



**BYLAWS OF USA NINJA ASSOCIATION**

**Draft January 2024**

***For ratification at the 2024 Annual General Meeting***

**ARTICLE 1**  
**NAME AND STATUS**

1.1 Name

USA Ninja Association (“USANA”) shall be the national governing body for Ninja Sport and a technical committee of USA Pentathlon Multisport (“USAPM”) and may file with the state of Colorado allowing itself to be called USA Ninja Association for the purposes of representing Ninja Sport (aka “Ninja”) internationally. USANA may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, serDeputy marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

1.2. Non-profit Status

USANA shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Colorado. USANA 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 Ninja. USANA shall operate consistent with and shall maintain a non-profit status in accordance with the bylaws of USAPM.

**ARTICLE 2**  
**OFFICES**

2.1. Business Offices

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

2.2. Registered Office

The office of USANA shall be maintained with those of USAPM. The registered office may be, but need not be, the same as the principal office.

**ARTICLE 3**  
**MISSION AND VISION**

3.1. Mission

USANA strives to identify, inspire, and train athletes to achieve personal and sustained competitive excellence and thereby inspire all Americans.

3.2. Vision

Provide the opportunity for all to be aware of and participate in Ninja.

## ARTICLE 4

### RECOGNITION AS A DISCIPLINE OF A NATIONAL GOVERNING BODY

#### 4.1 Recognition as National Governing Body

As a technical committee of USAPM, USANA shall comply with the requirements of USAPM, a member of the United States Olympic & Paralympic Committee (USOPC). In fulfilling those requirements, USANA shall:

- a. be a member of the Fédération Internationale de Sports d'Obstacles (FISO, common name World Obstacle), which has Observer Status of the Global Association of International Sporting Federations (GAISF, currently being reformed as the Association of Independent Members of Sport "AIMS"), which recognized by the International Olympic Committee (IOC). FISO is recognized by all members of AIMS as the worldwide governing body for obstacle sports, including Ninja, OCR and Adventure Racing and has national member federations in 120 countries.
- b. 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 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 National Governing Body.
- d. provide for individual and organizational membership.
- e. ensure that any governance body has established criteria for, and maintains among its members, individuals who are actively engaged in amateur athletic competition in obstacle sports or who have represented the United States in an international amateur athletic competition in an obstacle sport within the preceding ten (10) years, and ensures that the membership held by those individuals is not less than twenty (20) percent.
- f. be governed by a diverse 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.
- g. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in obstacle sports competitions without discrimination on the basis of race, color, religion, age, sex, or national origin.
- h. provide procedures for the prompt and equitable resolution of grievances of its members.
- i. 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.
- j. agree to submit to binding arbitration in any controversy involving: (i) its recognition as a National Governing Body, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant
- k. not have eligibility criteria relating to amateur status or to participation in the Olympic or Pan American Games that are more restrictive than those of FISO for obstacle sports recognized by the International Olympic Committee.

- I. perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOPC on a National Governing Body.

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

- a. Compliance with Athlete Safety Policies and Procedures. As a committee of USAPM under the USOPC, USANA is required to adhere to the safe sport rules and regulations of the USOPC. Additionally, USOPC Bylaw 8.7(I) provides that each National Governing Body (“NGB”) shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the U.S. Center for Safe Sport as that organization. To the extent any USANA rule is inconsistent with the rules of the U.S. Center for Safe Sport, such rule is hereby superseded. The current safe sport rules, policies and procedures are available at the offices of USAPM or on-line at <https://uscenterforsafesport.org/>
- b. As a condition of membership in USANA and a condition for participation in any competition or event sanctioned by USANA or its member organizations, each NGB member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in USANA events (whether or not a USANA member), agrees to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for Safe Sport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for Safe Sport for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time. To the extent any USANA rule is inconsistent with the rules of the U.S. Center for Safe Sport, such rule is hereby superseded.
- c. Compliance with the Anti-Doping Rules and Regulations. USANA will adhere to the anti-doping rules and regulations of the USOPC, the United States Anti-Doping Agency (the “USADA”), and the World Anti-Doping Agency (the “WADA”).

### **ARTICLE 5**

#### **MEMBERS**

##### 5.1. Categories of Membership

USANA shall have individual and organization membership categories as follows:

###### a. Individual Membership Categories

1. Athlete members. Athlete members are those individuals who register as competitive athletes to be on the national team.
2. Technical members. Technical members are those individuals who register as active coaches, referees, judges or officials.
3. General members. General members are those individuals who register as supporting members and who are interested in the purpose, programs, aims and objectives of USANA.
4. Life members. Life members are those individuals who are registered according to the membership and fees policies of USANA.

