



BYLAWS USA Obstacle Course racing

ARTICLE I - Name

The name of the organization shall be USA Obstacle Course Racing (USAOCR), a member of USA Pentathlon Multisport (USAPM). USAPM is a member of the United States Olympic Committee (USOC.)

ARTICLE II - Definition

Obstacle Sports, including Obstacle Course Racing (OCR), Obstacle Competitions (OC) and Obstacle Racing (OR), is a sport that generally combines one or more of the following disciplines: running, skiing, snow shoeing, cycling, canoeing, kayaking, rowing, horse riding, swimming and other human powered disciplines and events, with various natural and/or man made obstacles, and may include other multi-athletic skill combinations such as speed, strength, endurance, balance, coordination, fine motor skills, running, jumping, crawling and climbing. Obstacle Sports and related disciplines referenced in this document shall include, but not be limited to Cross Country, Track, Urban, Adventure, Obstacles Only, Beach, including both on and off-road versions of these sports. Multi-athletic skill sports under the jurisdiction of another National Governing Body recognized by the United States Olympic Committee are not included in this definition.

ARTICLE III - Objects and Purposes

The objects and purposes of USAOCR, under the direction of USAPM, shall be to:

- (a) coordinate and develop athletic activity in the United States directly relating to Obstacles Sports, and to foster productive working relationships among organizations active in Obstacles Sports;
- (b) exercise exclusive jurisdiction over Obstacles Sports in the United States, in world championships and other international competitions;
- (c) establish international goals for Obstacles Sports and encourage their attainment;
- (d) promote and support athletic activities in Obstacles Sports involving the United States and foreign nations;
- (e) promote and encourage physical fitness and public participation in Obstacles Sports;
- (f) assist organizations and individuals concerned with sports in the development of Obstacles Sports training;
- (g) protect the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in Obstacles Sports without discrimination based on race, color, religion, age, sex, national origin or physical handicap and to provide fair notice and opportunity for hearing before declaring any individual ineligible;
- (h) provide for the swift resolution of conflicts and disputes involving athletic competition

- in Obstacles Sports;
- (i) foster the development of athletic facilities for use by athletes training for competitions in Obstacles Sports and assist in making such facilities available to the athletes;
 - (j) provide and coordinate technical information on physical training, equipment design, coaching and performance analysis in Obstacles Sports;
 - (k) encourage and support research development, and dissemination of information in the areas of sports medicine and sports safety related to Obstacles Sports;
 - (l) encourage and aid athletes without regard to race, color, religion, nationality, sex or physical handicap;
 - (m) provide for athlete control of USAOCR by ensuring that active Obstacles Sports athletes serve in policy making positions within USAOCR per the provisions of the Amateur Sports Act of 1978 [36 U.S.C. 371, 391 (b)(8)];
 - (n) encourage and support the furtherance of professionalism in Obstacles Sports;
 - (o) identify athletes having the competitive potential and desire to excel in the Olympic and Paralympic Games, and seek the best representation for the United States in the Olympic Games, Paralympic Games, Pan American Games, Parapan American Games, World Beach Games and in other international competitions in Obstacles Sports; and
 - (p) take all necessary or desirable steps to affect the objects and purposes set forth in this article.

ARTICLE IV - Authority

Section 1. USAOCR is authorized to:

- (a) represent Obstacles Sports in the appropriate national and international sports federations, organizations or committees;
- (b) establish national goals for Obstacles Sports and encourage attainment of those goals;
- (c) serve as the coordinating body for athletic activity in the United States directly related to Obstacles Sports;
- (d) exercise jurisdiction over and sanction national and international competitions within Obstacles Sports in the United States, and international competitions within Obstacles Sports outside the United States;
- (e) conduct athletic competition in Obstacles Sports, including national championships and international athletic competition in the United States, and establish procedures for determining eligibility standards; and
- (f) recommend to USA Pentathlon Multisport and the United States Olympic Committee individuals and teams to represent the United States in the Olympic Games, Paralympic Games, Pan American Games, Parapan American Games, World Beach Games, Pan American Beach Games; and
- (g) designate individuals and teams to represent the United States in international competitions within Obstacles Sports and certify, in accordance with applicable international rules, their eligibility.

Section 2. USAOCR shall have perpetual succession and power, under the authority and approval of USAPM, to:

- (a) serve as the coordinating body for national and international competitions within Obstacles Sports in the United States;

- (b) represent the United States in relations with the international federation, organization or committee for Obstacles Sports;
- (c) finance and control the representation of the United States in world championships and other international competitions in Obstacles Sports;
- (d) sue and be sued;
- (e) make contracts and incur liabilities;
- (f) acquire, hold and dispose of such real and personal property as may be necessary for its corporate purposes;
- (g) accept gifts, legacies, and devises in furtherance of its corporate purposes;
- (h) borrow money to carry out its corporate purposes, issue notes, bonds or other evidence of indebtedness, and secure the same by mortgage;
- (i) approve and revoke membership in USAOCR;
- (j) adopt and alter a corporate seal;
- (k) establish and maintain offices for conduct of the affairs of USAOCR;
- (l) publish a newspaper, magazine, and other publications consistent with its corporate purposes;
- (m) provide indemnification of individuals in accordance with the terms of these Bylaws and the laws of the State of Colorado;
- (n) establish rules of eligibility for various classes of competition;
- (o) establish, publish and distribute Competitive Rules to provide for the orderly and consistent administration of events sanctioned by USAOCR; and
- (p) do all that is necessary, appropriate or convenient to promote or further Obstacles Sports, USAOCR and USAPM, whether specifically included in this section or not, allowed by the laws of the State of Colorado or any other state or federal government.

ARTICLE V - USAOCR Duties

USAOCR shall have the duty to:

- (a) develop interest and participation throughout the United States in Obstacles Sports;
- (b) be responsible to the individuals and sports organizations which it represents, in Obstacles Sports;
- (c) minimize, through coordination with other sports organizations, conflicts in the scheduling of all practices and competitions;
- (d) keep athletes fully informed of policy matters and reasonably reflect the views of such athletes in its policy decisions;
- (e) allow an athlete to compete in any national or international athletic competition unless the organization or person conducting the competition does not meet the sanctioning requirements set forth in Article XII of these By-laws;
- (f) encourage and help with participation by athletes without regard to race, color, religion, nationality, sex or physical handicap and encourage and support, where feasible, the expansion of opportunities for meaningful participation by non-able bodied individuals in programs of athletic competition for able-bodied individuals;
- (g) provide and coordinate technical information on physical training, equipment design, coaching and performance analysis;
- (h) encourage and support research, development and dissemination of information in the areas of sports medicine and sports safety;
- (i) establish a written procedure to select athletes for world championship teams, Olympic teams, Paralympic teams, Pan American teams, Parapan American teams, and teams for all other international competition, and disseminate said procedure

- widely among the members;
- (j) select sites and dates to qualify athletes for world championship teams;
 - (k) establish a program for the development of Obstacles Sports;
 - (l) participate in the international federation activities and carry out those responsibilities required by the international federation;
 - (m) promptly review requests by sports organizations and individuals for sanctions in accordance with the terms of these Bylaws;
 - (n) disseminate to its members' information relating to Obstacles Sports;
 - (o) submit all official bids for conducting world championship and other international events; and
 - (p) take all steps necessary or desirable to achieve the objects and purposes of USAOCR.

ARTICLE VI - Membership

Section 1. Membership shall be open to any individual who is an athlete, coach, trainer, manager, administrator or official active in Obstacles Sports, or to any other individual who is interested in the goals and objectives of USAOCR. The Board may create such other non-voting classes of members as it deems necessary or desirable. Membership shall be granted without discrimination based on race, color, religion, age, sex, national origin or physical handicap.

Section 2. USAOCR may create a voting class of membership known as an elite athlete membership with criteria to be established by the Athletes' Committee and approved by the Board.

Section 3. Membership dues and all other fees charged to members shall be adopted by the Board and published on or before December 1, for the following year's membership and activities, by a two-thirds majority of the Directors voting. If a schedule of fees is not adopted on or before such date, the previous year's schedule shall be used without change. After adoption and publication, any amendments to any year's schedule of fees shall require a three-fourths majority vote of the entire Board.

