



By-laws as further revised by BOD on September 26, 2006

BY-LAWS

of the

UNITED STATES BIATHLON ASSOCIATION, INC.

TABLE OF CONTENTS

- CHAPTER 1 NAME; NON PROFIT STATUS; AND CORPORATE SEAL
- CHAPTER 2 OFFICES AND REGISTERED AGENT
- CHAPTER 3 MISSION AND PURPOSES
- CHAPTER 4 CORPORATE POWERS
- CHAPTER 5 OBLIGATIONS FOR CONTINUED RECOGNITION OF THE USBA BY THE USOC AS THE NGB FOR BIATHLON IN THE UNITED STATES
- CHAPTER 6 AUTHORITY, DUTIES AND RESPONSIBILITIES OF THE USBA GRANTED AND IMPOSED BY STATUTE AND/OR BY THE USOC IN ITS BY-LAWS APPLICABLE TO NATIONAL GOVERNING BODIES
- CHAPTER 7 MEMBERSHIP; IN GENERAL
- CHAPTER 8 CLASSES OF MEMBERSHIP
- CHAPTER 9 MEMBERSHIP APPLICATION PROCESS
- CHAPTER 10 MEETINGS OF MEMBERS
- CHAPTER 11 VOTING PRIVILEGES OF MEMBERS
- CHAPTER 12 VOTING OF MEMBERS
- CHAPTER 13 EFFECTIVE DATE OF ACTIONS AT MEMBERSHIP MEETINGS
- CHAPTER 14 TERMINATION OF MEMBERSHIP
- CHAPTER 15 BOARD OF DIRECTORS
- CHAPTER 16 ELECTION OF OFFICERS AND DIRECTORS; TERM OF OFFICE
- CHAPTER 17 FUNCTIONS OF THE NOMINATING COMMITTEE SUBSEQUENT TO THE SPRING 2006 ELECTION OF OFFICERS AND/OR DIRECTORS
- CHAPTER 18 MEETINGS OF DIRECTORS

- CHAPTER 19 POWERS AND FUNCTIONS OF THE BOARD AND DIRECTORS
- CHAPTER 20 DUTIES OF CHAIRMAN, VICE-CHAIRMAN, SECRETARY and TREASURER
- CHAPTER 21 VACANCIES ON THE BOARD
- CHAPTER 22 EXECUTIVE DIRECTOR
- CHAPTER 23 COMMITTEES
- CHAPTER 24 COUNSELOR
- CHAPTER 25 USOC ATHLETES' ADVISORY COUNCIL
- CHAPTER 26 ELIGIBILITY
- CHAPTER 27 COMPLIANCE WITH SECTION 220522(a)(8) OF THE SPORTS ACT
- CHAPTER 28 RIGHT TO PARTICIPATE IN "PROTECTED" COMPETITIONS
- CHAPTER 29 PROHIBITION AGAINST THE USE OF BANNED SUBSTANCES
- CHAPTER 30 GRIEVANCES AND COMPLAINTS
- CHAPTER 31 HEARING PROCEDURES AND APPEALS
- CHAPTER 32 SANCTIONS FOR INTERNATIONAL BIATHLON COMPETITIONS
- CHAPTER 33 ATHLETE REPRESENTATION ON USBA "DESIGNATED" AND "NON-DESIGNATED" COMMITTEES
- CHAPTER 34 BOOKS AND RECORDS; WEBSITE
- CHAPTER 35 RIGHT OF INSPECTION
- CHAPTER 36 CODE OF ETHICS; POLICY AGAINST CONFLICTS OF INTEREST
- CHAPTER 37 ADMINISTRATIVE, FISCAL, AND LEGAL MATTERS
- CHAPTER 38 INDEMNIFICATION
- CHAPTER 39 AMENDMENTS
- CHAPTER 40 DISSOLUTION
- CHAPTER 41 EFFECTIVE DATE AND TRANSITION

UNITED STATES BIATHLON ASSOCIATION, INC.

BY-LAWS

CHAPTER 1. NAME; NON PROFIT STATUS; AND CORPORATE SEAL

Section 1. The name of this association shall be the United States Biathlon Association, Inc. (hereinafter referred to as the "Association" or "USBA").

Section 2. The USBA shall be incorporated under the laws of the State of New York as a not-for-profit corporation; and it shall be so organized so as to qualify as a non-profit, charitable, tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

Section 3. The USBA's official emblem and seal shall be in such form as may be approved from time to time by the Board of Directors

CHAPTER 2. OFFICES AND REGISTERED AGENT

Section 1. The registered office and agent of the USBA within the State of New York shall be such office and agent as is set forth in the USBA's Certificate of Incorporation.

Section 2. The principal office of USBA shall be situated at such location as may be approved by the Board of Directors, which may be located either within or without the State of New York.

Section 3. USBA may maintain additional offices at such other locations as may be approved from time to time by the Board of Directors.

CHAPTER 3. MISSION AND PURPOSES

Section 1. Mission. The mission of the USBA is to encourage, improve and promote summer and winter biathlon (hereinafter collectively and/or individually "Biathlon") in the United States; assist U.S. Biathlon athletes achieve sustained competitive excellence in Olympic, World Championship and other international competitions in Biathlon; and to promote greater understanding, tolerance and good will between individuals of all nations through competition in the sport of Biathlon.

Section 2. Purposes. The purposes of the Association are: (a) to serve as the National Governing Body ("NGB") recognized by the United States Olympic Committee (the "USOC") for the sport of Biathlon in the United States and to carry out all the duties, responsibilities and obligations of an NGB as required by the Ted Stevens Olympic and Amateur Sports Act (the "Sports Act"), the USOC By-laws as such By-laws pertain to NGBs, and policy directives and procedures adopted by the USOC from time to time relating to NGBs; and (b) to serve as the affiliate organization in the United States of the Union Internationale de Biathlon Federation ("IBU") in compliance with the rules and regulations of the IBU and, in so doing, to advance amateur athletic Biathlon competition in the United States and internationally, consistent with the mission of USBA.

CHAPTER 4. CORPORATE POWERS

Section 1. The USBA, in furtherance of its mission and purposes, shall have the right to exercise all powers permitted by the State of New York including, but not necessary limited to, those enumerated in Section 202 of the Not-For-Profit Corporation Law of the State of New York and, more specifically, except as may be limited by the foregoing, the power:

(1) to encourage, solicit, seek and accept contributions of services and of money and property, real and personal, tangible and intangible, restricted, designated or unrestricted, and to maintain, use and apply the whole or any part thereof (income and principal) to or for the benefit of the mission and purposes of the USBA;

(2) to enter into contracts with other persons and corporations under which the USBA would carry out any and all of the above activities; and

(3) to carry on any activity and to deal with and expend any such property or income therefrom for any of the foregoing purposes, without limitation, except such limitations, if any, imposed upon the use of such property, or any portion thereof, by the donor, the Certificate of Incorporation, or any other limitation prescribed by law, provided, however, that the USBA shall not engage in any activity not permitted by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, and provided, further, that no part of the net earnings of this Association shall go or inure to the benefit of any member, director or private individual.

CHAPTER 5. OBLIGATIONS FOR CONTINUED RECOGNITION OF THE USBA BY THE USOC AS THE NGB FOR BIATHLON IN THE UNITED STATES

Section 1. As the amateur sports organization recognized by the USOC as the NGB for Biathlon in the United States, and in order to continue to be recognized as the NGB for Biathlon in the United States, the USBA is obligated to, and shall, meet all the eligibility requirements of an National Governing Body as set forth in Section 220522(a) of the Sports Act.

Section 2. In connection with its obligations under Section 1 of this Chapter, and the requirements of Section 220522(a)(4)(A) of the Sports Act and Article VIII of the USOC By-laws, the USBA agrees to submit to binding arbitration before the American Arbitration Association (the “AAA”) conducted in accordance with the Commercial Rules of the AAA then in effect, in any controversy involving its continued recognition as the NGB for Biathlon in the United States, upon demand of the USOC, as provided for in Section 220529 of the Sports Act.

