



Amended and Restated Bylaws
of
USA Shooting, Inc.
Effective December, 2023

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ARTICLE I. NAME

The name of this Corporation is USA Shooting, Inc. (hereinafter, “USA Shooting”). USA Shooting may file such additional registered and fictitious names and trade names as the Board of Directors may approve from time to time by majority vote, including without limitation, the tradename “USA Shooting.”

ARTICLE II. DEFINITIONS

A. Definitions

As used in these Bylaws, the following terms shall have the meanings assigned to them as follows:

1. “10 Year Athlete” means an athlete who qualifies as a USOPC 10 Year Athlete; or who has been selected to compete in competition as defined by the USAS AAC and approved by the NGB Athlete Representation Review Working Group, within the previous 10 years.
2. “10 Year+ Athlete” means an athlete who qualifies as a USOPC 10 Year+ Athlete; or who has been selected to compete in a competition as defined by the USAS AAC and approved by the NGB Athlete Representation Review Working Group, but not within the previous 10 years.
3. “Actively Engaged Athlete representative” means (i) an athlete who qualifies as a USAS 10 Year Athlete or USAS 10 Year+ Athlete; (ii) an athlete who has been actively engaged in the 24 months prior to election/selection in a USAS Sanctioned competition (as defined by the USAS AAC and approved by the NGB Athlete Representation Review Working Group), which may include events that categorize entrants in age-restricted classifications; and (iii) an Athlete Competition Partner, as defined in the IPC Accreditation Guide, who serves an athlete qualifying under (i) or (ii) above.
4. “Affiliated Club or Organization” means any corporation, club, federation, union, association or other entity organized in the United States (including a multi-sport or multi-purpose organization) that sponsors, arranges, or supports the Shooting Sports and shooting related programs and that becomes a recognized member of USA Shooting pursuant to Chapter VI of these Bylaws.
5. “Allied Shooting Sports Organizations” means any Amateur Sports Organization that is a nationwide multi-sport or Shooting Sport organization, whose principal purpose is to regularly develop, sanction, oversee, and conduct broad-based national level programs and/or regular national level competitions in the Shooting Sports in the United States, in each case on a level of proficiency appropriate for the selection of Amateur Athletes to represent the United States in International Amateur Athletic Competition, which chooses to affiliate with USA Shooting as a member thereof, and which is determined to meet the criteria established for Allied Shooting Sports Organizations under the procedures set forth in Article VIII, Section A, in accordance with standards established from time to time by USA Shooting. For purposes of clarity, an organization otherwise qualified that does not meet the criteria for designation as an Allied Shooting Sports Organization, may become a recognized member of USA Shooting as an Affiliated Club or Organization.
6. “Amateur Athlete” means any athlete who meets the eligibility standards established by USA Shooting for the sport of ISSF Shooting and WSPS Shooting in which the athlete competes.
7. “Amateur Athletic Competition” means a contest, game, meet, match, tournament, or other

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event in which Amateur Athletes compete.

8. "Amateur Sports Act" or the "Act" means the Ted Stevens Olympic and Amateur Sports Act, 36 USC §§220501 et seq., as the same is amended from time to time.
9. "Amateur Sports Organization" means a not-for-profit corporation, association, or other group organized in the United States that sponsors or arranges an Amateur Athletic Competition.
10. "Armed Forces" means the United States Army, United States Navy, United States Coast Guard, United States Air Force, United States Marine Corps, and United States Space Force. For the purpose of these Bylaws, "Armed Forces" also encompasses the Active, Guard, and Reserve components of the respective armed services.
11. "Board" or "Board of Directors" means the Board of Directors of USA Shooting.
12. "Colorado Nonprofit Corporation Act" means the Colorado Revised Nonprofit Corporation Act, Col. Rev. Stat. §§7-121-101 et seq., as the same is amended from time to time.
13. "Community Based Organization" means any nationwide multi-purpose organization that regularly conducts, sponsors, and supports grassroots programs and/or competitions and shooting related programs in the Shooting Sports for the purposes of educating, instructing, and promoting awareness of, and interest in, the Shooting Sports in conjunction with, or in addition to, their other programs, and which chooses to affiliate with USA Shooting as a member thereof, and which is determined to meet the criteria established for such Community Based Organization under the procedures set forth in Article VIII, Section B, in accordance with standards established from time to time by USA Shooting.
14. "CTC" or "Certified Training Center" is a facility that has passed through a series of rigorous certifications, proving an exceptional commitment to Olympic/Paralympic style shooting with excellent training facilities and coaches.
15. "Designated Committee" means the Finance and Compensation, Audit, Nominating and Governance, Ethics, and Judicial committees as well as any committee that prepares, approves or implements (i) expenditure of funds allocated to USAS by USOPC, (ii) selection of international teams, or (iii) is otherwise designated by the USOPC as a "designated committee."
16. "Director" means a voting director of the Board of Directors of USA Shooting, unless the context otherwise requires.
17. "Discipline" shall mean these groups of events: Rifle, Pistol, Shotgun, and Paralympic.
18. "IOC" means the International Olympic Committee.
19. "Internal Revenue Code" means the Internal Revenue Code of 1986, as amended.
20. "International Amateur Athletic Competition" means an Amateur Athletic Competition between one or more athletes representing the United States, either individually or as a team, and one or more athletes representing any foreign county.
21. "ISSF" means and is the acronym for International Shooting Sports Federation, which is the international governing body for Olympic Shooting, and which is sometimes commonly referred to as an "International Federation," or "IF" for Olympic Shooting.
22. "WSPS" means and is the acronym for World Shooting Para Sport, which is the international governing body for Paralympic Shooting, and which is sometimes commonly referred to as an "International Federation," or "IF" for Paralympic Shooting.
23. "ISSF Shooting" means the disciplines within the Shooting Sports that are regulated by the ISSF.
24. "WSPS Shooting" means the disciplines within the Shooting Sports that are regulated by the WSPS.
25. "National Development Team" means the persons selected as having a high developmental potential in accordance with the procedures established from time to time by USA Shooting.

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Such persons are not members of the National Team.

26. "National Junior Team" means the persons selected as having high developmental potential and meet the age requirements established by the ISSF and WSPS as a Junior category and qualify under the procedures established from time to time by USA Shooting. Such persons are not members of the National Team.
27. "National Governing Body" or "NGB" means the National Governing Body designated as such by the USOPC.
28. "National Team" means each year's standing national team of USA Shooting. Members include the regular team members and the at-large team members, but not National Development Team, or National Junior Team members. "Person" shall mean any natural person, corporation, association, or other legal entity.
29. "NGB Athlete Representation Review Working Group (ARRWG)" means a working group made up of representatives from Team USA Athletes' Commission leadership, NGBC leadership, and the USAS's Team USA Athletes' Commission representative, and administratively supported by USOPC NGB Services, that reviews and approves any deviations from the athlete representation requirements of the USOPC Bylaws, including representation levels and definitions.
30. "Other Committees" means any USAS committee other than the Designated Committees and the USAS AAC.
31. "Protected Competition" means any International Amateur Athletic Competition between any athlete or athletes officially designated by USA Shooting as representing the United States, either individually or as part of a team, and any athlete or athletes representing any foreign country, where:
 - a. The terms of such competition require that the entrants therein be teams or individuals representing the respective nations; and
 - b. The athlete or group of athletes representing the United States are organized and sponsored by USA Shooting in accordance with its defined selection or tryout procedure that is open to all and publicly announced in advance, except for domestic Amateur Athletic Competition which, by its terms, requires that entrants therein be expressly restricted to members of a specific class of amateur athletes designated as such in the USOPC Bylaws.
 - c. The term "Protected Competition" shall also include any domestic Amateur Athletic Competition or event organized and conducted by USA Shooting that is publicly announced in advance as a selection competition where the results directly qualify the successful competitors therein as athletes representing the United States in a Protected Competition, but shall not include pre-qualifying events such as preliminary tryouts.
 - d. The term "Protected Competition" shall specifically include continental championships, all team selection events, and ISSF- or WSPS-sanctioned competition including without limitation, the Olympic Games, the Pan American Games, the World Shooting Championships, the World Clay Target Championships, and the Championship of the Americas.
32. "Quadrennium" means the four-year (4-year) period beginning on January 1 of the calendar year following the Summer Olympic Games and extending until December 31 of year following the next Summer Olympic Games. Quadrennium is commonly referred to and used interchangeably as "Quad." The first calendar year of the Quadrennium is Year One of the Quadrennium, the second calendar year is Year Two, and so forth. If the Summer Olympic Games are delayed, cancelled or boycotted, the Quad shall end on December 31 of the year they were originally

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scheduled.

33. "Sanction" means a certificate of approval issued by USA Shooting for a particular competition.
34. "Shooting Sports" means (i) ISSF Shooting and WSPS Shooting; and (ii) other shooting sports serving as a pipeline to or relating to ISSF Shooting and WSPS Shooting and the sport disciplines recognized by the ISSF and WSPS including grassroots and developmental shooting sports. Notwithstanding the foregoing, USA Shooting shall only act as the National Governing Body for the sport of ISSF Shooting and WSPS Shooting in the United States.
35. "Team USA Athletes' Commission" (formerly known as the USOPC Athletes' Advisory Council or USOPC AAC) means the entity established and maintained that: (i) is composed of, and elected by, amateur athletes to ensure communication between the USOPC and currently active amateur athletes; and (ii) serves as a source of amateur athlete opinion and advice with respect to policies and proposed policies of the USOPC.
36. "USAS" means USA Shooting.
37. "USAS AAC" means the USA Shooting Athletes' Advisory Committee.
38. "USAS Disciplines" means paralympic, pistol, rifle, and shotgun.
39. "USOPC" means the United States Olympic & Paralympic Committee.

ARTICLE III. MISSION AND PURPOSE

A. Mission

The mission of USA Shooting shall be to empower American athletes for Olympic and Paralympic success; grow our community and inspire passion for the shooting sports; and to govern the conduct of international ISSF Olympic and WSPS Paralympic shooting in the USA. The Board shall review and assess the mission of the USA Shooting on an ongoing basis, but at least do so at the last regularly scheduled Board meeting at the end of each Quadrennium, to ensure that the Mission serves as an appropriate guide for strategic planning and decision making.

B. Designation as National Governing Body

USA Shooting was designated as the National Governing Body for the sport of Olympic style ISSF Shooting in the United States by the USOPC effective April 9, 1995, and shall have and undertake all purposes and duties as such, including without limitation to act as the representative member of the ISSF and WSPS for ISSF and WSPS shooting in the United States, including the obligations of a National Governing Body as identified in Article V of these Bylaws.

C. General Purposes

The general purposes of USA Shooting are to foster National and International Amateur Athletic Competition in the Shooting Sports with emphasis on ISSF Shooting and WSPS Shooting and to support and develop Amateur Athletes for national and international competition in such sports, all within the meaning of Section 501(c)(3) of the Code. Subject to the limitations of USA Shooting's Articles of Incorporation and solely in furtherance of such purposes, USA Shooting may engage in any lawful act or activity authorized by the Colorado Nonprofit Corporation Act.

1. In connection with such purposes, USA Shooting shall have the right to exercise all rights and powers conferred by the laws of the State of Colorado upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease, or otherwise gain any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property, but in each case solely in furtherance of the purposes set forth herein.
2. USA Shooting shall have the power and authority to do such other things as are incidental to the purposes of USA Shooting or necessary or desirable in order to accomplish them.

D. Implementation of Purposes

In connection with its purposes, USA Shooting shall:

1. Exercise exclusive jurisdiction over all matters pertaining to the participation of the United States in the sport of ISSF Shooting and WSPS Shooting in the World Championships and other International Amateur Athletic Competitions, except the Olympic, Paralympic, Pan American Games, or Parapan American Games.
2. Obtain for the United States, in cooperation with the USOPC when the Olympic, Paralympic, Pan American Games, or Parapan American Games are involved, the most competent Amateur

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Athlete representation possible for the United States in the sport of ISSF Shooting and WSPS Shooting.