## b. Organization Membership Categories

1. Gym members. Gym members are those Ninja gyms that register as gyms, and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USANA.
2. Club members. Club members are those Ninja clubs 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 USANA.
3. League members. League members are those Ninja leagues that register as leagues, and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USANA.
4. 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 sport of Ninja.
5. 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 sport of Ninja in the United States or which otherwise support the sport of Ninja in the United States.

## 5.2. Voting Members

Individuals belonging to the following Individual Membership categories shall be entitled to vote in an election for committees and members of the Management Board (the “Board”): Athlete, Technical, Life, and General members. Organizations belonging to the following membership categories shall be entitled to vote in an election for members of the Board: Club, Contributing Organization, and Affiliated Organization. No voting privileges are conferred upon the members of an Organization unless that member is an Individual Member. For example, if USA Parkour is an Affiliated Organization, members of USA Parkour do not get to vote in USANA elections unless they are Individual members of USANA. The election of the board by the membership shall be conducted by a majority vote.

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 at least eighteen (18) years of age in order to be eligible to vote in an election. Notwithstanding these restrictions on voting, membership in USANA is open to individuals who are less than eighteen (18) years of age. An individual shall be a member of USANA sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in an election.

An Organization may cast one (1) vote on behalf of that Organization in an election.

## 5.3. Membership Requirements and Dues

Membership in USANA 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 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.

#### 5.4. Suspension and Termination of Membership

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

#### 5.5. Transfer of Membership

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

### **ARTICLE 6**

#### **REGIONAL DIVISIONS AND ASSOCIATION OF STATE ORGANIZATIONS**

##### 6.1. Regional Divisions

The Board may divide the United States into geographic regions as the Board determines in its sole discretion will best serve the interests of Ninja. The regions shall be an extension of USANA and not separate entities. The purpose of the regions shall be to facilitate the hosting of regional competitions or conduct such other regional activities that promote the mission of USANA as the Board and the Chair determine in their sole discretion.

### **ARTICLE 7**

#### **BOARD OF MANGEMENT**

##### 7.1. 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 USANA shall be governed by, its Board of Management ("Board").

##### 7.2. Function of the Board

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

- a. implements, procedures to orient new Board Member, to educate all members on the business and governance affairs of USANA, and to evaluate Board performance.
- b. selects, compensates, and evaluates the Chair and plans for management succession.
- c. reviews and approves USANA'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 USANA.
- e. reviews and approves significant corporate actions.
- f. oversees the financial reporting process, communications with stakeholders, and USANA's legal and regulatory compliance program in compliance with, and under the direction of USAPM.
- g. oversees effective corporate governance.
- h. work with USAPM on capital structure, financial strategies, borrowing commitments, and long-range financial planning.
- i. reviews financial statements, annual reports, audit and control policies, if needed, and for approval by USAPM.
- j. monitors USANA's compliance with laws and regulations and the performance of its broader responsibilities. and
- k. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

### 7.3. Diversity of Discussion

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

### 7.4. Qualifications

Each Board Member must be a citizen of the United States and eighteen (18) years of age or older.

A Board Member shall:

- (i) have the highest personal and professional integrity
- (ii) have demonstrated exceptional ability and judgment
- (iii) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USANA
- (iv) 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 USANA
- (v) 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.

(vi) not hold salaried positions in USANA.

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

#### 7.5. Number

USANA Board shall consist of at least seven (7) but not more than eleven (11) Members, which shall include at least two (2) Independent Members. Athlete Members shall be proportionate to at least the minimum standard set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 et seq. and as mandated by the United States Olympic Committee as such requirements are promulgated or revised from time to time.

#### 7.6. Election/Selection

The USANA Board shall be elected/selected as follows:

1. Independent Members. The Board shall nominate, using whatever process it determines to be appropriate, from among individuals considered to be independent, as that term is defined in 7.7, to be placed on the board.
2. Athlete Members. The Board shall establish a process, in consultation with USAPM, to nominate Athlete Members. The Athlete Members shall be selected from elite athletes. Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in Ninja or related sports within the ten (10) year period prior to December 31 of the year in which the election is held or within the twenty-four (24) months before selection, demonstrated that they are actively engaged in amateur athletic competition by finishing in the top half of the NGB's national championships or team selection competition shall be considered Elite Athletes. One of the Athlete Members will be USANA's representative to the FISO Athlete Advisory Board pursuant to the regulations of FISO.
3. The Chair and the Board shall nominate the remaining At-Large members using a process they determine is appropriate.
4. The Multisport Director of USAPM shall serve as a Managing Director and may delegate his duties to the Chair.
5. Additional Board members may be appointed to enhance diversity pursuant to section 4.1.f of these Bylaws and if it is in the best interest of USANA as determined by the Board. The appointed Board member shall serve until the next Board Member election at the first general meeting after the closing ceremony of the first Olympic Games at which an Ninja medal event is held. Board members shall receive strong consideration for nomination on the slate proposed in the election.



