor or outside counsel as a partner, principal or manager;
- e. the director was a member of USBSF's Athletes' Advisory Council or any constituent group with representation on the Board;
- f. the director receives any compensation from USBSF, directly or indirectly;
- g. the director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USBSF;  
or
- h. the director was a member of USBSF and was involved in an active role or identified with any constituent group, or the director has had a business interest or was employed in a position significantly involved in the sports of bobsled or skeleton.

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

#### Section 6.8. Voting Process.

Unless selected by the Nominating and Governance Committee, the CEO shall send written or electronic ballots to the appropriate members, so that they may vote for their particular director.

#### Section 6.9. Tenure.

Except as provided in Section 6.10 of these Bylaws, the term of office for a director of the Board shall be four (4) years. A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.

#### Section 6.10. Staggered Board.

Directors of the Board shall serve staggered terms. To accomplish this, director seats shall be divided into two classes. The first class shall consist of one (1) Athlete director, one (1) National Organization director, one (1) At-large director, and one (1) Independent director. The second class shall consist of one (1) Athlete director, one (1) Technical director, one (1) Club Organization director, one (1) At-large director, and one (1) Independent director. For the first Board seated under these Bylaws, the terms of office of the directors of the first class shall expire on December 31, 2008. The term of office of the directors of the second class shall expire on December 31, 2010. Thereafter, the terms of office for both the first class and the second class shall be four years. The Nominating and Governance Committee shall designate prior to election/selection of the first Board seated under these Bylaws, whether an individual seeking to be a director is in the first class or the second class, except that the athlete director in the first class shall be USBSF's representative to the USOC Athletes' Advisory Council.

#### Section 6.11. Term Limits.

No director of the Board shall serve more than two (2) consecutive terms. For the initial Board, regardless of whether the director's term of office expires on December 31, 2008, or December 31, 2010, their time of service shall constitute a full four (4) year term. Thus, all of the directors on the initial Board are eligible to serve only one (1) additional four (4) year term following their initial term.

When a director is elected/selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, and the remaining term is two or more years, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, following completion of the filled vacancy term, the director may serve only one (1) additional four (4) year term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and, following completion of the filled vacancy term, the director shall be able to serve two (2) additional four (4) year terms.

#### Section 6.12. Director Attendance.

Directors of the Board shall be expected to attend in person all regularly scheduled Board meetings, though for exigent circumstances a director may participate in a meeting by telephone. Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board meetings in person during any twelve- (12) month period. Should a Board director attend less than one half (1/2) of all regularly scheduled Board meetings in person, Section 6.14 of these Bylaws outlines what steps may be taken against the director.

### Section 6.13. Director Access to Management and Outside Advisors.

Upon the decision of the Board, USBSF's senior management team shall attend Board meetings. All Board director contact with members of USBSF's management team, other than the Chief Executive Officer ("CEO"), outside of Board meetings shall be directed to the CEO, though this requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board (as opposed to individual Board directors) directly of appropriate matters.

### Section 6.14. Resignation, Removal and Vacancies.

A director's position on the Board shall be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director may resign at any time by giving written notice to the Chair of the Board, except the Chair of the Board's resignation shall be given to the CEO. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

If a director fails to attend in person more than one half (1/2) of the regular meetings of the Board during any twelve (12)-month period, unless such director is able to demonstrate to the other directors of the Board that the presence of exigent circumstances caused and excused their absences, such director of the Board shall be removed by the Board. In such circumstances, the absent director may be removed by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent director).

At any duly noticed meeting of the Board, a director may also be removed for cause after being provided an opportunity to be heard by the Board and upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). Directors may also be removed without cause at any duly noticed meeting of the Board, upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question).

Unless such voting is part of a violation of the USBSF's Code of Ethics, no director shall be subject to removal or to not being renominated based on how they vote as a director.

Any vacancy occurring in the Board shall be filled as set forth for the election of that director in Section 6.6 of these Bylaws. Also, a director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

#### Section 6.15. Regular and Special Meetings.

At least two (2) times per year, the Board shall meet and hold regularly scheduled meetings, one of which shall be held in conjunction with a USBSF Annual Assembly, as outline in Section 9 of these Bylaws.

Special meetings of the Board may be called by the Chairman of the Board, and must also be called when requested in writing by one-third (1/3) or more of the members of the Board.

#### Section 6.16. Notice of Regular and Special Meetings.

Notice of each regular meeting or special meeting of the Board shall be given to each director of the Board by the Corporate Secretary and shall state the date, time and place of the meeting for which the meeting is called. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose) to the director's facsimile telephone number or to the director's email address. Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the director (or to such other individual provided by the director for such purpose). Oral notice shall be delivered no fewer than two (2) days before the date of the meeting. Oral notice is effective when communicated. The method of notice need not be the same as to each director.

The personal attendance of directors at meetings of the Board is encouraged; however, if a meeting of the Board is called on less than ten (10) days notice, any member of the Board may participate in the meeting of the Board by conference telephone or similar communications equipment, as long as the conference telephone or communication equipment allows all persons participating in the meeting to hear each other at the same time.

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

#### Section 6.17. Quorum.

A quorum for the transaction of business at a meeting of the Board shall exist if, either in person or by teleconference, more than half of the members of the Board are present, or if by mail, electronic-mail or facsimile if more than half of the members respond.

Section 6.18. Transacting Business.

At the start of any meeting of the Board, there must at least be a quorum for any business to be transacted.

Section 6.19. Voting by Proxy.

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

Section 6.20. Presumption of Assent.

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

Section 6.21. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if each and every member of the Board or committee in writing either: (a) votes for such action; (b) votes against such action; or (c) abstains from voting. Each director who delivers a writing described in this Section 6.21 to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 6.22. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

If in the judgment of the Chair of the Board the urgency of the case requires such action, the Board shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile.