3. Establish national goals for amateur athletic activities related to ISSF Shooting and WSPS Shooting and encourage the attainment of those goals.
4. Assist organizations and individuals concerned with sports in the development of amateur athletic programs for Amateur Athletes in the Shooting Sports from grassroots and junior development through the elite levels, with the principal emphasis on ISSF Shooting and WSPS Shooting
5. Coordinate and develop amateur athletic activity in Shooting Sports and promote participation and the development of athletes' skills in the Shooting Sports at all levels including through programs for shooting coaches and competition officials.
6. Coordinate and develop amateur athletic activity in the United States relating to Amateur Athletic Competition in the sport of ISSF Shooting and WSPS Shooting.
7. Foster the development of amateur athletic facilities for use by Amateur Athletes training for competitions in the Shooting Sports and assist in making such facilities available to such athletes.
8. Provide for the swift resolution of conflicts and disputes involving Amateur Athletic Competitions in the sport of ISSF Shooting and WSPS Shooting.
9. Encourage and support the amateur athletic activities of racial and ethnic minorities in the Shooting Sports for the purpose of increasing participation in said sport.
10. Organize, conduct, and sanction national, regional and state Amateur Athletic Competitions in the sport of ISSF Shooting and WSPS Shooting.
11. Develop, implement, manage, and oversee programs and activities to obtain the resources necessary to carry out the goals and objectives of USA Shooting.
12. Fulfill all other purposes outlined in general for National Governing Bodies by the USOPC and the Amateur Sports Act.
13. Fulfill such other purposes as may be stated in the Articles of Incorporation of USA Shooting, as the same may be amended from time to time.

Notwithstanding the foregoing, the principal emphasis of USA Shooting shall be on ISSF Shooting and WSPS Shooting. Accordingly, USA Shooting's purposes in connection with other Shooting Sports shall be secondary and designed to increase participation and enhance the opportunities and competitive level of athletes in ISSF Shooting and WSPS Shooting.

ARTICLE IV. POWERS OF USA SHOOTING

A. National Governing Body

USA Shooting shall be the NGB for the sport of ISSF Shooting and WSPS Shooting in the United States. In connection therewith, USA Shooting shall have the powers:

1. To represent the United States in relations with the ISSF and WSPS.
2. To serve as the coordinating body for Amateur Athletic activity in ISSF and WSPS Shooting in the United States.
3. To exercise jurisdiction over International Amateur Athletic activities and sanction International Amateur Athletic Competition held in the United States and sanction the sponsorship of International Amateur Athletic Competition held outside the United States in the sport of ISSF

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Shooting and WSPS Shooting, in accordance with the provisions of these Bylaws.

4. To conduct Amateur Athletic Competition in the sport of ISSF Shooting and WSPS Shooting, including local competition, regional championships, national championships, and International Amateur Athletic Competition in the United States and establish procedures for the determination of eligibility standards for participation in such competition, except for certain competition as specified in subsection 6., below.
5. To recommend to the USOPC individuals and teams to represent the United States in the Olympic, Paralympic, Pan American, and Parapan Games in the sport of ISSF Shooting and WSPS Shooting in accordance with the USOPC Bylaws.
6. To designate individuals and teams to represent the United States in International Amateur Athletic Competition (other than in the Olympic, Paralympic, Pan American, or Parapan American Games) in the sport of ISSF Shooting and WSPS Shooting and certify, in accordance with the rules of the ISSF and WSPS, the amateur eligibility of such individuals and teams: provided that any Amateur Sports Organization that conducts competition involving Amateur Athletes, participation in which is restricted to a specific class of Amateur Athletes (such as high school students, college students, members of the Armed Forces or similar groups or categories), shall have exclusive jurisdiction over such competition. If such an Amateur Sports Organization wishes to conduct International Amateur Athletic Competition for ISSF Shooting and WSPS Shooting to be held in the United States, or to sponsor International Amateur Athletic Competition for ISSF Shooting and WSPS Shooting to be held outside the United States, it shall obtain a sanction from USA Shooting as provided in Article XXI.
7. To establish and maintain offices for the conduct of the affairs of USA Shooting.
8. To publish a newspaper, magazine, or other publication consistent with its corporate purposes and maintain a website to facilitate communication to members and interested parties.
9. To do any and all acts and things necessary and proper to carry out the purposes of the USOPC as they relate to USA Shooting.
10. To promote and encourage educational programs in the Shooting Sports and inform the people of the United States of the virtues of good citizenship and sportsmanlike conduct, of the cultural aspects of amateur athletic activities, and of the benefits of its physical fitness and participation in amateur athletic activities.
11. To acquire, hold, dispose of, use, and otherwise deal in the funds, assets, and resources needed for its purposes.
12. To exercise the general legal powers enumerated in the Colorado Nonprofit Corporation Act and other powers related to its purposes.

ARTICLE V. CERTIFICATION AS A NATIONAL GOVERNING BODY

USAS shall maintain certification by the United States Olympic & Paralympic Committee (the “USOPC”) as the National Governing Body for the sport of shooting in the United States. In furtherance of that purpose, USAS shall comply with the requirements for certification as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§ 220501 – 220543) and as mandated by the USOPC Bylaws and as such requirements are promulgated or revised from time to time. In fulfilling those requirements USAS shall:

A. Governance and Compliance

1. fulfill all responsibilities as an USAS as set forth in the Act
2. adopt and maintain governance and athlete representation policies complying with the requirements of these Bylaws
3. adopt and maintain an Athletes Advisory Council as a part of its overall governance structure
4. adopt and maintain appropriate good governance practices
5. be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code
6. adopt and enforce a code of conduct for its employees, members, board of Directors, and officers including clear conflicts of interest principles
7. demonstrate an organizational commitment to diversity and inclusion
8. satisfy such other requirements as are set forth by the corporation
9. shall be autonomous in the governance of the sport of ISSF and WSPS Shooting in the United States, in that it will independently determine and control all matters central to such governance

B. Financial Standards and Reporting Practices

1. demonstrate financial operational capability to administer its sport
2. be financially and operationally transparent and accountable to its members and to the corporation
3. adopt a budget and maintain accurate accounting records in accordance with accounting principles generally accepted in the United States of America (GAAP)
4. submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the corporation annually
5. post on its website its current bylaws and other organic documents, its IRS Form 990 for the three most recent years, and its audited financial statements for the three most recent years
6. satisfy such other requirements as are set forth by the corporation.

C. Athlete Safety

1. comply with all applicable athlete safety and child protection laws
2. comply with the policies and requirements of the USCSS
3. maintain and enforce an athlete safety program consistent with the policy(ies) and standards directed by the corporation
4. comply with the anti-doping policies of the corporation and with the policies and procedures of USADA
5. satisfy such other requirements as are set forth by the corporation

D. Sport Performance

1. maintain and execute on a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence, and in growing the sport
2. establish clear athlete, team, and team official selection procedures approved by a Designated Committee (as that term is defined in Section 8.5.1 below) and by the corporation, for Delegation Event teams as applicable, and timely disseminate such procedures to the athletes and team officials
3. effectively conduct, in accordance with such selection procedures, a selection process, including

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- any trials (as approved by the corporation), to select athletes for Delegation Event teams
4. competently and timely recommend to the corporation athletes, teams, and team officials for Delegation Event teams as applicable
5. maintain and implement effective plans for successfully training Delegation Event athletes
6. satisfy such other requirements as are set forth by the corporation

E. Operational Performance

1. demonstrate managerial capability to administer its sport
2. obtain and keep current insurance policies in such amount and for such risk management as appropriate
3. actively seek, in good faith, to generate revenue in addition to any resources that may be provided by the corporation, sufficient to achieve financial sustainability
4. maintain and enforce grievance procedures that provide for prompt and equitable resolution of grievances and fair notice and an opportunity for a hearing before declaring an individual ineligible to participate;
5. adopt a whistleblower and anti-retaliation policy;
6. cooperate with the corporation in preventing the unauthorized use of the names and trademarks of the corporation, the words "Olympic," "Paralympic" and "Pan American," and their derivatives, as well as their symbolic equivalents
7. satisfy such other requirements as are set forth by the corporation

F. Compliance with the USOPC and U.S. Center for SafeSport Policies and Procedures

As an NGB USAS shall adhere to the athlete safety rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the U.S. Center for SafeSport as that organization. The current safe sport rules, policies and procedures are available at the offices of USAS or on-line at the following website: www.safesport.org. USAS also shall adopt and maintain athlete safety policies and procedures consistent with the U.S. Center for SafeSport's rules, policies, and procedures, as they may be modified or amended from time to time. USAS current athlete safety rules, policies, and procedures are available at the offices of USAS or on-line at the following website: <https://www.usashooting.org/11-resources/safesport>.

G. Compliance with the USOPC and United States Anti-Doping Agency (USADA) Rules and Regulations

As an NGB, USAS shall adhere to the anti-doping rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(k) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations. The USOPC has designated USADA as that organization. The current anti-doping rules, policies and procedures are available at the offices of USAS or on-line at the following website: www.usada.org.

ARTICLE VI. USAS MEMBERSHIP

A. Membership

Membership in USA Shooting shall be open to all of the following:

1. Any individual who is an Amateur Athlete, coach, trainer, manager, administrator, official, or other individual active or interested in the Shooting Sports.
2. Any corporation, club, federation, union, association, or other entity organized in the United States (including a multi-sport or multi-purpose organization) that sponsors, arranges, or supports the Shooting Sports and/or conducts shooting related programs, any component of the Armed Forces that actively conducts programs or competitions in the sport of ISSF Shooting and WSPS Shooting in the United States, and any other organization or corporation that has an interest in developing the Shooting Sports in the United States.

B. Membership Application

A Person desiring to become a member of USA Shooting may become a member of USA Shooting by applying to the Membership Department of USA Shooting on the applicable forms or via the USAS website prepared for such purpose, and making payment to USA Shooting in an amount of the dues established under Article VII appropriate for the membership category.

C. Membership Rights

1. All memberships shall be non-voting. The foregoing shall not prevent voting rights to be accorded to specifically defined categories of individuals or organizations, as provided in these Bylaws.
2. Members shall have no ownership rights or beneficial interests of any kind in the property of USA Shooting.

D. Membership Categories

1. There may be multiple categories of membership to including but not limited to: Individual, Club, Supporting or Fan Club, Association or Corporation, Family, and such other categories as approved by the Board of Directors from time to time.
2. With respect to Individual membership, there shall be membership time/length categories including: Individual Annual, Individual Five-Year, Individual Life, and Individual Single Event.

E. Membership Requirements

It is the duty of individual members of USAS to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), the ISSF, the USOPC including the USOPC National Anti-Doping Policy, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the ISSF, the USOPC and USADA. Athlete members agree to submit to drug testing by the ISSF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that an individual member may have committed a doping violation, the member agrees to

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submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the ISSF, if applicable or referred by USADA.

It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, PSO or HPMO, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USAS, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all antidoping rules of WADA, the ISSF, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the ISSF and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the ISSF, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the ISSF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

Individual members of USAS must all abide by all policies and procedures of USAS, including but not limited to the U.S. Center for SafeSport Code.

F. Establishment of Policies and Procedures

Policies governing membership matters in connection with participation in competition and service to USA Shooting shall be governed by the following:

1. Subject to provisions pertaining to a Protected Competition, the Board may adopt policies and procedures from time to time requiring athletes, coaches, trainers, managers, administrators, and other officials and persons to be members of USA Shooting to participate in competitions sanctioned by USA Shooting and other activities supported by USA Shooting. These policies and procedures may provide exemptions from membership for certain classes of persons, including volunteers and juniors.
2. If a non-US citizen wishes to participate in competitions sanctioned by USA Shooting, then such person shall be eligible to compete in such competition. A USAS membership may be required of non-US citizens. Such person shall not be eligible to be named to the National Team or to obtain any US quota slots or to otherwise represent the United States until citizenship is obtained and such athlete obtains the proper release from his/her previous country and ISSF or WSPS as applicable. This membership exception, as applicable, carries no other membership benefits.
3. All members of the Board of Directors, Designated Committees, Other Committees, and their subcommittees, and officers of USA Shooting, must be or become members of USA Shooting within thirty (30) days of their election or appointment and as a condition of their eligibility for such position; no such person may vote or conduct NGB business until membership is obtained. Failure to join will be accepted as an act of voluntary resignation after the thirty (30) day period. Such persons must maintain their membership in good standing throughout their term of office.