Section 4.

- (a) All members who are current in their dues shall be entitled to representation, voice and vote at meetings of the members.
- (b) No member may exercise more than one vote. Proxy voting shall not be permitted at meetings of the members.

Section 5.

- (a) USAOCR shall have the right to review the conduct of its members and if appropriate, to suspend, expel or otherwise sanction said member, or terminate or suspend a member's USAOCR membership.
- (b) No member may be expelled or suspended, and no membership or rights may be terminated or suspended, unless the expulsion, suspension or termination is done in good faith and in a fair and reasonable manner. An expulsion, suspension or termination shall be in accordance with procedures set forth in Article XV of these By-laws.

Section 6.

- (a) An annual general (AGM) meeting of USAOCR membership shall be held at the age group national championship or at any other USAOCR sanctioned event likely to draw attendance by a large number of USAOCR annual members.
- (b) By September 1 each year, the Board shall decide the place and hour of the AGM of the membership for the following year. Membership and the public shall be notified of the selected date on or before December 31 of the year before the date of the AGM.
- (c) The Executive Director shall provide notice to all members through publication in the membership magazine and/or on the web site, at least thirty (30) and no more than ninety (90) days prior to the date of meeting, an official notice of the place, date and time of the meeting and the matters the Board intends to present for action by the members, and the official notice shall include a request for suggested additional agenda items.
- (d) Special meetings of the membership may be called by the Board, directly or through the Executive Director (or his proxy), or by the Chairman, or by fifteen (15) percent or more of the members. In any such case, the Executive Director shall give written notice of special meetings of the membership to the members no less than thirty (3) days prior to the date of the meeting, and no more than ninety (90) days prior to that date of the meeting. The date, place and hour of the meeting shall be designed by the Board, person or group calling such meeting, but shall not be earlier than thirty (30), and not later than ninety (90) days after receipt by USAOCR of the request for the special meeting.
- (e) At all meetings of the members, the order of business, unless suspended or altered by a vote of the members, shall be:
 - (1) Reading the call for the meeting;
 - (2) Reading the minutes of the previous meeting which may be dispensed with by a majority vote;
 - (3) Reports of Treasurer, other Board and Committees;
 - (4) Unfinished business;
 - (5) New business;
 - (6) Adjournment.
- (f) A quorum for the transaction of business at any meeting of the membership shall consist of fifty (50) members. Any action taken by the membership at such meeting shall not be effective until ratified by the appropriate method and appropriate entity.
- (g) All meetings of the membership shall be governed by [Roberts Rules of Order](#) (most recent version), except where they conflict with these Bylaws, in which case the Bylaws control.
- (h) At any annual or special meeting of the members, action taken by the membership shall not be effective until ratified by ballot mailed or made available electronically to the membership in the manner hereinafter set forth.

ARTICLE VII - Board of Directors

Section 1. As a member of USAP and subject to its approval, USAOCR shall be governed by the USAOCR Board of Directors (Board) which shall have general charge of the business affairs and activities of USAOCR and shall define the policies to be followed in

carrying out the purposes of USAOCR as set forth in these Bylaws.

Section 2. The Board shall have duties to guide policy and decisions concerning, but not limited to:

- (a) establishing membership dues and charges;
- (b) establishing both the criteria and fees for sanctioning national and international competitions within Obstacles Sports, and the procedures applicable to dispute settlements and drug testing at such sanctioned events;
- (c) selecting or establishing selection processes for U.S. representatives in Obstacles Sports for world championship teams, Olympic and Paralympic teams, and teams for other international competition, together with designating the races to qualify members of such national teams;
- (d) coordinating an insurance facility with USAP, including the selection of underwriters, excess carriers, bonding agents, attorneys and consultants, disposition of funds, and the defense of legal claims asserted against USAOCR as well as their settlement;
- (e) directing the preparation and approving an annual budget for USAOCR, as a section of the USAP annual budget; and
- (f) taking such other actions as might be necessary or desirable to implement the objectives and purposes of these Bylaws.

Section 3. The Board shall ensure that USAOCR is autonomous in the governance of Obstacles Sports and the Board shall independently determine and control all matters central to such governance of Obstacles Sports as a member of USAP, shall not delegate such determination and control, and shall be free from outside restraint.

Section 4. The Board shall have seven (7) members who shall be selected without regard to race, color, religion, national origin, sex or physical disability. Additional ex-officio members (Article VII, Section 4(g)) may be appointed by the Executive Director. One (1) or more director(s) shall be Athlete Directors (Article VII, Section 4(b)), one (1) shall be an Independent Director (Article VII, Section 4(c)), and five (5) shall be Regional Directors selected as follows:

- (a) Regional Directors. One Regional Director shall oversee each of the following five (5) Regions:
 - (1) Mid-Atlantic Region, which shall include the States of Delaware, Maryland, New Jersey, Pennsylvania, Virginia, West Virginia, and the District of Columbia (Washington, D.C.);
 - (2) Northeast Region, which shall include the States of Connecticut, Illinois, Indiana, Kentucky, Maine, Massachusetts, Michigan, New Hampshire, New York, Ohio, Rhode Island, Vermont and Wisconsin;
 - (3) Southeast Region, which shall include the States of Alabama, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee;
 - (4) Midwest Region, which shall include the States of Arizona, Arkansas, Colorado, Idaho, Iowa, Kansas, Minnesota, Missouri, Montana, Nebraska, New Mexico, North Dakota, Oklahoma, South Dakota, Texas, Utah, and Wyoming.
 - (5) Pacific Region, which shall include the States of Alaska, California, Hawaii, Nevada, Oregon, and Washington.

Each of these Regional Directors shall be an annual member in good standing of

USAOCR. At the time of nomination and election, each Regional Director candidate shall be a citizen of the United States of America and a resident of the Region he or she is hoping to represent.

When needed, each of the Regional Directors shall be an annual member in good standing of USAOCR. At the time of nomination and election, each Regional Director candidate shall be a citizen of the United States of America and a resident of the Region he or she is hoping to represent.

If on December 31 of any year preceding an election, the region with the largest number of members has greater than double the number of annual members of the region with the least number of members, then at the next membership elections, the Regions shall be caused to gain or lose constituent states, while still retaining geographical integrity, to bring about greater equality of representation. In this case the Board shall fashion two plans for restructuring the Regions. Neither plan shall exclude a state from a Region if that Region's Board representative resides in that state. Both prospective plans shall be presented to the general membership for vote at the next election. The restructuring plan gaining the most votes shall replace the Regional structure contained in these Bylaws.

(b) Athlete Directors. An Athlete Director shall meet the qualifications to serve on governing boards as defined by the US Olympic Committee (USOC). Athletes eligible to run for the position are eligible to vote for the position. At the time of election, each Athlete Director shall be a member of USAOCR, and a citizen of the United States of America.

- (1) In the event these Bylaws are subsequently amended to alter the number of members of USAOCR's Board, the number of Athlete Directors shall always be equal to or greater than twenty percent (20%) of the total number of members of the Board.
- (2) In the event of a vacancy in an Athlete Director seat, athletes meeting the qualifications to serve on governing boards as defined by the USOC shall select an eligible replacement.
- (3) At least one Athlete Director shall be female.

(c) Independent Director. One (1) independent member ("independent director") recommended by the Nominating and Governance Committee shall be appointed by majority vote of General and Athlete Directors. No one will be qualified to serve as "independent director" if, at any time during the two years preceding commencement of or during his or her term or position as a director:

- (1) the candidate was employed by or held any paid position or any volunteer governance position in USAOCR, the United States Olympic Committee (USOC), or the International Obstacle Sports Federation (OSF);
- (2) an immediate family member of the candidate was employed by or held any paid position or any volunteer governance position in USAOCR, the USOC or OSF;
- (3) the candidate was affiliated with or employed by USAOCR's outside auditor or outside counsel;
- (4) an immediate family member of the candidate was affiliated with or employed by USAOCR's outside auditor or outside counsel.