Section 6.23. Agenda.

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

Section 6.24. Questions of Order and Board Meeting Leadership.

Unless otherwise provided in advance by the Board, questions of order shall be decided by the Chair of the Board. The Chair of the Board shall lead meetings of the Board. If the Chair of the Board is absent from any meeting of the Board, then the Chair of the Board shall designate in writing and in advance one (1) other member of the Board to preside. If the Chair of the Board is unable to make or has not made such a designation, the Board may choose another member of the Board to serve as presiding officer for that meeting.

Section 6.25. Effectiveness of Actions.

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

Section 6.26. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board shall be open to members, and where appropriate, non-members. However, in the event the Chair of the Board, with the consent of a majority of the directors of the Board in attendance, deems it appropriate: (a) to exclude non-members at an open meeting for any reason, then the Chair of the Board may declare that the meeting is closed; or (b) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the Chair of the Board may specifically designate and call an executive session.

Section 6.27. Minutes of Meetings.

The minutes of all meetings of the Board shall be published on USBSF's website. Every reasonable effort will be made to publish the minutes within thirty (30) days after completion of the meeting.

Section 6.28. Compensation.

Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USBSF's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USBSF (except active athletes may receive athlete support payments).

**SECTION 7.**  
**OFFICERS**

Section 7.1. Designation.

The only officers of USBSF shall be a Chair of the Board, a Corporate Secretary, and if needed, an Assistant Corporate Secretary.

Section 7.2. Election/Selection.

The Chair of the Board shall be elected from among the directors of the Board by majority vote. The election shall be held at the first meeting of the Board on odd numbered years.

The CEO shall select a Corporate Secretary, and if needed an Assistant Corporate Secretary. The Corporate Secretary and Assistant Corporate Secretary, if any, shall be an employee of USBSF. The Corporate Secretary and Assistant Corporate Secretary, if any, shall be approved by the Board.

Section 7.3. Tenure.

The term of office of the Chair of the Board shall be two (2) years. The newly elected Chair of the Board shall take office immediately. The Chair of the Board shall hold office until a qualified successor is elected, or until the Chair of the Board's resignation, removal, incapacity, disability or death.

The term of office of the Corporate Secretary, shall be unlimited. The Corporate Secretary shall hold office until his or her employment with USBSF ends; when the CEO designates a different individual to serve as Corporate Secretary; or until the Corporate Secretary's earlier resignation, removal by the CEO, incapacity, disability or death. The Assistant Corporate Secretary, if any, shall hold office until his or her employment with USBSF ends, when the CEO selects a different individual to serve as Assistant Corporate Secretary or until the Assistant Corporate Secretary's earlier resignation, removal by the CEO, incapacity, disability or death. In any circumstance in which the CEO has not designated an employee to serve as Corporate Secretary, the Board may select a director of the Board or another individual employed by USBSF to serve as Corporate Secretary.

#### Section 7.4. Authority and Duties of Officers.

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

- a. Chair of the Board. The Chair of the Board shall (a) set all meeting and meeting agendas, (b) preside at all meetings of the Board, (c) see that all Board commitments, resolutions and oversight are carried into effect, and (d) exercise such powers and perform such other duties as from time to time may be assigned by the Board.
- b. Corporate Secretary. The Corporate Secretary shall: (a) keep the minutes of the proceedings of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be the custodian of the corporate records; (d) perform all duties incident to the office of Corporate Secretary; and (e) perform such other duties as, from time to time, may be assigned to the Corporate Secretary by the CEO or by the Board.
- c. Assistant Corporate Secretary. An Assistant Corporate Secretary General, if any, shall have the same duties and powers as the Corporate Secretary. The Assistant Corporate Secretary, if any, shall not be a director of the Board and shall not have a vote on the Board.

#### Section 7.5. Restrictions.

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

#### Section 7.6. Term Limits.

No individual shall serve as Chair of the Board for more than two (2) terms during an eight (8) year period.

When a director is elected to fill a vacancy in the Chair of the Board because of the previous Chair of the Board's resignation, removal, incapacity, disability or death, and the remaining term is for more than one (1) year, such term shall constitute a full term and the director filling the previous Chair of the Board's vacancy, following the completion of the vacancy being filled, shall be able to serve only one (1) additional two (2) year term. If the vacancy being filled in the Chair of the Board is for less than one (1) year, the term shall not be a full term and the director filling the previous Chair of the Board's vacancy, following completion of the filled vacancy term, shall be able to serve two (2) additional two (2) year terms.

### Section 7.7. Resignation, Removal and Vacancies.

An officer's position with USBSF may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair of the Board may resign at any time by giving written notice to the Board. The Corporate Secretary or Assistant Corporate Secretary, if any, may resign at any time by giving written notice to the CEO. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Chair of the Board may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). The Chair of the Board may also be removed without cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question). However, should the Chair of the Board be removed from his or her position as Chair of the Board, then he or she may remain a director on the Board.

The Corporate Secretary or Assistant Corporate Secretary, if any, may be removed, with or without cause, by the CEO.

Any vacancy occurring in the Chair of the Board shall be filled by majority vote by the Board. If the vacancy also results in the Chair of the Board no longer being a director, then the Board may elect a new Chair immediately, or wait until the vacant director position is filled before electing a new Chair. A Chair of Board elected to fill a vacancy shall be elected for the unexpired term of such Chair's predecessor in office.

A vacancy in the office of Corporate Secretary, or Assistant Corporate Secretary, if any, shall be filled by the CEO. Any individual selected to fill a vacancy in the office of Corporate Secretary, or Assistant Corporate Secretary, if any, shall be approved by the Board.

### Section 7.8. Compensation.

The Chair of the Board shall not receive compensation for his or her service as Chair of the Board, although the reasonable expenses of the Chair of the Board may be paid or reimbursed in accordance with USBSF's policies. The Chair of the Board is disqualified from receiving compensation for services rendered to or for the benefit of USBSF (except active athletes may receive athlete support payments).

