



Bylaws
of the
NATIONAL ROLLER SPORTS ASSOCIATION

Article 1

Definitions

Section 1.01, Name

The “Corporation” shall mean: NATIONAL ROLLER SPORTS ASSOCIATION (NRSA), its successors and assigns.

Section 1.02, Board

The “Board” shall mean the Board of Directors of the Corporation.

Article 2

Purposes, Objectives and Governing Instruments

Section 2.01, Charitable, Educational, and Scientific Purposes and Powers

The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws. The specific purposes of the Corporation are to *develop, promote, educate and grow Roller Sports at all levels and to enable athletes to achieve sustained competitive excellence in domestic and international competitions. NRSA will govern other roller sport disciplines with the use of advisory boards to enable athletes to achieve sustained competitive excellence in invitational competitions.*

Section 2.02, Governing Instruments

The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.03, Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 2.04, Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article 3

Membership

The Corporation shall have members.

Section 3.01, Categories of Membership. The NRSA shall have individual and organization membership categories as follows:

A. Individual Membership Categories

1. Athlete members. Athlete members are those individuals who register as participating athletes and are eligible for competition in Inline Hockey, Speed Skating, Rink Hockey, Artistic Skating, and any additional roller disciplines NRSA oversees.
2. Coach members. Coach members are those individuals who register as active coaches and who are certified as coaches by NRSA.
3. Referee members. Referee members are those individuals who register as active referees and who are certified as referees by NRSA.

B. Organization Membership Categories

1. Club/Rink members. Club members are those participating in Inline Hockey, Speed Skating, Rink Hockey, and Artistic Skating that register as clubs and which agree to conduct their programs in accordance with, and agree to be bound by the rules and regulations of NRSA.
2. Affiliated Organization members. Affiliated Organization members are those amateur sports organizations that register as affiliated organizations 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 Inline Hockey, Speed Skating, Rink Hockey, Artistic Skating, and any additional roller disciplines NRSA oversees.

3. Contributing Organization members. Contributing Organization members are those amateur sports organizations that register as contributing organizations and which conduct athletic programs or activities that further the sports of Inline Hockey, Speed Skating, Rink Hockey and Artistic Skating in the United States or which otherwise support the sports of Inline Hockey, Speed Skating, Rink Hockey and Artistic Skating in the United States.

Section 3.02, Voting Members. When and if determined by the Board of Directors, Individuals belonging to the following membership categories shall be entitled to vote in an election for directors of the Board: Athlete members, Coach members, and Referee members. No other voting privileges are conferred upon these members. Further, all voting initiatives and procedures by the Corporation shall fall upon jurisdiction by the Board of Directors only. All elections for directors of the Board will be voted upon by current Board of Directors members only, to including board member replacements and additional seats.

An individual may belong to more than one (1) of the above mentioned membership categories. However, an individual is only eligible to vote in one (1) membership category. 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. An individual shall be a citizen of the United States and at least eighteen (18) years of age in order to be eligible to vote in an election. Notwithstanding these restrictions on voting, membership in NRSA is open to individuals who are less than eighteen (18) years of age and to individuals who are not citizens of the United States.

An individual shall be a member of NRSA sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in an election.

Individuals and organizations belonging to the following membership categories have no voting privileges: Supporting members and Contributing Organization members.

Section 3.03, Membership Requirements and Dues. Membership in NRSA is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements and dues as the Board shall deem necessary or appropriate. Further, the Board may establish 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, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

Section 3.04 Suspension and Termination of Membership. The membership of any member may be terminated at any time with or without cause by the Board of Directors. 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 3.05 Transfer of Membership. Members may not transfer their membership in NRSA. Members shall have no ownership rights or beneficial interests of any kind in the property of NRSA.

Article 4

Directors

Section 4.01, Annual Meeting. A meeting of the Board shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting. Place is not limited to a physical location. Other venues can be determined by the board, i.e., virtual, webinar, video calls, voice calls.

Section 4.02, Number. The number of Directors constituting the entire Board shall be fixed by the Board, but such number shall not be less than three (3).