- (5) A director will not be considered independent if at any time during the two years preceding commencement of or during his or her term or position as a director the director receives any compensation from USAOCR, directly or indirectly. For purposes of this rule, compensation does not include reimbursement of out of pocket expenses incurred for the benefit of the organization or receipt of any benefits, subsidies or payments generally available to athletes or elite athletes to support their training.
- (d) When the guidelines in this Section do not address a relationship, the determination of whether the relationship is material, and whether a director is independent, will be made by the Executive Director.
- (e) The Officers may determine that, in its judgment, a director who does not meet these guidelines strictly nonetheless, under all the facts and circumstances, does not have a relationship with the organization or any organization, entity, or individual associated with the organization that would interfere with the perception or reality of the director's independent judgment, and that such a person may nevertheless be independent or an independent director under these Bylaws.
- (f) The Officers shall review at least annually the independence of the Independent Director.
- (g) Ex-Officio Members of the Board:
1. Past Chairman. If the immediate past Chairman of the Board is not a current Board member, then, for a period of two years after the immediate past Chairman's position ends as Chairman of the Board, he or she shall be an ex-officio member of USAOCR's Board and shall be allowed to attend Board meetings, as requested by the Board, and may speak on matters as requested by the Board. The immediate past Chairman shall not vote on any matter. The position shall not factor into quorum requirements, or into compliance with the minimum Athlete Director requirement of Article VII Section 4 (b) (1).
 2. USAOCR Member elected to the Board. Any USAOCR member who has been elected to the Board of the shall be an ex-officio member of USAOCR's Board by virtue of, and for the same term as, his or her USAOCR Board membership. He or she shall be allowed to attend Board meetings as requested by the Board, and may speak on matters as requested by the Board. He or she shall not have a vote on any matter. The position shall not factor into quorum requirements, or into compliance with the minimum Athlete Director requirement of Article VII Section 4 (b) (1).
 3. Independent Member appointed to the Board by the Executive Director. The independent ex-officio member may attend Board meetings, may speak on all matters, shall have full voting rights and may cast a deciding vote in the event of a tie or impasse. The term of the ex-officio Board member shall be determined by the Executive Director.
- (h) Elections. Elections for General and Athlete Director seats on the Board shall be conducted according to the provisions of Article XXI of these bylaws. Appointment of the Independent Director shall be accomplished by majority vote of General and Athlete Directors at the first regular meeting of the year following a membership election.
- (i) Terms and Term Limits.
- (1) Terms of Office. Regional Directors shall serve four-year terms commencing on

January 1 of year following their election and ending on the fourth December 31 thereafter. Of the five (5) Regional Directors, terms shall be staggered such that three (3) directors and then two (2) directors are elected every two (2) years, starting with two (2) directors in the first election cycle after the inaugural elections. The Independent Director shall serve an approximate two (2) year term, commencing upon his or her appointment at the first regular meeting of the Board in the year following an election and ending at the first regular meeting of the Board of the year two (2) years hence.

- (2) **Term Limits.** Regional Directors may serve two successive four-year terms. Any Director that serves two successive terms shall be required to take a minimum four-year hiatus from the Board. Thereafter, they may again serve up to two additional four-year terms. Any director who serves less than two successive four-year terms shall be required to take a hiatus equal to half the amount of time served before serving additional terms.

Section 5. Vacancies. A vacancy in a seat of a Regional Director shall be filled by an affirmative vote of a majority of the number of directors remaining on the Board at the time of the vote. Quorum requirements shall not apply. The person selected should be an annual member of USAOCR in good standing, a citizen of the United States, and a resident of the Region he or she is appointed to represent, and who, at the time of selection, is not prohibited from being a Board member by the term limit provisions of the Bylaws. The vote shall take place within 45 days of the vacancy or at the next regular meeting of the Board, whichever comes first. If the person selected is filling a vacancy for a period of less than 2 years, such person may run for two successive four year terms on the Board. If the person selected is filling a vacancy for a period of more than 2 years, such person may run for one successive four-year term on the Board. A vacancy in the seat of an Athlete Director shall be filled by rules established by the Elite Pool. A vacancy in the Independent Director seat shall be filled by majority vote of the directors on the Board at the time of the vote.

Section 6. Meetings

(a) **Regular Meetings.** There shall be at least two regular in-person meetings of the Board in each calendar year. In-person may include video conferencing.

- (1) The first meeting shall be scheduled in the first or second quarter of the calendar year and shall serve as the first meeting of each newly elected board.
- (2) The second meeting shall be scheduled in the third or fourth quarter of the calendar year and shall be the format for final approval of the fiscal plans for the upcoming calendar year.
- (3) The time, date, and place of each regular meeting shall be set by the Board. The time, date, and place of said meeting shall be provided with at least 30 days written notice to each member of the Board.
- (4) **Open Meetings -** Ordinarily, all meetings of the Board shall be open to members. However, in the event the Chairman, with the consent of a majority of the directors of the Board in attendance, deems it appropriate to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the Chairman may specifically designate and call an executive session.

(b) **Special Meetings.**

- (1) Special meetings of the Board may be called by the Chairman, the Vice Chairman, the Executive Director, or any two members of the Board.

- (2) Special meetings may be conducted by means of conference telephone or other similar communication equipment, so long as every director who wants to participate can hear and talk to each other participant.
- (3) Notice of special meetings shall be given by the person or persons calling the same. The notice of an in-person special meeting shall be given at least 30 days prior to the meeting and include the date, time, and place thereof. The notice of a special meeting by conference call or other similar communication equipment shall be given at least five days prior to the meeting.
- (c) Method of Notice. Notice may be given by first class mail, telephone, facsimile, e-mail, or through an on-line collaboration platform (Facebook, Slack, Google, etc.)
- (d) Presiding Officer. If attending, the Chairman shall preside at all meetings thereof. If the Chairman is not attending, the Vice Chairman shall preside. If the Vice Chairman is not attending, the ex-officio member shall preside. If neither the Chairman nor the Vice Chairman nor the ex-officio member is attending, the board member in attendance whose last name comes first in an alphabetic listing shall preside.
- (e) Quorum. A quorum for the transaction of business at any meeting of the Board shall consist of a majority of the total number of directors authorized in these Bylaws. A meeting at which a quorum is initially present may transact business notwithstanding the withdrawal of one or more directors from the meeting. However, an act is not effective unless approved by at least a majority of the required quorum for such meeting.
- (f) Rules of Meetings. All meetings of the Board shall be governed by the most recent version of Roberts Rules of Order. If Roberts Rules of Order shall conflict with a provision of these Bylaws, the Bylaws shall prevail.
- (g) Action by the Board. Unless otherwise provided in these Bylaws, every act or decision by a majority of directors present at a meeting of the Board, which has been called in accordance with these Bylaws and at which a quorum is present, is an act of the Board.

Section 7. Removal of a Director.

- (a) A Regional Director may be recalled by ballot of the membership in accord with Article XXI, Section 5.
- (b) A Regional Director may be removed by a vote of the Board if a Director has missed two regular in-person meetings of the Board in any one calendar year or three special meetings of the Board in any one calendar year.
- (c) A Regional Director may be removed by the Executive Director for cause.
- (d) An Athlete Director may be recalled only according to rules established Elite Athlete Pool of USAOCR.

ARTICLE VIII - Board

Section 1. The Board of USAOCR shall be a Chairman, a Vice Chairman, a Secretary and a Treasurer and an Athlete Representative. No person may hold more than one office. Such other Board and assistant Board and agents as are deemed necessary may be elected or appointed by the Board to perform such duties as are designated by the Board.

Section 2. The Board shall be elected from the members of the Board at the first regular meeting of the year following an election. The Board shall serve a term of four (4) years or until their successors are duly elected and qualified. If the conclusion of the terms of both the Chairman and Vice Chairman coincide with the conclusion of their terms as Board

members, then the Chairman shall remain in office, ex-officio, until the next election of Board. If the conclusion of the term of either the Secretary or Treasurer coincides with the conclusion of the officer's term as a Board member, then the officer whose term is concluding shall remain in office, ex-officio, until the next election of Board. Board shall be eligible for election to three (3) additional one (1) year terms in the same office, but in no event shall any officer be elected for more than four successive full or partial terms in the same office. The term of the inaugural Board shall be four (4) years, concluding at the end of the fourth full year after recognition (the end of calendar year 2021.)