## 7.7. Independence

The Board shall affirmatively make a determination as to the independence of each independent Board Member and disclose those determinations. Under the definition of “independence” adopted by the Board, an “independent member” shall be determined to have no material relationship with USANA, either directly or through an organization that has a material relationship with USANA. A relationship is “material” if, in the judgment of the Board and USAPM, it would interfere with the Board Member’s independent judgment. To assist it in determining whether a Board Member is independent, the Board shall adopt the guidelines set forth below, which shall be applied on a case by case basis by the Nominating Committee.

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

- a. the Board Member or an immediate family member was employed by USANA or USAPM.
- b. the Board Member was affiliated with or employed by USAPM's outside auditor or outside counsel.
- c. an immediate family member of the Board Member was affiliated with or employed by USAPM's outside auditor or outside counsel as a partner, principal, or manager.
- d. the Board Member was an obstacle athlete, a member of USANA’s National Athlete Council or any constituent group with representation on the Board.
- e. the Board Member is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USANA. or
- f. immediate family member of an athlete or technical member of USANA.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a Board Member is independent, shall be made by the Board.

## 7.8. Tenure

The initial term of office for Board members shall be four (4) years or six (6) years. A Board Member shall hold office until the Board Member’s successor is elected and qualified, or until the Board Member’s earlier resignation, removal, incapacity, disability or death.

## 7.9. Staggered Board

Members of the Board shall be elected to staggered four (4) year or shorter terms. To implement the staggered term system, the initial Board shall be comprised of some individuals who serve six (6) year terms and some individuals who serve four (4) year terms.

## 7.10. Term Limits

No member of the Board shall serve more than two (2) consecutive terms. For the initial Board, a four (4) year term shall constitute a full term. Thus, an individual selected for an initial four (4) or two (2) year term shall be eligible to serve only one (1) additional four (4) year term.

When a Board Member is elected / selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a Board Member, and the remaining term or more, such term shall constitute a full

term. Thus, if the vacancy being filled is for two (2) or more years, and the maximum term is four (4) years, the Board Member may serve one additional four (4) year term following completion of the filled vacancy term. If the vacancy being filled is for less than one half (1/2) the maximum term, the term shall not be a full term and the Board Member shall be able to serve two (2) additional full terms following completion of the filled vacancy term.

#### 7.11. Attendance

Members of the Board shall be expected to attend in person (including by video conference) all regularly scheduled Board meetings, though for exigent circumstances a Board Member may participate in a meeting by voice only. Members shall be required to attend no less than one half (1/2) of all regularly scheduled Board meetings in person.

#### 7.12 Director Access to Management and Outside Advisors

USANA's senior management team shall attend Board meetings on a regular basis, both to make special presentations and as a discussion resource and shall be available to Board members outside of meetings. All Board Member contact with members of the USANA's management team, other than the Chair, outside of Board meetings shall be directed to the Chair, 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 members) directly of appropriate matters.

#### 7.13. Resignation, Removal and Vacancies

A Board Member's position on the Board shall be declared vacant upon the Board Member's resignation, removal, incapacity, disability or death. Any Board Member shall resign at any time by giving written notice to the Chair. 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. Members shall be removed by the Board if they fail to attend in person more than one half (1/2) of the regular meetings of the Board during any twelve (12) month period, unless they are able to demonstrate to the other members of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent members shall be removed by the affirmative vote of a majority of the voting power of the Board (the absent Board Member may not vote).

Members may be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the members to be heard by the Board, 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 Board Member in question), and upon approval of the Multisport Director of USAPM.

Members may 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 Board Member in question), and upon approval of the Multisport Director of USAPM. Any vacancy occurring in the Board shall be filled as set forth for the election of the Board Member of the Board. A Board Member elected to fill a vacancy shall be elected for the unexpired term of such Board Member's predecessor in office.

No Board Member shall be subject to removal or to not being re-nominated based on how they vote as a

Board Member unless such voting is part of a violation of the USANA's Code of Ethics. Any vacancy occurring in the Board shall be filled as set forth for the election of that Board Member. A Board Member elected to fill a vacancy shall be elected for the unexpired term of such Board Member's predecessor in office.

