



BYLAWS OF USAOCR

Effective December 16, 2022

TABLE OF CONTENTS

TABLE OF CONTENTS	2
ARTICLE 1	7
1. NAME AND STATUS	7
1.1. Name	7
1.2. Non-profit Status	7
ARTICLE 2	8
2. OFFICES	8
2.1. Principal Offices	8
2.2. Registered Office	8
ARTICLE 3	9
3. MISSION AND VISION	9
3.1. Mission	9
3.2. Vision	9
3.3. Goals	9
ARTICLE 4	10
4. NATIONAL GOVERNING BODY	10
4.1. Recognition as National Governing Body	10
4.2. National Governing Body SafeSport and Anti-Doping Obligations	10
ARTICLE 5	12
5. MEMBERS	12
5.1. Categories of Membership	12
5.2. Voting Members	12
5.3. Membership Requirements and Dues	13
5.4. Suspension and Termination of Membership	13
5.5. Transfer of Membership	13
ARTICLE 6	14
6. BOARD OF DIRECTORS	14
6.1. General Powers	14
6.2. Function of the Board	14

6.3. Diversity Policy	14
6.4. Qualifications	15
6.5. Number	15
6.6. Election/Selection	15
6.7. Independence	16
6.8. Tenure	16
6.9. Staggered Board	16
6.10. Term Limits	16
6.11. Attendance	17
6.12. Resignation, Removal and Vacancies	17
6.13. Regular and Special Meetings	17
6.14. Notice of Meetings	17
6.15. Quorum	18
6.16. Voting by Proxy	18
6.17. Presumption of Assent	18
6.18. Action Without a Meeting	18
6.19. Transacting Business by Mail, Electronic Mail, Telephone, Video or Facsimile	19
6.20. Agenda	19
6.21. Questions of Order and Board Meeting Leadership	19
6.22. Effectiveness of Action	19
6.23. Open and Executive Meeting Sessions	19
6.24. Minutes of Meetings	19
6.25. Compensation	20
ARTICLE 7	21
7. OFFICERS	21
7.1. Designation	21
7.2. Election/Selection	21
7.3. Tenure	21
7.4. Authority and Duties of Officers	22
7.5. Restrictions	22
7.6. Term Limits	22
ARTICLE 8	23
8. COMMITTEES	23
8.1. Designation	23

8.2. Assignments	23
8.3. Number	23
8.4. Representation	23
8.5. Tenure	23
8.6. Term Limits	24
8.7. Committee Member Attendance	24
8.8. Resignation, Removal and Vacancies	24
8.9. Procedures	25
8.10. Open and Executive Meeting Sessions	25
8.11. Minutes of Meetings	25
8.12. Compensation	25
ARTICLE 9	26
9. USAOCR ANNUAL CONGRESS	26
9.1. Purpose	26
9.2. Place	26
9.3. Notice	26
ARTICLE 10	27
10. CHIEF EXECUTIVE OFFICER	27
10.1. Designation	27
10.2. Tenure	27
10.3. Secretary General	27
10.4. Responsibilities	27
ARTICLE 11	28
11. COMPLAINT PROCEDURES	28
11.1. Designation of Complaints	28
11.2. Manner of Filing	28
11.3. Filing Fee	28
11.4. Statute of Limitations	28
11.5. Field of Play Decisions	28
11.6. Administration	29
11.7. Hearing Panel	29
11.8. Conduct of the Proceeding	29
11.9. Expedited Procedures	29