G. Renewal

A person's membership may be renewed upon payment of the renewal dues and if such person meets the eligibility standards for membership.

H. Termination or Suspension

A violation of any of USA Shooting's rules, policies, or procedures, including but not limited to its SafeSport Policy and the rules, policies, and procedures of the U.S. Center for SafeSport, may result in termination or suspension of membership.

ARTICLE VII. DUES

There may be separate dues for the various categories of membership and other categories established from time to time by the Board, which shall fix the amount of dues for individual and organizational member categories of USA Shooting. Such dues shall be fixed on a reasonably equitable basis by the Board and shall reasonably reflect the rights and services that the member receives within the member classification and the needs of USA Shooting to accomplish its purposes. All persons who wish to be members of this Corporation shall be required to pay dues based on the membership category. Dues shall be due and payable as a prerequisite for admission to membership and as a prerequisite for any renewal. In the case of annual or other fixed term memberships, if the member fails to pay such renewal prior to the end of the term thereof, such member's membership shall automatically terminate at the end of the term. There will be no refund of membership fees paid. This applies to annual and partial payments for multi-year memberships. The assessment of dues shall not prevent charging fees for services, including fees in connection with competition and other services provided by, or under the direction of, USA Shooting.

ARTICLE VIII. RECOGNITION OF CERTAIN ORGANIZATIONS

A. Allied Shooting Sports Organizations

A nationwide affiliated national organization may apply or be designated as an Allied Shooting Sports Organization if it meets the following criteria: that such organization has as its principal purposes the regular conduct, development, sanction, and oversight of broad-based national level programs and/or competitions in the Shooting Sports in the United States, and meets such other criteria developed by USA Shooting from time to time. Such organizations shall be recognized as an Allied Shooting Sports Organization until the earlier of (i) it ceases to be an affiliated club or organization; or (ii) a determination by the Board that it no longer qualifies for such recognition; or (iii) the voluntary withdrawal of such recognition requested by such organization. An organization that has direct representation on the Board of Directors or which has obtained recognition as a Community Based Organization shall not be eligible for recognition as an Allied Shooting Sports Organization.

B. Community-Based Organizations

A nationwide affiliated national organization may apply or be designated as a Community-Based Organization if it meets the following criteria: that such organization regularly conducts, sponsors, and supports grassroots programs in the Shooting Sports and/or competitions and shooting-related programs

for the purpose of educating, instructing, and promoting awareness of and interest in, the Shooting Sports in conjunction with, or in addition to, its other programs, and a showing that such organization meets other criteria developed by USA Shooting from time to time. Community-Based Organizations may include but are not limited to the Boy Scouts of America, the American Legion, 4-H Clubs of America, the Veterans of Foreign Wars, and like organizations. For purposes of clarity, an organization otherwise qualified that does not meet the criteria for designation as a Community-Based Organization may become a recognized member of USA Shooting as an Affiliated Club or Organization. Such category shall not include any organization that otherwise (i) has direct representation on the Board of Directors or (ii) which as an organization is entitled to vote for a Director. Such organization shall be recognized as a Community Based-Organization until the earlier of (i) it ceases to be an Affiliated Club or Organization; or (ii) a determination by the Board that it no longer qualifies for such recognition; or (iii) the voluntary withdrawal of such recognition requested by such organization. An organization that has direct representation on the Board of Directors shall not be eligible for recognition as a Community-Based Organization.

ARTICLE IX. TERMINATION OR SUSPENSION OF MEMBERSHIP

Any member, whether individual or otherwise, who violates any of the provisions of these Bylaws, any rule, policy or procedures of USA Shooting, including a violation of U.S. Center for SafeSport Code, safety or competition rules of a sanctioned competition or which otherwise acts in a manner substantially detrimental to the purposes and interests of USA Shooting, may, after notice of such violation is given to such member and an opportunity for a hearing is afforded in accordance with the procedures outlined in Article XX of these Bylaws, have their membership terminated or suspended on a temporary or permanent basis by a Hearing Panel convened pursuant to the procedures outlined in Article XX of these Bylaws. USA Shooting may retain jurisdiction over any member who has pending financial obligations or pending grievances against him/her, regardless of the status of membership.

ARTICLE X. GENERAL MEMBERSHIP MEETINGS

A. General Meetings

There may be one or more general meetings of the members for the purposes of providing an opportunity for the membership to openly communicate in a group forum with staff and management, providing direct input to USA Shooting, disseminating information, and soliciting nominations for athlete representative elections, as needed. At the discretion of the Board or as may be delegated to staff, such general meetings can be held in one or more locations at appropriate times and occasions, such as at the various National Championships as described in Section B below. At the general meeting or meetings, the staff at such meeting will solicit comments, recommendations, and concerns from the membership to assist in the formulation of policy, the development of procedural guidance, and to clarify existing policies and procedures as necessary.

B. Place of Meeting

In order to provide maximum athlete and member representation and participation, the general meeting or meetings of the members will be held electronically or at the place and time of each National Championship for ISSF Shooting and WSPS Shooting competitions sponsored by USA Shooting, unless

otherwise designated by the Board.

C. Dates and Times

The specific dates, times, and places for the general meeting or meetings shall be fixed by the Board unless otherwise designated above. The dates and locations of such general meetings shall be announced in the standard publication of USA Shooting prior to the date for such meeting. Any member may submit a request to place an item on the agenda to be discussed at such meeting to the Executive Director at least 10 days prior to the meeting.

D. Additional Requirements

If the National Championships for ISSF Shooting and WSPS Shooting competitions sponsored by USAS are held at different locations, a general membership meeting may be held at each such location.

E. Director Attendance

Directors can contribute much to the discussions and membership meetings and are highly encouraged but not required to attend.

F. Certain References

The general membership meeting or meetings does not constitute a “meeting” of the Board of Directors as defined in Article XI, Section D or E.

G. Special Meetings

Special meetings of the members may be called by the Chair, and must be called by the Chair when requested by a majority of the Board, in each case on forty-five (45) days prior written notice to the members, as publicly announced in the news publication of general circulation of USA Shooting.

ARTICLE XI. BOARD OF DIRECTORS

A. Number and Qualifications

The number of Directors shall be twelve (12) individuals, elected or appointed as provided in this Article. The Directors shall be natural persons at least 18 years of age and shall be selected without regard to race, color, religion, national origin, or sex, except that the Board shall have reasonable representation of both males and females on the Board of Directors for Athlete Directors from the separate male and female sports programs of USAS. The Directors need not be residents of the State of Colorado. Each Director must be a member of USA Shooting throughout the entire term of service on the Board. No employee of USA Shooting may be a voting Director of the Board.

B. Athlete Directors

The Board shall include among its voting Directors four (4) athletes , constituting at least thirty three point three percent (33.3%) of the voting Directors of the Board and representing all USAS Disciplines. At least twenty percent (20%) of the board voting members must be NGB 10 Year Athlete representatives. The remaining athlete representatives that bring total athlete representation to 33.3% must be either NGB 10

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Year or NGB 10 Year+ Athlete representatives. Additionally, at least half of all athlete representatives must have attained 10 Year or 10 Year+ Athlete eligibility by competing in an event that is on a Delegation Event program at the time of their election.

The athlete members shall consist of: one (1) - the Team USA Athletes' Commission representative, and (ii) three (3) USAS Discipline representatives from the styles other than that of the Team USA Athletes' Commission representative's style (e.g., if the Team USA Athletes' Commission representative comes from the pistol discipline, the other representatives will be from shotgun, rifle and para). The Team USA Athletes' Commission alternate shall be a non-voting ex officio member of the Board.

C. Term and Term Limits

1. Term. Each Director shall hold office for a term of four (4) years (unless otherwise specified in these Bylaws), or until such Director's successor has been elected or appointed, qualified, and seated. A Director's term shall end on December 31 of a year and new Director's term shall begin on January 1 of the following year.
2. USAS shall nominate and elect a successor Director within sixty (60) days of the end of a Director's term, or by the next regularly scheduled meeting of the Board, whichever is earlier. A Director therefore shall hold office for a maximum of sixty (60) days beyond the end of his or her four (4) year term to permit time for USAS to identify and elect a successor Director. USAS shall also nominate and elect a successor Director within sixty (60) days of the date of a Director's resignation, removal, incapacity, disability or death, or, at the latest, shall elect a successor Director at the next regularly scheduled Board meeting.
3. Term Limits. A Director may serve a maximum of two (2) consecutive full terms. After a four (4) year gap, the individual shall be eligible for re-election to the Board.
4. When a Director is elected/selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a Director, and the remaining term is for two (2) or more years, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, the Director may serve one additional four (4) year term immediately following the two (2) year term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term. Thus, the Director shall be able to serve two (2) additional four (4) year terms following completion of the filled vacancy term.

D. General Purposes

The Board of Directors shall have ultimate authority over the business, policies, affairs, and activities of USA Shooting, including, but not limited to, the authority to:

1. Elect the Officers of USA Shooting and to remove the same for cause.
2. Enact, amend, or repeal provisions of the Articles of Incorporation or the Bylaws.
3. Receive and review the reports of the CEO, Designated Committees, Other Committees, and task forces.
4. Select, compensate, evaluate, and may terminate the CEO.
5. Upon the recommendation of the Audit Committee, selects an independent auditors.
6. Review and approve annual budgets.
7. Oversee USAS' financial reporting process and financial activities throughout the fiscal year.
8. Review and approve financial statements, the audited financial statements, financial and control policies and annual reports.
9. Approves the capital structure, financial strategies, borrowing commitments, and long-range

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financial planning.

10. Review and approve USAS' strategic plan, annual operating plans, business plans, and corporate performance.
11. Focus on long-term objectives and impacts rather than day-to-day management, empowering the CEO to manage a staff-driven organization with effective Board oversight.
12. Ensure that USAS adopts and maintains athlete safety rules, policies, and procedures comply with the requirements of the USOPC and U.S. Center for SafeSport.
13. Take such other action as is customary for a board of directors of a nonprofit, tax-exempt organization and National Governing Body.

E. Regular Meetings

The Board shall meet at least four (4) times each year. Such meetings may consist of regular or special meetings. The Board of Directors may provide, by proclamation, the time and place, either within or without the state, for the holding of regular meetings without notice other than such proclamation. Electronic meeting formats, such as web conference, teleconference, or telepresence calls may be substituted for in-person meetings.

F. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Chairman or any four (4) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them. Notice of any special meeting shall be given at least five (5) days prior to the date of the meeting. Such notice may be given by written notice delivered by mail or via electronic delivery sent to each Director. Any such notice is to be delivered by an accountable means to verify delivery. Electronic meeting formats, such as web conference, teleconference, or telepresence calls may be substituted for in-person meetings.

G. Waiver of Notice, Business

Any Director may waive notice of any meeting and the attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. At any regular or special meeting, any and all business may be conducted, provided, however, that the business to be transacted and the purpose of any regular or special meeting of the Board of Directors shall be generally set forth, to the extent practical, in the notice or waiver of notice or agenda of such meeting. The failure to adequately set forth the same shall not render any actions invalid.

H. Quorum

A majority of the Directors entitled to vote, represented in person or by telephonic participation, shall constitute a quorum at any meeting of the Board. If less than a majority of the Directors entitled to vote is represented at a meeting, a majority of the Directors so present may adjourn the meeting from time to time without further notice but may not transact any business until a quorum has been secured. At such an adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the meeting as originally notified. The Directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. Except as provided in Section AA of this Article relating to the Team USA

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Athletes' Commission representative and Athlete Alternates, proxy votes shall not be allowed.