#### 7.14. Regular and Special Meetings

USANA's Board shall meet at regularly scheduled meetings at least three (3) times per year, including at least one (1) face-to-face meeting, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the Board.

#### 7.15. Notice of Meetings

Notice of each meeting of the Board stating the date, time, and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each Board Member by or at the direction of the Chair or USAPM Multisport Director. 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 Board Member's business or residential address (or to such other address provided by the Board Member for such purpose), to the Board Member's facsimile telephone number or to the Board Member'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, electronically or telephonically. Such notice shall be delivered to the Board Member (or to such other individual provided by the Board Member for such purpose). Oral notice shall be delivered no fewer than five (5) days before the date of the meeting. Oral notice is effective when communicated.

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

#### 7.16. Quorum

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

#### 7.17 Consent

The Board shall act by the unanimous written consent of all members.

#### 7.18. Voting by Proxy

No Board Member may vote or act by proxy at any meeting of members.

#### 7.19. Presumption of Assent

A Board Member 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 unless such Board Member's dissent shall be entered in the minutes of the meeting or unless the Board Member shall file a written dissent to such action with the individual acting as the Secretary of the Board before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board Member who voted in favor of such action.

#### 7.20. 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:

- (i) votes for such action.
- (ii) votes against such action. or
- (iii) abstains from voting.

Each Board Member who delivers a written notice as described in this section 7.20. to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

#### 7.21. Transacting Business by Mail, Electronic Mail, Telephone, Video or Facsimile

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

#### 7.22. Agenda

The Chair, in consultation with the Board, shall determine the agenda for Board meetings. Board members shall be permitted to request items for inclusion on the agenda for Board meetings. If any three (3) Board members request an item for inclusion on the agenda, it shall be placed on the agenda. If 20% of the membership requests an item for inclusion on the agenda, it shall be placed on the agenda.

#### 7.23. Questions of Order and Board Meeting Leadership

Questions of order shall be decided by the Chair unless otherwise provided in advance by the Board. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Deputy Chair shall preside. If the Chair or Deputy Chair is absent the Board may choose another member of the Board to serve as presiding officer for that meeting.

#### 7.24. Effectiveness of Action

Actions taken at a meeting of the Board shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or when a definite effective date is recited in the record of the action taken.

## 7.25. 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 members of the Board in attendance, deems it appropriate:

- (i) to exclude non-members at an open meeting for any reason, then the Chair may declare that the meeting is closed, or
- (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the Chair may specifically designate and call an executive session. Discussions held in executive session are confidential within the Board.

## 7.26. Minutes of Meetings

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

## 7.27. Compensation

Members of the Board shall not receive compensation for their services as members, although the reasonable expenses of members may be paid or reimbursed in accordance with USANA's policies. Members are disqualified from receiving compensation for services rendered to or for the benefit of USANA in any other capacity (except active athletes or coaches may receive standard payments for performing services as a coach and athletes may receive athlete support payments).

# ARTICLE 8

## OFFICERS

### 8.1. Designation

The officers of USANA shall be the Chair of the Board, the Deputy Chair of the Board, the Treasurer, and the Secretary. The USAPM Multisport Director shall be an advisor to the board and shall have a vote.

### 8.2. Election/Selection

The inaugural Chair may be appointed by the USAPM Multisport Director, or the Multisport Director may act as interim Chair until a Chair is elected from among the members of the Board. Recognizing the significance of the Chair in international matters, the Chair shall exercise ceremonial or representational functions in the international context. The Chair shall remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to FISO, USAPM and the USOPC. If the position of Chair is not occupied, the Multisport Director shall fulfill the responsibilities of the Chair. The Chair shall not receive compensation for his or her services although reasonable expenses may be paid or reimbursed in accordance with USANA's policies.

The Deputy Chair shall be elected from among the members of the Board.

The Board shall select a Secretary to handle the ministerial functions usually required by that position under corporate law and as delineated in 8.4(b). The Board or the Chair may hire an Assistant Secretary to assist the Secretary with their functions. The Assistant Secretary is not a Board member.

### 8.3. Tenure

The term of office of the Chair shall be four (4) years. A newly elected Chair shall take office immediately. The Chair shall hold office until the Chair's successor is elected and qualified, or until the Chair's earlier resignation, removal, incapacity, disability, or death.

The term of office of the Deputy Chair shall be four (4) years. The newly elected Deputy Chair shall take office immediately. The Deputy Chair shall hold office until the Deputy Chair's successor is elected and qualified, or until the Deputy Chair's earlier resignation, removal, incapacity, disability, or death.