Section 3.

- (a) The Chairman shall be the chief officer of USAOCR and shall preside at all meetings of the members and the Board. The inaugural term of the Chairman shall be a minimum of two (2) full four-year terms. The Chairman reports to the Executive Director.
- (b) The Vice Chairman shall perform the duties of the Chairman if absent or unable to act and shall discharge such other duties as may be assigned by the Chairman or by vote of the Board.
- (c) The Secretary shall supervise the taking, making and distribution of the minutes of the meeting of the members and the Board' meetings and shall provide the minutes to all members of the Board and to the National Office within fourteen (14) days of the meeting date for meetings of the members and of the Board. The Secretary shall keep the seal and records of USAOCR, attest documents and shall discharge such other duties as may be assigned by the Chairman or by vote of the Board.
- (d) The Treasurer shall have charge of the funds and financial records of USAOCR. The Treasurer shall oversee the preparation of the proposed annual budget for submission to the Board. The Treasurer shall oversee (1) the preparation of the annual financial report, to be audited by a certified public accountant selected by the Board, and (2) such other special financial reports as the Board may require. The financial statements of USAOCR for the preceding calendar year shall be presented to the Board at the next in-person meeting after having been audited by a certified public accountant. The annual financial report shall be made available for public dissemination within one hundred twenty (120) days after the close of the fiscal year. The Treasurer shall discharge such other duties as may be assigned by the Chairman or by vote of the Board.
- (e) The Athlete Representative shall represent the interests of the athletes but does not have voting rights.

Section 4. All Board shall serve without compensation. They shall discharge their duties with due care. No person may serve simultaneously as an officer of USAOCR and as an officer of an organization which (a) is the national governing body of an amateur sport in the United States under the Amateur Sports Act of 1978, or (b) conducts a national program or national amateur athletic competition on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competition.

Section 5. Any vacancy in the offices of USAOCR shall be filled by the Board within forty-five (45) days of the vacancy or at the next regular meeting of the Board, whichever occurs first. Any officer elected to fill a vacancy shall complete the term of the office whose vacancy is being filled, and may only be elected for three (3) additional successive terms in said office unless the vacancy being filled is for a period of less than six (6) months, in which event the vacancy shall not be considered a full term and the officer may be elected for four (4)

additional successive terms.

Section 6. Any officer may be removed from his/her position as an officer by a majority vote of the Board, or by the Executive Director, with or without cause.

ARTICLE IX - Executive Director

The Executive Director is the CEO of USA Pentathlon Multi-sport. The Executive Director may appoint an Acting Director to act on his behalf.

ARTICLE XI - Committees

Section 1.

- (a) The Board shall have the power to establish and abolish committees as the Board deems appropriate from time to time, to prescribe the duties and objectives of such committees, and to appoint representatives to such committees, which representatives need not be members of USAOCR. Members of committees shall include at least 20% athletes as defined by the USOC.
- (b) USA Pentathlon is empowered to resolve grievances, and prepares, approves or implements programs regarding (i) the expenditure of funds allocated to USAOCR by the USA Pentathlon from the United States Olympic Committee; or (ii) the selection of international, Olympic, Paralympic, Pan American Games, and Parapan American Games Team members, including athletes, coaches, administrators and support staff, shall have not less than twenty (20) percent of its membership and voting power held by athletes eligible to serve on designated committees as defined by the USOC and who are actively engaged in amateur athlete competition in Obstacles Sports. Athletes "actively engaged in amateur athletic competition" shall mean those athletes who meet the qualifications to serve on governing boards as defined by the US Olympic Committee (USOC) as well as those athletes who currently hold an elite license.

Section 2.

- (a) The number of members on all committees shall be determined by the Board. Members of Committees may be appointed by the Board, the Chairman, or the Executive Director and need not be members of the Board. The Chairman and Executive Director shall have the power to appoint one of the members of each committee as the chair. All committees shall meet the USOC requirements for athlete representatives.
- (b) The Technical Committee shall consist of not less than three (3) individuals
- (c) The Athletes' Committee shall consist of five (5) members, one from each of the regions specified in Article XII, Section 4. The members shall either meet the qualifications to serve on governing boards as defined by the USOC or currently hold an elite license.
- (d) Assignments. Committees shall be of the minimum number and size possible to permit both conduct of the sport and appropriate governance. Committee assignments shall be made annually by the Board.

Section 3.

- (a) A quorum for the transaction of business at any meeting of a Standing Committee

shall consist of a majority of its members.

- (b) A Standing Committee shall establish rules of order and procedures for its meetings.
- (c) A Standing Committee shall have the power to transact its business using any means of communication, such as a phone conference, internet, mobile application or similar communication equipment, by consent in writing, by mail, or by email, or other electronic transmission, and to conduct its meetings in any manner by which all persons participating in the meeting may hear each other during the meeting.

Section 4. The duties of the Standing Committees shall be as follows:

- (a) Nominating and Governance Committee. The Nominating and Governance Committee shall be responsible for:
 - (1) Assuring a fair election process, including the preparation and dissemination of a "Call for Nominations" document. The Call for Nominations document shall set forth the process and timeline for a member becoming a candidate in the election, the election timeline, the election rules, the ballot, each candidate's platform document, and a timeline in a format that creates visibility for the election and the election process.
 - (2) Verifying that all persons seeking to be nominated for a Regional Director position complied with all requirements for nomination, including, in the case of non-incumbents, verifying that the candidate's petition includes the requisite number of valid signatures.
 - (3) Examining, evaluating, and recommending to the Board any changes in governance structure or function that would enhance the volunteer participation of members, or the efficiency of the Regional Councils or the Board.
 - (4) Identifying and encouraging qualified members to participate in volunteer governance at all levels.
 - (5) Creating and maintaining programs to stimulate member participation in the election of governance volunteers.
 - (6) Reporting to the USAOCR Board current best practices of form and functioning of governance.
- (b) Athletes' Committee. The Athletes' Committee shall facilitate and promote communication between USAOCR and currently active elite athletes, and serve as a source of opinion and advice to USAOCR's Board about current and prospective policies of USAOCR. The Athletes Committee shall make recommendations to the Board on issues related to the needs and concerns of the elite athlete members of USAOCR including but not limited to:
 - (1) the selection of elite athlete races;
 - (2) the determination of qualification procedures for the selection of members to USAOCR's Elite National Team;
 - (3) the adoption, amendment and enforcement of rules relating to competitions in which elite athletes compete; and
 - (4) the procedure for the appointment or election of elite athletes to the USOC's AAC.
- (c) Medical Committee
 - The Medical Committee is responsible for establishing conditions at USAOCR-sanctioned competitions, which ensure the health and safety of all participants.
 - Controls all Anti-doping policies and activities of USAOCR. Making sure that USAOCR complies with the WADA code and the IOC and USAOCR anti-doping rules.
- (d) Women's Committee

- The Women's Committee ensures equal opportunity for women in the sport of Obstacle Sports
 - Promotes recognition and representation of women
 - Creates policy for integration of women in all races
- (e) Media Committee
The Media Committee manages all aspects of marketing and media, including social media and PR.
- (f) Para-athlete Committee
- Ensures compliance of races to para-athlete accessibility
 - Represents para-athletes
 - Ensures compliance of USAOCR with IPC standards
- (g) Ethics Committee
The responsibility of the Ethics Committee is to enforce the USAOCR Code of Ethics, and investigate violations. The Committee is advisory and submits Resolutions to the Board.
- (h) Clubs and Teams Committee
The Clubs and Teams Committee shall identify and encourage qualified clubs and teams and their members to become members of USAOCR.

Section 5. All Standing Committees shall submit an annual written report of their activities to the Board at least two (2) weeks prior to the first regular meeting of the Board in each calendar year.