CHAPTER 6. AUTHORITY, DUTIES AND RESPONSIBILITIES OF THE USBA GRANTED AND IMPOSED BY STATUTE AND/OR BY THE USOC IN ITS BY-LAWS APPLICABLE TO NATIONAL GOVERNING BODIES

Section 1. The USBA, as the USOC-recognized NGB for Biathlon in the United States, and as provided for by the Sports Act and USOC By-laws, has the authority to, and shall, perform the duties required of it as an NGB as specified in Section 220524 of the Sports Act and Section 17.2 of Article XVII of the USOC By-laws, and shall have the authority and responsibilities of an NGB, as set forth in Section 17.1 of Article XVII of the USOC By-laws.

Section 2. The USBA shall also perform such other duties and responsibilities, and fulfill such obligations, as are or may be required of it as the USOC–recognized NGB for Biathlon in the United States by the Sports Act, the USOC By-laws, and policy directives and/or procedures prescribed by the Board of Directors of the USOC from time to time.

CHAPTER 7. MEMBERSHIP; IN GENERAL

Section 1. The membership of the Association shall be comprised of both individual and organizational members.

Section 2. Membership in the Association shall be open to:

- (a) any athlete, coach, trainer, manager, administrator and official active in the sport of Biathlon;
- (b) any other individuals who wish to support the activities of, and join, the Association;
- (c) any organization which conducts competitions or other programs or events in the sport of Biathlon on a national, regional or local level; and
- (d) any other organizations, including sponsors, which wish to support the activities of, and join, the Association.

Section 3. The membership year shall be determined by the Board of Directors and published on the USBA website.

CHAPTER 8. CLASSES OF MEMBERSHIP.

The following constitute the individual and organizational classes of membership within the USBA.

Section 1. Classes of Individual Members:

GROUP A: Athlete Members: Eligible for Group "A" membership shall be any individual who registers as a competitive athlete eligible to compete in Biathlon events.

GROUP B: Coaches, Trainers, Technical Delegates and Officials. Eligible for Group "B" membership shall be any presently certified coach, trainer, technical delegate or licensed official for Biathlon.

GROUP C: Sustaining-Life Members. Eligible for Group "C" membership shall be any individual who supports the sport of Biathlon through a contribution to the Association, as determined by the Board, which qualifies him or her to a life membership in the Association, and any individual who has been named as a member or alternate to any United States Olympic Team in the sport of Biathlon. Such former

Olympic athletes shall also have life membership in the Association, but without the requirement to pay dues.

GROUP D: General Members. Eligible for Group "D" membership shall be any individual who wishes to support the activities of the Association by paying the membership fee for general members as determined by the Board of Directors, and who does not qualify for membership in any of the foregoing membership categories.

Section 2. Classes of Organizational Members:

GROUP E: Eligible for Group "E" membership in the Association shall be any organization or club which conducts a national program or regular national competition in biathlon at a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international biathlon competitions.

GROUP F: Eligible for Group "F" membership in the Association shall be any organization or club, other than those that qualify for membership in Category "F", which conduct competitions or other programs or events in the sport of Biathlon in the United States.

GROUP G: Eligible for Group "G" membership in the Association shall be any USBA-recognized sponsor of the Association, or any partnership, corporation or other organization which has an interest in assisting the development of the sport of Biathlon in the United States and makes a contribution to the Association in an amount as determined by the Board of Directors.

CHAPTER 9. MEMBERSHIP APPLICATION PROCESS

Section 1. Individuals. An individual may join the Association by completing and submitting a USBA membership application form to the Executive Director:

(a) agreeing to conform to and abide by the USBA's By-laws, Code of Conduct, Code of Ethics, Policy on Conflict of Interests, and such other rules and regulations which may be adopted by the membership or Board of Directors from time to time;

- (b) specifying the category of membership he or she wishes to join; and
- (c) paying the dues amount determined by the Board of Directors for the specified membership category (except former Olympic Sustaining-Life members).

Section 2. Organizations. An organizations may join the Association by:

- (a) completing and submitting a USBA membership application form agreeing to conform to and abide by the USBA's By-laws, Code of Conduct, Code of Ethics, Policy on Conflict of Interests, and such other rules and regulations which may be adopted by the membership or Board of Directors from time to time;
- (b) specifying the category of membership it wishes to join and specifying the qualifications of the organizational applicant for such membership Group; and
- (c) paying the dues amount determined by the Board of Directors for the specified membership category (except former Olympic athletes).

Section 3. The Executive Director shall promptly review and approve the individual's or organization's application, unless he/she is unsure of the applicant's qualifications for membership or the appropriate membership category, in which case the Executive Director shall forward it, together with an assessment of the qualifications of the applicant and a recommendation to the Board with respect to the application, for action by the Board.

Section 4. Membership application forms may be obtained from the Association's office or are available "on line" at the Association's website.

Section 5. Membership is renewable from year to year upon the payment of dues (except sustaining members, which includes Olympic athletes).

CHAPTER 10. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The regularly scheduled Annual Meeting of the Members of the Association shall be held on the third Saturday in the month of August at the principal offices of the Association, commencing at 10 o'clock of the forenoon of that day, or at such other place, date and hour to be fixed by the

Board but, in no event, not more than six (6) months after the close of the Association's fiscal year, for the purpose of electing directors and conducting such other business as determined by the directors or as may be required by law. The Secretary of the Association shall mail a notice of the Annual Meeting, together with a proposed agenda thereof, to all members of the Association at the addresses that appear for them on the records of the Association not less than thirty (30) nor more than sixty (60) days prior to the scheduled date of the annual meeting with a request for suggested additional agenda items. Notice of the date, place and time of the Annual Meeting shall be prominently posted on the Association's web-site at the time of the mailing, and may also be announced to the membership by e-mail, where available. The record date for determining the Association's members for purposes of all actions to be taken at the Annual Meeting of Members shall be fifteen (15) days before the date of the Annual Meeting, or such other date fixed by the Board, provided, however, the record date set by the Board may not be more than fifty (50) days, or less than ten (10) days, before any date designated by the Board for the Annual Meeting of Members.

Section 2. Special Meetings of Members.

- A. Special meetings called by the Board. There may be such special meetings of the Members of the Association as shall be called by the Secretary upon authorization by the Board of Directors, and upon thirty (30) days written mailed notice to each member. The business conducted at any such special meeting shall be limited to that specified in the Notice of the Meeting. The record date for determining the Association's Members for purposes of all actions to be taken at a special meeting of Members shall be determined by the Board of Directors and shall be fifteen (15) days before the date of the Annual Meeting, or such other date fixed by the Board, provided, however, the record date set by the Board may not be more than not more than fifty (50) days, nor less than ten (10) days, before such meeting.
- B. Special meetings called by members. Special meetings of the members may be called by members entitled to cast ten (10) percent of the total number of votes entitled to be cast at a meeting of members and who may, in writing by Petition, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. The Secretary of the Association, upon

receiving the written demand, shall promptly give written mailed notice of such meeting, or if he/she fails to do so within five (5) business days thereafter, any member signing such demand may give such notice. The meeting shall be held at the principal office of the Association, unless the Board and those demanding the special meeting agree to some other location for the meeting.

Section 3. Agenda Items. Any member may propose that an item of business be placed on the agenda of an annual or special meeting of members, provided that such member notifies the Executive Director of the Association of the proposed agenda item, in writing, no later than twenty (20) days prior to the date of the annual or special meeting.

Section 4. A scheduled annual or special meeting, once noticed, may not be cancelled. The Board may postpone a scheduled annual or special meeting of the members for good cause by written notice mailed to all members so as to be received by the members not later than 5 days in advance of such meeting. The reasons for the postponement shall be stated in the notice, which shall also announce the place, date and time of the re-scheduled meeting.