The term of office of the Secretary shall be four (4) years. The newly elected Secretary shall take office immediately. The Secretary shall hold office until the Secretary's successor is elected and qualified, or until the Secretary's earlier resignation, removal, incapacity, disability, or death.

The term of office of the Treasurer shall be four (4) years. The newly elected Treasurer shall take office immediately. The Treasurer shall hold office until the Treasurer's successor is elected and qualified, or until the Treasurer's earlier resignation, removal, incapacity, disability or death.

### 8.4. Authority and Duties of Officers

The officers of USANA 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 shall:
  - i. set all meeting and meeting agendas, and
  - ii. in the event of the resignation, removal, incapacity, or death of the Chair, the Deputy Chair shall replace the Chair.
- b. Secretary. The Secretary shall:
  - i. keep the minutes of the proceedings of the Board.
  - ii. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
  - iii. be custodian of the corporate records.
  - iv. perform all duties incident to the office of Secretary. and
  - v. perform such other duties as from time to time may be assigned to the Secretary by the Board.
- c. Treasurer. The Treasurer shall:

- i. provide financial reporting to the board,
- ii. perform such other duties as from time to time may be assigned to the Treasurer by the Board, and
- iii. assist the Chair to select and supervise USANA financial staff.

#### 8.5. Restrictions

Officers of USANA shall perform their functions with due care. No individual may serve simultaneously as an officer of USANA and as an officer of an organization holding membership in USANA or as an officer of another amateur sports organization that is recognized by the USOPC as a National Governing Body.

#### 8.6. Term Limits

No individual shall serve as Chair for more than two consecutive terms.

When a Deputy Chair is elected to fill a vacancy because of the previous Chair'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. If the vacancy being filled is for one (1) or more years, the Deputy Chair can serve one (1) additional four (4) year term following completion of the filled vacancy term. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the Board Member can serve two (2) additional four (4) year terms following completion of the filled vacancy term.

#### 8.7. Resignation, Removal and Vacancies

An officer's position with USANA may be declared vacant upon the officer's resignation, removal, incapacity, disability, or death. The Chair may resign at any time by giving written notice to the Chair. The Deputy Chair, Secretary or Treasurer may resign at any time by giving written notice to the Chair of the Board. 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 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 Board Member in question). The Chair may also be removed not for 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 Board Member in question).

The Deputy Chair 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 Board Member in question). The Deputy Chair may also be removed not for 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 Board Member in question).

The Secretary 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 Board Member in question). The Secretary may also be removed not for 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 Board Member in question).

The Treasurer 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 Board Member in question). The Treasurer may also be removed not for 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 Board Member in question).

USAPM has the power to remove for cause any member(s) of the Board. Cause may include violations of the USANA, USAPM, USPOC, or FISO codes of ethics or codes of conduct, violation of any federal mandate such as Safe Sport, criminal action, or actions deemed not to be in the best interests of Ninja sport or the aforementioned organizations.

Any vacancy occurring in the Chair or Deputy Chair shall be filled by the Board, by majority vote. A Chair or Deputy Chair elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. A vacancy in the office of Secretary or Treasurer shall be filled by the Board, by majority vote.

#### 8.8. Compensation

Members shall not receive compensation for their services as an officer or director although reasonable expenses may be paid or reimbursed in accordance with USANA's policies. Officers and Members are disqualified from receiving compensation for services rendered to or for the benefit of USANA in any other capacity.

### **ARTICLE 9 COMMITTEES**

#### 9.1. 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. USANA shall have at least two standing committees: the Ethics Panel, and the National Athlete Council.

The Board or Chair may appoint advisory task forces or committees as the Board believes 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 Chair's. The Chair shall be an ex-officio member of all standing committees and may attend all meetings of committees or advisory task forces.

#### 9.2. Assignments

Committee assignments, including the designation of standing committee Chair s, shall be made annually by the Board. Assignments shall be made based on a combination of factors including each individual member's expertise, the interest in achieving a diversity of the membership of committees, and the needs of USANA, and these Bylaws. Committee agendas shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of other members. Committee members are expected to attend in person or by video conference all regularly scheduled committee meetings. Participation by telephone shall be permitted in exigent circumstances. Each Committee Chair shall make a



report on committee matters to the Board at the next regularly scheduled Board meeting.

### 9.3. Number

All committees and advisory task forces shall have at least twenty (20) percent Elite Athlete membership and voting representation defined consistently with the USOPC's requirements in this area. Membership on standing committees shall not exceed five (5) individuals. USANA 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.