Section 6. Any member of a Committee may be removed by the Board. In the event of the absence of any committee member or members, the remaining members of the committee, whether they constitute a quorum or not, may replace an absent member or members at any meeting of such committee, or the Executive Director may so replace the absent member.

ARTICLE XII – Sanctioning

Section 1. USAOCR will promptly review every request submitted by a sports organization or person for a sanction to hold an event within Obstacles Sports in the United States

Section 2. If USAOCR fails to determine by clear and convincing evidence that holding or sponsoring an event within Obstacles Sports would be detrimental to the best interest of the sport, then it shall promptly grant a sanction requested by an amateur sports organization or person:

- (a) to hold the competition, if such amateur sports organization, or person
- (1) pays the required sanctioning fee;
 - (2) demonstrates that:
 - i. 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,
 - ii. appropriate provision has been made for validation of records which may be established during the competition,
 - iii. due regard has been given to any amateur athletic requirements specifically applicable to the competition,
 - iv. proper medical supervision will be provided for athletes who will

- v. participate in the competition, and proper safety precautions have been taken to protect the personal welfare of the athlete and spectators at the competition; and

ARTICLE XIII - Arbitration

USAOCR agrees to submit, upon demand of the United States Olympic Committee, to binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association in any controversy involving its recognition as a national governing body, or involving the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition.

ARTICLE XIV – Eligibility

Amateur eligibility criteria relating to amateur status of any member shall be no more restrictive than those of the OSF.

To be eligible to represent the United States on Team USA, an athlete must:

- Be a U.S. citizen, or;
- Be a U.S. national – someone who has resided in the US for three consecutive years and has not competed for their country of citizenship in the prior year. Team USA eligible athletes must not have competed for their country of citizenship in the prior year. Athletes who choose to be recognized as nationals who have competed for their country of citizenship in the last year may get dispensation by obtaining a letter from the National Federation of their home country allowing competition as a USA athlete.

ARTICLE XV - Hearings and Appeals

Section 1. Board of Hearings and Appeals. USAOCR shall establish a Board of Hearings and Appeals which shall consist of at least ten members with at least twenty percent (20%) being athlete representatives (in accordance with Article XI above), and such other members as may be selected by the Executive Director.

Except as otherwise provided in this Article XV, the Executive Director shall appoint a panel of at least three members of the Board of Hearings and Appeals to address and determine any matter requiring resolution. The Board of Hearings and Appeals shall be empowered:

- (a) To impose and enforce penalties for any violation of the Competitive Rules or other policies or regulations of USAOCR;
- (b) To review any punitive action or decision taken against any person and to affirm, reverse, stay, or modify such action or decision;
- (c) To investigate any pertinent matter as directed by the Executive Director or the Board;
- (d) To determine the eligibility of any person to compete in USAOCR sanctioned events;
- (e) To determine USAOCR membership status of any person and to reinstate or revoke membership rights;
- (f) To issue conditional orders prohibiting or requiring certain conduct or action as a

- condition to maintaining membership rights;
- (g) To interpret any Competitive Rule, regulation, or policy of USAOCR; and
- (h) To conduct hearings and determine any appeal properly filed with USAOCR.

Section 2. Proper Subject of Appeal. No person may file an appeal with respect to a judgment call as defined in Section 10.1 of the Competitive Rules. Members may appeal the final decision of a Protest Committee, any punitive action affecting their membership in USAOCR, or any other matter involving an interpretation of the Competitive Rules if an appeal is not otherwise prohibited by this Article XV.

Section 3. Appeals of Protests and Other Matters. Except for appeals governed by Article VIII (Medical Control Rules) of the Competitive Rules and appeals from disciplinary hearings which must be made under Section 5 of this Article XV, all appeals shall be made and processed in accordance with this Section 3.

- (a) Time and Fee for Filing Appeal. An appeal must be filed in writing with USAOCR's Executive Director postmarked within 30 days after the date of the decision or determination being appealed and must be accompanied by a \$100 filing fee. The filing fee shall be refundable only if the appeal is finally determined in the appellant's favor.
- (b) Contents of Appeal. The appeal shall be in the form of a petition and shall contain the following:
 - (1) The petitioner's name, address and telephone number;
 - (2) a detailed description of the factual background including the date, time, and precise location of any relevant incidents and an identification of the decision being appealed and the person or persons who rendered the decision;
 - (3) any relevant Rules, regulations, or policies and an application of the facts to those Rules, regulations or policies;
 - (4) a detailed explanation of all of the grounds for the appeal;
 - (5) all of the evidence that the athlete wishes to be considered and the names, addresses, and telephone numbers of any witnesses;
 - (6) a request to participate orally at the hearing if so desired. Requests to participate orally at hearings will be granted only in exceptional circumstances, and all petitioners should therefore ensure that their appeal contains all relevant information when submitted; and
 - (7) a request for additional time if desired, not to exceed 14 days, within which to submit additional written materials.
- (c) Determination of Appeal. The appeal shall be heard and determined by a panel of three disinterested members of the Board of Hearings and Appeals who shall be selected by or under the direction of the Executive Director. If the petitioner has requested to participate orally at the hearing, the panel, with advice of counsel, shall determine whether such oral participation will be permitted and, if permitted, the panel shall notify the appellant of the hearing time and date. If the request for oral participation is denied, the panel shall notify the appellant of such denial and shall proceed with a determination of the appeal based upon the submitted materials.
- (d) Hearing of Appeal. The Executive Director shall appoint, or the panel shall elect, a chairperson to conduct the hearing. Hearings may be conducted by an attorney at law retained or appointed by USAOCR for that purpose, but any such attorney shall have no vote in the panel's decision. Any hearing may be conducted by telephone

conference call or otherwise at the discretion of the panel. The appellant shall have the right to be represented by counsel.

- (e) Appellate Decision. The appellate panel shall issue a written memorandum explaining and containing its decision within fourteen (14) days after the appeal has been duly filed or the hearing has been concluded, whichever is later. The appellant shall receive a copy of the decision. The decision of an appellate panel under this Section 3 shall be final and there shall be no further right to appeal.

Section 4. Disciplinary Hearings. Except as otherwise provided in this Article XV, a disciplinary hearing will be held to determine whether an athlete should be fined, sanctioned, censured, suspended, expelled, or otherwise rendered ineligible to compete in USAOCR sanctioned events. Disciplinary hearings shall be conducted in accordance with this Section 4.

- (a) Notice. The proposed subject of the hearing (the "respondent") shall be given written notice personally delivered or sent to his last known address by certified mail, return receipt requested. The notice shall apprise the respondent of the specific charges made against him, the specific Rules, regulations, or policies alleged to have been violated, the potential penalties which may be imposed, and the date, time, and place where a hearing will be held. The hearing date shall not be earlier than thirty (30) days, and not later than sixty (60) days after the date of the notice. The hearing panel may continue or postpone the hearing in its sole discretion for good cause shown.
- (b) Answer. The respondent shall file a written answer to all of the charges no later than ten (10) days prior to the date of the hearing addressed to the Executive Director and sent by certified mail, return receipt requested. Any statements submitted by the respondent or other parties in support of the answer shall be in the form of a sworn affidavit and shall contain a certification that the affiant's statement is true and correct.
- (c) Right to Counsel. The respondent shall have the right to the assistance of legal counsel in the preparation of a defense and the right to be represented by counsel at the hearing.
- (d) Hearing Panel. The hearing shall be held before a panel of three or five disinterested members of the Board of Hearings and Appeals who shall be selected by or under the direction of the Executive Director. Any hearing may be conducted by telephone conference call or otherwise at the discretion of the panel. In no case, shall elected members of USAOCR's Board constitute a majority of the hearing panel. The chairperson of the hearing panel shall be elected by the panel members or appointed by the Executive Director. Hearings may be conducted by an attorney at law retained or appointed by USAOCR for that purpose, but any such attorney shall have no vote in the panel's decision.
- (e) Witnesses. The respondent shall have the right to call witnesses and present oral and written evidence and argument; the right to confront and cross-examine adverse witnesses; and the right to have a record made of the hearing if desired.
- (f) The burden of proof shall be on the proponent of the charge; which burden shall be at least a "preponderance of the evidence."
- (g) Hearing Decision. The hearing panel shall issue a written memorandum explaining and containing its decision within fourteen (14) days after the conclusion of the hearing. The respondent shall receive a copy of the decision and notice of any right to appellate review by the Board.