Section 5. Quorum: The quorum for any meeting of members, including the Annual Membership Meeting, shall be members entitled to cast one fifth (1/5) of the total number of votes entitled to be cast thereat, *provided however*, that at least twenty percent (20%) of the individuals present at the meeting of members, either in person or by proxy, are currently competing athletes as reflected on the USBA's "points list" for the preceding twelve (12) months, excluding any "senior" or "veteran" category; and further, provided that when a specified item of business is required to be voted on by a class of members, voting as a class, members entitled to cast a majority of the total number of votes entitled to be cast by such class shall constitute a quorum for the transaction of such specified item(s) of business.

Section 6. The members present at a meeting of members may adjourn the meeting despite the absence of a quorum.

Section 7. At all meetings of the members, the order of business shall be:

- a. Reading the call for the meeting;

- b. Calling the roll, and determination of a quorum.
- c. Reading and approval of the minutes of the previous Annual or Special Meeting of Members, except that such reading may be dispensed with by a majority vote provided that any part of such minutes must be read if subsequently called for in connection with any matter under discussion before such meeting;
- d. Report by, or on behalf of, the Board of Directors;
- e. Report by the Executive Director;
- e. Election of Officers and/or Directors (if applicable);
- f. Other business; and
- g. Adjournment.

Section 8. Questions of order shall be decided by the Chairman in accordance with Roberts Rules of Order (Newly Revised), except that in the event of a conflict between these By-Laws and Roberts Rules of Order, these By-Laws shall prevail. A motion to table will be debatable, but within the limit of time fixed by the chair. The counselor shall serve as parliamentarian at meetings of the membership and Board of Directors.

CHAPTER 11. VOTING PRIVILEGES OF MEMBERS

Section 1. Only individuals and organizations who/which belong to membership categories with voting rights are entitled to vote:

- (a) in elections for officers and/or directors of the Association;
- (b) on amendments to the By-laws, where required by law, these By-laws, or otherwise determined by the Board of Directors; and
- (c) on amendments to the certificate of incorporation,

but only if they are members of the USBA with dues fully paid as of the record date set by the Board for such meeting.

Section 2. Other than as specified in Section 1 of this Chapter, no other voting privileges are conferred upon members of the Association.

Section 3. Each individual member of the Association shall be entitled to voice and one vote at the meeting of members, either in person or by personal proxy.

Section 4. Organizational members, by their duly authorized representative designated to the Executive Director of the USBA at or prior to the Membership Meeting, shall be entitled to voice at any meeting of the members, and shall be entitled to vote at the meeting of members, either in person (through their designated representative), or by proxy.

Section 5. Organizational members of Group “E” shall be entitled to fifteen (15) votes at any meeting of members. Organizational members of Group “F” shall be entitled to fifteen (15) votes at any meeting of members. Organizational members of Group “G” shall be entitled to five (5) votes at any meeting of members. The representative(s) of the organizational members in attendance at the Annual or any Special Meeting of members, either in person or by proxy, shall be entitled to cast the full complement of votes assigned to the membership category, regardless of the number of representatives of the membership category in attendance.

Section 6. No individual member or organizational delegate may vote in more than one individual membership category or organizational membership category listed in Chapter 8 above, notwithstanding the fact that a particular individual member or delegate may meet the membership requirements of more than one individual or organizational membership category; however, this prohibition shall not preclude a individual from voting both as an individual, on behalf of himself/herself, in a particular individual membership category, and as the duly-authorized delegate on behalf of an organization in an organizational membership category.

Section 7. Only individuals present in person or by that individual’s personal proxy may vote at a membership meeting. Accordingly, an individual may cast no more than one vote, except for an individual who, as provided for in the preceding section, is voting both individually, as a member in an individual membership category, and as the duly authorized delegate representing an organizational member in an organizational membership category (see Chapter 6 supra). Therefore, individuals not present at a meeting may vote only by their own

personal proxy vote, either submitted in advance of or at the meeting to the Secretary.

Section 8. The Executive Director shall ensure that voting members are assigned to, and vote in, only one membership category.

Section 9. A record of members entitled to vote, certified by the Secretary of the Association, shall be available at any meeting of members, and shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the Association that such request will be made at least ten (10) days prior to such meeting. If the right to vote at any meeting is challenged, the Chair of the Association, or such other person presiding thereat, shall require such record of members to be produced as evidence of the right of the persons challenged to vote at such meeting; and all persons who appear from such record to be members entitled to vote thereat may vote at such meeting.

CHAPTER 12. VOTING OF MEMBERS.

Section 1. Except as otherwise may be required by the certificate of incorporation or these By-laws, officers and/or directors shall be elected by a plurality of the votes cast for each officer and/or director at a meeting of members by the members by the members in attendance thereat, either in person or by proxy.

Section 2. Whenever any corporate action, other than the election of directors, is to be taken by vote of the members, it shall, except as otherwise required by the certificate of incorporation or these By-laws, be authorized by a majority of the votes cast at the meeting of members by the members in attendance thereat, either in person, or by proxy.

CHAPTER 13. EFFECTIVE DATE OF ACTIONS AT MEMBERSHIP MEETINGS.

Section 1. Actions taken at meetings of the Membership shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these By-Laws or when an effective date be recited in the record of the action taken.

CHAPTER 14. TERMINATION OF MEMBERSHIP

Section 1. Membership in the Association shall be terminated by death (or dissolution, in the case of an organizational member), resignation, expulsion or expiration of the term of membership.

Section 2. Any individual or organizational member of this Association who/which violates any of the provisions of these By-Laws, or any policy of this Association approved by the Board of Directors including but not limited to the Code of Ethics, Code of Conduct and/or Policy on Conflicts of Interest may, after fair notice and opportunity to be heard in accordance with the USBA's Complaint and Hearing procedures (see Chapters 30 and 31, *infra*), be expelled from membership in the Association.

CHAPTER 15. BOARD OF DIRECTORS

Section 1. The Association shall be governed by an eleven (11) -person Board of Directors. Each director shall be at least 18 years of age, and the proportionate gender make up of the directors on the Board, collectively, shall reflect, in so far as possible, the same proportionate gender make up of the competing athletes; otherwise the directors shall be nominated and elected without discrimination based on race, color, religion, sex (except as noted above and specifically provided below), marital status, disability, sexual orientation or national origin. To the extent possible, the individuals comprising the Board shall reflect the diverse geographic interests of the Association.

Section 2. The eleven (11) Directors of the Association shall be as follows:

- a) The four (4) individuals elected by the membership to serve as officers of the Association (Chair; Vice-Chair; Secretary; and Treasurer).
- b) One (1) director who meets the definition of "Athlete Representative" as set forth in USOC By-law Article XVII, Section 17.7.B elected directly by members of the Association who meet the same definition of "Athlete Representatives" set forth in USOC By-law, Article XVII, Section 17.7.B. This individual shall count as one of the three (3) Athlete Representatives on the USBA Board of Directors.
- c) Two (2) directors (one male and one female) shall be the athlete representative, and alternate athlete representative, elected by athletes eligible to serve on the USOC's Athletes' Advisory Council, following the

Summer Olympic Games in accordance with the By-laws of the USOC's AAC. (See Chapter 25, *infra*.) These two individuals shall count as two of the three (3) Athlete Representatives on the USBA Board of Directors.

d) One (1) director shall be directly elected by the members of the Association who qualify for membership in Category "B" of the Association.

e) One (1) director directly elected by the organization(s), by their duly-authorized representative(s), which qualify for membership in Category "E" of the Association.

g) Two directors (one male and one female) who qualify as "Independent Directors" as defined in Section 4 of this Chapter, elected by the members of the Association.