11.10. Complaints Involving Selection to Participate in a Competition	30
11.11. Decision	30
11.12. Arbitration	30
ARTICLE 12	31
12. SANCTIONING EVENTS	31
12.1. Prompt Review of Request	31
12.2. Standard for Review	31
12.3. Requirements for Holding an International or National Amateur Athletic Competition in the United States	31
12.4. Requirements for Sponsoring United States OCR Athletes to Compete in An International Athletic Competition Held Outside the United States	32
ARTICLE 13	33
13. RECORDS OF THE CORPORATION	33
13.1. Minutes	33
13.2. Accounting Records	33
13.3. Membership List	33
13.4. Records In Written Form	33
13.5. Website	33
13.6. Records Maintained at Principal Office	33
13.7. Inspection of Records by Members	34
ARTICLE 14	36
14. CODE OF ETHICS	36
ARTICLE 15	37
15. FIDUCIARY MATTERS	37
15.1. Indemnification	37
15.2. Discharge of Duties	37
15.3. Conflicts of Interest	37
15.4. Prohibited Loans	37
ARTICLE 16	38
16. FINANCIAL MATTERS	38
16.1. Fiscal Year	38
16.2. Budget	38
16.3. Audit	38

16.4. Individual Liability	38
16.5. Irrevocable Dedication and Dissolution	38
ARTICLE 17	39
17. MISCELLANEOUS PROVISIONS	39
17.1. Severability and Headings	39
17.2. Saving Clause	39
ARTICLE 18	40
18. AMENDMENTS OF BYLAWS	40
ARTICLE 19	41
19. EFFECTIVE DATE AND TRANSITION	41

ARTICLE 1

1. NAME AND STATUS

1.1. Name

USA Obstacle Course Racing, is a technical committee of USA Pentathlon Multisport (“USAPM”) and may file a dba (“doing business as”) with the state of Colorado allowing itself to be called USAOCR for the purposes of representing Obstacle Course Racing (“OCR”) internationally. USAOCR may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

1.2. Non-profit Status

USAOCR shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Colorado. USAOCR shall be operated for charitable and educational purposes and it shall support, inspire, and engage obstacle course racing athletes at all levels. USAOCR shall operate consistent with and shall maintain a non-profit status as defined by the Internal Revenue Service (IRS).

ARTICLE 2

2. OFFICES

2.1. Principal Offices

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

2.2. Registered Office

The registered office may be, but need not be, the same as the principal office.

ARTICLE 3

3. MISSION AND VISION

3.1. Mission

To support, inspire, and engage obstacle course racing athletes at all levels.

3.2. Vision

An obstacle course racing community in the United States where athletes can compete at their highest level in a safe, fair, and welcoming environment.

3.3. Goals

To promote the development of safe, fair OCR events in the United States. To provide opportunities for athletes to be competitive at the international level.

ARTICLE 4

4. NATIONAL GOVERNING BODY

4.1. Recognition as National Governing Body

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

- I. be a member of World Obstacle, the Fédération Internationale de Sports d'Obstacles (FISO),
- II. independently determine and control all matters central to such governance, by not delegating any of that determination or control and by being free from outside restraint;
- III. 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;
- IV. provide for individual and organizational membership;
- V. maintain 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 ensure that the membership held by those individuals is not less than twenty (20) percent of total membership;
- VI. 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;
- VII. 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
- VIII. not have eligibility criteria relating to amateur status or to participation in the Olympic or Pan American Games that are more restrictive than those recognized by the International Olympic Committee;
- IX. 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

Compliance with Athlete Safety Policies and Procedures. As a committee of USAPM under the USOPC, USAOCR is required to adhere to the SafeSport rules and regulations of the USOPC. The USOPC has designated the U.S. Center for SafeSport as that organization. To the extent any USAOCR rule is inconsistent with the rules of the U.S. Center for SafeSport, such rule is hereby superseded.

As a condition of membership in USAOCR and a condition for participation in any competition or event sanctioned by USAOCR or its member organizations, each USAOCR member, athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in USAOCR events (whether or not a USAOCR member), agrees to

comply with and be bound by the SafeSport rules, policies and procedures of the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for SafeSport for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time.

Compliance with the Anti-Doping Rules and Regulations. USAOCR will adhere to the anti-doping rules and regulations of the USOPC, the United States Anti-Doping Agency (the “USADA”), World Obstacle (FISO), and the World Anti-Doping Agency (the “WADA”).