Section 4.03, Election and Tenure. The initial Directors of the Corporation shall be those persons specified in the Articles of Incorporation of the Corporation. Each Director shall hold office until the next annual meeting of the Board and until such Director's successor has been elected and qualified, or until his or her death, resignation or removal. Directors shall serve staggered terms to balance continuity with new perspective. Directors shall take office immediately following the start of the annual meeting at which they are elected. Fulfilling an incomplete term is not considered part of the term limit. With exception to founder, no Director shall serve more than three (3) terms. Director terms are as followed:

- (A) First Term - shall serve a term of one (1) year from the date of their election. A full term shall be considered to have been served upon the passage of one (1) annual meeting.
- (B) Second Term - shall serve a term of three (3) years from the date of their election. A full term shall be considered to have been served upon the passage of three (3) annual meetings.
- (C) Third Term – shall serve a term of two (2) years from the date of their election. A full term shall be considered to have served upon the passage of two (2) annual meetings.

Section 4.04, Founder. The founder shall retain one seat upon the board until resignation or death. The founder shall have voting privileges unless restricted by the conflict of interest policy. The founder shall be allowed to be an officer of the board within the scope and limitations established in the bylaws, state, and federal laws.

Section 4.05, Powers and Duties. Subject to the provisions of law, of the Certificate of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

Section 4.06, Additional Meetings. Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the President or by a majority of the Directors then in office.

Section 4.07, Notice of Meetings. No notice need be given of any annual or regular meeting of the Board. Notice of a special meeting of the Board shall be given by service upon each Director in person, electronically, or by mailing the same to him at his or her post office address at least two business days (Saturdays, Sundays and legal holidays not being considered business days for the purpose of these By-Laws) if given in person or electronically, or at least four business days, if given by mailing the same, before the date designated for such meeting specifying the place, date and hour of the meeting. Whenever all of the Directors have waived notice of any meeting either before or after such meeting, such meeting shall be valid for all purposes. A Director who shall be present at any meeting and who shall not have protested, prior to the meeting or at its commencement, the lack of notice to him, shall be deemed to have waived notice of such meeting. In any case, any acts or proceedings taken at a Directors' meeting not validly called or constituted may be made valid and fully effective by ratification at a subsequent Directors' meeting that is legally and validly called. Except as otherwise provided herein, notice of any Directors' meeting or any waiver thereof need not state the purpose of the meeting, and, at any Directors' meeting duly held as provided in these By-Laws, any business within the legal province and authority of the Board may be transacted.

Section 4.08, Quorum. At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

Section 4.09, Voting. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tiebreaker.

Section 4.10, Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if the majority of Board members or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 4.11, Electronic Communications and Meetings. A meeting can be held by electronic communication as can votes received as long as all members in attendance can hear and participate in the meeting and voting can be either verbally secured or secured through a digital signature if and only if it embodies all of the following attributes:

- A. It is unique to the person using it.
- B. It is capable of verification.
- C. It is under sole control of the person using it.
- D. It is linked to data in such a manner that if the data is changed, the signature is invalidated.

Section 4.12, Removal. Any Director may be removed for cause by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

Section 4.13, Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4.14, Vacancies. Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 4.15, Committees. The Board, by resolution adopted by a majority of the entire Board, may designate from among the Directors an executive committee and other standing committees, each consisting of three or more Directors, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Section 4.16, Participation by Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Article 5

Officers

Section 5.01, Election and Qualifications; Term of Office. The Officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Officers shall be elected by the Board at the annual meeting of the Board and each Officer shall hold office for a term of one year and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in Sections 8 and 9 of this Article V. The same person may hold more than one office, except that the same person may not be both President and Secretary. The Board may appoint such other Officers as may be deemed desirable, including one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Such Officers shall serve for such period as the Board may designate.

Section 5.02, Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

Section 5.03, Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

Section 5.04, Powers and Duties of the Vice-Presidents. Each of the Vice-Presidents, if any, shall have such powers and shall perform such duties as may from time to time be assigned to such Vice President by the Board.