Section 3. The number of directors may be increased or decreased, and the categories of membership may be changed, only by amendment of these By-laws by members at an Annual Meeting of the Association, or at a Special Meeting of members called for that purpose.

Section 4. Independent Directors. For purposes of these By-laws and filling the "independent" board member positions on the USBA Board of Directors, an individual shall not be considered "independent" if, presently or within the preceding two (2) years:

a) the individual, or immediate family member, is or was employed by, or had any governance position (whether paid or a volunteer position) with the USBA or IBU, any biathlon club, or any organization which has or had (within the preceding two years) a business or other relationship with the USBA;

b) an immediate family member of the individual is or was registered as an athlete competitor with the USBA;

c) the individual or the individual's immediate family member is or was affiliated with or employed by the USBA's auditor or legal counsel;

d) the individual or the individual's immediate family member is or was a member of any USBA constituent group with representation on the USBA Board of Directors;

e) the individual or the individual's immediate family member receives or received any compensation or reimbursement of expenses, either directly or indirectly, from the USBA; or

f) if there is any other fact or circumstance which, in the sole judgment of the Ethics and Audit Committee, which could call into question the ability of the individual to provide completely objective and independent advice as an "independent" member of the USBA Board of Directors.

provided, however, the three directors of the Association, presently serving as "At Large" directors of the Association, shall not be disqualified from being considered as nominees for the Independent Director position, whose term shall end in 2008, on account of their present position as a director of the Association.

Section 5. Duty of Care and Fiduciary Duty of Officers and Directors

a) Directors shall discharge their duties in good faith and with that degree of diligence, care and skill which an ordinarily prudent director would exercise under similar circumstances in a like position.

b) Directors of the USBA owe a fiduciary duty to the Association and to its members and, accordingly, must at all times act in ways that will promote the interests of the Association, unencumbered by personal or business interests which might cause, or be perceived to cause, less than undivided loyalty to the Association.

c) In discharging their duties, officers and directors, when acting in good faith, may rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by: (i) one or more employees of the corporation whom the officer and/or director believes to be reliable and competent in the matters presented; (ii) counsel, public accountants or other persons as to matters which the officers and/or directors believe to be within such person's professional or expert competence; or (iii) a committee of the Board upon which they do not serve, duly designated in accordance with a provision of

the By-laws, as to matters within its designated authority, which committee the officers or directors believe to merit confidence, so long as in so relying they shall be acting in good faith and with that degree of care specified in subsection “a” above. Such persons shall not be considered acting in good faith if they have knowledge concerning the matter in question that would cause such reliance to be unwarranted.

(d) Persons who so perform their duties in accordance with the foregoing, shall have no individual liability to any person or entity by reason of being or having been an officer and/or director of the Association.

Section 6. No individual shall be permitted to be a candidate to serve as an officer or director of the USBA, or be permitted to continue to serve, if already serving as an officer or director, who has a conflict of interest or who is otherwise unable to satisfy the obligations of unfettered duty of loyalty that he or she owes to the Association as a director, as required by law.

Section 7. Members of the Board must annually complete a form to be supplied by and returned to the Ethics Committee concerning possible conflicts of interests and ethics issues. In addition, supplemental disclosures must be made to the Ethics Committee whenever an individual’s personal circumstances or employment changes, if such changes could effect the Board member’s ability to serve on the Board completely free of actual or perceived conflicts or ethical violations. If the Ethics Committee determines a Board member has a conflict of interest, the Board member will be asked to resign

Section 8. Non-compensation. Members of the Board of Directors shall act and serve without compensation and as a public service in furtherance of the charitable and educational purposes of the Association set forth in the Certificate of Incorporation and these By-Laws, except that this provision shall not preclude the reimbursement of reasonable expenses incurred in the performance of their official duties. Such reimbursement must be approved by the Executive Director of the Association and shall be disclosed to the Audit and Ethics Committee for its review, and approval, from time to time.

CHAPTER 16. ELECTION OF OFFICERS AND DIRECTORS; TERM OF OFFICE

Section 1. All individuals who are members of the Association with dues fully paid as of the record date set by the Board, and all organizational members as of

the record date, by their duly authorized representatives, shall be entitled to vote for all officers and/or directors, except that the directors elected from membership categories “B” and “E” shall be directly elected only by members from those respective membership categories; and the three Athlete Representatives to the Board are to be directly elected by eligible athletes, as provided herein.

Section 2. At a special meeting of members called to be held in the Spring of 2006 for the election of officers and/or directors following the 2006 Winter Olympic Games, nine (9) individuals shall be elected to serve as officers and/or directors of the Association for a four-year term (except as otherwise noted below for the initial term) from among the individuals who have been nominated by the Nominating Committee or by Petition, or by a particular membership class (as the case may be) as follows:

- a. The Chair, Vice-Chair, Secretary and Treasurer shall be elected by the membership from among the individuals nominated for each of those positions by the Nominating Committee or by Petition.
- b. One (1) director who satisfies the definition of “Athlete Representative” as defined by the USOC in its By-law Article XVII, Section 17.7.B shall be directly elected by those members of the Association who satisfy that same definition of “Athlete Representative.”
- c. One (1) director, a current IBU-certified International Referee or Technical Delegate, shall be directly elected by the individuals eligible to vote in membership Category “B” of Chapter 8 of these Bylaws, for a four-year term to end at the Annual Meeting of members in 2010. This individual, if he or she continues to satisfy the requirement of being a current IBU-certified International Referee or Technical Delegate for Biathlon at the end of his/her term of office as director, shall be eligible for re-election by the members who qualify for membership in Category “B” for another four -year term..
- d. One (1) director shall be directly elected by the organization(s) which comprise the organizational membership category “E” of Chapter 8 of these By-laws to serve for a term ending at the Annual Meeting of members in 2008. Such individual shall be eligible for re-election by the organizational member(s) which comprise membership category “F” at the annual meeting of members in 2008, for a full four-year term.

- e. Two (2) individuals who qualify as “Independent Directors” as that term is defined in these By-laws, one male and one female, shall be elected by the entire membership, the male independent director for a two-year term to end at the annual meeting of members in 2008, and the female independent director for a four-year term to end at the annual meeting of members following the Winter Olympics in 2010. Each such individual, if he or she continues to satisfy the definition of “Independent Director” as set forth in these By-laws (excluding the requirement not to be a current director) at the end of their respective terms of office as director, shall be eligible for re-election at the annual meeting of members at which their respective term ends, if nominated by the Nominating and Governance Committee, for one additional four-year term.

Section 3. The current two (2) athlete representatives on the USBA Board of Directors (that is, the representative and alternate representative from the USBA to the USOC’s AAC) shall continue to serve as directors of the Association until the expiration of their terms, and the election of their successors (if not re-elected), following the Summer Olympic Games.

Section 4. Each director shall hold office until the expiration of the term for which he or she has been elected or appointed, or until his or her successor has been elected or appointed, and qualified, unless the director is removed, after notice and opportunity for a hearing for cause; the director resigns or dies; or a vacancy is declared by the Board because of the director’s non-attendance at meetings of the Board as provided for in Chapter 18, section 3 of these By-laws.

Section 5. Following the election of Directors at the Special Meeting of Members in the Spring of 2006, the next election of directors, and all successive elections for directors thereafter, shall take place at an Annual Meeting of Members at which the term of office of a Director expires, or at Special Meetings of members called for that purpose of electing directors.

CHAPTER 17. FUNCTIONS OF THE NOMINATING COMMITTEE SUBSEQUENT TO THE SPRING 2006 ELECTION OF OFFICERS AND/OR DIRECTORS

Section 1. The Nominating Committee shall confer and shall submit the names of its officer and/or director nominees to the Secretary of the Association at least

sixty (60) days prior to the date of the Annual or Special Meeting of the members, whereat the election of officers and/or directors is to take place.