Section 5. Appeal to the Board. Any respondent adversely affected by a disciplinary

hearing convened under Section 4 of this Article XV shall have the right to appeal to USAOCR's Board by filing a written petition along with a non-refundable \$100 filing fee within twenty (20) days after mailing of the panel's decision. Upon timely petition to the Executive Director, and for good cause shown, the time for appeal may be extended. The Board shall appoint at least three disinterested directors to decide any appeal under this Section. Oral hearings will be granted only in exceptional circumstances at the discretion of the Board, and petitions should therefore contain all relevant information when submitted. Any hearing may be conducted by telephone conference call or otherwise. An appellate hearing, if any, shall not be scheduled earlier than thirty (30) days, and not later than sixty (60) days after the filing of the petition.

Section 6. Emergency Hearings and Appeals. If the circumstances require a speedy determination of any appeal or disciplinary matter such that compliance with the procedures outlined in Sections 3 or 4 of this Article XV would not be feasible, an emergency hearing or appeal may be conducted by a member or members of the Board of Hearings and Appeals. Notice (which may be oral) and an opportunity to respond shall be provided to all affected participants as may be reasonable under the circumstances, but in all cases, procedures shall be designed to safeguard the due process rights of participants. The emergency hearing may be conducted at the site of any athletic competition or by telephone conference, if necessary. After an emergency appeal decision under the competitive rules, there shall be no further appeal except under Article XIII above. Within fourteen (14) days after an emergency appeal hearing regarding discipline under Article XV Section 4, the decision shall be reduced to writing and mailed to the participants together with notice of a right to appeal under Article XV Section 3. The time period for filing an appeal under Article XV Section 3 shall commence on the date the written decision is mailed.

Section 7. Investigations and Inquiries. USAOCR's Board or the Executive Director may appoint members of the Board of Hearings and Appeals to investigate, report, and issue a decision or recommendation with respect to any matter deemed relevant to USAOCR. All persons shall cooperate with any such investigation and shall comply with all reasonable requests and inquiries made by any such panel.

Section 8. Compliance with Final Ruling. All persons shall abide by the final determination by USAOCR of an appeal or any other matter relating to the Competitive Rules or Obstacles Sports (except matters under Article XIII above). In the event USAOCR resolves an issue in a manner that changes official race results or the order in which athletes are deemed to have finished an event, all affected athletes shall abide by such ruling and shall return or agree to return any prize monies or awards in such manner and when USAOCR may request. Failure to comply with this Section 8 of this Article XV shall be grounds for suspension from USAOCR.

ARTICLE XVI- Athlete Representation

USAOCR exists to represent the interests of athletes in obstacle sports in the United States. As a not for profit, member based organization, the mission of USAOCR is to promote obstacle sports, it's related disciplines and events throughout the United States.

ARTICLE XVII - Conflict of Interest

Section 1. Except as permitted by and in compliance with one or more provisions of Colorado Nonprofit Organization Law including Section 7-128-501, no member of the Board, officer, or member of any committee of USAOCR, and no employee, consultant, agent or representative of USAOCR shall participate in the evaluation or approval of any contractual arrangement involving USAOCR if such individual would financially benefit, directly or indirectly, from USAOCR becoming or remaining a party to the arrangement. No member of the Board, officer or member of any committee of USAOCR, employee, consultant, agent or representative of USAOCR, shall be elected to or appointed to any office or position representing USAOCR if the Board determines that such individual's ability to act in the best interests of USAOCR will be or reasonably may be affected by such individual's own financial, business, property, or personal interest. No member shall enter into an agreement with USAOCR which would violate applicable law.

Section 2. Upon learning that USAOCR is proposing to enter or has entered into a contractual arrangement or agreement which is referred to in Section 1, and is not in compliance with one or more provisions of the Colorado Nonprofit Organization Law including Section 7-128-501, each individual named in Section 1 shall promptly notify the Chairman and the Executive Director in writing of the existence of the potential conflict, and the Executive Director shall disclose immediately the potential conflict to those vested with considering and making any decision on the arrangement or agreement which is referred to in Section 1. In the event of an election or appointment which the Board determines violates the terms of Section 1, and is not in compliance with one or more provisions of the Colorado Nonprofit Organization Law including Section 7-128-501, the individual shall resign from or decline the office or appointment. Nothing herein shall, however, permit removal of a Director from the office of Director except by those persons so authorized as elsewhere in these Bylaws.

Section 3. In the event this Article is violated, USAOCR shall have the right to recover from the individual in question his/her direct or indirect financial benefit and to void the arrangement.

Section 4. Each year at the first regular meeting of the Board after each election of directors, each director shall file with USAOCR 's office a disclosure of all activities in which such director or the director's spouse or children held a direct or indirect financial interest, or from which they received compensation during the preceding twelve (12) months, that were directly or indirectly involved with Obstacles Sports or its component sports, or were doing business with USAOCR. Each Director shall update, and keep that disclosure current throughout the year. Such list shall be made available to the public upon request.

ARTICLE XVIII - Indemnification

Section 1. Definitions. In this Article,

- (a) "agent" means any person who is or was a director, officer, employee, or other agent of this organization, or is or was serving at the request of this organization as a director, officer, employee, or agent of another foreign or domestic organization, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic organization that was a predecessor organization of this organization or of another enterprise at the request of the predecessor organization;
- (b) "proceeding" means any threatened, pending, or completed action or proceeding,

- whether civil, criminal, administrative, or investigative; and
- (c) "expenses" includes, without limitation, all attorneys' fees, costs, and other expenses incurred in the defense of any claims or proceedings against an agent because of his/her position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. Successful Defense By Agent. To the extent that an agent of this organization has been successful on the merits in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

Section 3. Actions Brought by Persons Other Than the Organization. Subject to the required findings to be made pursuant to Section 5, below, this organization shall indemnify any person who was or is a party, or is threatened to be made party, to any proceeding other than an action brought by, or on behalf of, this organization, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of Colorado Revised Statutes Section 7-128-501, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this organization, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. Action Brought by or on Behalf of the Organization.

- (a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this organization, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.
- (b) Claims and suits awarded against agent. This organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this organization by reason of the fact that the person is or was an agent of this organization, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
- i. The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and
 - ii. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. Determination of Agent's Good Faith Conduct. The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

- (a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this organization, and with such care, including

reasonable inquiry, as an ordinary prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this organization or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

- (b) Manner of determination of good faith conduct. The determination that the agent did act in the manner complying with Paragraph (a) above shall be made by: the Board by a majority vote of a quorum consisting of directors who are not parties to the proceeding;
- i. the affirmative vote (or written ballot in accord with Article VI, Section 6) of a majority of the votes represented and voting at a duly held meeting of members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or
 - ii. the court in which the proceeding is or was pending.
 - iii. Such determination may be made on application brought by this organization or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this organization.

Section 6. Limitations. No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b) (iii), in any circumstance when it appears:

- a) That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a resolution of the members, or an agreement that prohibits or limits indemnifications that was in effect when the cause of action accrued; or
- b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Advance of Expense. Expenses incurred in defending any proceeding may be advanced by USAOCR before the final disposition of the proceeding as authorized by the Board.

Section 8. Contractual rights of Non-directors and Non-Board. Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and Board of this organization, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9. Insurance. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the organization against any liability, other than for violating provisions against liability for self-dealing, whether or not this organization would have the power to indemnify the agent against that liability under the provisions of this section.

ARTICLE XIX - Amendments to the Bylaws

The Bylaws of USAOCR may be amended or repealed only by the Executive Director under direction of the board of USAP, a vote of the membership or vote of a supermajority of the Board as specified in Article XX, Section 4 below.