### 9.4. Representation

All committees and task forces shall have at least forty (40) percent female membership and voting representation. The athlete representatives shall be elected by the Elite Athletes from among such group of Elite Athletes. Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of Ninja within the ten (10) year period prior to December 31 of the year in which the election is held or within the twenty-four (24) months before election, demonstrated that they are actively engaged in amateur athletic competition by finishing in the top half of the NGB's national championships or team selection competition shall be considered Elite Athletes and shall be eligible to vote in the election.

### 9.5. 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.

### 9.6. Term Limits

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

### 9.7. Committee Member Attendance

Committee and task force members are expected to attend in person or by video conference 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.

### 9.8. 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 Chair, if appointed by the Chair. 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.

Committee or task force members may be removed by the Board 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 members of the Board, or to the Chair, if appointed by the Chair, 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 Board Member), or upon the determination of the Chair.

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 Board Member), or upon the determination of the Chair. Committee members may also be removed not for 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 Board Member in question, if also a Board Member), or upon the determination of the Chair, if appointed by the Chair. 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.

#### 9.9. 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 USANA's website.

#### 9.10. 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

- (i) declare that the meeting is closed, or
- (ii) 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.

#### 9.11. Minutes of Meetings

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

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

### 9.13. 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, a Member of the Board with governance experience shall be on the Ethics Committee.

b. The Ethics Panel 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. 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 by the Board, officers, committee and task force members, volunteers, staff and USANA members.
7. Perform such other duties as assigned by the Board.

### 9.14. Judicial Matters

The Board shall administer and adjudicate on Judicial Matters and have the responsibilities as follows:

1. Administer and oversee all administrative grievances and right to compete matters filed with USANA.
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.

**ARTICLE 10**  
**USANA ANNUAL ASSEMBLY**

10.1. Purpose

There shall be an annual USANA Assembly at which all individual and organization members and other USANA constituencies in the United States Ninja family shall gather and provide input to the Board on important issues confronting the organization. At USANA's Assembly, the Board shall provide a report on the "State of USANA." The Chair shall provide a managerial report addressing issues of concern and importance to USANA. Individual and organization members and other constituencies may be permitted to pose questions to the Board and Chair for response. The annual USANA Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, though it, or some of it, may be involved in some appropriate way in the nomination of individuals to serve on the Board as otherwise set forth in these Bylaws. The Board may determine the agenda of the annual USANA Assembly.

10.2. Place

The annual USANA Assembly may be held in conjunction with a Board of Director's meeting. The Board meeting may take place after the annual USANA Assembly. If practicable, the annual USANA Assembly meeting may also be held in conjunction with a major USANA competition.

10.3. Notice

Notice of the annual USANA Assembly stating the place, date and time of the meeting shall be posted on the website of USANA no fewer than thirty (30) days before the date of the meeting.

**ARTICLE 11**  
**NATIONAL ATHLETES COUNCIL**

11.1. Designation

USANA National Athlete Council (NAC) shall consist of two (2) representatives from each geographic region, at least one (1) of whom shall be female. Geographic regions shall be determined by the Board and shall generally follow convention for national governing bodies in US Sport.

11.2. Qualifications

Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships, or other major international competitions in the sport of Ninja 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 NAC. To be eligible to run for election, an individual shall be a citizen of the United States, a current member of USANA in good standing, and eighteen (18) years of age or older by December 31 of the year in which the election is held.

### 11.3. Election/Selection

An individual who wishes to run for election to the NAC 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 (i) who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of Ninja within the ten (10) year period prior to December 31 of the year in which the election is held or (ii) within the twenty-four (24) months before election, demonstrated that they are actively engaged in amateur athletic competition by finishing in the top half of a US NGB's national championships or team selection competition shall be considered Elite Athletes and shall be eligible to vote in the election. To be eligible to vote in the election, an individual shall be a citizen of the United States, a current member of USANA in good standing, and eighteen (18) years of age or older by December 31 of the year in which the election is held. The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.

### 11.4. Tenure

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

### 11.5. Term Limits

No representative to the NAC shall serve for more than two (2) consecutive terms.

## **ARTICLE 12 USAPM BOARD**

### 12.1. Designation

The Chair of USANA shall represent USANA on the USAPM Board.