**SECTION 8.**  
**COMMITTEES**

Section 8.1. Designation.

There shall be no Executive Committee or other committee(s) with management authority delegated by the Board. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the Board, such as a “super-board” (commonly called a governing council or general assembly). This requirement, however, is not intended to detract from the ability of the members or some parts thereof to nominate individuals to serve on the Board.

USBSF shall have the following five (5) Standing Committees: (1) Nominating and Governance Committee; (2) Judicial Committee; (3) Compensation and Evaluation Committee; (4) Ethics Committee; and (5) Audit Committee.

The Board or CEO may appoint such advisory task forces or committees as the Board or CEO believe appropriate, and shall define narrowly the mission and deliverables of such task forces or committees. The decision to appoint or not appoint and to terminate such a task force or committee shall be exclusively the Board’s or the CEO’s.

Section 8.2. Number.

Membership on standing committees, other committees, and task forces shall not exceed (5) individuals.

Section 8.3. Athlete Representation.

So as to comply with the Act and the USOC Bylaws, all committees and task forces shall have at least twenty (20) percent athlete membership and voting representation.

Section 8.4. Tenure.

The term for all standing and other committee members shall be two (2) years. A committee member shall remain on the committee until the committee member’s successor is appointed, or until the committee member’s earlier resignation, removal, incapacity, disability or death.

The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of two (2) years.

### Section 8.5. Term Limits.

No committee member shall serve for more than three (3) consecutive terms.

Any time on any committee or task force shall constitute a full term. For example, should a committee member serve less than two years on a committee, such committee member would be eligible to serve only two (2) additional two (2) year terms immediately following his or her initial term.

### Section 8.6. Committee Member Attendance.

Committee and task force members are expected to attend in person all regularly scheduled committee and task force meetings of which they are a member. Each committee or task force member must attend a minimum of at least one half (1/2) of the committee or task force meetings of which they are a member during any twelve (12)-month period.

### Section 8.7. Resignation, Removal and Vacancies.

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

Unless a committee or task force member is able to demonstrate to the directors of the Board, or to the CEO, if appointed by the CEO, that the presence of exigent circumstances caused and excused his or her absences, committee or task force members may be removed by the Board, or the CEO, if appointed by the CEO, if they fail to attend in person more than one half (1/2) of the regular committee or task force meetings during any twelve (12)-month period. In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a director), or upon the determination of the CEO, if appointed by the CEO. Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a director), or upon the determination of the CEO, if appointed by the CEO. Committee members may also be removed without cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question, if also a director), or upon the determination of the CEO, if appointed by the CEO.

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

#### Section 8.8. Procedures.

Each committee and task force shall establish procedures for conducting its business and affairs. Such procedures shall be published and made available on the USBSF's website.

#### Section 8.9. Open and Executive Meeting Sessions.

Ordinarily, all committee and task force meetings shall be open to members, and where appropriate, non-members. However, in the event the committee or task force chair, with the consent of a majority of the committee or task force members in attendance, deems it appropriate to exclude non-members at an open meeting for any reason, then the chair may (a) declare that the meeting is closed; or (b) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session.

#### Section 8.10. Minutes of Meetings.

Each committee and task force shall take and maintain minutes of its meetings.

#### Section 8.11. Compensation.

Committee and task force members shall not receive compensation for their services as committee or task force members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with USBSF's policies. Provided the Board gives explicit approval, committee and task force members who are not directors of the Board may receive compensation for services rendered to or for the benefit of USBSF in any other capacity besides being committee and task force members.

#### Section 8.12. Nominating and Governance Committee.

The Nominating and Governance Committee shall be elected/selected and have the responsibilities as follows:

- a. The initial Nominating and Governance Committee shall be the USBSF Management and Governance Committee.
- b. Each subsequent Nominating and Governance Committees shall be selected as follows:
  - i. one (1) individual elected by the previous Nominating and Governance Committee from that Committee, who shall be the Chair of the Nominating and Governance Committee;
  - ii. one (1) individual who is independent as that term is defined in these Bylaws and who is selected by the previous Nominating and Governance Committee;

- iii. one (1) athlete as elected by the athlete members of USBSF and who shall otherwise qualify as an athlete in accordance with the USOC's standards; and
  - iv. one (1) individual who shall be selected from the other appropriate USBSF membership groups who is selected by the previous Nominating and Governance Committee; and
  - v. one (1) individual who shall be selected by and from the Board that is leaving the Board, either because he or she is no longer eligible to serve as a director of the Board or because he or she has declared his or her intent not to seek a subsequent Board seat. However, if no individual meets this qualification, then this position on the Nominating and Governance Committee shall remain unfilled until someone meets this qualification.
- c. The members of the Nominating and Governance Committee shall serve for terms of four (4) years or less. An individual shall not serve on the Nominating and Governance Committee for more than two (2) consecutive terms.
- d. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current director, except as allowed in Section 8.12(b)(5) of these Bylaws. No individual who serves on the Nominating and Governance Committee may serve or be eligible to serve on the Board. Members of the Nominating and Governance Committee shall be precluded from serving as a Board director or in any other USBSF capacity, whether governance or on staff, for a period of two (2) years after their service on the Nominating and Governance Committee ends, except as allowed in Section 8.12(b)(5) of these Bylaws..
- e. The Nominating and Governance Committee shall:
- i. identify and evaluate prospective candidates for the Board;
  - ii. select individuals to serve on the Board as provided in these Bylaws;
  - iii. recommend as requested by the Board, individuals to serve on various committees and task forces;
  - iv. consult with the Ethics Committee with respect to vetting all nominations for potential conflicts of interest or other problematic background issues;
  - v. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces; and
  - vi. perform such other duties as assigned by the Board.