I. Transacting Business by Mail, Electronic Mail, Telephone, or Facsimile

The Board of Directors shall have the power to transact its business by postal service mail, electronic transmission, telephone, or facsimile in accordance with the provisions of Section EE of this Article. A Director may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

J. Manner of Acting

The act of the majority of the Directors present at a meeting at which a quorum has been established shall be the act of the Board of Directors. Each Director shall have one (1) vote on all matters submitted to the Directors.

K. Actions Effective

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

L. Minutes of Meetings

The minutes of meetings of the Board of Directors shall be distributed within sixty (60) days of the adjournment of such meeting to the members of the Board or committee members entitled to be present at such meeting. Such minutes shall be approved by the Directors via email and once approved, other than matters addressed in executive session, shall be published on the official USA Shooting website and made available upon request of any member through the offices of USAS at a nominal cost for copying.

M. Board Composition and Staggered Board

For purposes of continuity, the Board of Directors shall be divided into two (2) Divisions, summarized as follows:

1. Summary Table:

| DIVISION ONE: Term runs year 1-4 of the Quadrennium | REPRESENTING |
|--|---|
| 2 Directors | USOPC ACC Rep and Discipline Rep for Pistol and Para if USOPC Rep is not a Pistol or Para athlete |
| 1 Director | Coaches and Officials |

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| | |
|---|--|
| 1 Director | Advisory Council or USAST Foundation |
| 2 Directors | Independent |
| Division Two: Term runs year 3 of the Quadrennium through year 2 of the next Quadrennium | REPRESENTING |
| 2 Directors | Athlete USAS Discipline Reps: Shotgun and Rifle if USOPC AAC is not a Rifle or Shotgun athlete |
| 1 Director | Senior ISSF Representative |
| 2 Directors | Independent |
| 1 Director | Club/CTC Representative |

2. Division One. The term of each Division One Director shall commence upon such person being qualified and seated under Section O., at the first meeting of the Board in Year 1 of the Quadrennium and shall end at the seating of their replacement at the first Board meeting in Year 1 of the next Quad. The term of the AAC Representative will commence January 1 of Year 1 of the Quadrennium and shall end December 31 of Year 4 of the Quad. Division One shall consist of the following Directors:
 - a. A Director elected as the USOPC AAC Representative under Section M. below and up to two (2) USAS AAC Discipline Representatives (Para or Pistol) not from the same Discipline as the USOPC AAC Representative.
 - b. A Director elected by the USAS Coaches & Officials under Section M. below.
 - c. One Director from the Advisory Council or USAS Team Foundation as chosen by the Board of Directors.
 - d. Two Independent Directors designated as the Division One Directors under Section N. below.

The term of each Division One Director shall commence upon such person being qualified and seated under Section O., at the first meeting of the Board in Year 1 of the Quadrennium and shall end at the seating of their replacement at the first Board meeting in Year 1 of the next Quadrennium. The term of the AAC Representative will commence January 1 of Year 1 of the Quadrennium and shall end December 31 of Year 4 of the Quad.

3. Division Two. The term of each Division Two Director shall commence upon such person being qualified and seated under Section O., at the first meeting of the Board in the Year 3 of the

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Quadrennium and shall end at the seating of their replacement at the first Board meeting in Year 3 of the next Quadrennial. Division Two shall consist of the following Directors:

- a. Up to two (2s) USAS AAC Discipline Representatives (Rifle and Shotgun) not from the same Discipline as the USOPC Representative.
- b. A Director representing USAS member Club/CTCs, as determined under Section below.
- c. The senior USAS representative to the ISSF as outlined in Section M. below.
- d. Two Independent Directors designated as the Division Two Independent Directors under Section N. below.

N. Composition, Election and Appointment Procedures

1. USAS shall ensure election procedures are consistently followed and will provide for elections that are free of conflicts of interest and only allow participation among eligible voters.
2. Team USA Athletes' Commission Representative. The Team USA Athletes' Commission representative and alternate will be elected in accordance with the USOPC Team USA Commission Bylaws and the provisions of Article XV of these Bylaws. In the event of any inconsistency between the two the USOPC Team USA Commission Bylaws shall prevail. Detailed election procedures are outlined in the USA Shooting Policies and Procedures. In the event of a conflict between the Policies and Procedures and these Bylaws, the Bylaws take precedence.
3. USAS AAC Representatives. USAS AAC Discipline representatives and alternates will be elected in accordance with the provisions of Article XV of these Bylaws. Detailed election procedures are outlined in the USA Shooting Policies and Procedures. In the event of a conflict between the Policies and Procedures and these Bylaws, the Bylaws take precedence.
4. Team USA Athletes' Commission alternate and USAS AAC alternates shall not be deemed to be Directors unless he or she fills a vacancy as provided in Section V below, in which case such person shall have a proxy to act on behalf of the regularly appointed Director in his or her absence.
5. In the event that any such Director is elected as the Team USA Athletes' Commission representative for Shooting, such Director position elected pursuant to the foregoing procedure shall be declared as unfilled, if such election occurs prior to the seating of such Director, or shall be declared as vacant, if such person has been seated. In either such case, a written or electronic ballot shall be prepared listing the other nominees who were originally nominated at the original election and submitted by mail or electronically to the athletes who were originally eligible to vote in the discipline that elected such person (whether or not such persons voted at that time), and a new vote by such written or electronic ballot shall be taken to elect a person to fill that position within thirty (30) days after such person has been elected as the Team USA Athletes' Commission member.
6. Coaches and Officials Representative. The Director representing coaches and officials is selected by written or electronic ballot of the coaches and officials who are members of USA Shooting. Such selection shall be made in accordance with the following procedures: A call for candidates shall be placed on the USAS website and in the USAS official publication in Year 4 of the Quad. The Nominating and Governance Committee will review candidate information that is submitted and shall nominate up to five (5) persons, all of whom must be coaches or officials, and no fewer than one (1) of whom shall be a coach and one (1) of whom shall be a USAS licensed official. The Board of Directors shall elect the new director from the candidates recommended by the nominating and governance committee.

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7. USAS Club/CTC Representative. A call for candidates shall be placed on the USAS website and in the USAS official publication in Year 2 of the Quad. The Nominating and Governance Committee will review candidate information that is submitted and shall nominate up to five (5) persons. The Board of Directors shall elect the new director from the candidates recommended by the nominating and governance committee.
8. A solicitation for candidates will be made via electronic means to USAS member club/CTCs. The Nominating and Governance Committee will select three (3) nominees for election by the member clubs. USAS will conduct an election by postal service or electronic means. Current club/CTC membership is required for eligibility. The name of the elected Club/CTC Representative Director will be published to the membership.
9. Senior ISSF Representative. The senior ISSF Representative shall be an eligible Senior USAS representative to the ISSF, as determined by ISSF position (i.e., Executive Committee, Administrative Council, Section Committee) or, if necessary, by the seniority in years of service as an ISSF official. The Board of Directors shall appoint such individual to the Board.
10. Independent Directors. The Independent Directors (defined in Article XI.N. below) shall be elected by the Board in accordance with the procedures set forth in Section N below.

An organization that otherwise meets more than one (1) category for voting shall only be entitled to vote for one (1) Director regardless of Division. The foregoing shall not act to restrict the right of athletes to vote for the Discipline representatives, the USAS AAC representative, or the Team USA Athletes' Commission representative.

O. Independent Director Selection Procedures

1. The selection of Independent Directors will be as follows: Not later than September 1 of the last year of the Quadrennium two (2) Division One Independent Director positions and not later than September 1 of Year 3 of the Quadrennium for the two (2) Division Two Independent Directors, the Nominating and Governance Committee will solicit nominees from members of the Board and a general solicitation to the public, the membership of USA Shooting via the USAS website and official publication, and other relevant sources, to fill the Independent Director positions to be vacated at the first Board meeting of such next calendar year. Special emphasis will be given to solicit and select Independent Directors who will measurably add to the breadth and scope of the Board and whose skills, abilities, and potential value are not already adequately represented on the Board or anticipated to be on the Board as a result of the next seating of Directors. The Nominating and Governance Committee shall solicit and vet candidates and propose a slate of nominees to the Board for election at the fall meeting of the Board.
2. To serve as an Independent Director, a person must meet the requirements for independence as enumerated below. The Nominating and Governance Committee shall affirmatively make a determination as to the independence of each Independent Director and disclose those determinations. An "independent director" shall be determined to have no material relationship with USAS, either directly or through an organization that has a material relationship with USAS. A relationship is "material" if, in the judgment of the Nominating and Governance Committee, it would interfere with the director's independent judgment. To assist it in determining whether a director is independent, the guidelines set forth below are adopted, which shall be applied on a case-by-case basis by the Nominating and Governance Committee.
3. An individual shall not be considered independent if, within the preceding two (2) years:
 - a. The individual is/was employed by or held any governance position (whether a paid or

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- volunteer position) with USAS, the ISSF, the WSPS, or any sport family entity of shooting.
- b. An immediate family member of the individual is/was employed by or held any governance position (whether a paid or volunteer position) with USAS, the ISSF, the WSPS, or any sport family entity of shooting.
 - c. The individual was affiliated with or employed by USAS's outside auditor or outside counsel.
 - d. An immediate family member of the individual was affiliated with or employed by USAS's outside auditor or outside counsel as a partner, principal, or manager.
 - e. The individual was a member of the USAS AAC or any constituent group with representation on the board.
 - f. The individual was a member of any constituent group with representation on the Board of Directors.
 - g. The individual receives or received any compensation from USAS, directly or indirectly.
 - h. The individual is/was an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USAS.
 - i. The individual is/was the parent or close family member or coach of an athlete that has competed in a Protected Competition; or
 - j. The individual is/was a member of the USAS in a membership category that participates in Protected Competitions.
4. Individuals serving as an independent member of an USSA committee may continue to be considered as having an independent perspective if they stand for election/selection to a board seat reserved for a member with an independent perspective following committee service without stepping away from the NGB for two years if they have continued to meet all other criteria for an independent perspective.
 5. The Independent Director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term, with exceptions related to their service on the board.
 - a. An independent member is excepted from the requirement prohibiting them from holding any governance position with USAS or the ISSF, provided the only governance position they hold is their board position or related to their board position (e.g., a board member does not lose their independence as a result of serving successive terms or serving as a board liaison to the ISSF).
 - b. A serving independent member is excepted from the requirement prohibiting them from accepting any payment from USAS, provided that all payments received are reimbursements for approved expenses reasonably incurred as part of their board duties.

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

P. Seating of New Directors

Seating and the commencement of the term of all new Directors, other than those which are appointed to fill a vacancy as provided in Section V below, shall be conducted in accordance with the following procedure: The newly elected or appointed Directors shall be seated, and each such person's term shall

then commence, upon the seating of the new replacement Directors pursuant to the agenda. The replaced Directors' terms shall end at the last regular or special meeting in the year of seat election. The replaced Directors will be ceremonially retired at the last regular or special meeting of the previous year, but their terms will not officially end until their replacements are formally seated at the next meeting.

Q. Failure to Elect

If any organization or group entitled to appoint or elect a Director has not, within the time period established by these Bylaws for the appointment of replacement Directors, properly appointed a Director to fill such vacancy, then the following procedure shall apply: The CEO will solicit nominees from among such organization or group that in the judgment of the CEO provide a representative cross section of the interests represented by such organization or group. The names and qualifications of each nominee will be forwarded to the Nominating and Governance Committee which will, within forty-five (45) days following receipt of the nomination packages, make a recommendation to the Board. A ballot of the Board shall be taken within thirty (30) days following the nominating committee's recommendation and the person with the highest number of votes shall be deemed elected as the Director for such position and such person shall be seated under the procedures in Section O above. Such position shall be seated for the original and remaining term of such position.

R. Board Orientation

A Board orientation shall be required for all new Directors, which shall include but not be limited to fiscal, managerial, and legal responsibilities of a Director, compliance with the Amateur Sports Act and the USOPC Bylaws, and corporate responsibilities. Such orientation shall be accomplished via a live orientation, with written materials prepared by the staff. Each Director must complete such training and verify that they have read and are familiar with the orientation materials. To the maximum extent practical, the orientation is to be accomplished immediately prior to the first Board meeting at which such new Director attends.