## **ARTICLE 13 CHIEF EXECUTIVE OFFICER**

### 13.1. Designation

Chief Executive Officer (CEO) of USANA and shall oversee the hiring and firing of all staff and the staff's ethical and competent implementation of the Board's policies, guidance, and strategic direction of USANA. The CEO shall, either directly or by delegation, manage all staff functions. determine the size and compensation of, hire and terminate the professional staff in accordance with USANA compensation policies and guidelines (established by the Board). develop a strategy for achieving USANA's mission, goals and objectives and present the strategy for approval by the Board. be responsible for resource generation and allocation. coordinate international activities. act as USANA's spokesperson. prepare and submit quadrennial and annual budgets to the Board. and perform all functions as usually pertain to the office of CEO.

### 13.2. Tenure

The CEO shall be employed for whatever term the USAPM Board deems appropriate.

### 13.4. Responsibilities

The Chair shall:

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

## **ARTICLE 14 COMPLAINT PROCEDURES**

### 14.1. Designation of Complaints

The following kinds of complaints may be filed with USANA:

- a. Administrative Grievance. USANA or any member of USANA may file a complaint pertaining to any matter within the cognizance of USANA, including but not limited to any alleged violation of or grievance concerning:
  - i. any USANA rule or regulation
  - ii. any provision of USANA'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 individual's opportunity to compete in a USANA sanctioned competition.
- c. Violations of the Minor Athlete Abuse Prevention Policies ("MAAPP") are also violations in which the U.S. Center for SafeSport would have discretionary jurisdiction over.

#### 14.2. Manner of Filing

The complainant shall file the complaint with the 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 complainant.

#### 14.3. 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 USANA 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 Board shall determine whether or not to reduce or waive the filing fee.

#### 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.

#### 14.5. Field of Play Decisions

The final decision of an official 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 official) 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 official to make, or
- (ii) the product of fraud, corruption, partiality or other misconduct of the official.
- (iii) For purposes of this Section, the term “official” shall include any individual with discretion to make field of play decisions.
- (iv) For the purposes of this Section, the “field of play” shall include all active areas of the competition course including pre-race and post-race venues (marshalling areas, finish line, etc.).

#### 14.6 Administration

The Board shall generally administer and oversee all administrative grievances and right to compete matters filed with USANA. The Board shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Board may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USANA.

#### 14.7 Hearing Panel

Upon the filing of a complaint, the chair of the Board, after consultation with the other Committee members, shall appoint a hearing panel consisting of three (3) individuals to hear the complaint. The Board shall also

appoint a chair of the hearing panel. Board members may be appointed to and serve on the hearing panel. Other disinterested individuals identified by the Board 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 panel need not be members of USANA or involved in the sport of Ninja.

#### 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.

The hearing may be conducted by teleconference or video conference, 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 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.

#### 14.9. 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 Board 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.

#### 14.10. 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.

#### 14.11. 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.



#### 14.12. Arbitration

Any party may appeal a decision of the hearing panel to USAPM.

### **ARTICLE 15**

#### **SANCTIONING EVENTS**

#### 15.1. Prompt Review of Request

USANA shall promptly review every request submitted by an amateur sports organization or person for a sanction and decide on such request:

- (i) to hold an international or national amateur athletic competition in the United States, or
- (ii) to sponsor USANA athletes to compete in an international athletic competition held outside the United States.

#### 15.2. Standard for Review

If USANA, because of its review:

- (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of USANA, and
- (ii) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws,

then USANA shall grant the sanction requested by the amateur sports organization or person.

#### 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 USANA, an application to hold such competition.
- b. pays to USANA the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory.
- c. submits to USANA an audited or notarized financial report of similar events, if any, conducted by the organization or person. and
- d. demonstrates that:
  - 1. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition.

2. appropriate provision has been made for validation of records which may be established during the competition.
3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition.
4. the competition will be conducted by qualified officials.
5. proper medical supervision will be provided for athletes who will participate in the competition.  
and
6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.
7. proper venues have been secured.

#### 15.4. Requirements for Sponsoring United States Ninja 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 Ninja athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

- a. submits, an invitation to USANA, inviting American athletes to such a competition.
- b. pays to USANA or receives payment from USANA any required fee, provided that such fee shall be reasonable and nondiscriminatory and.
- c. submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that:
  1. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition.
  2. appropriate provision has been made for validation of records which may be established during the competition.
  3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition.
  4. the competition will be conducted by qualified officials.
  5. proper medical supervision will be provided for athletes who will participate in the competition.  
and
  6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.
  7. proper venues have been secured.

**ARTICLE 16**  
**RECORDS OF THE CORPORATION**

16.1. Minutes

USANA 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.

16.2. Accounting Records

The USANA shall maintain appropriate accounting records.

16.3. Membership List

USANA 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.