Section 5.05, Powers and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall be the custodian of the seal of the Corporation and shall affix such seal to such contracts, instruments and other documents as the Board or any committee thereof may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Section 5.06, Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 5.07, Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 5.08, Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

Section 5.09, Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

Article 6

Advisory Boards

Section 6.01, Purpose. An Advisory Board for each roller sport discipline may be formed at the discretion of the NRSA Board of Directors. The purpose of the advisory board is to *develop, promote, educate and grow the advisory board's specific discipline at all levels and to enable athletes to achieve sustained competitive excellence in domestic and international competitions.*

- A. The Board of Directors has sole authority to dissolve or suspend an Advisory Board, and to conduct business without specific Advisory Boards.

Section 6.02, Powers and Duties. The Advisory Board of each roller sport discipline, shall exercise the following general powers and duties as set forth by the NRSA.

- A. Administer, in cooperation with NRSA, the guidelines for the sport discipline in conjunction to the established Memorandum of Understanding between NRSA and the sport Discipline.
- B. Recommend to National Roller Sports Association the policies and procedures of best practices, administration of funds, fees, rules, on other sport specific issues.
- C. Report annually to the Governing Board of National Roller Sports Association (NRSA).

Section 6.03, Duration. The Advisory Board shall be a standing Advisory Board for so long as the discipline remains a part of National Roller Sports Association.

Section 6.04, Directors. Each Advisory Board shall consist of directors. The following are the guidelines for the Advisory Board:

- A. Number. The number of Directors constituting the entire Advisory Board shall be fixed by the Board, but such number shall not be less than three (3), and always be at an odd number total.
- B. Election and Term of Office. Each Advisory Board Director shall hold office on an unlimited or limited term basis as the NRSA Board of Directors determine.
- C. Powers and Duties. Subject to the provisions of law, of the Certificate of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Advisory Board shall have the control and management of the affairs and operations of the Sport Discipline and shall exercise all the powers that may be exercised as defined by the Governing Board.
- D. Meetings. Regular meetings of the Advisory Board may be held at such times as the Advisory Board may from time to time determine. Special meetings of the Advisory Board may also be called at any time by the President or by a majority of the Directors then in office.
- E. Notice of Meetings. No notice need be given of any annual or regular meeting of the Advisory Board. Notice of a special meeting of the Advisory Board shall be given by service upon each Director in person, by establish electronic communication, or by mailing the same to him at his or her post office address within at least two business days (Saturdays, Sundays and legal holidays not being considered business days for the purpose of these By-Laws) if given in person or by electronic communication, or at least four business days, if given by mailing the same, before the date designated for such meeting specifying the place, date and hour of the meeting. Whenever all of the Directors have waived notice of any meeting either before or after such meeting, such meeting shall be valid for all purposes. A Director who shall be present at any meeting and who shall not have protested, prior to the meeting or at its commencement, the lack of notice to him, shall be deemed to have waived notice of such meeting.

In any case, any acts or proceedings taken at a Directors' meeting not validly called or constituted may be made valid and fully effective by ratification at a subsequent Directors' meeting that is legally and validly called. Except as otherwise provided herein, notice of any Directors' meeting or any waiver thereof need not state the purpose of the meeting, and, at any Directors' meeting duly held as provided in these By-Laws, any business within the legal province and authority of the Board may be transacted.

- F. Quorum. At any meeting of the Advisory Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.
- G. Voting. At all meetings of the Advisory Board, each Director shall have one vote. Majority vote rules.
- H. Action Without a Meeting. Any action required or permitted to be taken by the Advisory Board or any committee thereof may be taken without a meeting if members of the Advisory Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.
- I. Electronic Communications and Meetings. A meeting can be held by electronic communication as can votes received as long as all members in attendance can hear and participate in the meeting and voting can be secured through a digital signature if and only if it embodies all of the following attributes:
 - 1. It is unique to the person using it.
 - 2. It is capable of verification.
 - 3. It is under sole control of the person using it.
 - 4. It is linked to data in such a manner that if the data are changed, the signature is invalidated.
- J. Removal. Any Director may be removed for cause by vote of the Advisory Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.
- K. Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Advisory Board and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.
- L. Vacancies. Any newly created directorships and any vacancy occurring on the Advisory Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

M. Participation by Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6.05, Officers. The Advisory Board shall elect officers. The President will represent the Advisory Board at the governing board.