S. Open Meetings and Executive Sessions

Ordinarily, all meetings of the Board of Directors shall be open to USA Shooting members and guests. In the event the Chair of the Board, with the consent of a majority of the Directors in attendance, deems it appropriate to (i) exclude members at an open meeting for any reason, then the Chair may 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 matters, then the Chair may specifically designate and call an executive session. Persons attending a meeting who are not Directors shall have no voice or vote, provided, however, that voice may be given by the Chair or by majority vote of the Board of Directors.

T. Board Officers

The Board shall have officers of the Board for the purpose of conducting Board business, which officers will be a Chair of the Board of Directors, a Vice-Chair, and a Treasurer. Such officers of the Board of Directors shall be the same persons as elected as the principal officers of USA Shooting holding their respective offices under Article XIII. There shall also be a Secretary who is appointed by the Board under Article XIII, Section A.2.

U. Dual Directorships Forbidden

If an individual is named to two (2) or more positions on the Board of Directors, the individual shall be entitled to hold only one such position, to be chosen by the Board of Directors in absence of a contrary provision of these Bylaws. The other positions shall be declared vacant and filled in accordance with Section V.

V. Vacancies

Vacancies among the Directors of the Board of Directors that occur during the regular term of any Director, whether as a result of resignation, death, expulsion, or otherwise, shall be filled upon written notice of the new nominee to the Secretary by the organization or organizations represented by the vacancy. If such vacancy is not filled within forty-five (45) days after notice is given to such organizations, then such vacancy may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum, except those involving a Representative/Director elected by the athletes for the Team USA Athletes' Commission or USAS AAC representative Director positions, which may only be filled by the alternate who will serve out the remaining term of office. A vacancy in any officer position occurring for any reason during the Quadrennium period shall be filled by vote of the Board at its next meeting. Any Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of such Director's predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next election of Directors for which such Directorship is standing for reelection.

W. Attendance and Removal

By accepting the position of Director, the commitment and obligation to attend each meeting of the Directors is accepted and assumed. It is realized that absences may occur from time to time and reason for such absence is to be provided to the Chair in advance of the meeting. Directors shall be expected to attend in person or by telephonic participation, all regularly scheduled Board meetings, though for exigent circumstances a Director may participate in a meeting by telephone. Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board meetings in any twelve (12) month period.

Directors shall be removed by the Board if they fail to attend at least one half (1/2) of the regular meetings of the Board during any twelve (12)-month period, unless they are able to demonstrate to the other Directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent Directors shall be removed by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent Director). Directors shall also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Directors 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 Director in question). Directors shall also be removed without cause at any duly noticed meeting of the Board, upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question). The position held by such Director shall be declared vacant upon such removal.

X. Excused Absences

Notwithstanding any other provision of these Bylaws, the Director elected as USAS AAC athlete representative and the Director holding the position as the Team USA Athletes' Commission representative shall have the right to designate their alternates to the Chair as proxy to act on their behalf and in their

stead for all purposes, including Board of Directors and all committee meetings. Such proxy shall be in a form as provided by the Secretary and the presence and acts of such proxy shall be deemed to be the presence of such Director for all purposes, including establishment of a quorum and voting.

Y. Alternate Directors

Only the USAS AAC Athlete Representative Directors and the Team USA Athletes' Commission Representative are authorized substitute representation by their elected positions as authorized in these Bylaws.

Z. Presiding Authority

The Chairman of the Board shall preside over the meetings of the Board of Directors and in such person's absence the Vice-Chair of the Board shall preside. In the absence of both, the Directors present shall choose a presiding officer by majority vote.

AA. Reimbursement of Expenses

Reasonable and necessary business expenses for all Directors and advisors to the Board in order to attend meetings shall be borne by USA Shooting, to be reimbursed in accordance with its travel reimbursement policy in effect.

BB. Questions of Order

Questions of order shall be decided by the presiding officer of the meeting in accordance with the most recent edition of Robert's Rules of Order, except that in the event of a conflict between these Bylaws and Robert's Rules of Order, these Bylaws shall prevail. A motion to table will be debatable, but within the limit of time fixed by the presiding authority.

CC. Loans Prohibited

No loans shall be made by USA Shooting to its Directors or officers.

DD. Action Without a Meeting

1. Director Action. Any action required or permitted by Articles 121 to 137 of the Colorado Revised Nonprofit Corporation Act to be taken at a board of directors' meeting may be taken without a meeting if notice is transmitted in writing to each member of the Board and each member of the Board by the time stated in the notice: (a) votes in writing for such action; or (b) votes in writing against such action, abstains in writing from voting, fails to respond or vote, and fails to demand in writing that action not be taken without a meeting.
2. Notice. The notice required by section (a) shall state: (i) the action to be taken; (ii) the time by which a Director must respond; and (iii) that failure to respond by the time stated in the notice will have the same effect as: (x) abstaining in writing by the time stated in the notice, and (y) failing to demand in writing by the time stated in the notice that action not be taken without a meeting; and (z) any other matters the corporation determines to include.
3. Votes. Action is taken under C.R.S. 7-128-202 only if, at the end of the time stated in the notice transmitted pursuant to Section (a): (i) the affirmative votes in writing for such action received by USAS and not revoked pursuant to Section (e) equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in

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office were present and voted and (ii) USAS has not received a written demand by a Director that such action not be taken without a meeting other than a demand that has been revoked pursuant to Section 5.

4. Waiver. A Director's right to demand that action not be taken without a meeting shall be deemed to have been waived unless USAS received such a demand from the Director in writing by the time stated in the notice transmitted pursuant to section (a) and such demand has not been revoked pursuant to Section 5.
5. Revocation of Writing. Any Director who in writing has voted, abstained, or demanded action not be taken without a meeting pursuant to C.R.S. 7-128-202 may revoke such vote, abstention, or demand in writing received by USAS by the time stated in the notice transmitted pursuant to Section 1.
6. Effective Date of Action Taken. Unless the notice transmitted pursuant to Section (a) states a different effective date, action taken pursuant to C.R.S. 7-127-202 shall be effective at the end of the time stated in the notice transmitted pursuant to Section 1.
7. Written Description of Action Taken. A writing by a Director under C.R.S. 7-128-202 shall be in a form sufficient to inform USAS as to the identity of the Director, the vote, abstention, demand, or revocation to which it relates. All communications under C.R.S. 7-128-202 may be transmitted or received by USAS by electronically transmitted facsimile, e-mail or other form of wire or wireless communication. For purposes of C.R.S. 7-128-202, communications to USAS are not effective until received.
8. Effect of Action Taken. Action taken pursuant to C.R.S. 7-128-202 has the same effect as action taken at a meeting of Directors and may be described as such in any document
9. Signed Written Instruments. All writings made pursuant to C.R.S. 7-128-202 shall be filed with the minutes of the meetings of the Board of Directors.

EE. Compensation

The Directors shall not receive compensation for their services as a Director, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USAS' policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USAS in any other capacity. Athlete Directors, however, shall be entitled to obtain compensation from USAS in connection with their capacity as athlete, including all benefits to which all Elite Athletes are eligible. USAS shall also cover the costs and expenses of Athlete Directors who travel to a meeting of the Board of Directors held in-person.

FF. Personal Liability

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

GG. Patronage

No member of the Board of Directors may be related to another member of the Board of Directors, nor may any member of Board of Directors be an employee or employer of another member of the Board of Directors.

ARTICLE XII. COMMITTEES

A. Designation of Committees

USAS shall have the following Designated committees:

1. Finance and Compensation Committee
2. Audit Committee
3. Nominating and Governance Committee
4. Ethics Committee
5. Judicial Committee
6. Selection Committee

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).

B. Athletes’ Advisory Committee

In addition to Designated Committees, there shall be a USAS Athletes’ Advisory Committee (USAS AAC). This Committee shall consist of ten (10) members: the Discipline representatives and alternates from the Rifle, Pistol, Paralympic, and Shotgun Disciplines and the Team USA Athletes’ Commission Representative Director and alternate. The USAS AAC shall serve in an advisory capacity to the Board of Directors in order to broaden communications between USA Shooting and athletes as well as to serve as a source of opinion and advice to the Board of Directors with regard to both current and contemplated policies of USAS. The USAS AAC shall hold meetings at such times as called by the Chair of the USAS AAC. The Chair of the USAS AAC shall be selected from among the elected internal AAC members.

C. Advisory Council

There shall be a USAS Advisory Council. The Advisory Council shall consist of representatives from USAS constituent groups that may include Allied Shooting Sports Organizations and Community Based Organizations, as well as individuals that bring resources to USAS for the benefit of USAS. The size of the Advisory Council shall be determined by the Board of Directors. Members of the Advisory Council will be appointed by the Board of Directors. The chair of the Advisory Council shall be elected by the members of the Advisory Council.

D. Ad Hoc, Task Force and Special Committees

The Chair of the Board and CEO may appoint, subject to approval of the Board, such other ad hoc or special committees as may be necessary from time to time. Such committees are not authorized to commit or bind the organization. Recommended actions will be presented to the Board of Directors for final approval and action.

E. Appointment

Other than for the USAS AAC, and except as stated in the relevant committee structure, USAS committee members will be nominated by the Nominating and Governance Committee and appointed by the Board, and the Board Chair shall appoint committee chairs with confirmation by the Board. The Board Chair shall

also appoint any ad hoc committees or task force, and the chairs of such ad hoc committees or task force.

F. Number of Committee Members

Composition of the membership on Designated Committees shall be as set forth below. Other Committees shall be of the minimum number and size that is reasonable to permit both conduct of the sport and appropriate governance.

G. Athlete Representation on Committees

Athlete representatives shall equal at least thirty three point three percent (33.3%) on all USAS Committees and other governing boards.

1. Athlete representatives on Committees may be 10 year Athletes or 10 Year + Athletes and/or Actively Engaged Athletes, in the percentages listed below.
 - a) Designated Committees - At least half of these athlete representatives must be 10 Year Athletes. The remainder may be either 10 Year or 10 Year+ Athletes.
 - b) Designated Committees which prepares, approves or implements the selection of athletes, coaches, and/or staff for IPC-recognized event, or Para sport Protected Competitions, at least half of the athlete representatives must have gained eligibility through a Para sport event.
 - c) Other Committees – USAS Actively Engaged Athlete representatives must equal at least 33.3% of the composition of the committee.
2. Selection of Athlete Representatives to Designated Committees: The USAS AAC and the USAS' Nominating and Governance Committee must jointly develop a process to identify and vet candidates to serve as the USAS 10 Year and USAS 10 Year+ Athlete representatives. Following the vetting process, the athlete representatives (10 Year and 10 Year+) to the USAS' Designated Committees must be selected by the USAS AAC from the vetted candidates.
3. Selection of Actively Engaged Athlete Representatives. The USAS AAC and the USAS' Nominating and Governance Committee must jointly develop a process to identify and vet candidates to serve as Actively Engaged Athlete representatives. Following the vetting process, all athlete representatives to USAS's Other Committees must be selected by the USAS AAC from the vetted candidates.

H. Term and Term Limits

Committee members will serve a term of two (2) years, with a limitation of two (2) consecutive terms. 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.

I. Duties

In addition to duties outlined below, the duties of each committee shall be as assigned by the appropriate appointing authority, subject to the overall authority of the Board of Directors. All ad hoc or task force

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committees must have a specific objective, a specific deliverable, and a term. All committees will record minutes which should be completed within thirty (30) days that will include the date of the meeting, whether the meeting was conducted telephonically or in person, a listing of participants, conflict of interest disclosures, detail of motions made, actions taken, and recommendations to the Board.