16.4. Records In Written Form

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

16.5. Website

USANA shall maintain a website for the dissemination of information to its members. USANA shall publish on its website.

- (i) its Bylaws,
- (ii) USANA's bylaws, competition rules, and regulations

16.6. Records Maintained at Principal Office

USANA shall keep a copy of each of the following records at its principal office and/or through its collaborative platforms (Workplace, G-suite, etc.):

- a. the articles of incorporation.
- b. these Bylaws that govern the conduct of USANA, USANA's Board and Committees and the USANA's members.
- c. rules and regulations that govern the technical conduct of Ninja's events in the United States as USANA Board and Chair determine is appropriate in their sole discretion of Ninja.
- 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 generally as the members.

- f. a list of the names and business or home addresses of the current members and officers.
- g. a copy of the most recent corporate report delivered to the Colorado Secretary of State.
- h. all other documents or records required to be maintained by USANA at its principal office under applicable law or regulation.

#### 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.** A member shall be entitled to inspect and copy, during regular business hours at USANA's principal office, any of the records of the USANA described in 16.6., provided that the member gives USANA 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, USANA shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- c. **Membership List.**
  - 1. **Preparation of Membership Voting List.** After determining the members entitled to vote in an election USANA 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, and the number of votes the member is entitled to cast.
  - 2. **Right of Inspection.** A member shall be entitled to inspect and copy, during regular business hours at USANA's principal office, a list of members who are entitled to vote in an election, provided that
    - (i) the member has been a member for at least three (3) months immediately preceding the demand to inspect or copy,
    - (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member,
    - (iii) the member gives USANA written demand at least ten (10) business days before the date on which the member wishes to inspect and copy such voting list,
    - (iv) the member describes with reasonable particularity the purpose for the inspection, and
    - (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by USANA limiting the use of such list in accordance with 16.7.c.3.
  - 3. **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 may not be:
    - (i) used to solicit money or property.

- (ii) used for any commercial purpose. or
- (iii) 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. USANA 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 USANA, or the power of a court to compel the production of corporate records for examination.

## **ARTICLE 17**

### **CODE OF ETHICS**

#### 17.1. Code of Ethics

The Code of Ethics and Conflict of Interest Policy shall be the USANA Code of Ethics and conflict of interest policy (the "Code"). The Code is applicable to all USANA employees, members of the Board, committee members, members, and volunteers. Each NGB employee and volunteer shall annually certify compliance with the Code. The Board shall review the Code within 90 days of initial appointment and after each election and shall affirm or modify the Code as it sees fit. Any modification to the Code shall require a two thirds majority vote.

## **ARTICLE 18**

### **FIDUCIARY MATTERS**

#### 18.1. Indemnification

USANA shall defend, indemnify and hold harmless each Board Member 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 Board Member or officer arising out of the latter's performance of his or her duties with USANA, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or Board Member.

## 18.2. Discharge of Duties

Each Board Member of the Board and officer shall discharge his or her duties:

- (i) in good faith,
- (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances and
- (iii) in a manner the Board Member or officer reasonably believes to be in the best interests of USANA.

## 18.3. Conflicts of Interest

If any Board Member of the Board, officer, committee, or task force member has a financial interest in any contract or transaction involving USANA, or has an interest adverse to USANA's business affairs, or has any other business interest in the sport governed by USANA 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:

- (i) disclose the conflict of interest,
- (ii) not participate in the evaluation of the contract, transaction, business affair, or decision that affects the business interest and
- (iii) not vote on the contract, transaction, business affair, or decision that affects the business interest.

## 18.4. Prohibited Loans

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

# **ARTICLE 19**

## **FINANCIAL MATTERS**

### 19.1. Fiscal Year

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

### 19.2. Budget

USANA shall have an annual budget once positive cash flow and a stable income base is achieved.

### 19.3. Audit

Financial management USANA shall be maintained as an account of USAPM. Each year USAPM shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit Committee. The Audit Committee shall provide the auditor's report to the Board

upon completion.

#### 19.4. Individual Liability

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

#### 19.5. Irrevocable Dedication and Dissolution

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

### **ARTICLE 20**

#### **MISCELLANEOUS PROVISIONS**

##### 20.1. 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.

##### 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 members of the Board do not cause substantial injury to the rights of the members, shall not invalidate the actions or proceedings of the members at any meeting.

### **ARTICLE 21**

#### **AMENDMENTS OF BYLAWS**

##### 21.1. Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of members of the Board, subject to approval from USAPM, at any meeting duly called and at which a quorum is present.

### **ARTICLE 22**

#### **EFFECTIVE DATE AND TRANSITION**

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

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