ARTICLE XX - Elections

Section 1. In General.

- (a) Fair Elections. It is intended that USAOCR elections shall be as free from unfair influence and manipulation as is reasonably possible. Elections shall be by written ballot or proven electronic means.
- (b) Election Administrator. The USAOCR Executive Director shall have overall responsibility for assuring proper implementation of all provisions of USAOCR's Bylaws with respect to Board elections, including recall elections.
- (c) Independent Outside Auditing Firm. The Executive Director may be required to retain an independent outside auditing firm which will be responsible for collecting the ballots, counting the votes, and certifying the election results. The contract with the auditing firm shall specify that no USAOCR employee, board member, candidate or anyone outside the employment of the auditing firm shall have access to any information with respect to the number of ballots being received, any interim vote count or any other information with respect to an ongoing election, until the election results are announced by the auditing firm.
- (d) Participation in Elections. Broad and robust participation in elections is important to the long-term success of USAOCR. Within the context of these Bylaws, the Board shall take steps to accomplish these goals.

Section 2. Election schedule. Elections shall be held according to the following schedule:

July 15	Call for nominations posted to USAOCR website.
July 31	Nominations open for the upcoming year.
August 31	Nominations close.
September 15	Ballots made available to members, and ballots and candidate information posted on USAOCR website.
October 15	Final day for ballots to be postmarked or electronically recorded.
October 31	Election results announced.
November 15	Deadline to protest election.
December 15	Deadline to hear and decide any protest.
December 16	Election results certified.
January 1	New Board takes office.

Section 3. Election rules. Elections shall be held according to the following rules:

- (a) All elections shall use the Regions as provided in Article VII, Section 4(a) (1) above.
- (b) Each election shall be conducted using the rules set forth in Article XX, Section 7, below.

Section 4. Amendment or Repeal of the Bylaws.

- (a) With the exceptions of actions taken at meetings of the membership and subsequent ratification contained in Article VI Section 6 (g), and the vehicle for reapportionment contained in Article VII, Section 4 (a), there are four methods for amendment or repeal of USAOCR Bylaws:
 - (a) Standard Initiative. Annual members in good standing may invoke the Standard Initiative process to amend or repeal the Bylaws by submitting a petition to the executive director according to following terms and conditions:
 - (1) The petition shall state the precise language of the proposed amendment.
 - (2) The petition shall include an explanation of not exceeding one page and no

- more than 250 words, stating the reasons for the proposed amendment.
- (3) The petition shall be signed by not less than 1% of annual members in good standing as of December 31 of the previous year. Each signature shall be accompanied by the name, complete address, day and evening phone numbers, e-mail address, and annual membership number of the annual member.
 - (4) The Board shall determine if the proposed amendment is in the best interests of USAOCR, and may prepare a written explanation of its position, not to exceed one page and no more than 250 words.
 - (5) The proposed amendment and the explanations for and against it shall be included on the ballot at the next election, along the opportunity to vote yes or no on the question.
 - (6) If a super-majority of at least sixty percent of the ballots submitted to the election administrator at the election are in favor of the proposed amendment, the Bylaws are so amended. If not, the proposed amendment fails.
- (b) Special Initiative. Annual members in good standing may invoke the Special Initiative process to amend or repeal the Bylaws according to the following terms and conditions:
- (1) The petition shall state the precise language of the proposed amendment.
 - (2) The petition shall include an explanation of not more than 500 words stating the reasons for the proposed amendment.
 - (3) The petition shall be signed by not fewer than 1% of annual members in good standing as of December 31 of the previous year. Each signature shall be accompanied by the name, complete address, day and evening phone numbers, e-mail address, and annual membership number of the annual member.
 - (4) If the Board shall determine that the proposed amendment is not in the best interests of USAOCR, it may prepare a written explanation of its position, not to exceed 500 words.
 - (5) The proposed amendment and the explanations for and against, along the opportunity to vote yes or no on the question, shall be submitted to the annual members in good standing at a special election. The ballots shall be made available within 30 days of the executive director's receipt of said petition and the election shall close 60 days after the executive director's receipt of said petition. The results of the voting shall be announced within 14 days after the close of the election.
 - (6) If a super-majority of at least sixty percent (60%) of the ballots submitted to the election administrator at the election are in favor of the proposed amendment, the Bylaws are so amended. If not, the proposed amendment fails.
- (c) Vote to Approve Resolution by Board. The Board may submit a proposal to amend or repeal the Bylaws to a vote of the membership according to the following terms and conditions.
- (1) The proposal shall state the precise language of the proposed amendment and shall include an explanation of not more than 1,000 words stating the reasons for the proposed amendment. The full language of the amendment as well as the explanation shall be posted on the USAOCR website.
 - (2) A description of the proposed amendment shall be included on the ballot at the next election, along the opportunity to vote yes or no on the question.
 - (3) If a majority of ballots submitted to the election administrator at the election

are in favor of the proposed amendment, the Bylaws are so amended. If a majority of ballots submitted are against the proposed amendment, the amendment is defeated.

(d) Amendment by Vote of the Board. With the exception of the specific Articles and Sections of these Bylaws specified below, the Board shall have the right to amend these Bylaws upon two-thirds vote the number of seats on the Board:

- (1) Article VII, Board: Section 1, Section 2, Section 3, Section 4, Section 5, and Section 7
- (2) Article XX, Elections.
- (3) Article XXI, Sunshine Policy.

Any such resolution to amend the bylaws by vote of the Board shall be posted on the USAOCR website www.USAOCR.org with a prominent link from the home page for a period of not less than 30 days prior to being voted upon.

Section 5. Recall.

(a) The annual members of a Region shall have the power to recall the Director representing that Region.

(b) A recall petition shall include the following:

- (1) The name of the Regional Director to be recalled;
- (2) A description of not more than 500 words setting forth the reasons for the recall; and

(3) The signatures of no less than 10% annual members in good standing residing in the Region as of December 31 of the calendar year immediately preceding the year of the recall petition. Each signature shall be accompanied by the name, complete address, day and evening telephone numbers, e-mail address, and annual membership number of the annual member.

(c) The recall petition shall be submitted to the independent outside auditing firm retained by the Executive Director, whose responsibility it will be to determine if all of the requirements of a recall petition have been satisfied. If the auditing firm determines that the requirements have been satisfied, the auditing firm will forward the recall petition to the Executive Director. If the auditing firm determines that the petition does not satisfy the recall petition requirements, the petition shall be returned to the petitioners with a written explanation of the petition's deficiencies. The auditing firm shall complete its responsibilities under this paragraph within 30 days of receipt of the petition.

(d) Within 30 days of the Executive Director's receipt of the recall petition from the auditing firm, the Executive Director shall oversee preparation of a ballot, the form of which shall be consistent with the form of ballot requirements set forth in Article XX, Section 7(c), and shall make available the ballot and all the information set forth in paragraph (e), below to each annual member in the Region. The recall vote shall close 30 days after the date the ballot is made available.

(e) The recall ballot shall be accompanied by a document setting forth the name of the Regional Director to be recalled, the description contained in the recall petition of the reasons for the recall, and if the Regional Director subject to the recall chooses to submit a written defense to the recall petition not exceeding 500 words, this written defense shall also be made available with the ballot.

(f) For a recall ballot to be counted, the member must electronically record, mail or send it by delivery service with a postmark or send date no later than the date specified in the ballot, or physically return it by such date to the office of the independent outside auditing firm tabulating the votes. Only original ballots that are

signed by the member and include the member's printed name, state of residence, membership number, and membership expiration date shall be counted.

- (g) A super-majority of at least sixty percent (60%) of the votes will be required to recall a General Director.
- (h) The ballots shall be counted by the independent outside auditing firm. The decision as to whether a ballot satisfies all the requirements to be counted shall be the sole decision of the auditing firm tabulating the votes. The results of the recall shall be posted on USAOCR's website no later than 14 days after the last date for ballots to be made available. No USAOCR employee, Board member, or anyone else outside the employment of the auditing firm shall have access to any information with respect to the number of ballots being received, any interim vote count or any other information with respect to the recall election, until such time as the results are announced by the auditing firm.
- (i) A Regional Director who is recalled may protest the results of the recall election. The provisions of Article XV "Hearings and Appeals" of USAOCR's Bylaws shall govern this process. The recalled Director shall have 14 days from the date the election results are posted on USAOCR's website to protest the election. The protest shall be heard and decided within 30 days of the filing of the protest by the Director. No other protest of a recall election is permitted.