- f. In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:
- i. the candidate's contribution to the effective functioning of USBSF;
  - ii. any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment;
  - iii. whether the candidate continues to bring relevant experience to the Board;
  - iv. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
  - v. the candidate's reputation for personal integrity and commitment to ethical conduct;
  - vi. the NGB's need for a diverse Board; and
  - vii. whether the candidate has developed any relationships with another organization or a business interest related to the sports of bobsled or skeleton, or other circumstances have arisen that might make it inappropriate for the director to serve or to continue serving on the Board.

### Section 8.13. Judicial Committee.

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

- a. The Board shall appoint the members of the Judicial Committee and its chair. Members of the Judicial Committee shall satisfy the standards of independence for "independent directors" as set forth in these Bylaws. No director of the Board shall be appointed to the Judicial Committee.
- b. The Judicial Committee shall:
  - i. generally administer and oversee all administrative grievances and right to compete matters filed with USBSF;
  - ii. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
  - iii. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters; and
  - iv. perform such other duties as assigned by the Board.

#### Section 8.14. Compensation and Evaluation Committee.

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

- a. Up to five (5) members of the Board, to include at least one athlete member, shall be elected by the Board to serve as members of the Compensation and Evaluation Committee. The Committee shall select its own chair.
- b. The responsibilities of the Compensation Committee shall be to:
  - i. evaluate at least once a year the CEO's performance in (a) meeting the Board's expectations, as communicated to the CEO by the Board, and carrying out his or her responsibilities as set forth in these Bylaws, and (b) advancing USBSF's fulfillment of its mission, set forth in Section 3 of these Bylaws;
  - ii. recommend to the full Board the CEO's compensation, including salary, bonus, incentive and/or any other compensation;
  - iii. review USBSF's compensation plan for the CEO, in view of relevant market data, and to recommend changes to such compensation plans to the full Board, as may be necessary and appropriate; and
  - iv. perform such other duties as assigned by the Board.

#### Section 8.15. Ethics Committee.

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

- a. The Board shall appoint the members of the Ethics Committee and its chair. Members of the Ethics Committee shall satisfy the standards of independence for "independent directors" as set forth in these Bylaws. No director of the Board shall be appointed to the Ethics Committee.
- b. The Ethics Committee shall:
  - i. report to the Board on all ethical issues;
  - ii. develop, and review on an annual basis, a Code of Ethics, described in Section 17 of these Bylaws, for adoption by the Board that is applicable to all USBSF employees, members, officials, and volunteers;
  - iii. oversee implementation of, and compliance with, the Code of Ethics;
  - iv. generally administer and oversee compliance with the Code of Ethics;
  - v. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;

- vi. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USBSF members; and
- vii. perform such other duties as assigned by the Board.

#### Section 8.16. Audit Committee.

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

- a. The Board shall appoint the members of the Audit Committee and its chair, all of whom shall be directors of the Board. An independent director of the Board with financial experience shall be on the Audit Committee.
- b. The Audit Committee shall:
  - i. recommend the independent auditors of USBSF, review the report of the independent auditors and management letter, and recommend action as needed;
  - ii. investigate matters of fiscal controls and disclosure and such other matters as directed by the Board; and
  - iii. perform such other duties as assigned by the Board.

### **SECTION 9.**

#### **ANNUAL USBSF ASSEMBLY**

##### Section 9.1. Purpose.

There shall be an annual USBSF Assembly (“Annual Assembly”) at which all individual and organization members and other USBSF constituencies in the United States bobsled and skeleton family shall gather and provide input to the Board on important issues confronting the organization. At the Annual Assembly, the Board shall provide a report on the “State of USBSF.” The CEO shall provide a managerial report addressing issues of concern and importance to USBSF. Individual and organization members and other constituencies may be permitted to pose questions to the Board and CEO for response. The Annual Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, except as provided by the New York Non-Profit Statute or by Section 5.2 of these Bylaws. The Board shall determine the agenda of the annual USBSF Assembly.

##### Section 9.2. Place.

The Annual Assembly shall be held in conjunction with a Board meeting. The Board meeting shall take place after the Annual Assembly. If practicable, the Annual Assembly meeting shall also be held in conjunction with a major USBSF competition, but in no event, may the Annual Assembly be held more than six (6) months after the close of the USBSF’s fiscal year.

Section 9.3. Notice.

The Corporate Secretary of USBSF shall mail a notice of the Annual Assembly, together with a proposed agenda thereof, and with a request for suggested additional agenda items, to all members of USBSF at the addresses that appear for them on the records of USBSF not less than thirty (30) nor more than sixty (60) days prior to the scheduled date of the Annual Assembly.

Notice of the date, place and time of the Annual Assembly shall be prominently posted on USBSF's web-site at the time of the mailing, and may also be announced to the membership by electronic mail, where available.

The record date for determining the USBSF's members for purposes of all actions to be taken at the Annual Assembly shall be fifteen (15) days before the date of the Annual Assembly, or such other date fixed by the Board, provided, however, the record date set by the Board may not be more than fifty (50) days, or less than ten (10) days, before any date designated by the Board for the Annual Assembly.

**SECTION 10.**

**USBSF ATHLETES' ADVISORY COUNCIL**

Section 10.1. Designation.

USBSF shall have an Athletes' Advisory Council consisting of seven individuals.

Section 10.2. Qualifications.

Those individuals (a) who have represented the United States as athletes in the Olympic Games, World Championships or other major international competitions in the sports of bobsled or skeleton within the ten (10) year period prior to December 31 of the year in which the election is held, or (b) who have competed in and finished in the top half of USBSF's National Championships as athletes within the two (2) year period prior to December 31 of the year in which the election is held, shall be eligible to run for election to USBSF's Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual must be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.