ARTICLE 5

5. MEMBERS

5.1. Categories of Membership

USAOCR shall have individual and organization membership categories as follows:

5.1.1. *Individual Membership Categories*

- 5.1.1.1. Athlete members. Athlete members are individuals who register as competitive athletes.
- 5.1.1.2. Technical members. Technical members are individuals who register as active coaches, referees, judges or officials.
- 5.1.1.3. General members. General members are individuals who register as supporting members and who are interested in the purpose, programs, aims and objectives of USAOCR.

5.1.2. *Organization Membership Categories*

- 5.1.2.1. Club members. Club members are OCR 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 USAOCR.
- 5.1.2.2. Affiliated Organization members. Affiliated Organization members are 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 OCR.
- 5.1.2.3. Contributing Organization members. Contributing Organization members are amateur sports organizations that register as contributing organizations, and which conduct athletic programs or activities that further the sport of OCR in the United States or which otherwise support the sport of OCR in the United States.

5.2. Voting Members

Individual Members shall be entitled to vote in an election for committees and members of the Board of Directors (the "Board"). Organization Members shall be entitled to vote in an election for members of the Board. No voting privileges are conferred upon the members of an Organization unless that member is an Individual Member of USAOCR. For example, if USA Parkour is an Affiliated Organization, members of USA Parkour do not get to vote in USAOCR elections unless they are Individual members of USAOCR.

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 they 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 USAOCR is open to individuals who are less than eighteen (18) years of age. An individual shall be a member of USAOCR 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 USAOCR is a privilege and creates with it certain obligations and duties. The Board may establish such membership requirements and dues as the Board deems 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 USAOCR. Members shall have no ownership rights or beneficial interests of any kind in the property of USAOCR.

ARTICLE 6

6. BOARD OF DIRECTORS

6.1. General Powers

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

6.2. Function of the Board

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

- I. implements procedures to orient new Board Members, to educate all members on the business and governance affairs of USAOCR, and to evaluate Board performance.
- II. selects, compensates, and evaluates the Executive Director and plans for management succession;
- III. reviews and approves USAOCR's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- IV. sets policy and provides guidance and strategic direction to management on significant issues facing USAOCR;
- V. reviews and approves significant corporate actions;
- VI. oversees effective corporate governance;
- VII. reviews and approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- VIII. reviews financial statements, annual reports, audit and control policies,;
- IX. monitors USAOCR's compliance with laws and regulations and the performance of its broader responsibilities;
- X. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

6.3. Diversity Policy

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

6.4. 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 USAOCR
- IV. possess the highest personal values, judgment and integrity, understanding of athletic competition
- V. have experience in the key business, financial, or other challenges that face USAOCR
- VI. 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.
- VII. not hold salaried positions in USAOCR.

Board Members shall be transparent of any changes in their employment responsibilities or other constraints on their time in order for members to approve the Board Member for continuing Board service.

6.5. Number

USAOCR Board shall consist of at least five (5) 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 USOPC.

The USAOCR Board shall include the Board Officers and all standing Committee Chairs. Other Board Members may be added to allow for at least two (2) Independent Members and the required minimum number of Athlete Members.

6.6. Election/Selection

The USAOCR Board shall be elected/selected as follows:

- I. Committee Chairs. The Board shall nominate, using whatever process it determines to be appropriate, USAOCR members to act as Committee Chairs for each standing Committee. Once approved, each Committee Chair will be placed on the board.
- II. Independent Members. If there are not two (2) Independent members acting as Committee Chairs, 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, individuals to be placed on the board.
- III. Athlete Members. If there are not the appropriate number of Athlete Members acting as Committee Chairs, the Board shall establish a process 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 OCR 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 USAOCR's national championships or team selection competition shall be considered Elite Athletes. One of the Athlete Members will be USAOCR's representative to the FISO Athlete Advisory Board pursuant to the regulations of FISO.

- IV. Additional Board members may be appointed to enhance diversity and if it is in the best interest of USAOCR as determined by the Board.