Section 6. Voter Eligibility.

- (a) Only current annual members in good standing of USAOCR shall have the right to vote on matters covered by these Bylaws.
- (b) In elections for Regional Directors, a member may cast a ballot only in the election for the Region in which the member resides.
- (c) Each member shall be entitled to one vote.
- (d) During a calendar year, Athlete members meeting the qualifications to serve on governing boards as defined by the US Olympic Committee (USOC) shall have the right to vote for either Athlete Directors, or Regional Directors.

Section 7. Election Procedures.

- (a) Nominations for Regional Directors. All persons meeting the following requirements shall be included on the ballot for the post of Regional Director in the district in which he or she resides. Candidates not meeting all requirements will not be placed on the ballot.
 - (1) Incumbents. Any incumbent who is still a member in good standing of USAOCR and who is not subject to term limits shall be placed upon the ballot in the Region in which he or she resides provided he/she submits the information required in paragraphs (2)(i),(ii) and (iv) below by the date nominations close.
 - (2) Non-incumbents. An annual member in good standing of USAOCR who is also a citizen of the United States may submit a petition for his or her nomination to the Regional Directors post in the Region in which he or she resides. The petition shall include the following:
 - i. The name, complete address, day and evening phone numbers, e-mail address, and annual membership number of the nominee.
 - ii. A written description of the nominee and his or her platform; the description shall not exceed 500 words.
 - iii. A passport-type photo of the nominee.
 - iv. One other photo of the nominee's choice.
 - v. The signatures of at least 50 annual members in good standing of

USAOCR who reside in the Region to be represented by the nominee. These signatures shall be accompanied by the printed name, complete address, day and evening phone numbers, e-mail address, annual membership number, and expiration date of said membership for each person signing the petition.

- (b) Nomination of Athlete Directors. The entire election process for Athlete Directors shall be subject to rules established by the Elite Pool.
- (c) Form of the Ballot.
 - (1) The ballot shall be posted electronically and/or printed so that it can be mailed to the address of the independent outside auditing firm with the return postage paid by USAOCR. Any mailed ballot shall be folded so that the vote of the member is not visible without unfolding. Such ballot shall be coded to ensure that only the ballots mailed by USAOCR may be used for voting. Additionally, mailed ballots shall be color coded with a different color for each election contest. Mailed ballots shall provide a place for the member's signature and places for the member to print his or her name, state of residence, membership number, and membership expiration date. Electronic ballots shall provide for similar means to authenticate members' identities.
 - (2) Members in a particular Region shall receive ballots and candidate information (including platform and photo) only for those candidates running in their Region. Candidate information and complete proposal language may be distributed separately from the ballot and may be mailed to the Members in a particular region or published on the USAOCR website.
 - (3) Photocopies of the mailed ballots or of ballots downloaded from the USAOCR website may only be used for informational purposes and may not be used for voting.
- (d) Website Election Announcement. An announcement of the election, including the ballot and the candidates' information, shall be simultaneously posted on USAOCR's website and mailed to each member. This election announcement and the link to the ballot and candidate information should remain prominently posted on the website homepage throughout the entire election.
- (e) Counting of Ballots.
 - (1) The ballots should be counted by the independent outside auditing firm. The decision as to whether a ballot satisfies all the requirements to be counted shall be at the sole decision of the auditing firm tabulation the votes.
 - (2) For a ballot to be counted, the member must electronically record, mail, or send it by delivery service with a postmark or send date no later than October 15. Mailed ballots must be signed by the member and include the member's printed name, state of residence, membership number, and membership expiration date.
 - (3) As noted in Section 1 (c) of this Article, no USAOCR employee, Director, candidate or anyone else outside the employment of the auditing firm shall have access to any information with respect to the ongoing election, until such time as the election results are announced by the auditing firm.
 - (4) The results of the election shall be posted on USAOCR's website no later than October 31.
- (f) Protest of Election.
 - (1) A candidate for a Regional Director position may protest the results of an election in which he or she was involved. The provisions of Article XV "Hearings and Appeals" and the time lines set forth in and the time lines specified in Sections 2 of this Article, above, shall govern this process. No other protest of

an election for a Regional Director is permitted. Protest rights and rules for Athlete Directors shall be established by the Elite Pool.

- (2) The results of a vote on an issue other than the election of a director may be protested by a petition signed by at least 50 annual members in good standing. The provisions of Article XV and the time lines specified in Section 2 of Article this Article shall govern this process. No other protest of such a ballot issue is permitted.
- (g) Certification of Election. By December 15 the election shall be certified by the independent outside auditing firm and notice of the certification should be promptly posted on the USAOCR's website.
- (h) Withdrawal - A candidate may withdraw from the election by submitting a petition of withdrawal at any time. A candidate who has withdrawn shall be removed from the electronic ballot if practicable. Votes for withdrawn candidates shall not be counted.

ARTICLE XXI - Sunshine Policy

USAOCR believes that prompt and complete disclosure to the membership and the public at large of a wide variety of information on USAOCR decisions and activities is a critical feature of good governance. Accordingly, the following is provided:

Section 1. Minutes of Board Meetings.

- (a) Minutes of a board meeting shall be prepared, distributed, amended, and approved within 30 calendar days from the date of the meeting.
- (b) The minutes of any board meeting shall include a fair summary of all matters discussed in the meeting, the text of any resolution submitted to a vote, a fair summary of all discussion on said resolution, and a list of how each member voted on said resolution.
- (c) The approved minutes of a meeting should be posted prominently and in their entirety to USAOCR's website within 40 days of the meeting.

Section 2. Financial Statements.

- (a) Detailed and audited financial statements, if separate from USAP, shall be prepared on an annual basis by qualified CPA. These statements shall be more than mere summaries in broad categories; they should include sufficient detail to allow USAOCR members and the public at large to understand the financial affairs and status of USAOCR.
- (b) The detailed and audited financial statements shall be published prominently and in their entirety on USAOCR's website within 10 days of their submission to USAOCR.

Section 3. Minutes of Committee Meetings.

- (a) Minutes of a committee meeting should be prepared, distributed, amended, and approved within 30 calendar days from the date of the meeting.
- (b) The minutes of any committee meeting shall include a fair summary of all matters discussed in the meeting, the text of any resolution submitted to a vote, a fair summary of all discussion on said resolution, and a list of how each member voted on said resolution.
- (c) The approved minutes of a meeting should be posted prominently and in their entirety to USAOCR's website within 40 days of the meeting.

Section 4. USAOCR Website. The USAOCR website and social media pages provide timely,

detailed, and cost-effective communication with the membership and the public at large. USAOCR's goal are to use these platforms to promote open and robust communication. This effort shall include, but not be limited to, a forum for submission of suggestions, inquiries, and opinions.

Section 5. Freedom of Information. If an annual member in good standing with USAOCR files a written request for a corporate record that is not already available to members and the public at large, the corporate record shall be prominently posted on USAOCR's website within seven days of the receipt of the written request. Additionally, the member requesting said corporate record shall be promptly notified in writing of the date and place of the posting.

Documents that are voluminous, personal communications, privileged, attorney work product, shall be exempt from the requirements of this section if and only if it contains information the release of which would violate a specific law or regulation of a controlling governmental entity.

ARTICLE XXII - Miscellaneous

Section 1. Compliance with Applicable Law. All provisions of these Bylaws shall be construed to conform and comply with all applicable state and federal laws and regulations.

Section 2. Severability. If any of the provisions of these Bylaws are held to be partially or wholly invalid or unenforceable, that holding shall not affect, alter, or impair any of the other provisions of this document. In such event, the Bylaws shall be construed as if the invalid or unenforceable provisions were omitted.