A. Election and Qualifications; Term of Office. The Officers of the Discipline shall be a President, a Secretary, a Treasurer, and a Vice-President. The Officers shall be elected by the Advisory Board at the annual meeting of the Advisory Board and each Officer shall hold office for a term of one year and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in Sections 8 and 9 of this Article 6. The same person may hold more than one office, except that the same person may not be both President and Secretary. The Board may appoint such other Officers as may be deemed desirable, including one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Such Officers shall serve for such period as the Board may designate.

B. Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Advisory Board.

C. Powers and Duties of the President. The President shall be Governing Board Representative for the discipline. The President shall from time to time make such reports of the affairs and operations of the sport as the Board may direct and shall preside at all meetings of the Board and Advisory Board. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

D. Powers and Duties of the Vice-Presidents. Each of the Vice-Presidents, if any, shall have such powers and shall perform such duties as may from time to time be assigned to such Vice President by the Board.

E. Powers and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of the Advisory Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Advisory Board and such books and records as the Board may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

F. Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Discipline. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Discipline,

and the Treasurer shall cause to be entered regularly in the books and records of the Discipline to be kept for such purpose full and accurate accounts of the Discipline's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Discipline during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

G. Delegation. In case of the absence of any Officer of the Advisory Board, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

H. Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

I. Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

Article 7

Committees

Section 7.01, Designation

NRSA may have the following standing committees, at the discretion of the NRSA Board of Directors: an Audit Committee (which shall also have responsibility for ethics matters unless ethics issues are addressed by another committee) a Compensation Committee, and a Nominating and Governance Committee.

The Board or Chief Executive Officer shall appoint such advisory task forces or committees as the Board or Chief Executive Officer 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 Chief Executive Officer's.

Section 7.02, Assignments.

Committee assignments, including the designation of standing committee Chairs, shall be made by the Board. Assignments shall be made based on a combination of factors including each individual member's expertise and the needs of NRSA, and these Bylaws.

- A. Committee agendas shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of other directors. Committee members shall be expected to attend all regularly scheduled committee meetings. Participation by telephone shall be permitted.

Each Committee Chair shall make a report on committee matters to the Board at the next regularly scheduled Board meeting.

- B. The independent director on the Board with financial experience may be on the Audit Committee. The Audit Committee shall periodically meet separately in executive session individually with management, NRSA's financial staff, and the NRSA's outside auditor. In addition, the Audit Committee, or a designated representative of the Committee, shall meet with the outside auditor prior to the release and filing of the NRSA's quarterly financial reports, to review such materials.

Section 7.03, Number. Membership on standing committees shall not exceed five (5) individuals. NRSA committees shall be of the minimum number and size possible to permit both conduct of the sport and appropriate board governance.. Membership on other committees and task forces shall not exceed five (5) individuals.

Section 7.04, Tenure. The term for all standing and other committee members shall be unlimited or limited as determined by the NRSA Board of Directors. 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.

Section 7.05, Committee Member Attendance. Committee and task force members are expected to attend all regularly scheduled committee and task force meetings of which they are a member.

Section 7.06, 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 Chief Executive Officer, if appointed by the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- A. Committee or task force members may be removed by the Board of Directors 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, unless they are able to demonstrate to the directors of the Board, or to the Chief Executive Officer, if appointed by the Chief Executive Officer, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee 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 Chief Executive Officer, if appointed by the Chief Executive Officer.

Committee members may also be removed not for cause upon the affirmative vote of the majority of the Board excluding the voting power of the director in question, if also a director), or upon the determination of the Chief Executive Officer.

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.

Section 7.07, Procedures. Each committee and task force shall establish procedures for conducting its business and affairs.

Section 7.08, Electronic Communications and Meetings. A meeting can be held by electronic communication as can votes received as long as all members in attendance can hear and participate in the

Section 7.09, 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 NRSA's policies. Committee and task force members who are not directors of the Board may receive compensation for services rendered to or for the benefit of NRSA in any other capacity, provided the Board gives explicit approval.

Section 7.10, Audit Committee. The Audit Committee shall be appointed and have the responsibilities as follows:

- A. The Board of Directors shall appoint the members of the Audit Committee and its chair, all of whom shall be directors of the Board. An independent director of the Board with financial experience shall be on the Audit Committee.
- B. The Audit Committee shall
 1. recommend the independent auditors of NRSA, review the report of the independent auditors and management letter, and recommend action as needed;
 2. investigate matters of fiscal controls and disclosure and such other matter as directed by the Board;
 3. perform such other duties as assigned by the Board.