6.7. 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 USAOCR, either directly or through an organization that has a material relationship with USAOCR. A relationship is "material" if, in the judgment of the Board, it would interfere with the Board Member's independent judgment. To assist in determining whether a Board Member is independent, the Board shall follow the guidelines set forth below, which shall be applied on a case by case basis.

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

- I. the Board Member or an immediate family member was employed by USAOCR or USAPM;
- II. the Board Member or an immediate family member was affiliated with or employed by USAPM's outside auditor or outside counsel as a partner, principal or manager;
- III. the Board Member was an obstacle athlete or any constituent group with representation on the Board;
- IV. the Board Member is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USAOCR; or
- V. the Board Member is an immediate family member of an athlete or technical member of USAOCR.

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.

6.8. Tenure

The initial term of office for Board members shall be two (2) years or three (3) 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.

6.9. Staggered Board

Members of the Board shall be elected to staggered three (3) year or shorter terms. To implement the staggered term system, the initial Board shall be composed of some individuals who serve three (3) year terms and some individuals who serve two (2) year terms.

6.10. Term Limits

No member of the Board shall serve more than two (2) consecutive terms. Thus, an individual selected for an initial three (3) or two (2) year term shall be eligible to serve only one (1) additional consecutive term.

When a Board Member is elected/selected to fill a vacancy because of an unexpected opening on the board, and the remaining term is 1 year or more, such term shall constitute a full term. The initial Board terms begin upon approval of the USAOCR bylaws.

6.11. Attendance

Members of the Board shall be expected to attend in person, by phone, or by video all regularly scheduled Board meetings. Members shall be required to attend no less than 75% of all regularly scheduled Board meetings in person, by phone, or by video.

6.12. 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 Board 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 75% 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).

Board Members may be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Board 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).

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).

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 USAOCR'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.

6.13. Regular and Special Meetings

USAOCR's Board shall meet at regularly scheduled meetings at least three (3) times per year 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 Board Chair or upon the written request of not less than fifty (50) percent of the Board.

6.14. 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 Board Chair. 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.

6.15. 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.

6.16. Voting by Proxy

A Board Member may vote or act by proxy at any meeting of members with written documentation of their vote or action. Only another Board Member may act as proxy.

6.17. 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.

6.18. 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 to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

6.19. 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 Board Chair the urgency of the case requires such action.

6.20. Agenda

The Board 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.

6.21. Questions of Order and Board Meeting Leadership

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

6.22. 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.

6.23. 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 Board Chair, with the consent of a majority of the Board Members in attendance, deems it appropriate:

- I. to exclude non-members at an open meeting for any reason, then the Board 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 matters, then the Board Chair may specifically designate and call an executive session. Discussions held in executive session are confidential within the Board.

6.24. Minutes of Meetings

The minutes of all meetings of the Board shall be published on USAOCR's website. Every reasonable effort will be made to publish the minutes within forty-five (45) days after completion of the meeting.

6.25. 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 USAOCR's policies. Members are disqualified from receiving compensation for services rendered to or for the benefit of USAOCR 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 7

7. OFFICERS

7.1. Designation

The officers of USAOCR shall be the Chair of the Board, the Vice Chair of the Board, the Treasurer and the Secretary.

7.2. Election/Selection

The Board Chair shall be elected from among the members of the Board. Recognizing the significance of the Board Chair in international matters, the Board Chair shall exercise ceremonial or representational functions in the international context, but the Executive Director, serving as Secretary General, 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 Board Chair is not occupied, a Board Member may be named interim Chair to fulfill the responsibilities of the Board Chair. The Board Chair shall not receive compensation for his or her services although reasonable expenses may be paid or reimbursed in accordance with USAOCR's policies.

The Board Vice 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 7.4(b). The Board or the Board Chair may hire an Assistant Secretary to assist the Secretary with their functions. The Assistant Secretary is not a Board member.

7.3. Tenure

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

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

The term of office of the Secretary shall be three (3) 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 three (3) 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.