Section 2. Subject to the review and clearance of the proposed nominees by the Ethics Committee for possible conflicts of interest, the Secretary shall include the names of the officer and/or director nominees with the Notice of the Annual or Special Meeting of members in a mailing sent to each member of the Association at least forty (45) days prior to the date of the meeting.

Section 2. Additional nominations for the officer and/or director positions may be made by any member if supported by the signature of at least twenty (20) members of the Association submitted to the Executive Director at least thirty (30) days prior to the Annual or Special Meeting of members whereat the officers and/or directors are to be elected. Such individuals shall promptly be reviewed and cleared for possible conflicts of interest by the Ethics Committee.

Section 3. At least twenty (20) days before the Annual or Special meeting of members at which officers and/or directors are to be elected, the Secretary shall mail to each individual who is a member as of the date of the mailing, a final Notice of the meeting, together with the agenda for the meeting and a proxy with the names of the individuals nominated for each of the officer and/or director positions, to be completed and returned before or at the Annual or Special Meeting of members at which the election is to take place.

CHAPTER 18. MEETINGS OF DIRECTORS

Section 1. The Board of Directors shall schedule and hold at least two (2) regularly scheduled meetings a year (“Regular Meetings”), one of which shall be immediately following the Annual Meeting of members at the place of the Annual Meeting; and shall hold Special Meetings of the Board, as may be needed or called by the Chair or members of the Board, at such time and place determined by the Board.

Section 2. The Board shall meet in person; and the reasonable travel and other expenses of the Athlete Representatives on the Board shall be paid by the Association, if requested by the athlete, to facilitate their personal attendance at Board meetings.

Section 3. Members of the Board of Directors are expected to attend in person all regularly scheduled Board meetings, but may attend a Board meeting in exceptional circumstances by teleconference or such similar communications equipment which allows all persons participating in the meeting to hear each other at the same time; but that should be the exception rather than the rule. The failure of a director to attend a minimum of at least one-half (1/2) of the Board meetings, in person, during any twelve (12) month period, absent exigent circumstances resulting in the Board member's absence, approved by a majority of the remaining members of the Board, shall constitute, without more, the Board member's resignation from the Board, and shall result in a vacancy being declared by the remaining members of the Board with respect to that Board member's position.

Section 4. The Agenda for a meeting of the Board shall be set by the Chair of the Board, after consultation with the Executive Director. Any Board member or the Chair of any standing or ad hoc committee may request that an item or items be placed on the agenda for a Board meeting

Section 5. A quorum for the transaction of business at a meeting of the Board of Directors shall exist as least seven (7) members of the Board of Directors are present, either in person or by teleconference, provided however, that at least one (1) of those present is an Athlete Representative.

Section 6. Unless otherwise specified in these By-laws, or required by law, the vote of a majority of the members at a meeting where a quorum is present, shall be the act of the Board.

Section 7. No director may vote or act by proxy at any meeting of directors.

Section 8. The dates and location of the regularly scheduled meetings of the Board of Directors shall be set well in advance of the meetings, so as to ensure the Director's personal attendance at the Directors' meeting and, in any event, written notice of all regular meetings of the Board shall be given by first-class mail, facsimile or e-mail so as to be received by the director at least fifteen (15) days before the meeting, together with the agenda for the meeting.

Section 9. Special meetings of the Board may be called by the Chairman of the Board, and must be called when requested in writing by one-third (1/3) or more of

the members of the Board. Notice of special meetings of the Board shall be given by the Secretary as soon as practicable orally (in person or telephonically) and in writing (by mail, facsimile transmission or e-mail); but in no event, no later than two (2) days prior to the special meeting. The personal attendance of Directors at Special Meetings of the Board are encouraged; but if a Special meeting of the Board is called on less than ten (10) days notice, any member of the Board may participate in a Special Meeting of the Board by conference telephone or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time, and the requirements of Section 3 of this Chapter shall not apply.

Section 10. The Executive Director, Coaches, Counselor, Chairpersons of any Standing or Ad Hoc Committee, and senior staff of the Association shall be entitled to attend meetings of the Board of Directors with voice but without vote. Any member of the Association shall also be permitted to attend meetings of the Board of Directors without voice or vote, but may be given voice by the majority vote of the Board of Directors.

Section 11. Actions taken at a meeting of the Board shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these By-laws or when a definite effective date is recited in the record of the action taken.

Section 12. Minutes of all Board meetings shall faithfully and accurately be taken and recorded, and shall be posted on the Association's website.

CHAPTER 19. POWERS AND FUNCTIONS OF THE BOARD AND DIRECTORS

Section 1. Except as may otherwise be provided in these By-laws or the New York Not-for Profit Corporation Law, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the USBA shall be managed by, its Board of Directors.

Section 2. It is the responsibility of the Board of Directors to govern the Association, set policy for the Executive Director to follow and implement, through staff and committees, and otherwise provide guidance and strategic direction to management on significant issues facing the Association. Accordingly, the Board shall focus on the mission and long-term objectives of the

Association, and resource generation, rather than the day-to-day affairs and management of the Association, which is the responsibility of the Executive Director, with effective Board oversight. In that regard, the Board shall:

- a) evaluate and approve a strategic plan to achieve the USBA's mission, and monitor the Association's progress in achieving its goals;
- b) participate in, and be responsible for, together with the Executive Director, resource generation, in support of the USBA's mission;
- c) implement procedures to orient and educate new directors on the business and governance affairs of the USBA, and engage in meaningful self-evaluation of its performance as a Board;
- d) select, compensate, and evaluate the effectiveness of the Executive Director in achieving the mission of the Association, and consider plans for management succession, as may be appropriate;
- e) evaluate and act on annual and longer-term operating plans and budgets prepared by the Executive Director;
- f) evaluate and act on four-year plans prepared by the Executive Director to be submitted to the USOC;
- g) evaluate and act on marketing and other fund-raising plans proposed by the Executive Director, with input from staff;
- h) approve financial strategies, borrowing commitments, and long-range financial planning (to include marketing and fund-raising) to ensure appropriate funding of athlete programs and the long-term financial health of the Association;
- i) review and approve financial statements, annual and other reports to the membership, audit and control policies and, upon the recommendation of the Audit Committee, select independent auditors;
- j) monitor and ensure USBA compliance with Federal and state laws, as well as requirements for continued NGB status, as determined by Federal law and the USOC requirements;
- k) provide oversight to standing and ad hoc committee, to ensure their proper functioning and achievement of their purposes and goals;
- l) ensure that an effective safety program is in place and actively being implemented, particularly with respect to the storage, safeguarding and use of rifles and ammunition in the sport;
- m) review and act on significant corporate matters;

- n) perform such oversight and audit functions to determine whether the Association's assets are being properly protected and not being misused;
- o) ensure the Board's and management's adherence to the highest ethical standards, and the Board's effective corporate governance over the Association;
- p) ensure that the Association adequately funds a training program and competition schedule for athletes, including international competitions, consistent with the mission of the USBA;
- q) adopt a Code of Conduct, Code of Ethics and Conflict of Interest Policy and monitor, through the Ethics Committee, effective compliance therewith by staff, athletes, volunteers and Board members themselves; and
- r) ensure that the Board and management are properly structured and that the Association is prepared to act in the case of an unforeseen corporate or other crises.

CHAPTER 20. DUTIES OF CHAIRMAN, VICE-CHAIRMAN, SECRETARY and TREASURER

Section 1. The Chairman of the Board of Directors shall preside at all meetings of the Board and the annual and any special meetings of members. He or she shall be an ex-officio and non-voting member of all standing and ad hoc committees of the Association.

Section 2. The Vice Chairman of the Board shall perform the duties of the Chairman in his/her absence or inability to act.