Section 7.11, Ethics Committee.

The Board of Directors shall appoint the members of the Ethics Committee and its chair. Members of the Ethics Committee shall satisfy the standards of independence for "independent directors" as set forth in these Bylaws. No director of the Board shall be appointed to the Ethics Committee.

- A. The Ethics Committee shall
 1. oversee implementation of, and compliance with, the Code of Ethics
 2. report to the Board on all ethical issues

3. develop, and review on an annual basis, a Code of Ethics for the Board, officers, committee and task force members, volunteers, staff and member organizations for adoption by the Board;
4. generally administer and oversee compliance with the Code of Ethics;
5. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
6. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and NRSA members;
7. perform such other duties as assigned by the Board.

Section 7.12, Judicial Committee

The Board of Directors 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.

- A. The Judicial Committee shall
 1. generally administer and oversee all administrative grievances and right to compete matters filed with NRSA;
 2. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
 3. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters;
 4. perform such other duties as assigned by the Board.

Section 7.13, Nominating and Governance Committee. The Nominating and Governance Committee shall be appointed.

- a. The initial Nominating and Governance Committee shall consist of individuals meeting the definition of independent, and shall otherwise qualify as an athlete. The five (5) person Nominating and Governance Committee shall select its own chair from among its members.
- b. Each subsequent Nominating and Governance Committees shall include:
 1. one (1) individual selected by the current Nominating and Governance Committee shall be the Chair;
 2. 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;
 3. one (1) athlete selected by NRSA and who shall otherwise qualify as an athlete in accordance with NRSA standards; and
 4. two (2) individuals who shall be selected from the other appropriate NRSA membership groups as defined by the NRSA.

- c. The members of the Nominating and Governance Committee shall serve a term not exceeding four (4) years. 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. No individual who serves on the Nominating and Governance Committee may serve or be eligible to serve on the Board of Directors. Members of the Nominating and Governance Committee shall be precluded from serving as a Board director or in any other NRSA capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Governance Committee ends.
- e. The Nominating and Governance Committee duties may include:-
 - 1. identify and evaluate prospective candidates for the Board;
 - 2. select individuals to serve on the Board as provided in these Bylaws;
 - 3. recommend as requested by the Board individuals to serve on various committees and task forces;
 - 4. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
 - 5. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces;
 - 6. 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:
 - 1. the candidate's contribution to the effective functioning of the NRSA;
 - 2. any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment;
 - 3. whether the candidate continues to bring relevant experience to the Board;
 - 4. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
 - 5. the candidate's reputation for personal integrity and commitment to ethical conduct;
 - 6. whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the director to continue serving on the Board.

Article 8

Bank Accounts, Checks, Contracts and Investments

Section 8.01, Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Section 8.02, Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 8.03, Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

Article 9

Complaint Procedures

Section 9.01, Designation of Complaints. The following kinds of complaints may be filed with NRSA:

- A. Administrative Grievance. The NRSA or any member of NRSA may file a complaint pertaining to any matter within the cognizance of the NRSA, including but not limited to any alleged violation of or grievance concerning: (i) any NRSA rule or regulation or (ii) any provision of NRSA's Bylaws;
- 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 an NRSA sanctioned competition.

Section 9.02, Manner of Filing. The complainant shall file the complaint with the Judicial Committee, if formed, otherwise to the NRSA Board. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny, and (ii) the remedy requested. The complainant shall sign the complaint.

Section 9.03, Filing Fee. A complaint filed by an individual shall be accompanied with a \$250.00 filing fee. A complaint filed by an organization shall be accompanied with a \$500.00 filing fee, except that the NRSA 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 9.04, 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 9.05, Field of Play Decisions. The final decision of a referee 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: (i) outside the authority of the referee to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the term "referee" shall include any individual with discretion to make field of play decisions.

- A) Any sport discipline, tournament, or event has jurisdiction over coach, player, personnel, and spectator, during any sanctioned NRSA event, during dates and times event is being conducted, for suspensions, expulsions, etc. NRSA allots this responsibility directly to the event organizer and management during said event.