7.4. Authority and Duties of Officers

The officers of USAOCR 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:

- I. Chair of the Board. The Board Chair shall:
 - A. set all meeting and meeting agendas, and
 - B. in the event of the resignation, removal, incapacity, or death of the Board Chair, the Board Vice Chair shall replace the Board Chair.
- II. Secretary. The Secretary shall:
 - A. keep the minutes of the proceedings of the Board;
 - B. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
 - C. be custodian of the corporate records;
 - D. perform all duties incident to the office of Secretary; and
 - E. perform such other duties as from time to time may be assigned to the Secretary by the Board.
- III. Treasurer. The Treasurer shall:
 - A. provide financial reporting to the board,
 - B. perform such other duties as from time to time may be assigned to the Treasurer by the Board, and
 - C. assist the Board Chair to select and supervise USAOCR financial staff.

7.5. Restrictions

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

7.6. Term Limits

No individual shall serve as Board Chair for more than two consecutive terms. When a Board Vice Chair is elected to fill a vacancy because of the previous Board 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 fewer years, the Board Vice Chair can serve one (1) additional two (2) year term following completion of the filled vacancy term.

ARTICLE 8

8. COMMITTEES

8.1. Designation

There shall be no Executive Committee or other committee(s) with management authority delegated by the Board. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the Board, such as a “super-board” (commonly called a governing council or general assembly). This requirement, however, is not intended to detract from the ability of the members or some parts thereof to nominate individuals to serve on the Board. USAOCR shall have at least the following standing committees: Ethics Committee, Competitions Committee, Finance Committee, Development Committee, Para Committee, DEI Committee, Medical Committee and Athlete Committee. The Committee Chair of each standing committee is a member of the Board of Directors.

The Board 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. The Executive Director shall be an ex-officio member of all standing committees and may attend all meetings of committees or advisory task forces.

8.2. Assignments

Committee member assignments shall be made annually by the Board. Committee Chairs shall be elected, as the board sees fit, by members of USAOCR. 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 USAOCR, 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. Each Committee Chair shall make a report on committee matters to the Board at the next regularly scheduled Board meeting.

8.3. Number

Membership on standing committees shall not exceed five (5) individuals. USAOCR 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.

8.4. Representation

All committees and task forces shall have at least twenty (20) percent female membership and voting representation. 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. The Elite Athlete representatives shall be from among 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 OCR 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. Athletes that have demonstrated that they are actively engaged in amateur athletic competition by finishing in the top half of the USAOCR's national championships or team selection competition shall be considered Elite Athletes and shall be eligible to vote in the election of the athlete representatives.

8.5. 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.

8.6. Term Limits

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

8.7. Committee Member Attendance

Committee and task force members are expected to attend in person, by phone, or by video 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 75% of the committee or task force meetings of which they are a member during any twelve (12) month period.

8.8. 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. 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 75% 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 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).

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). 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). 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.

8.9. 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 USAOCR's website.

8.10. 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.

8.11. Minutes of Meetings

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

8.12. 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 USAOCR'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 USAOCR in any other capacity, provided the Board gives explicit approval.

ARTICLE 9

9. USAOCR ANNUAL CONGRESS

9.1. Purpose

There shall be an annual USAOCR Congress at which all individual and organization members and other USAOCR constituencies shall gather and provide input to the Board on important issues to the organization. At USAOCR's Congress, the Board shall provide a report on the "State of USAOCR." The Executive Director shall provide a managerial report addressing issues of concern and importance to USAOCR. Individual and organization members and other constituencies may be permitted to pose questions to the Board and Executive Director for response. The annual USAOCR Congress 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 USAOCR Congress.

9.2. Place

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

9.3. Notice

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

ARTICLE 10

10. CHIEF EXECUTIVE OFFICER

10.1. Designation

The Executive Director acts as the Chief Executive Officer of USAOCR 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 USAOCR. The Executive Director 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 USAOCR compensation policies and guidelines (established by the Board); develop a strategy for achieving USAOCR'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 USAOCR's spokesperson; prepare and submit quadrennial and annual budgets to the Board; and perform all functions as usually pertain to the office of Executive Director.