Section 3. The Secretary of the Association shall be responsible for overseeing the issuance by staff of notices of all meetings of the members and all other mailings associated therewith, including the mailing of proxies for the election of officers and/or directors; the giving of notice of meetings of the Board of Directors in accordance with the provisions of these By-Laws; and the periodic and timely publication of newsletters, electronic and otherwise, to the membership. He or she shall oversee the preparation and maintenance by the Executive Director of accurate and complete minutes of the Meetings of members, the Board and all committees.

Section 4. The Treasurer shall ensure that staff maintains the books and records of the Association in accordance with generally accepted accounting principles and in conformance with the requirements of the USOC, and, together with the other members of the Board and the Chair of the Audit and Ethics Committee, shall provide oversight to the Executive Director in connection with the preparation of the Association's financial statements.

CHAPTER 21. VACANCIES ON THE BOARD

Section 1. Vacancies among directors elected by a specific membership category, voting as a class, shall be filled by action of the persons entitled to vote thereon at the next Annual Meeting of Members for the remainder of the term or, if such position would remain vacant for more than six months, by vote of a Special Meeting of the members of the membership category involved, specifically called for the purpose of filling the vacant Board position for the remainder of the term, and for no other purpose.

Section 2. Vacancies among all other director positions shall be filled by vote of the members at the next regularly scheduled Annual Meeting of members or at a Special Meeting of the Members called for the purpose of filling the director vacancy; except that, if a vacancy remains unfilled for six months after it occurs and, by reason of the absence, illness, death, removal or disability of one or more of the remaining directors, a quorum of the Board cannot be obtained, the remaining directors, by majority vote, may appoint directors to fill the vacancies, and such individuals shall serve as directors until the next Annual Meeting of Members at which time the positions shall be filled, by election by the members, for the remainder of the term (if any), or a new director elected (or the appointed Director elected on his or her own right) for a two-year term, if the term of the director temporarily appointed by the Directors has ended.

CHAPTER 22. EXECUTIVE DIRECTOR

Section 1. The Board of Directors shall be authorized to hire a full-time administrator, who shall be known as the Executive Director of the USBA.

Section 2. The Executive Director shall serve at the discretion of the Board, subject to any contract rights he or she may have. The Executive Director shall report to the Board of Directors and carry out the policies of the Association as

determined by the Board and in accordance with these By-Laws. More specifically, the Executive Director shall:

- a) develop a strategy for achieving the USBA's mission, goals and objectives as determined by the Board, and present the strategy to the Board of Directors for its review and approval;
- b) prepare and maintain complete and accurate financial reports on an on-going basis; and prepare and submit annual and quadrennial budgets to the Board for its review and approval;
- c) keep the Board advised, in a timely fashion, of all statutory and USOC-mandated requirements, to ensure the USBA's continued recognition as the National Governing Body for biathlon in the United States;
- d) determine the staff needed to effectively carry out the USBA's mission, goals and objectives, within the USBA's resources, including coaches, and oversee the hiring and termination of all staff;
- e) manage all staff functions, either directly or by delegation;
- f) assist Committee Chairs in the fulfillment of their responsibilities;
- g) be responsible, together with the Board of Directors, for resource generation and the allocation of USBA resources;
- h) cooperate with the USOC in connection with its audit functions, and ensure the USBA's compliance with USOC's directives pertaining to NGBs in general and the USBA in particular;
- i) coordinate the USBA's activities with the IBU, including the USBA's attendance at meetings thereat;
- j) submit all proposed contracts to the USBA counselor for review and approval prior to entering into any contractual obligations on behalf of the USBA;
- k) oversee the preparation of meetings of the Board of Directors and members, and agenda items therefore, and maintain a minute book of minutes of all meetings of the Members, Board of Directors and Committees of the USBA;
- l) together with the Chair of the Board, act as the USBA's spokesperson, and be responsible for all press releases, including compliance with the USOC's policies in connection with such press releases; and
- m) perform all functions as may be assigned by the Board, and otherwise be responsible for the day-to-day operations of the Association.

Section 3. The Executive Director shall not be a member of the Board of Directors, but shall attend all meetings of the Board.

CHAPTER 23. COMMITTEES

Section 1. The USBA shall have the following standing committees: (1) Safety Committee; (2) Nominating and Governance Committee; (3) International Competition Committee; (4) Complaint and Grievance Committee; (5) Compensation Committee; (6) Ethics Committee; and (7) Audit Committee.

Section 2. The Board of Directors may create such other committees or task forces as the Board deems necessary and appropriate.

Section 3. Membership on all standing committees shall not exceed five (5) individuals. For all other committees or task forces, the Board will appoint the chair who will appoint the other members (provided the athlete representative(s) meets with the approval of the Athlete Representatives on the Board); and the members shall not exceed five individuals, unless specifically deemed necessary, and approved, by a majority of the members of the Board of Directors.

Section 4. Athlete Representation on Committees. All “Designated Committees” (as defined by the USOC in its By-law Article XVII, Section 17.7.A) shall have at least 20% “athlete representatives” as required by the USOC in its By-laws, and as that term is defined in Article XVII, Section 17.7.B of the USOC By-laws (See also Chapter 33 herein); and all other committees and task forces shall have 20% “athlete representatives” as required by the USOC in its By-laws and as that term is defined by Article XVII, Section 17.7.C of the USOC By-laws.

Section 5. Quorum. Unless otherwise provided in these By-Laws, a quorum for the transaction of business at any meeting of a committee of the Association shall be a majority of the total members of such committee, but must include at least one (1) Athlete Representative.

Section 6. Miscellaneous Committee Provisions.

a) Tenure. The term for all standing and other committee members shall four (4) years, or until the committee member’s successor is appointed, the committee member’s earlier resignation, removal, incapacity, disability or death, or the discharge of the committee by the Board.

b) Committee member attendance. Members of committees and task forces are expected to participate in all regularly-scheduled and task force

meetings of which they are a member, and must participate in 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-month period.

c) Unless otherwise provided in these By-Laws or by vote of the members of the Board of Directors, all standing and ad hoc committees and task forces shall determine their own rules of procedure for the conduct of its business and affairs.

d) In the event that any committee of the Association fails to submit a required report or carry out other assigned duties within a reasonable time, the Chair of the Board may discharge such committee from further consideration of responsibility for the subject matter before it, and initiate the appointment of a new committee in accordance with these By-laws.

e) Resignation. A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, disability or death. A committee or task force member may resign at any time by giving written notice to the Executive Director. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

f) Removal. A Committee or task force member's position may be declared vacant by the Board if he or she fails to attend in person more than one half (1/2) of the regular committee or task force meetings during any twelve-month period, unless they are able to demonstrate to the satisfaction of the Board that the presence of exigent circumstances caused the absences and should be excused.

g) Vacancies. Any vacancy occurring in a committee or task force shall be filled for the unexpired term in the same manner as the person whose vacancy is being filled was originally selected or appointed.

h) Open and Executive Meeting Sessions. Ordinarily, all committee and task force meetings shall be open to members, and if approved by a majority of the members of the committee or task force, to non-members. However, the Chair of the Committee or task force, with the consent of the

majority of the committee or task force members in attendance, may exclude non-members from the meeting, and declare an “executive session” to consider and discuss matters relating to personnel, nominations, discipline, salary or other sensitive matter.

i) Minutes of Meetings. Each committee and task force shall take minutes of its meeting, which shall be maintained on file by the Executive Director at the principal office of the Association.

j) Compensation. Committee and task force members shall serve without compensation, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with USBA policies.