1. Finance and Compensation Committee:

- a. The Finance and Compensation Committee shall consist of three (3) voting persons. The USAS Treasurer shall serve ex-officio, without a vote, of this Committee. One voting member of this Committee shall be a 10 Year Athlete, selected by the USAS AAC. The other two (2) voting members must be a person with financial expertise, and be, appointed by the Board of Directors.
- b. The Chair of the Committee shall be elected by and from the members of the Committee.
- c. This Committee shall (i) review and approve a financial policy and procedures, (ii) investigate matters of fiscal controls and disclosure and such other matters as directed by the Board, (iii) review financial statements with the USAS Controller and report to the Board, (iv) oversee short and long term investments, (v) review and provide recommendations for CEO compensation, (vi) provide oversight and guidance to the CEO for employee benefits, and (vii) perform other duties as assigned by the Board or President.

2. Audit Committee:

- a. The Audit Committee shall be composed of three (3) voting person. One voting member of this Committee shall be a 10 Year Athlete, selected by the USAS AAC. The other two (2) voting members must be appointed by the Board of Directors. No member of the Audit Committee will also be a member of the Finance Committee.
- b. The Chair shall be appointed by the Board of Directors and have significant financial expertise;
- c. This Committee shall (i) recommend independent auditors; (ii) review the independent audit report and IRS form 990; (iii) review the independent auditor management letter and recommend action as needed; and (iv) investigate matters of financial controls and disclosure and such other matters as directed by the Board.

3. Ethics Committee:

- a. The Ethics Committee shall be composed of three (3) voting persons , none of whom are Directors. One voting member of this Committee shall be a 10 Year Athlete, selected by the USAS AAC. The other two (2) voting members must be persons appointed by the Board of Directors.
- b. The Chair of this Committee shall be appointed by the Board of Directors.
- c. This Committee shall (i) review and approve a code(s) of conduct, ethics, safe sport, background check and conflict of Interest policy, (ii) review and oversee implementation of and compliance with Codes of Conduct and Ethics for Board, officers, committee and task force members, staff, and volunteers, and report all ethical issues to the Board; (iii) oversee the USAS SafeSport program; (iv) review and oversee that conflict of interest policies are implemented; including an annual disclosure of potential conflicts of interest (v) review and investigate matters of ethical impropriety and make recommendations on such matters to the Board; and (vi) perform other duties as assigned by the Board or the Chair.

4. Judicial Committee:

- a. The Judicial Committee shall consist of five (5) voting persons. Two (2) voting member of

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this Committee shall be a 10 Year or 10 Year+ Athletes, so long as at least 50% of the athletes are 10 Year Athletes, selected by the USAS AAC. The other three (3) voting members must be appointed by the Board of Directors. No Director may serve on the Judicial Committee.

- b. The Chair of this Committee shall be appointed by the Board of Directors.
 - c. This Committee shall (i) review and approve a grievance policy, (ii) generally administer the adjudication of complaints, grievances and right to compete matters as outlined in these Bylaws; (iii) identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels; (iv) hear and render a decision or appoint a hearing panel to hear and render a decision, on complaint, grievance, and disciplinary matters; and (v) perform other duties as assigned by the Board.
5. Nominating and Governance Committee:
- a. The Nominating and Governance Committee shall consist of five (5) voting persons. Two (2) voting members of this Committee shall be a 10 Year or 10 Year+ Athletes, so long as at least 50% of the athletes are 10 Year Athletes, selected by the USAS AAC. The other three (3) voting members must consist of (ii) two (2) independent individuals who are not directors; and (iii) one (1) member of the Board of Directors elected by the board.
 - b. Members of the Nominating and Governance Committee shall not be considered for nomination to an open Board position (excepting those Nominating and Governance Committee members already on the Board who may be considered for a second term of service on the Board and/or any athlete representative elected to the Board) or to any other USAS staff position, for a period of one year after their service on the Nominating and Governance Committee ends. Member of the Nominating and Governance Committee may serve on another Designated or Other Committee.
 - c. The Chair of the Nominating and Governance Committee will be appointed by the Chair of the Board.
 - d. This Committee shall (i) ensure a procedure to identify and vet prospective candidates for Director, officer, and committee positions; (ii) consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest, nepotism, violations of code(s) of conduct, or other problematic background issues; (iii) review the USAS Bylaws and other relevant governance policies of USA Shooting on an annual basis and review proposed changes to governing documents and provide recommendations to the Board; (iv) develop recommendations to the Board for a self-evaluation process; and (v) perform other duties as assigned by the Board.
6. Selection Committee:
- a. As committee dealing with the selection of athletes to international events/protected competitions is also a Designated Committee, such committee shall include at least three (3) voting members.
 - b. This Committee shall (i) review selection procedures, (ii) provide recommendations for the enhancement of such procedures; and (iii) ultimately recommend such procedures for approval to the Board.

J. Patronage

No member of a committee may be related to another member of the same committee, nor may any member of a committee be an employee or employer of another member of the same committee.

K. Quorum

A majority of the members of a committee represented in person or by telephonic participation shall constitute a quorum at any meeting of the committee. If less than a majority of such members are represented at a meeting, a majority of the members so present may adjourn the meeting but may not transact any business until a quorum has been secured. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. As set forth in Article XI.W., except in the case of certain Athlete Directors on Committees, proxy votes shall not be allowed. The vote by the majority of the members present at a duly constituted meeting shall constitute the actions of the committee.

L. Attendance

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

M. Resignation, Removal, and Vacancies

Committee or task force members may be removed by the Board if they fail to attend more than one half (1/2) of the regular committee or task force meetings during any twelve (12) month period, unless they are able to demonstrate to the Directors of the Board, or to the Chief Executive Officer, if appointed by the Chief Executive Officer, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a Director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a Director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question, if also a Director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer.

N. 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 USAS' policies. Committee and task force members who are not Directors of the Board may receive compensation for services rendered to or for the benefit of USAS in any other capacity, provided the Board gives explicit approval. Each committee and task force member shall be bound by USAS' Conflict of Interest Policy.

O. Rules of Procedure

Each committee shall determine its own rules of procedures within Roberts Rules of Order to the extent practical, including reasonable notification of meetings and taking of votes by written consent, telephone, or telecommunication as provided in Article XI. Such committees shall discharge their duties in accordance with the policies of the Board of Directors. Committees will report findings and recommendations to the

Board of Directors.

P. Reports

Each Committee Chair shall make a report on committee matters to the Board at the next regularly scheduled Board meeting. This report may be written or verbal as determined by the Board Chair.

ARTICLE XIII. OFFICERS

A. Officers of USA Shooting – Type, Term and Term Limits

1. The principal officers of USA Shooting shall be a Chair, Vice-Chair, Treasurer, and Secretary.
2. The persons holding the offices of Chair, Vice-Chair, and Treasurer shall be elected by and from the members of the Board, at the first meeting of the Board in Year 1 of the Quad.
3. The term of office shall be two (2) years to serve until their successors are elected, qualified, and seated, with a term limit of two (2) consecutive terms.
4. The person holding the office of Secretary may be a member of the staff of USA Shooting, who shall be appointed by the Board to serve in such capacity to fulfill the administrative duties and functions of the Secretary as described below. The Secretary shall have no term limit.
5. With the exception of the Secretary, no paid employee of USA Shooting shall be eligible to serve as an officer of USA Shooting.

B. Officer Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors from office whenever in its judgment the best interests of USA Shooting would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights. In the case of the Chair, Vice-Chair, or Treasurer, if such person is removed as a Director, such person shall be automatically removed as an officer of USA Shooting.

C. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

D. Chair of the Board – Presiding Authority

The Chair shall preside at all meetings of the members and the Board of Directors. The Chair shall have general supervision and direction of the other officers of USA Shooting, shall prepare or cause to be prepared an annual budget for review by the Board of Directors, and in general shall perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board of Directors from time to time. The Chair shall be an ex officio, non-voting member of all committees (and shall not be counted for purposes of determining if a quorum of committee members is present for a committee meeting).

E. Vice-Chair

In the absence of the Chair or in the event of the Chair's death or inability or refusal to act, the Vice-Chair shall perform the duties of the Chair and, when so acting, shall have all the powers and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned to such person by the Chair or by the Board of Directors. In the absence of both the Chair and Vice Chair, the Directors present shall choose a presiding officer by majority vote.

F. Secretary

The Secretary shall:

1. Keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose.
2. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
3. Be custodian of the corporate records and of the seal of USA Shooting and see that the seal of USAS is affixed to all documents, the execution of which on behalf of USA Shooting under its seal is duly authorized.
4. Keep a register of the post office address, email address, and telephone number of each member which shall be furnished to the Secretary by such member.
5. Have general charge of the membership transfer books of USAS.
6. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such person by the Chair or by the Board of Directors.
7. The administration of responsibilities 1-6 above may be delegated to others.

G. Treasurer

The Treasurer shall have review responsibility over USAS's financial records and accounting procedures reporting any findings that merit review, change, or audit to the Board. The Treasurer shall:

1. Be responsible for all funds and securities of USAS and shall keep full and accurate account of all receipts and disbursements in books belonging to USAS.
2. Receive and give receipts for moneys due and payable to USAS from any source whatsoever, and deposit all such moneys in the name of USAS in such banks, trust companies, or other depositories as shall be selected by USAS from time to time.
3. Keep correct and complete books and records of account of such funds.
4. Receive and deposit the funds of USAS in such bank or banks as shall be designated by or under the authority of the Board of Directors.
5. Disburse such funds in the manner designated by or under the authority of the Board of Directors.
6. Provide a high level financial report at all Board meetings.
7. Render an annual financial report to the Board of Directors and the members and such special reports as may from time to time be called for by or under the authority of the Board of Directors.
8. See that the financial records of USAS are audited at least once every twelve (12) months by an independent auditor who is a certified public accountant selected by the Board of Directors, whose report shall be made available to the Directors and members.
9. Perform all duties incident to the office of Treasurer and such other duties as from time to time

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may be assigned by the Board of Directors.

H. Operating Budget

The Finance and Compensation Committee shall submit to the Board of Directors a proposed operating budget for the following year in advance of the fall meeting of the Board. Such budget, as revised or amended, shall require the approval of the Board of Directors. The Finance Committee shall have the ability to delegate this task to the CEO.

I. Past Chair

The immediate past-Chair of USA Shooting shall be an advisor to USA Shooting and the Board and shall be entitled to attend all meetings of the Board with voice but no vote.

J. No Compensation

Unless approved by the Board, officers shall act and serve without compensation and as a public service in furtherance of the charitable and educational purposes of USA Shooting, except that this provision shall not preclude the reimbursement of reasonable expenses incurred in the performance of their official duties and compensation for services performed in any other capacity.

K. Bonding and Waiver

All officers and employees handling funds of USAS may be bonded in such amounts as may be determined by the Board of Directors. The expense of furnishing such bonds shall be paid by USAS.

L. No Dual Offices

No person shall be permitted to hold office in USAS who also serves as an officer of any other Amateur Sports Organization that is recognized as an NGB by the USOPC.

ARTICLE XIV. CHIEF EXECUTIVE OFFICER

A. Chief Executive Officer (CEO)

USA Shooting shall have a paid Chief Executive Officer (CEO) who shall be selected by and report to the Board of Directors. The Board of Directors shall oversee the activities of the CEO.

B. Authority and Duties

The CEO shall have all of the powers and duties usually vested in the office of the chief executive officer of a business corporation, and who shall carry out the policies and procedures of USAS in accordance with these Bylaws and any policies and procedures adopted by the Board. The duties and responsibilities of the CEO shall include:

1. The ability and authority to make contractual commitments on behalf of USAS in accordance with the then current USAS Financial Policies and Procedures.
2. With the written concurrence of any other proper officer of USAS thereunto authorized by the Board of Directors, signing any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the Board of

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Directors or these Bylaws has assigned the duty to some other officer or agent of USAS, or where it shall be required by law to be otherwise signed or executed.

3. Determine the size and compensation of and hire and terminate USAS staff in accordance with USAS compensation policies and guidelines established by the Board to effectively carry out USAS's mission, purposes, goals, and objectives.
4. Either directly or by delegation manage all staff functions and oversee the conduct of all staff and the staff's ethical and competent implementation of the Board's policies, guidance, and strategic direction of USAS.
5. Develop a strategy for achieving USAS's mission, goals, and objectives and present the strategy to the Board of Directors for approval.
6. Prepare and submit quadrennial and annual budgets to the Board for approval.
7. Be responsible for resource generation and allocation of resources.
8. Coordinate USAS international activities.
9. With the Chair of the Board, act as the USAS spokesperson.
10. Oversee and manage changes to the USAS policies and procedures, Code of Conduct, and other standing operational documents. Establishment and modification of such documents will be coordinated with the Board and appropriate committees and athlete representatives, with approval as necessary and appropriate.