### Section 10.3. Election/Selection.

Five (5) individuals shall be elected to USBSF's Athletes' Advisory Council as follows. An individual who wishes to run for election to USBSF's Athletes' Advisory Council and to be placed on the ballot shall obtain at least ten (10) signatures of support from individuals entitled to vote in the election. Those individuals: (a) who have represented the United States as athletes in the Olympic Games, World Championships or other major international competitions in the sports of bobsled or skeleton within the ten (10) year period prior to December 31 of the year in which the election is held, or (b) who have competed in USBSF's National Championships as athletes within the two (2) year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election. Additionally, in order to be eligible to vote in an election, an individual must be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. Further, an individual must be a member of USBSF sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in the election. The election shall take place after conclusion of the Olympic Games, but prior to January 1 of the year following the Olympic Games.

Based upon the following, five (5) individuals shall be elected to USBSF's Athletes' Advisory Council by the Athlete members of USBSF:

- a. Regardless of bobsled or skeleton discipline, the highest individual in the overall vote total;
- b. After the individual described in Section 10.3(a) of these Bylaws, the next highest two (2) individuals in the overall vote total that have competed for the United States of America as skeleton athletes;
- c. After the individual described in Section 10.3(a) of these Bylaws, the next highest two (2) individuals in the overall vote total that have competed for the United States of America as bobsled athletes; and

The sixth and seventh position on the Athletes' Advisory Council shall be filled by USBSF's representative and alternate representative to the USOC Athletes' Advisory Council elected pursuant to Section 11.3 of these Bylaws.

### Section 10.4. Tenure.

The term for members of USBSF's Athletes' Advisory Council shall be for four (4) years. A member shall remain on USBSF's Athletes' Advisory Council until the member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability or death.

#### Section 10.5. Term Limits.

No USBSF Athletes' Advisory Council member shall serve more than two (2) consecutive terms.

When a USBSF Athletes' Advisory Council member is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a USBSF Athletes' Advisory Council member, and the remaining term is for two (2) or more years, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, following completion of the filled vacancy term, the USBSF Athletes' Advisory Council member may serve one additional four (4) year term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and the USBSF Athletes' Advisory Council member shall be able to serve two (2) additional four (4) year terms.

#### Section 10.6. Chair.

The Athletes' Advisory Council shall elect from among its members, by majority vote, a USBSF Athlete's Advisory Chair. The term of office of the USBSF Athletes' Advisory Council Chair shall be four years. The newly elected USBSF Athletes' Advisory Chair shall take office immediately. The USBSF Athletes' Advisory Council Chair shall hold office until his or her successor is elected and qualified, or until the USBSF Athletes' Advisory Council Chair's earlier resignation, removal, incapacity, disability or death. However, unless removed by the Athlete membership group from USBSF Athletes' Advisory Council, should the Chair of USBSF Athletes' Advisory Council resign, he or she may remain a member of the USBSF Athletes' Advisory Council.

#### Section 10.7. Board of Directors.

The USBSF Athletes' Advisory Council shall elect from among its seven (7) members, by majority vote, an individual who shall be an athlete director on the Board.

#### Section 10.8. Procedures.

The USBSF Athletes' Advisory Council shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on USBSF's website.

#### Section 10.9. Open and Executive Meeting Sessions.

Ordinarily, all USBSF Athletes' Advisory Council meetings shall be open to members, and where appropriate, non-members. However, in the event the USBSF Athletes' Advisory Council Chair, with the consent of a majority of the USBSF Athletes' Advisory Council members in attendance, deems it appropriate to (a) exclude non-members at an open meeting for any reason, then the USBSF Athletes' Advisory Council Chair may declare that the meeting is closed; or (b) convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the USBSF Athletes' Advisory Chair may specifically designate and call an executive session.

Section 10.10. Minutes of Meetings.

The USBSF Athletes Advisory Council shall take minutes of its meetings.

Section 10.11. Compensation.

USBSF Athletes' Advisory Council members shall not receive compensation for their services as USBSF Athletes' Advisory Council members. USBSF shall pay for the reasonable expenses of all members of the USBSF Athletes' Advisory Council to attend USBSF Athletes' Advisory Council meetings. In addition, USBSF shall pay for the reasonable expenses of the two athlete Board directors to attend USBSF Board meetings.

Section 10.12. Grievance.

Should an athlete wish to file a grievance related to Section 10 of these Bylaws, the grievance shall be resolved within the procedures of Section 14 of these Bylaws.

**SECTION 11.**

**USOC ATHLETES' ADVISORY COUNCIL**

Section 11.1. Designation.

USBSF shall have a representative and an alternate representative to the USOC Athletes' Advisory Council.

Section 11.2. Qualifications.

Those individuals who have represented the United States as athletes in the Olympic Games, World Championships, or other Operation Gold event within the ten (10) year period prior to December 31 of the year in which the election is held shall be eligible to run for election to the USOC Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual must be a citizen of the United States, eighteen (18) years of age or older by December 31 of the year in which the election is held, and must not be a paid employee of USBSF or the USOC.

Section 11.3. Election/Selection.

The election for the USBSF USOC Athletes' Advisory Council position shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.

An individual who wishes to run for election to the USOC Athletes' Advisory Council and to be placed on the ballot must obtain at least ten (10) signatures of support from individuals entitled to vote in the election, excluding the individual seeking nomination. Those individuals who have represented the United States as athletes in the Olympic Games, World Championships or other Operation Gold event within the ten (10) year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election. Additionally, in order to be eligible to vote in the election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.

After an individual has received ten (10) nominations, mailed the signatures of those that nominated the individual to the CEO, and the CEO has verified the authenticity and eligibility of those that nominated the individual, then the CEO shall place the individual on the ballot for election to the USOC Athletes' Advisory Council.