Section 9.06, Administration. The Judicial Committee shall generally administer and oversee all administrative grievances and right to compete matters filed with NRSA. 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 NRSA.

Section 9.07, Hearing Panel. Upon the filing of a complaint, the chair of the Judicial Committee, after consultation with the other Committee members. Will appoint other disinterested individuals identified by the Judicial Committee to serve on the hearing panel. Members of the panel need not be members of NRSA or involved in the sports of Inline Hockey, Speed Skating, Rink Hockey Artistic Skating.

Section 9.08, 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.

- A. The hearing may be conducted by teleconference, if necessary or convenient to the parties. 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 argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.

Section 9.09, 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 9.10, 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 though the individual chose not to participate as a party.

Section 9.11, Decision. A decision shall be determined by a majority of the Judicial Committee. The Judicial Committee's decision shall be in writing and distributed to the parties.

Section 9.12, Arbitration. Any party may appeal a decision to the American Arbitration Association. The arbitrator appointed by the American Arbitration Association shall have the authority to hear the matter anew or if requested by a party to render a decision on a more limited review. Either party may submit the decision of the Judicial Committee to the arbitrator for the arbitrator's consideration. The arbitrator may give whatever weight or authority to the hearing panel's decision as the arbitrator deems appropriate.

Article 10

Sanctioning Events

Section 10.1 Prompt Review of Request. **NRSA** shall promptly review every request submitted by an amateur sports organization or person that is currently a member of **NRSA** for a sanction and make a determination on such request. Requesters must:

- A. submit the form required by **NRSA**, an application to hold such competition;
- B. pays to **NRSA** the required sanctioning fee, if applicable. provided that such fee shall be reasonable and nondiscriminatory;
- C. warrants to submit to **NRSA** a post event analysis on official **NRSA** form; and
- D. demonstrates that –
 1. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 2. appropriate provision has been made for validation of records which may be established during the competition;
 3. the competition will be conducted by qualified officials;
 4. the proper SafeSport registration and guidelines will be adhered to;
 5. proper medical supervision will be provided for athletes who will participate.

Article 11

Records of the Corporation

Section 11.01, Minutes. **NRSA** shall keep as permanent records minutes of all meetings of the members and the Board of Directors, a record of all official **NRSA** actions taken by the Board of Directors without a meeting;

Section 11.02, Accounting Records. The **NRSA** shall maintain appropriate accounting records.

Section 11.03, Membership List. **NRSA** shall maintain a record of its membership in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class.

Section 11.04, Records In Written Form. **NRSA** shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 11.05, Website. **NRSA** shall maintain a website for the dissemination of information to its members. **NRSA** shall publish on its website:

- A. its Bylaws,
- B. rules and regulations
- C. its most recent annual financial statement
- D. its most recent 990 Form filed with the Internal Revenue Service.
- E. an e-mail address for communications directly with the Board.
- F. Board meeting minutes

Section 11.06, Records Maintained at Principal Office. **NRSA** shall keep a copy of each of the following records at its principal office:

- A. the articles of incorporation;
- B. these Bylaws shall govern the conduct of NRSA, NRSA's Board, Advisory Boards, Committees and the NRSA's members ;
- C. rules and regulations that govern the technical conduct of Inline Hockey Speed Skating, Rink Hockey Artistic Skating's events in the United States as NRSA Board and Chief Executive Officer determine is appropriate in their sole discretion Inline Hockey, Speed Skating, Rink Hockey-Artistic Skating,
- D. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
- E. all written communications within the past three (3) years to the membership.
- F. a list the current directors and officers;
- G. a copy of the most recent corporate report delivered to the Colorado secretary of state;
- H. all financial statements prepared for periods ending during the last three (3) years;
- I. NRSA's 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 NRSA at its principal office under applicable law or regulation.

Section 11.07, 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. A member shall be entitled to inspect and copy, during regular business hours at NRSA's principal office, any of the records of the NRSA described in Section 17.6., provided that the member gives NRSA written demand at least ten (10) business days before the date on which the member wishes to inspect and copy such records.
- B. Financial Statements. Upon the written request of any member, NRSA shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.