C. Secretary General

The CEO shall serve as Secretary General of USAS and, in that capacity, shall represent USAS in relations with the ISSF and WSPS and at ISSF and WSPS functions and events.

D. Tenure

The CEO shall be employed by the Board of Directors for whatever term the Board deems appropriate. The CEO may be removed by the Board at any time, with or without cause, subject to the contract rights, if any, of the CEO.

E. Attendance at Meetings

The CEO may attend meetings of the Board of Directors and any meetings of the members, unless excused.

ARTICLE XV. ELECTION OF ATHLETES TO TEAM USA ATHLETES' COMMISSION, USAS ATHLETES' COUNCIL AND BOARD

A. VETTING PROCESS

The USAS AAC and the USAS' Nominating and Governance Committee must jointly develop a process to identify and vet candidates to serve as 10 Year and 10 Year+ Athlete representatives to The Team USA Athletes' Commission, USAS AAC and Board positions.

B. Team USA Athletes' Commission

10 Year Athletes shall elect one (1) representative and one (1) alternate from the sport of ISSF Shooting and WSPS Shooting to the Team USA Athletes' Commission. Only 10 Year Athletes shall be eligible to be

elected for such positions. The athlete with the most votes shall be the Team USA Athletes' Commission representative and the individual of the opposite sex with the most votes shall be the alternate. The elections for such individuals shall take place and the names of the elected Team USA Athletes' Commission representative and the alternate shall be forwarded to the USOPC by the time required under the USOPC Bylaws. Such elections shall be made by written or electronic ballot according to the USA Shooting Policies and Procedures Section XVII. In addition, all applicable eligibility requirements, the conflict of interest policies, and code(s) of conduct of all relevant stakeholders apply in determining the eligibility of a candidate.

C. USAS AAC AND Board

10 Year Athletes shall elect one (1) representative and one (1) alternate from each USAS Discipline (i.e., pistol, shotgun, rifle and para) from the sport of ISSF Shooting and WSPS Shooting to the USAS Athletes Advisory Committee. Only 10 Year and 10 Year+ Athletes shall be eligible to be elected for such positions. At least half of these athlete representatives must be 10 Year Athletes. The remainder may be either 10 Year or 10 Year+ Athletes. Upon the final round of voting between only the top male and female candidates, the athlete from each USAS Discipline with the most votes shall be the primary USAS AAC representative and the individual from each USAS Discipline of the opposite sex with the lower votes shall be the alternate. The USAS AAC representatives from disciplines other than the Team USA Athletes' Commission USAS Discipline shall also serve as the other three (3) athlete members of the Board. In addition, all applicable eligibility requirements, the conflict of interest policies, and code(s) of conduct of all relevant stakeholders apply in determining the eligibility of a candidate.

ARTICLE XVI. USOPC REPRESENTATION

Appointment of CEO. The CEO of USAS or, in his or her absence, the Chair, shall be the representative from USAS to USOPC committees, functions, and the NGB Council, unless otherwise determined by USAS's Board of Directors. Such representative shall keep the Board and the Chairman advised in a timely manner of all matters within the USOPC affecting USAS that come to such person's attention. The CEO of USAS or his or her designee shall be responsible for submitting the name of the representative to the USOPC as may be required by the USOPC.

ARTICLE XVII. REPRESENTATIVES TO THE ISSF

Designation of Representatives. The Directors shall appoint nominees, representatives, and alternates to the ISSF in accordance with the ISSF Official Statutes, Rules, and Regulations. Such appointment or nomination shall be made by voice or written vote if the same is conducted at any meeting of the Board, or upon written ballot if the same is conducted at any other time. No employee of USAS may be an ISSF representative, absent approval of the Board. In each case, the name of the person to be appointed or nominated, as the case may be, shall be submitted to the Board in writing, together with the statement of qualifications and other pertinent information, which shall be obtained by the Chair, or the Chair's designee, for such purpose. Any person appointed to the ISSF as a representative of USAS shall comply with such reporting as are lawfully imposed by the Board from time to time. The senior USAS representative to the ISSF will provide reports to the Board regarding ISSF developments, actions, and rules adopted as well as any other actions and information relevant to USA Shooting and once appointed by the Board, serve as a Board member.

ARTICLE XVIII. ELIGIBILITY

A. Athlete Eligibility

The eligibility criteria of USAS for athletes shall be the eligibility rules pertaining to ISSF Shooting or WSPS Shooting as issued by the ISSF and WSPS or its successor(s) as the appropriate international sports federation(s) for the sport of ISSF Shooting or WSPS Shooting, respectively. For Olympic and Pan American Games, USAS shall also observe the eligibility standards of the USOPC, the IOC, and the ISSF. For Paralympic and Parapan American Games, USAS shall also observe the eligibility standards of the USOPC, the IPC, and the WSPS.

B. Availability of Rules

Eligibility rules for ISSF Shooting and WSPS Shooting shall be available to new members of USAS upon joining and upon payment of the price for the same; changes shall be communicated to existing members as they occur, by publication in the standard news publication of USAS or upon the issuance of revisions of the eligibility rules which are available online.

C. Eligibility Questions

Questions regarding athlete eligibility shall be determined at a meeting of the Ethics Committee when staff cannot satisfactorily resolve such issues. No athlete shall be declared ineligible to participate without notice and an opportunity for a hearing as referred to in Article XX.

ARTICLE XIX. CODES OF CONDUCT

A. Participant Codes of Conduct/Ethics

A written code of conduct shall be developed by the Ethics Committee, approved by the Board, and implemented by the CEO, which shall govern the conduct and behavior that is applicable to all members and participants of USAS-conducted competitions and activities, including, but not limited to, the USADA doping requirements, Safe Sport Policy, Minor Athlete Abuse Prevention Policy, and U.S. Center for SafeSport policies, as applicable. Additional team rules and dress codes are applicable to all shooter athletes earning berths on the U.S. Shooting Team, National Team, National Junior Team, National Development Team, and other such supported Teams under the auspices of USAS. The codes shall specify sanctions and penalties for non-compliance including an appeal process providing the opportunity to be heard before a Hearing Panel. Such codes may be amended from time to time by the Ethics Committee, subject to approval by the Board of Directors.

B. Director, Officers, Committee, Volunteer, and Employee Codes of Conduct

A written code of conduct shall be adopted by the Board, which shall govern the conduct, behavior, and ethical practices of Directors, officers, members of committees, volunteers, employees of USAS, and members of official delegations. Upon election, selection, or appointment to the positions described in this Section, each person so elected, selected, or appointed who is subject to such codes, shall agree in writing to abide by such codes as a precondition of acceptance of the position or appointment. Such codes may be amended from time to time by the Ethics Committee, subject to review and approval by the Board

of Directors.

ARTICLE XX. COMPLAINT PROCEDURES

A. Designation of Complaints

The following kinds of complaints may be filed with USA Shooting:

1. Administrative Grievance. USAS or any member of USAS may file a complaint pertaining to any matter within the cognizance of USAS, including but not limited to any alleged violation of or grievance concerning: (i) any USAS policy, procedure, rule or regulation; (ii) any USAS program or service; (iii) any provision of USAS' Bylaws; or (iv) any provision of the Amateur Sports Act relating to USAS's recognition as a National Governing Body. "Administrative Grievances" do not include employment matters, which shall be handled by the CEO or their designee.
2. Disciplinary Proceeding. USAS or any member of USAS may file a complaint against another member of USAS or a former member of USAS if the action occurred while the individual was a member, regarding any alleged violation of the USAS Code of Conduct, USAS Safe Sport Policy, Minor Athlete Abuse Prevention Policy, or any other code, policy, rule, or regulation relating to conduct. Safe Sport and Minor Athlete Abuse Prevention Policy complaints shall be referred immediately to the U.S. Center for SafeSport for a determination of jurisdiction and may return to USAS for adjudication.
3. Right to Participate. Any athlete, coach, trainer, manager, administrator, or official may file a complaint pertaining to any alleged denial of, or alleged threat to deny, that individual's opportunity to participate in a USAS-sanctioned competition or protected competition.
4. Safe Sport Violations. In the event that any party is alleged to have violated USAS' Safe Sport Policy, or in the event that USAS receives a complaint or a report that is required to be referred to the U.S. Center for SafeSport, USAS shall report and refer such matter to the U.S. Center for SafeSport and the U.S. Center for SafeSport shall have jurisdiction and authority over such matter, provided that such report and referral shall not supersede any local, state, or federal reporting requirements or jurisdiction. USAS may bring a complaint pursuant to this Article XX and the USAS Safe Sport Policy for violations of the USAS Safe Sport Policy that do not fall within the U.S. Center for SafeSport's exclusive jurisdiction.

B. Jurisdiction

Any member of USAS, by reason of membership, agrees to be subject to these complaint procedures and agrees to be bound by any decision rendered pursuant to these complaint procedures.

C. Manner of Filing

The complainant shall file the complaint in writing with USAS to the attention of the Chief Executive Officer (CEO) or such person's designee. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny and (ii) the remedy requested. The complainant shall sign and date the complaint. The complaint may be filed on the Grievance Form found at www.usashooting.org, or in any written format.

D. Filing Fee

A complaint filed by an individual shall be accompanied with a \$250.00 filing fee, unless it pertains to a safe sport matter, in which case there is no filing fee. A complaint filed by an organization shall be accompanied with a \$500.00 filing fee, except that USAS is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee shall determine whether or not to reduce or waive the filing fee.

E. 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 of opportunity to participate. However, there shall be no time bar for actions alleging misconduct within USAS' Safe Sport Policy or matters subject to the jurisdiction of the U.S. Center for SafeSport.

F. Doping Decisions

A decision concerning a doping violation adjudicated by USADA shall not be reviewable through, or the subject of, these complaint procedures.

G. SafeSport Decisions

A decision concerning a Safe Sport violation of a sexual nature adjudicated by the U.S. Center for SafeSport shall not be reviewable through, or the subject of, these complaint procedures. Safe Sport violations of a non-sexual nature will be handled under these complaint procedures.

H. Field of Play Decisions

The final decision of an official referee during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the subject official) shall not be reviewable through, or the subject of, these complaint procedures 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 referee. For purposes of this Section, the term "official" shall include any individual with discretion to make field of play decisions.

I. Administration

The Chief Executive Officer (CEO) or their designee shall generally administer and oversee all administrative grievances, disciplinary proceedings, Code of Conduct violation proceedings, and Safe Sport Policy violation proceedings (to the extent not sexual in nature) if the right to participate is not involved. If a grievance or proceeding does not involve the possibility of a suspension or ban from USAS membership or participation, then it shall be administered and overseen by the CEO or their designee, who shall be responsible to ensure that all complaints are processed and adjudicated in a timely, fair, and impartial manner. Appeals of decisions relating to grievances that do not involve the right to participate shall be appealable to the Judicial Committee pursuant to the applicable code of conduct. Only complaints potentially implicating the right to participate filed with, and under the jurisdiction of, USAS shall be referred to the Judicial Committee and administered under this Article XX. The Judicial Committee shall be responsible to ensure that all complaints referred to the Judicial Committee are processed and adjudicated in a timely, fair, and impartial manner. Respondents shall be afforded basic due process rights applicable

in administrative proceeding of the nature dealt with in this Article. The Judicial Committee shall promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USAS, including procedures for the conduct of hearing that are consistent with the due process rights referred to above.