After the CEO has received all the nominations, he or she shall send written or electronic ballots to those that are eligible to vote for the USBSF USOC Athletes' Advisory Council position. The individual with the highest vote total is elected as athlete representative to the USOC Athletes' Advisory Council. The individual with the second highest vote total of the opposite gender (as is required by the USOC Athletes' Advisory Council) is elected as the alternate representative to the USOC Athletes' Advisory Council. Unless allowed by the USOC Athletes' Advisory Council, the process between nomination and election to the USOC Athletes' Advisory Council shall take no longer than four (4) months.

#### Section 11.4. Resignation, Removal, and Vacancies.

A USBSF USOC Athletes' Advisory Council position shall be declared vacant upon the USBSF USOC Athletes' Advisory Council person's resignation, removal, incapacity, disability or death. Any USBSF USOC Athletes' Advisory Council person may resign at any time by giving written notice to the CEO. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

In addition, a USBSF USOC Athletes' Advisory Council member or alternate may be removed at anytime with or without cause by a majority vote of the those that voted the USBSF USOC Athletes' Advisory Council member or alternate to the USOC Athletes' Advisory Council.

#### Section 11.5. Tenure.

The term for all representatives to the USOC Athletes' Advisory Council shall be for four (4) years. A representative shall remain on the USOC Athletes' Advisory Council until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death.

When a USOC Athletes Advisory Council representative is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of the USOC Athletes Advisory Council representative, and the remaining term is two or more years, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, following completion of the filled vacancy term, the USOC Athletes Advisory Council representative may serve only one (1) additional four (4) year term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and, following completion of the filled vacancy term, the USOC Athletes Advisory representative shall be able to serve two (2) additional four (4) year terms.

Section 11.6. Term Limits.

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

Section 11.7. Grievance.

Should an athlete wish to file a grievance related to Section 11 of these Bylaws, the grievance shall be resolved within the procedures of Section 14 of these Bylaws.

**SECTION 12.**

**USOC NATIONAL GOVERNING BODIES' COUNCIL**

Section 12.1. Designation.

USBSF shall have a representative and an alternate representative to the USOC National Governing Bodies' Council.

Section 12.2. Election/Selection.

The CEO shall be USBSF's representative to the USOC National Governing Bodies' Council. The Chair of the Board shall be USBSF's alternate representative to the USOC National Governing Bodies' Council.

**SECTION 13.**

**CHIEF EXECUTIVE OFFICER**

Section 13.1. Designation.

USBSF shall have a CEO, who shall be the leader of management and vested with the authority to make decisions on behalf of management.

### Section 13.2. Tenure.

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

### Section 13.3. Secretary General.

The CEO shall serve as Secretary General of USBSF and in this capacity shall represent USBSF in relations with the FIBT.

### Section 13.4. Responsibilities.

The CEO shall:

- a. Be a non-voting member of the Board
- b. develop a strategy for achieving USBSF's mission, goals and objectives and present the strategy to the Board for approval;
- c. prepare and submit quadrennial and annual budgets to the Board for approval;
- d. determine, within USBSF's budget, the staff needed to effectively carry out USBSF's mission, goals and objectives;
- e. oversee the hiring and termination of all staff;
- f. either directly or by delegation manage all staff functions;
- g. be responsible for resource generation and allocation of resources;
- h. coordinate USBSF's international activities;
- i. with the Chair of the Board, act as USBSF's spokesperson; and
- j. perform all functions as usually pertain to the office of CEO.

## SECTION 14.

### COMPLAINT PROCEDURES

#### Section 14.1. Designation of Complaints.

The following kinds of complaints may be filed with USBSF:

- a. Administrative Grievance. USBSF or any member of USBSF may file a complaint pertaining to any matter within the cognizance of USBSF, including but not limited to any alleged violation of or grievance concerning (i) any USBSF rule or regulation, (ii) any provision of USBSF's Bylaws, or (iii) any provision of the Act relating to USBSF's recognition as an NGB;
- b. Right to Compete. Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individuals opportunity to compete in a USBSF sanctioned competition.

#### Section 14.2. Manner of Filing.

The complainant shall file the complaint with the Judicial Committee. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (a) the alleged violation, grievance, denial or threat to deny, and (b) the remedy requested. The complainant shall sign the complainant.

#### Section 14.3. Filing Fee.

A complaint filed by an individual shall be accompanied by a two-hundred and fifty (250) dollar filing fee. A complaint filed by an organization shall be accompanied by a five-hundred (500) dollar filing fee, except that USBSF is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee shall determine whether or not to reduce or waive the filing fee.

#### Section 14.4. Statute of Limitations.

A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny.

#### Section 14.5. Field of Play Decisions.

The final decision of the jury during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the referee) shall not be reviewable through the procedures for, or the subject of, Administrative Grievances or Right to Compete Complaints unless the decision is (a) outside the authority of the official to make; or (b) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the term “official” shall include any individual with discretion to make field of play decisions.

#### Section 14.6 Administration.

The Judicial Committee shall generally administer and oversee all Administrative Grievances and Right to Compete matters filed with USBSF. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USBSF.

#### Section 14.7 Hearing Panel.

Upon the filing of a complaint, the chair of the Judicial Committee, after consultation with the other Judicial Committee members, shall appoint a Hearing Panel consisting of three (3) individuals to hear the complaint. The Judicial Committee shall also appoint a Hearing Panel Chair. Judicial Committee members may be appointed to and serve on the Hearing Panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the Hearing Panel. At least one (1) member of the Hearing Panel shall be an athlete. Members of the Hearing Panel need not be members of USBSF or involved in the sports of bobsled or skeleton.