10.2. Tenure

The Executive Director shall be employed for whatever term the USAOCR Board deems appropriate.

10.3. Secretary General

The Executive Director shall serve as Secretary General of USAOCR and in that capacity shall represent the USAOCR in relations with FISO recognized by the International Olympic Committee and at international OCR functions and events. The Board Chair will be USAOCR's alternate representative.

10.4. Responsibilities

The Executive Director shall:

- I. develop a strategy for achieving USAOCR's mission, goals and objectives and present the strategy to the Board for approval;
- II. prepare and submit quadrennial and annual budgets to the Board for approval;
- III. determine the staff needed to effectively carry out USAOCR's mission, goals and objectives, within USAOCR's budget;
- IV. oversee the hiring and termination of all staff;
- V. either directly or by delegation manage all staff functions;
- VI. be responsible for resource generation and allocation of resources;
- VII. coordinate USAOCR's international activities;
- VIII. with the Chair of the Board, act as the USAOCR's spokesperson;
- IX. perform all functions as usually pertains to the office of Executive Director.

ARTICLE 11

11. COMPLAINT PROCEDURES

11.1. Designation of Complaints

The following kinds of complaints may be filed with USAOCR:

- I. Administrative Grievance. USAOCR or any member of USAOCR may file a complaint pertaining to any matter within the cognizance of USAOCR, including but not limited to any alleged violation of or grievance concerning:
 - A. any USAOCR rule or regulation
 - B. any provision of USAOCR's Bylaws
- II. 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 USAOCR sanctioned competition.
- III. 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.

11.2. Manner of Filing

The complainant shall file the complaint with the Board. The complaint shall set forth in clear and concise language:

- I. the alleged violation, grievance, denial or threat to deny, and
- II. the remedy requested.

The complainant shall sign the complainant.

11.3. Filing Fee

A complaint filed by an individual shall be accompanied with a \$100.00 filing fee. A complaint filed by an organization shall be accompanied with a \$300.00 filing fee, except that USAOCR 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.

11.4. 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.

11.5. 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 (marshaling areas, finish line, etc.).

11.6. Administration

The Board shall generally administer and oversee all administrative grievances and right to compete matters filed with USAOCR. 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 USAOCR.

11.7. Hearing Panel

Upon the filing of a complaint, the Chair of the Board, after consultation with the other Board 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 USAOCR or involved in the sport of OCR.

11.8. 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 arguments. 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.

11.9. 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.

11.10. 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, 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 Hearing Panel 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.

11.11. 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.

11.12. Arbitration

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

ARTICLE 12

12. SANCTIONING EVENTS

12.1. Prompt Review of Request

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

- I. to hold an international or national amateur athletic competition in the United States, or
- II. to sponsor USAOCR athletes to compete in an international athletic competition held outside the United States.

12.2. Standard for Review

If USAOCR, as a result 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 USAOCR, and
- II. confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then USAOCR shall grant the sanction requested by the amateur sports organization or person.

12.3. 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:

- I. submits, in the form required by USAOCR, an application to hold such competition;
- II. pays to USAOCR the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- III. demonstrates that:
 - A. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 - B. appropriate provision has been made for validation of international, national, or other records which may be established during the competition;
 - C. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 - D. the competition will be conducted by qualified officials;
 - E. proper medical supervision will be provided for athletes who will participate in the competition; and
 - F. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.
 - G. proper venues have been secured.

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

- I. submits, an invitation to USAOCR, inviting American OCR athletes to such a competition;
- II. pays to USAOCR or receives payment from USAOCR any required fee, provided that such fee shall be reasonable and nondiscriminatory and;
- III. submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that:
 - A. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 - B. appropriate provision has been made for validation of records which may be established during the competition;
 - C. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 - D. the competition will be conducted by qualified officials;
 - E. proper medical supervision will be provided for athletes who will participate in the competition; and
 - F. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.
 - G. proper venues have been secured.