Section 7. Safety Committee

a) The Board of Directors shall appoint three (3) individuals who will serve as members of the USBA Safety Committee, including its chair. No member of the Board of Directors shall be a member of the Safety Committee.

b) The Safety Committee shall meet, in person, at least two times a year and shall be responsible for regularly assessing and improving procedures to ensure the safety of athletes, coaches, spectators and others at biathlon training sessions and competitions. The Safety Committee shall also review the circumstances surrounding injuries that occur at training sessions and competitions to determine is steps can be taken in the future to eliminate or mitigate such injuries.

c) The Safety Committee shall report to the Board of Directors at least once annually with respect to its work for the year, and make recommendations, for consideration by the Board, to improve the safety of all individuals in connection with biathlon training sessions and competitions, including possible rule changes, if appropriate.

Section 8. Nominating and Governance Committee

a) Five (5) individuals shall serve as members of the Nominating and Governance Committee, selected as follows:

- i) one (1) individual who meets the definition of “athlete representative” set forth in USOC By-law Article XVII, Section 17.7.B selected by the three (3) athlete representatives on the USBA Board of Directors;
 - ii) three (3) individuals, one (1) from Group “B”, and two (2) individuals, one representing each of Groups “E”, and “F,” each selected by the Board;
 - iii) one (1) additional individual, selected by the Board, who shall serve as the Chair of the Committee.
- b) The Board shall have final approval over the membership of the Nominating and Governance Committee, and shall ensure that the members it selects, when considered in conjunction with the individual selected by the athlete representatives, provide for reasonable representation of both males and females, and that the individuals which comprise the Committee represent the various constituencies and geographical interests of the Association.
- c) No member of the Board of Directors shall serve as a member of the Nominating and Governance Committee; and no member of the Nominating and Governance Committee may serve as a member of the Board of Directors or serve, or be employed by the USBA, for a period of two (2) years after the completion of their service on the Nominating and Governance Committee.
- d) The Nominating and Governance Committee shall:
 - i) identify, evaluate and propose prospective candidates to serve as members of the Board (except for the members selected by Groups “B” and “E”);
 - ii) consult, with members of the Ethics Committee, with respect to vetting potential nominees to the Board for potential conflicts of interest or other background issues;
 - iii) recommend, as may be requested by the Board, individuals to serve on various committees and/or task forces;

iv) develop and recommend to the Board, for its consideration, an annual plan for Board self-evaluation, and the evaluation by the Board of its committees and task forces; and

v) perform such other duties as may be assigned by the Board.

e) In considering an individual for possible selection as a nominee to the Board, the Nominating and Governance Committee shall take into consideration:

i) his or her demonstrated commitment to the sport and to the Association and to work on their behalf; the abilities and experience of the individual which would enable the individual to contribute to the functions of the Board, the growth of the sport and achieving the mission of the Association; and the ability and willingness of the individual to either personally contribute financially to the Association or provide access to individuals and organization who/which are able and willing to do the same;

ii) the Sports Act's requirement for reasonable representation of both males and females, and the need for geographic diversity, on the Board;

iii) the individual's reputation for personal integrity and commitment to ethical conduct;

iv) the willingness of the individual to focus on the mission of the USBA, without seeking to benefit any particular constituency of the USBA at the expense of the USBA as a whole;

v) whether the individual has the ability and intention to personally attend meetings, and fully participate fully in the activities, of the Board;

vi) whether the individual is a member of, or has relationships with other organizations or individuals, that might make it inappropriate for the individual to serve on the Board; and

vii) any other appropriate qualification or factor the Committee deems appropriate to consider in its deliberations in selecting nominees to serve as qualified and capable directors of the USBA.

Section 9. International Competition Committee

a) With approval by the Board of Directors, the International Competition Committee shall consist of five (5) members, selected as follows:

i) one (1) individual who shall be appointed from the Board of Directors and will serve as Chair;

ii) one (1) individual who meets the definition of “athlete representative” set forth in USOC By-law Article XVII, Section 17.7.B selected by the three (3) athlete representatives on the USBA Board of Directors;

iii) three (3) individuals appointed by the Chair, one each from among the Group “B” membership category, the Group “E” membership category, and the USBA Coaching Staff.

b) The International Competition Committee shall meet as required, in person or by telephone conference for specific issues, and shall be responsible for providing recommendations to the Board of Directors for approval of:

i) team selection criteria for domestic and international events and activities, to include all levels of international participation;

ii) confirmation of team selection criteria outcomes;

iii) proposals on issues of USBA National Team selections and levels of individual support as provided by USBA budgetary actions;

iv) guidance concerning potential disciplinary actions for non-compliance of team directives and/or violations of USBA Athlete Code of Conduct; and

- v) formulating the developmental and competitive strategies designed to meet the goals of the USBA High Performance Plan.

Section 10. Complaint and Grievance Committee

a) The Board of Directors shall appoint three (3) individuals who will serve as members of the USBA Complaint and Grievance Committee, including its chair. No member of the Board of Directors shall be a member of the Complaint and Grievance Committee. The USBA Counselor shall be an ex officio member of the Complaint and Grievance Committee.

b) The Complaint and Grievance Committee, with the advice of the USBA Counselor, shall:

- i) appoint individuals who would be fair and impartial, and who would have the qualifications and ability, to serve on Hearing Panels to resolve complaints and grievances filed in accordance with Chapter 30 of these By-laws; and

- ii) perform such other duties that are necessary and appropriate to ensure the prompt, fair and independent resolution of complaints filed by or with, or grievances filed against, the Association; and perform such other duties as may be assigned by the Board.

Section 11. Compensation Committee

a) Up to five (5) members of the Board of Directors, to include at least one of the athlete representatives, shall appointed by the Board to serve as members of the Compensation Committee, including the Chair of the Committee.

b) The responsibilities of the Compensation Committee shall be to:

- (i) evaluate at least once a year the Executive Director's performance in (a) meeting the Board's expectations, as communicated to the Executive Director by the Board, and carrying out his or her responsibilities as set forth in these By-laws,

and (b) advancing the Association's fulfillment of its mission, set forth in Chapter 3, Section 1 of these By-laws;

(ii) recommend to the full Board the Executive Director's compensation, including salary, bonus, incentive and/or any other compensation; and

(iii) review the Association's compensation plan for the Executive Director, and other senior USBA staff, in view of relevant market data, and to recommend changes to such compensation plans to the full Board, as necessary and appropriate.

Section 12. Ethics Committee.

a) There shall be an Ethics Committee of the USBA comprised of three (3) individuals. One member shall be one of the two independent directors on the Board appointed by the Board; a second member shall be an individual who qualifies as an "athlete representative" as defined by the USOC in Article XVII, Section 17.7.B of its By-laws, selected by the three athlete representatives on the Board. The Board shall seek and appoint a third individual to the Ethics Committee who has particular expertise in the area of ethics and ethical conduct, and who shall serve as chair of the Committee.

b) The responsibilities of the Ethics Committee shall be as follows:

i) to prepare, for approval by the Board, a Code of Ethics for Officers and/or Board members, staff, committee and task force members and other members to follow;

ii) to review such Code of Ethics annually for purposes of revising it so as to improve the ethical conduct by which all associated with the USBA will conduct themselves;

iii) annually prepare, submit and collect from Board members and stall a form intended to disclose possible or actual conflicts of interest or other ethical concerns; and request supplemental disclosures whenever an individual's personal circumstances or

employment has changed, which may result in a conflict of interest or ethical concern;

iv) give advisory opinions, if the Committee deems it appropriate, with respect to ethical questions that may arise from time to time;

v) determine, by means it deems appropriate, whether proposed nominees for officer and/or director positions are disqualified from being nominated by reason of conflicts of interest or other ethical considerations;

vi) oversee the implementation of and compliance with the Code of Ethics, including, but not limited to hearing and deciding complaints which may be filed with or by the Association pursuant to Chapter 30, Section 2 (i) or (ii) concerning an individual's alleged non-compliance with the Code of Ethics; and

vi) perform such other duties as may be assigned by the Board.