Section 11.08, Membership List

If after determining the members entitled to vote in an election **NRSA** shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and the number of votes the member is entitled to cast.

Section 11.09, Limitation on Use of Membership Voting List. Without consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be:

- A. used to solicit money or property;
- B. used for any commercial purpose; or (iii) sold to or purchased by any person.

Section 11.10, Scope of Members' Inspection Rights

- A. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
- B. 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.
- C. Reasonable Charge for Copies. **NRSA** 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.
- D. 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 **NRSA**, or the power of a court to compel the production of corporate records for examination.

Article 12

Code of Ethics

NRSA shall adopt a Code of Ethics and an Ethics and Conflicts of Interest Policy (the "Code") applicable to all NRSA, employees, directors of the Board, committee members, and volunteers. Each employee and volunteer shall annually certify compliance with the Code.

Article 13

Fiduciary Matters

Section 13.01, Indemnity Under Law. The Corporation shall indemnify and advance the expenses of each person to the full extent permitted by law.

Section 13.02, Additional Indemnification.

The Corporation hereby agrees to hold harmless and indemnify each of its Directors, Officers, employees and agents (the “Indemnitee”) from and against, and to reimburse the Indemnitee for, any and all judgments, fines, liabilities, amounts paid in settlement and reasonable expenses, including attorneys’ fees actually and necessarily incurred, as a result of or in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, including an action, suit or proceeding by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise for which the Indemnitee served in any capacity at the request of the Corporation, to which the Indemnitee is, was or at any time becomes a party, or is threatened to be made a party, or as a result of or in connection with any appeal therein, by reason of the fact that the Indemnitee is, was or at any time becomes a Director or Officer of the Corporation, or is or was serving or at any time serves such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, whether arising out of any breach of the Indemnitee’s fiduciary duty as a Director, Officer, employee or agent of such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise under any state or federal law or otherwise; provided, however, that no indemnity pursuant to this Section 2 shall be paid by the Corporation (i) if a judgment or other final adjudication adverse to the Indemnitee establishes that the Indemnitee’s acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that the Indemnitee personally gained in fact a financial profit or other advantage to which the Indemnitee was not legally entitled; or (ii) if a final judgment by a court having jurisdiction in the matter shall determine that such indemnification is not lawful. The termination of any such civil or criminal action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create any presumption that the Indemnitee acted in bad faith and/or was dishonest.

- A. The obligation of the Corporation to indemnify contained herein shall continue during the period the Indemnitee serves as a Director, Officer, employee or agent of the Corporation and shall continue thereafter so long as the Indemnitee shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Indemnitee was a Director or Officer of the Corporation or served at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.
- B. Promptly after receipt by the Indemnitee of notice of the commencement of any action, suit or proceeding, the Indemnitee will, if a claim in respect thereof is to be made against the Corporation under this Section 2, notify the Corporation of the commencement thereof; but the omission so to notify the Corporation will not relieve it from any liability which it may have to the Indemnitee otherwise than under this Section.

- C. Corporation will be entitled to participate therein at its own expense; and except as otherwise provided in the last sentence of this subpart ii, to the extent that it may wish, the Corporation jointly with any other indemnifying party similarly notified will be entitled to assume the defense thereof, with counsel satisfactory to the Indemnitee. After notice from the Corporation to the Indemnitee of its election so to assume the defense thereof, the Corporation will not be liable to the Indemnitee under this Section 2 for any legal or other expenses subsequently incurred by the Indemnitee in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided in the last sentence of this subpart.
- D. The Indemnitee shall have the right to employ his or her own counsel in such action, suit or proceeding but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of the Indemnitee unless the employment of counsel by the Indemnitee has been authorized by the Corporation in connection with the defense of such action, the Indemnitee shall have reasonably concluded that there may be a conflict of interest between the Corporation and the Indemnitee in the conduct of the defense of such action, or the Corporation shall not in fact have employed counsel to assume the defense of such action, in each of which cases the fees and expenses of counsel for the Indemnitee shall be borne by the Corporation (it being understood, however, that the Corporation shall not be liable for the expenses of more than one counsel for the Indemnitee in connection with any action or separate but similar or related actions in the same jurisdiction arising out of the same general allegations or circumstances).
- E. The Corporation shall not be liable to indemnify the Indemnitee under this Section 2 for any amounts paid in settlement of any action or claim effected without its written consent. The Corporation shall not settle any action or claim in any manner which would impose any penalty or limitation on the Indemnitee without the Indemnitee's written consent. Neither the Corporation nor any such person will unreasonably withhold their consent to any proposed settlement.
- F. In the event of any threatened or pending action, suit or proceeding which may give rise to a right of indemnification the Corporation shall pay, on demand, in advance of the final disposition thereof, expenses incurred by the Indemnitee in defending such action, suit or proceeding, other than those expenses for which the Indemnitee is not entitled to indemnification.
- G. The Corporation shall make such payments upon receipt of (i) a written request made by the Indemnitee for payment of such expenses, (ii) an undertaking by or on behalf of the Indemnitee to repay such amount if it shall be determined that he or she is not entitled to be indemnified by the Corporation hereunder, and (iii) evidence satisfactory to the Corporation as to the amount of such expenses. The Indemnitee's written certification together with a copy of the statement paid or to be paid by the Indemnitee shall constitute satisfactory evidence as to the amount of such expenses.