#### Section 14.8. Conduct of the Proceeding.

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

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

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

#### Section 14.9. Due Process Considerations.

In any hearing conducted pursuant to these Bylaws, the parties shall be provided with the following:

- a. notice of the charges or alleged violations, with specificity and in writing, and possible consequences if the charges are found to be true;
- b. reasonable time between receipt of the notice of charges and the hearing with respect to the charges, within which to prepare a defense;
- c. notice of the identity of adverse witnesses provided in advance of the hearing;
- d. the right to have the hearing conducted at such a time and place so as to make it practicable for the person charged to attend;
- e. a hearing before a disinterested and impartial body of fact finders;
- f. the right to be assisted in the presentation of one's case at a hearing, including the assistance of legal counsel, if desired; however all fees shall be paid by the party seeking assistance of legal counsel;
- g. the right to present oral and written evidence and argument;
- h. the right to call witnesses to testify at the hearing, including the right to have individuals under the control of an adverse party attend; and to confront and cross-examine such individuals;
- i. the right to have a record (i.e., transcript) made of the hearing (In this regard, the reporter shall be paid for by the party requesting the reporter; and a copy of any transcript shall be provided to the other party upon payment of half of the cost. Any transcript ordered by a party shall be made available to the Hearing Panel upon request of the Hearing Panel);
- j. the burden of proof shall be on the proponent of the charge, which burden shall be at least a "preponderance of the evidence" unless an applicable rule of law provides for a higher burden of proof;
- k. a written decision, with reasons therefore, based solely on the evidence of record, handed down in a timely fashion; and
- l. written notice of appeal procedures, if the decision is adverse to the person charged, and the prompt and fair adjudication of any appeal.

Section 14.10. Expedited Procedures.

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

Section 14.11. Complaints Involving Selection to Participate in a Competition.

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

Section 14.12. Decision.

A decision shall be determined by a majority of the Hearing Panel. The Hearing Panel's decision shall be in writing and distributed to the parties.

Section 14.13. Arbitration.

Per the Act and the USOC Bylaws, certain parties subject to these Bylaws may bring a grievance to the American Arbitration Association.

**SECTION 15.**

**SANCTIONING EVENTS**

Section 15.1. Prompt Review of Request.

USBSF shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request to (a) hold an international or national amateur athletic competition in the United States; or (b) to sponsor United States bobsled or skeleton athletes to compete in an international athletic competition held outside the United States.

### Section 15.2. Standard for Review.

If USBSF, as a result of its review (a) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of USBSF, and (b) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then USBSF shall grant the sanction requested by the amateur sports organization or person.

### Section 15.3. Requirements for Holding an International or National Amateur Athletic Competition in the United States.

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

- a. submits, in the form required by USBSF, an application to hold such competition;
- b. pays to USBSF the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits to USBSF an audited or notarized financial report of similar events, if any, conducted by the organization or person; and
- d. demonstrates that:
  - i. appropriate measures are taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
  - ii. appropriate provisions are made for validation of records which may be established during the competition;
  - iii. due regard is given to any international amateur athletic requirements specifically applicable to the competition;
  - iv. the competition is conducted by qualified officials;
  - v. proper medical supervision is provided for athletes who will participate in the competition; and
  - vi. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 15.4. Requirements for Sponsoring United States Bobsled or Skeleton Athletes to Compete in An International Athletic Competition Held Outside the United States.

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

- a. submits, in the form required by USBSF, an application to hold such competition;
- b. pays to USBSF the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and
- d. submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that:
  - i. appropriate measures are taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
  - ii. appropriate provisions are made for validation of records which may be established during the competition;
  - iii. due regard is given to any international amateur athletic requirements specifically applicable to the competition;
  - iv. the competition will be conducted by qualified officials;
  - v. proper medical supervision is provided for athletes who will participate in the competition; and
  - vi. proper safety precautions are taken to protect the personal welfare of the athletes and spectators at the competition.

**SECTION 16.**

**RECORDS OF THE CORPORATION**

Section 16.1. Minutes.

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

Section 16.2. Accounting Records.

USBSF shall maintain appropriate accounting records.

Section 16.3. Membership List.

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

Section 16.4. Records In Written Form.

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

Section 16.5. Website.

USBSF shall maintain a website for the dissemination of information to its members. USBSF shall publish on its website (a) its Bylaws; (b) its rules, and regulations; (c) a procedure for communicating with the Audit Committee Chair, regarding accounting, internal accounting controls, or audit-related matters; (d) its most recent annual financial statement; and (e) its most recent 990 Form filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, USBSF shall publish on its website a mailing address and an electronic mail address for communications directly with the Board.

Section 16.6. Records Maintained at Principal Office.

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

- a. the articles of incorporation;
- b. these Bylaws that govern the conduct of USBSF, USBSF's Board, Committees, and members;
- c. rules and regulations that govern the technical conduct of bobsled and skeleton events in the United States as USBSF's Board and CEO determine is appropriate in their sole discretion;
- d. the minutes of all meetings of the Board, and records of all action taken by the Board without a meeting, for the past three (3) years;
- e. all written communications within the past three (3) years to the members;
- f. a list of the names and business or home addresses of the current directors and officers;
- g. a copy of the most recent corporate report delivered to the New York secretary of state;
- h. all financial statements prepared for periods ending during the last three (3) years;

- i. the application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- j. all other documents or records required to be maintained by USBSF at its principal office under applicable law or regulation.

#### Section 16.7. Inspection of Records by Members.

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

- a. Records Maintained at Principal Office. Provided that the member gives USBSF written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records, a member shall be entitled to inspect and copy, during regular business hours at USBSF's principal office, any of the records of USBSF described in Section 16.6 of these Bylaws.
- b. Financial Statements. Upon the written request of any member, USBSF shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- c. Membership List.
  - i. Preparation of Membership Voting List. After determining the members entitled to vote in an election USBSF shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote that member's name and address.
  - ii. Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at USBSF's principal office, a list of members who are entitled to vote in an election, provided that (A) the member has been a member for at least three (3) months immediately preceding the demand to inspect or copy, (B) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (C) the member gives USBSF written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list, (D) the member describes with reasonable particularity the purpose for the inspection, and (E) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by USBSF limiting the use of such list in accordance with Section 16.7(c)(iii) of these Bylaws.
  - iii. Limitation on Use of Membership Voting List. Without consent of the Board a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list shall not be (A) used to solicit money or property; (B) used for any commercial purpose; or (C) sold to or purchased by any person.

d. Scope of Members' Inspection Rights.