J. Hearing Panel

Upon the receipt of a complaint, the chair of the Judicial Committee, after consultation with the other Committee members, shall appoint a hearing panel that consists of three (3) disinterested parties to hear the complaint, who will not adversely influence any decisions or actions surrounding the complaint. The Judicial Committee shall also appoint a chair of the hearing panel from the individuals selected. Judicial Committee members may be appointed to and serve on a hearing panel as long as they have no involvement in the complaint or influence on the outcome. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on a hearing panel as long as they have no involvement in the complaint or influence on the outcome. At least one (1) member of the hearing panel shall be a 10 Year Athlete. Members of the panel do not need to be members of the USAS or involved in the sport of shooting, but the identities of the Hearing Panel shall be disclosed to the involved parties. The Judicial Committee shall replace any Hearing Panel member(s) found to have a conflict of interest.

K. Notices and Responses

The respondent to the complaint shall be notified of the complaint in a reasonable timeframe, not to exceed fourteen (14) days and shall be given ample time to provide a written response to the Hearing Panel, and to prepare a defense. All respondent answers to complaints must be shared with the filing party in a timely manner.

L. Conduct of the Proceeding

1. 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.
2. The hearing may be conducted by teleconference, if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses, and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.
3. The parties to the hearing shall have timely access to all evidence and witnesses to be called during the proceedings.
4. Any party may have a record made of the hearing at their expense. 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.

M. Hearing Timeframe

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to (i) resolve a right to participate 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; or (ii) make an expedited decision whether to suspend an individual for violations of the USAS Safe Sport Policy, pending a full hearing, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved. In all other cases the parties shall make reasonable efforts to conduct the initial hearing of the complaint shall occur in less than Ninety (90) days.

N. Complaints Involving Selection to Participate in a Competition

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

O. 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. The hearing panel's decision shall be final and binding, subject to the right of a party to seek arbitration under Section Q, below, with respect to a right to participate complaint or a complaint pertaining to the recognition of USAS as an NGB.

P. Assessment of Costs

The hearing panel shall have the authority, if it deems a complaint to be frivolous and/or completely without merit, to assess against the losing party the direct costs and disbursements, including travel, lodging, and photocopying expenses for the hearing panel and parties, , but not including attorney's fees or the costs associated with witnesses called by either party, associated with participation in any step of the complaint procedure outlined in this Article.

Q. Arbitration

Any party may appeal a decision of the hearing panel to the arbitration body selected by the USOPC if the complaint is a (i) a right to participate complaint or (ii) a complaint pertaining to the recognition of USAS as an NGB. The arbitrator appointed by such arbitration body shall have the authority to hear the matter anew or if requested by a party to render a decision on a more limited review. Either party may submit the decision of the hearing panel to the arbitrator for the arbitrator's consideration.

ARTICLE XXI. SANCTIONING OF AMATEUR ATHLETIC COMPETITIONS

A. Policy

The sanctioning policy of USAS for Amateur Athletic Competition in sport of ISSF Shooting and WSPS Shooting shall be as described below.

B. Granting of Sanction

An Amateur Sports Organization or person may be granted a sanction under this Section only if the organization or person meets the following requirements:

1. The organization or person must pay USAS the required sanctioning fee, which must be reasonable and nondiscriminatory.
2. To hold an Amateur Shooting Competition in the sport of ISSF Shooting or WSPS Shooting within the United States, such Amateur Sports Organization or person must:
 - a. Meet the requirements and be a current USAS member club.
 - b. Demonstrate 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 Athletic Competition.
 - ii. Appropriate provision has been made for validation of records recognized by USAS that may be established during the competition.
 - iii. Due regard has been given to any International Amateur Athletic requirements specifically applicable to the competition.
 - iv. The competition will be conducted by qualified officials.
 - v. Current USAS Rules are in effect and followed with exception granted only by USAS.
 - vi. Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

ARTICLE XXII. FIDUCIARY MATTERS

A. Discharge of Duties

Each Director 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 director or officer reasonably believes to be in the best interests of USAS.

B. Conflicts of Interest

If any Director, officer, committee or task force member, or employee has a financial interest in any contract or transaction involving USAS, or has an interest adverse to USAS' business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest and include such disclosure in the minutes of the board or committee meeting, if applicable; (ii) not participate in the evaluation of the contract, transaction, or business affair; and (iii) not vote on the contract, transaction, or business affair. Such matter shall be approved by the vote of a majority of the disinterested remaining Directors of such Board or

members of such Committee, as the case may be. If such disclosure is not made, USAS shall have the right to void the transaction previously approved or to bring an action against the member benefiting from the same, as provided by law. In furtherance of these provisions, USAS shall maintain a written Conflict of Interest Policy (including a Conflict of Interest and Disclosure Statement). All Directors, officers, committee and task force members, and employees are required to complete and sign the USA Shooting Conflict of Interest and Disclosure Statement annually. The USAS Conflict of Interest Policy shall also contain appropriate anti-nepotism provisions.

C. Prohibited Loans

No loans shall be made by USAS to any Director, officer, committee or task force member, or employee of USA Shooting.

ARTICLE XXIII. INDEMNIFICATION

A. Indemnification

USAS shall indemnify each of its present or former Directors, officers, employees, or official representatives, or any person who is or was serving another Corporation or other entity in any capacity at the request of USAS against all expenses actually and reasonably incurred by such person (including, but not limited to, judgments, costs, and counsel fees) in connection with the defense of any pending or threatened litigation to which such person is, or is threatened to be made, a party because such person is or was serving in such capacity. This right of indemnification may also apply to expenses of litigation which is compromised or settled, including amounts paid in settlement, if USAS approves such settlement as provided in Section B of this Article. An individual listed above shall be indemnified if the individual acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of USA Shooting. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the individual did not act in good faith or in a manner the individual reasonably believed to be in or not opposed to the best interests of USA Shooting.

B. Amount of Indemnification

Any amount payable as indemnification pursuant to this Chapter may be determined and paid by USA Shooting upon a determination by majority vote of the Board of Directors, not including those members who have incurred expenses in connection with the litigation for which indemnification is sought, provided that the individual in question has met the standard of conduct set forth in Section A. above. If no such disinterested Board members are available, the required determination may be made either such other person or body permitted by the Colorado Nonprofit Corporation Act.

C. Advancement of Expenses

Any expenses incurred by a qualified individual in connection with the defense of any litigation may be paid by USA Shooting in advance of a final disposition of such litigation upon receipt of a written commitment by such person or repay the amount advanced if it is determined under Section B. hereof that such person is not entitled to be considered for indemnification pursuant to this Article.

D. Insurance

The Board of Directors may, at its discretion, authorize the purchase of insurance on behalf of any persons potentially indemnifiable under this Article. Such insurance may include provisions for indemnification of such persons for expenses of a kind not subject to indemnification pursuant to this Article.

ARTICLE XXIV. ADMINISTRATIVE, FISCAL, AND LEGAL MATTERS

A. Deposits

All funds of USA Shooting not otherwise employed shall be deposited from time to time to the credit of USAS in such banks, trust companies, or other depositories as the Board of Directors, the Treasurer, or CEO, as authorized, may select.

B. Bonding

Corporate fidelity bonds may, in the discretion of the Board, be obtained at the expense of USAS in a form and amount approved by the Board, indemnifying USAS against losses resulting from infidelity, defalcation, or misappropriation by officers, employees, or agents of funds, property, or assets owned by or under the control of USAS.

C. Liability Insurance

USAS shall secure comprehensive liability insurance coverage, including insurance for athlete/participant injury liability, protecting USAS from liability losses in such amounts and coverages as the CEO or the majority of the Board may approve from time to time.

Fiscal Year

The fiscal year of USAS shall begin on the 1st day of January and shall end on the 31st day of December in each year.

D. Audit Schedule

The Board shall select an independent certified public accountant to audit the books and financial records of USA Shooting for the year. After completing the audit, the auditor shall submit an audit report to the Board, and as soon thereafter as reasonably possible, a copy of such audit report shall be available for each Director of USA Shooting before the next meeting.

E. Contracts

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of USAS, and such authority may be general or confined to specific instances.

F. Loans

No loans shall be contracted on behalf of USAS and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

G. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of USA Shooting shall be signed by such officer or officers, agent or agents of USA Shooting and in such manner as shall from time to time be determined by resolution of the Board of Directors.

H. Seal

The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of USA Shooting, the words "State of Colorado" and in the center shall be the words "Corporate Seal," and such seal is hereby adopted as the corporate seal of USA Shooting.

I. Principal Office

Unless otherwise determined by the Board and the requisite filings made according to law, the principal office of Corporation shall be located at 1 Olympic Plaza, Colorado Springs, Colorado; provided, however, that offices may also be established and maintained in any of the states of the United States, its territories or possessions, as may from time to time be authorized by the Board of Directors.

J. Website

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

1. Its Bylaws.
2. Rules and regulations.
3. Minutes of Board meetings.
4. A procedure for communicating with the Board of Directors regarding accounting, internal accounting controls, or audit-related matters.
5. Its most recent annual financial statement.
6. Its most recent Form 990 filed with the Internal Revenue Service.

So as to facilitate the ability of interested parties to communicate their concerns or questions, USA Shooting shall publish on its website a mailing address and an e-mail address for communications directly with the Board.

K. Records

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

1. The Articles of Incorporation.
2. These Bylaws.
3. Policy, procedures, rules, and regulations that govern the conduct of USAS's Board, committees, and members, and that govern the technical conduct of USAS's events in the United States as USAS's Board determines is appropriate in their discretion.
4. The minutes of all meetings of the Board of Directors and records of all action taken by the Board without a meeting, for the past three (3) years.
5. A list of the names and business or home addresses of the current directors and officers.
6. A copy of the most recent corporate report delivered to the Colorado secretary of state.

7. All financial statements prepared for periods ending during the last three (3) years.
8. USAS's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service.
9. All other documents or records required to be maintained by USAS at its principal office under applicable law or regulation.

ARTICLE XXV. DUTIES REGARDING OLYMPIC AND PARALYMPIC SYMBOLS AND TERMINOLOGY

USA Shooting shall cooperate in every way reasonably possible with the USOPC in preventing the unauthorized use of the names, symbols, emblems, terminology, and trademarks of the USOPC or the words "Olympic" and "Paralympic" and its derivatives, as well as symbolic equivalents thereof, the Olympic rings, or the United States Olympic and Paralympic Emblems as described in the Amateur Sports Act.

ARTICLE XXVI. AMENDMENTS TO BYLAWS

A. Amendment

These Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of the entire Board of Directors cast at any meeting of the Board of Directors, provided that notice of such proposed amendment or repeal be contained in the notice of the meeting.

B. Recommendations

All proposed amendments shall be forwarded to the CEO who shall provide a report of recommendations on all proposed amendments, both as to substance and form, within sixty (60) days of receipt of the proposal, to the Board.

C. Compliance with Laws

All proposed amendments submitted to the Board for consideration must comply with applicable laws, including the Articles of Incorporation, the Colorado Nonprofit Corporation Act, the Amateur Sports Act, the USOPC Bylaws, and general principles of corporate law and must conform to other sections and chapters of these Bylaws not being affected. All such proposed amendments shall include a written analysis showing such and shall be subject to a determination by legal counsel that such the proposed amendments are in compliance with these Bylaws prior to submission to a vote.

D. Exclusive Procedure

Except for proposed amendments distributed in accordance with the procedure outlined above, no other amendment or repeal of the Bylaws shall be considered by a meeting of the Board of Directors, nor shall any proposed amendment to an amendment as proposed be considered, unless the same merely goes to the form and not the substance thereof. Nevertheless, if more than one amendment has been proposed on the same subject matter, and there are substantive differences between such amendments, the meeting may, after due consideration of such proposals, adopt a compromise of substance as well as form, and if the adoption of an amendment as proposed or amended or compromised is inconsistent or in

conflict with other parts of the Bylaws or the laws established in Section D., the meeting may adopt conforming amendments appropriate to the case.

E. Effective Date of Amendments

Such amendments shall be effective when approved by the Board as provided herein, or at such later date as may be specified in the proposal.

ARTICLE XXVII. SAVING CLAUSE

Literal Compliance Not Required. Failure of literal or complete compliance with provisions of these Bylaws with respect to 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 at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the Board of Directors, Committees, or other body so affected.