H. The rights to indemnification and advancement of expenses granted to the Indemnitee under this Section 2 shall not be deemed exclusive, or in limitation of any other rights to which the Indemnitee may now or hereafter be entitled under the Corporation's Certificate of Incorporation or otherwise under the Corporation's By-Laws, as now in effect or as hereafter amended, any agreement, any vote of members or Directors, any applicable law, or otherwise.

Section 13.03, Limitation. No amendment, modification or rescission of this Article VII shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

Section 13.04, Discharge of Duties. Each director of the Board and officer shall discharge his or her duties in good faith, with the care an ordinarily prudent individual in a like position would exercise under similar circumstances, and in a manner the director or officer reasonably believes to be in the best interests of **NRSA**.

Section 13.05, 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 **NRSA**, or has an interest adverse to **NRSA**'s business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: disclose the conflict of interest, not vote on the contract, transaction or business affair.

Section 13.06, Prohibited Loans. No loans shall be made by **NRSA** to the Chair of the Board, to any director of the Board, or to any committee or task force member or to any **NRSA** employee. Any Chair, director, committee or task force member or **NRSA** employee, who assents to or participates in the making of any such loan, shall be liable to **NRSA** for the amount of such loan until it is repaid.

Article 14

Financial Matters

Section 14.01, Fiscal Year. The fiscal year of **NRSA** shall commence February 1 and end on January 31 each year.

Section 14.02, Budget. **NRSA** shall have an annual budget.

Section 14.03, Audit. Each year **NRSA** shall have an annual audit of its books and accounts prepared by a certified public accountant as recommended by the Audit Committee. The Audit Committee shall provide the auditor's report to the Board of Directors upon completion.

Section 14.04, 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 **NRSA** pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 14.05, Individual Discipline Dedication. The funds earmarked for a specific discipline (i.e., USA Inline Speed Skating) shall only go to that sport. The funds cannot be utilized for other disciplines.

Section 14.06, Irrevocable Dedication and Dissolution. The property of **NRSA** is irrevocably dedicated to charitable purposes, and no part of the net income or assets of **NRSA** shall inure to the benefit of private persons. Upon the dissolution or winding up of **NRSA**, its assets remaining after payment, or provision for payment, of all debts and liabilities of **NRSA**, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

Article 15

Miscellaneous Provisions

Section 15.01, Severability and Headings. The invalidity of any provision of these Bylaws shall not affect the other provisions these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 15.02, 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.

Article 16

Dissolution

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law. In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Corporation remaining after the payment, satisfaction, and discharge of liabilities or obligations, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 17
Amendments

These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.

Article 18
Construction

In the case of any conflict between the Certificate of Incorporation of the Corporation and these By-Laws, the Certificate of Incorporation of the Corporation shall control.

These Bylaws were adopted, as approved in December 2023 NRSA Board Meeting, at a meeting of the Board of Directors of NATIONAL ROLLER SPORTS ASSOCIATION on **February 7, 2024.**

Jeff Ingram

Name / President

Kendall Curtis

Name / Secretary

Chris Johnson

Name / Treasurer