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

**SECTION 17.**

**CODE OF ETHICS**

Section 17.1. Code of Ethics.

USBSF shall adopt a Code of Ethics applicable to all USBSF employees, members, officials, and volunteers. The Code of Ethics shall be approved by the Board. Each NGB employee, member, official, and volunteer shall annually certify compliance with the Code of Ethics.

**SECTION 18.**

**FIDUCIARY MATTERS**

Section 18.1. Indemnification.

USBSF shall defend, indemnify and hold harmless each director of the Board and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such director or officer arising out of the latter's performance of his or her duties with USBSF, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or director.

Section 18.2. Discharge of Duties.

Each director of the Board and officer shall discharge his or her duties (a) in good faith; (b) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and (c) in a manner the director or officer reasonably believes to be in the best interests of USBSF.

### Section 18.3. Conflicts of Interest.

If any director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving USBSF; has an interest adverse to USBSF's business affairs; or has any other business interest in the sport of bobsled and skeleton and that individual is in a position to influence a determination with regard to the contract, transaction, business affair, or business interest, such individual shall (a) disclose the conflict of interest; (b) not participate in the evaluation of the contract, transaction, business affair, or decision that affects the business interest; and (c) not vote on the contract, transaction, business affair, or decision that affects the business interest.

### Section 18.4. Prohibited Loans.

No loans shall be made by USBSF to the Chair of the Board, to any director of the Board, to any committee or task force member, or to any USBSF employee. Any Chair of the Board, director, committee or task force member or USBSF employee, who assents to or participates in the making of any such loan, shall be liable to USBSF for the amount of such loan until it is repaid.

## **SECTION 19.**

### **FINANCIAL MATTERS**

#### Section 19.1. Fiscal Year.

The fiscal year of USBSF shall commence July 1 and end on June 30 each year.

#### Section 19.2. Budget.

USBSF shall have an annual budget.

#### Section 19.3. Audit.

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

#### Section 19.4. Individual Liability.

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

Section 19.5. Irrevocable Dedication and Dissolution.

The property of USBSF is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USBSF shall inure to the benefit of private persons. Upon the dissolution or winding up of USBSF, its assets remaining after payment, or provision for payment of all debts and liabilities of USBSF, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

**SECTION 20.**

**MISCELLANEOUS PROVISIONS**

Section 20.1. Severability and Headings.

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

Section 20.2. Saving Clause.

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

**SECTION 21.**

**AMENDMENTS OF BYLAWS**

Section 21.1. Amendments.

Any amendment or repeal of these Bylaws that increases or decreases the number of directors, changes the membership categories, or changes membership voting rights, may only be voted on and approved by the members of the membership category or categories whose number of directors, category, or voting rights are affected.

Otherwise, these Bylaws may only be amended, repealed, or substituted at any duly-noticed meeting of the Board or at a special meeting of the Board, at which a quorum is present, upon the affirmative vote of at least two-thirds (2/3) of the members of the Board entitled to vote.

### Section 21.1. Proposed Amendments.

Amendments to these Bylaws, including new Bylaws, may be proposed by any member of USBSF.

### Section 21.3. Submission of Proposed Amendments.

All proposed amendments shall be submitted to the CEO, in writing, at least sixty (60) days before any Board meeting at which the proposed amendment is proposed to be considered and acted on by the Board, or at least one hundred-twenty (120) days before any meeting of members at which a proposed Bylaw amendment is proposed to be considered and acted on by the members. Upon receipt of a proposed amendment, the CEO shall promptly refer it to the USBSF Counselor for review and recommendation to the Board both as to form and substance.

Written notice of any proposed amendment to be acted upon by the Board shall be given by the CEO by first class mail to the Board, not less than twenty (20) days before the date of the Board meeting at which the Bylaw amendment is to be considered; and written notice of any proposed amendment to be acted upon by the members shall be given by the CEO by first class mail to all members not less than forty-five (45) days before the meeting of members at which the Bylaws are to be considered and voted upon, together with the recommendation of the Board as to each specific amendment, and an explanation of each proposed amendments and reasons therefore. In addition, where proposed amendments are to be acted on by the members, the proposed amendments and the recommendations of the Board, shall also be posted on the USBSF website, and transmitted by electronic mail to all members for whom the USBSF has an electronic mail address, at the time that the notice of proposed amendments, and explanations, are mailed to members.

Except for amendments to these Bylaws proposed and distributed in accordance with the procedures set forth in Section 21 of these Bylaws, no other amendment shall be considered by the Board; nor shall any proposed amendment to an amendment be considered, unless the same merely goes to the form and not the substance thereof.

### Section 21.4. Effective Date of Amendments.

Unless the proposal specifies that the amendment shall be effective immediately upon passage or at such later date, as may be specified in a proposal, amendments to Bylaws shall be effective as of the close of the meeting at which they are adopted,.

## SECTION 22.

### **EFFECTIVE DATE AND TRANSITION**

#### Section 22.1. Effective Date and Election/Selection of New Board.

These Bylaws shall be effective when adopted by the current USBSF membership. Immediately upon adoption, the Nominating and Governance Committee shall initiate the process to have a new Board elected/selected pursuant to these Bylaws. Until such time as the new Board is seated, the USBSF Management and Governance Committee shall serve as the Board with full authority to conduct all affairs of USBSF as set forth in these Bylaws.