ARTICLE 13

13. RECORDS OF THE CORPORATION

13.1. Minutes

USAOCR 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.

13.2. Accounting Records

The USAOCR shall maintain appropriate accounting records.

13.3. Membership List

USAOCR 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.

13.4. Records In Written Form

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

13.5. Website

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

- I. USAOCR's Bylaws,
- II. USAOCR's competition rules, and regulations

13.6. Records Maintained at Principal Office

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

- I. the articles of incorporation;
- II. the Bylaws that govern the conduct of USAOCR, USAOCR's Board and Committees and the USAOCR's members;
- III. rules and regulations that govern the technical conduct of OCR's events in the United States as USAOCR Board determine is appropriate in their sole discretion of OCR;
- IV. 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;
- V. all written communications within the past three (3) years to the members;
- VI. a list of the names and addresses of the current members and officers;
- VII. a copy of the most recent corporate report delivered to the Colorado Secretary of State;
- VIII. all other documents or records required to be maintained by USAOCR at its principal

office under applicable law or regulation.

13.7. Inspection of Records by Members

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

- I. **Records Maintained at Principal Office.** A member shall be entitled to inspect and copy, during regular business hours at USAOCR's principal office, any of the records of the USAOCR described in 16.6., provided that the member gives USAOCR written demand at least ten (10) business days before the date on which the member wishes to inspect and copy such records.
- II. **Financial Statements.** Upon the written request of any member, USAOCR shall mail to the member its most recent annual financial statements showing in reasonable detail its assets, liabilities and results of its operations.
- III. **Membership List.**
 - A. **Preparation of Membership Voting List.** After determining the members entitled to vote in an election USAOCR 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, the member's name, and the number of votes the member is entitled to cast.
 - B. **Right of Inspection.** A member shall be entitled to inspect and copy, during regular business hours at USAOCR's principal office, a list of members who are entitled to vote in an election, provided that
 1. the member has been a member for at least three (3) months immediately preceding the demand to inspect or copy,
 2. the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member,
 3. the member gives USAOCR written demand at least ten (10) business days before the date on which the member wishes to inspect and copy such voting list,
 4. the member describes with reasonable particularity the purpose for the inspection, and
 5. 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 USAOCR limiting the use of such list in accordance with 16.7.i.C.
 - C. **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:
 1. used to solicit money or property;
 2. used for any commercial purpose; or
 3. sold to or purchased by any person.
- IV. **Scope of Members' Inspection Rights.**
 - A. **Agent or Attorney.** The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
 - B. **Right to Copy.** The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other

means.

- C. Reasonable Charge for Copies. USAOCR may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.
- D. Litigation. Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with USAOCR, or the power of a court to compel the production of corporate records for examination.

ARTICLE 14

14. CODE OF ETHICS

The Code of Ethics and Conflict of Interest Policy shall be the USAOCR Code of Ethics and conflict of interest policy (the "Code"). The Code is applicable to all USAOCR employees, members of the Board, committee members and volunteers. Each USAOCR 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 15

15. FIDUCIARY MATTERS

15.1. Indemnification

USAOCR 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 USAOCR, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or Board Member.

15.2. Discharge of Duties

Each Board Member 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 USAOCR.

15.3. Conflicts of Interest

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

15.4. Prohibited Loans

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

ARTICLE 16

16. FINANCIAL MATTERS

16.1. Fiscal Year

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

16.2. Budget

USAOCR shall have an annual budget.

16.3. Audit

Each year USAOCR shall have an annual audit of its books and accounts prepared by an independent certified public accountant. USAOCR shall provide the auditor's report to USAPM upon request.

16.4. Individual Liability

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

16.5. Irrevocable Dedication and Dissolution

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

ARTICLE 17

17. MISCELLANEOUS PROVISIONS

17.1. 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.

17.2. 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 18

18. AMENDMENTS OF BYLAWS

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, at any meeting duly called and at which a quorum is present.

ARTICLE 19

19. EFFECTIVE DATE AND TRANSITION

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