Section 13. Audit Committee.

a) Three (3) members of the Board of Directors, to include at least one of the athlete representatives and one of the independent directors, shall appointed by the Board to serve as members of the Audit Committee, with the independent director serving as Chair of the Committee.

b) The Audit Committee shall:

i) oversee and monitor staff's implementation and handling of internal controls to ensure the timely and accurate recording and disclosure of financial information pertaining to the Association;

ii) recommend to the Board the selection of the independent auditors who will perform the annual audit of the USBA;

iii) review the findings of the auditors, including the auditor's management letter, and report and make recommendations to the Board with respect thereto;

iv) investigate all matters of fiscal controls including, but not limited to, budget control; report to the Board with respect thereto; and where appropriate, make recommendations as needed;

v) recommend the establishment of policies and controls that encompasses any activity that may impact on the financial well-being of the Association; and

vi) perform such other duties as may be assigned by the Board.

CHAPTER 24. COUNSELOR

Section 1. The Board shall select a member of the legal profession to serve as Counselor. He or she shall provide legal advice to the Board and Executive Director, and perform such other duties as requested. He or she has the right to the floor at any meeting of the Members, Board of Directors and Committees for explanatory purposes. His or her files, records, and documents pertaining to the Association belong to this Association and, except as may be recommended by the Executive Director and approved by the Board, he or she shall receive no compensation for his or her services, but shall be reimbursed for reasonable expenses.

Section 2. Notwithstanding the foregoing, the Executive Director may engage the Counselor, or some other legal counsel, to provide legal services with respect to any specific matter or matters as may be required from time to time at such fees as may be agreed upon.

CHAPTER 25. USOC ATHLETES' ADVISORY COUNCIL

Section 1. The USBA shall have a representative and alternate representative on the USOC's Athletes' Advisory Council ("USOC's AAC" or "AAC"), whose purpose is to ensure communication between the USOC and currently active athletes, and to serve as a source of opinion and advice to the USOC Board of Directors with regard to both current and contemplated policies of the USOC.

Section 2. The USBA's representative, and alternate representative to the AAC shall also serve as "athlete representative" members on the USBA Board of Directors.

Section 3. Following the conclusion of the summer Olympic Games, but prior to January 1 of the following year, an athlete representative and alternate representative shall be elected by eligible athletes to represent USBA athletes on the USOC's AAC for the next Quadrennial Period.

Section 4. The following procedures will be followed for the election of an athlete representative and alternate athlete representative to the USOC's AAC:

- a) Eligible for election to the USOC's AAC shall be any individual who has represented the United States as an athlete in the Olympics, the World Championships or an event designated by the USOC as an "Operation Gold" event in the sport of biathlon within the ten (10) year period prior to December 31 of the year in which the election of athletes to the AAC is held, and who will be at least eighteen (18) years of age by that same date.
- b) Eligible to vote for the election of the USBA's representative and alternate representative to the USOC's AAC shall be any member of the USBA who is eligible for election as the USBA's representative or alternate representative to the AAC, as set forth in Section "3(a)" above.
- c) Following the conclusion of the Summer Olympic Games, the USBA, by its Executive Director, with the assistance of the current representative and alternate representative from the USBA to the AAC, shall contact all biathlon athletes eligible to serve on the AAC requesting that any athlete desiring to be considered for election to the AAC as the USBA's representative or alternate representative should so indicate in a letter, e-mail or facsimile transmission to the Executive Director by a date certain, but which date shall not be earlier than thirty (30) days from the date of the Executive Director's inquiry.
- d) The names of all eligible athletes who have indicated a willingness to serve as the USBA's representative or alternate representative on the USOC's AAC will be placed on a ballot. The

USBA will mail this ballot to all/each athletes eligible to vote (as defined above) and request that they vote for one (1) individual to represent them on the AAC.

e) The individual who receives the most votes will become the USBA's representative to the AAC. The individual of the gender opposite of the individual elected as the USBA's representative to the AAC who receives the most votes will become the alternate representative from the USBA to the AAC.

f) In the event of a tie for the position of the USBA representative to the AAC, US Sailing shall send the names of the two individuals involved in the tie to the athletes eligible to vote, and ask them to vote for one individual.

g) The USBA will advise the CEO of the USOC, the chairperson of the AAC, the USOC Athlete Ombudsman and all eligible athletes (as defined above) informing them of the names of the individuals elected as the representative and alternate representative from the USBA to the AAC, and shall also certify to the CEO of the USOC And USOC Athlete Ombudsman the date and competition in which the athlete representative and alternate representative last competed internationally.

h) In accordance with Section 18.1 of Article XVIII of the USOC's Bylaws, the USBA shall submit to the USOC for its review and approval, a copy of its procedures regarding the election of an athlete representative and alternate representative to represent the USBA's athletes on the AAC. The USBA shall also amend these procedures, as needed, to ensure that they are not inconsistent with the requirements of the Bylaws of the USOC's AAC, as such By-laws may be modified by the AAC from time to time.

Section 5. The terms for the USBA's representatives to the USOC's AAC shall be for four years, or until the representative's successor is elected, or the representative's earlier resignation, removal, incapacity, disability or death.

CHAPTER 26. ELIGIBILITY

Section 1. The eligibility criteria of this Association relating to amateur status shall be the eligibility rules as issued by the IBU or its successor(s) as the appropriate international sports federation for Biathlon.

Section 2. The current eligibility rules for biathlon, as adopted by the IBU, shall be published on the USBA's website, be available at the Association's principle office, and shall be provided to any individual upon request to the Executive Director of the Association.

CHAPTER 27. COMPLIANCE WITH SECTION 220522(a)(8) OF THE SPORTS ACT

Section 1. The USBA, in compliance with the requirements for continued recognition as the NGB for biathlon in the United States as set forth in Section 220522(a)(8) of the Sports Act, shall:

a) provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators and officials to participate in amateur athletic competition, without discrimination on the basis of race, religion, sex or national origin; and

b) provide fair notice and an opportunity for a hearing to any athlete, coach, trainer, manager, administrator, or other official before such individual may be declared ineligible to participate in any USBA sanctioned event. Any Hearing conducted hereunder shall be conducted in accordance with the hearing procedures of Chapter 31 of these By-laws.

CHAPTER 28. RIGHT TO PARTICIPATE IN "PROTECTED" COMPETITIONS

Section 1. Neither the Association nor any member of this Association may deny or threaten to deny any athlete the opportunity to participate in the Olympic Games, a World Championship competition or other such "protected competition" as that term is defined by the USOC in its By-laws (see Article I, § 1.3-P of USOC By-laws); nor may the Association, or any member of the Association, subsequent to such competition, censure or otherwise penalize any athlete who participates in any such protected competition.

Section 2. Any athlete who alleges that he or she has been denied, or has been threatened to be denied, a right established in Section "1" of this By-law, shall promptly inform the President of the USBA, and the USBA's athlete

representative to USOC's Athletes' Advisory Council, who together shall cause an investigation to be made and steps to be taken to settle the controversy without delay. Notwithstanding any efforts taken to settle the controversy informally, the athlete may (a) file a grievance with the USBA pursuant to Chapter 30, Section 1(i) of these By-Laws; and/or (b) refer the matter to the Chief Executive Officer of the USOC and pursue such remedies as may be available pursuant to Article IX of the USOC By-laws, a copy of which is annexed hereto as Exhibit "A,".

Section 3. The rights and remedies granted to athletes under Sections "1" and "2" of this By-law Chapter shall apply equally to any coach, trainer, manager, administrator, or other official seeking to participate in the conduct of any of the international athletic competitions designated, or referred to, in Section "1" hereof.

Section 4. The USBA agrees to submit to binding arbitration before the American Arbitration Association conducted in accordance with the Commercial Rules of the AAA then in effect, or as such rules may be modified in accordance with Section 220522(a)(4)(B) of the Sports Act, in any controversy involving the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in the Olympic Games, a World Championship competition, or such other "protected competition" upon demand of any aggrieved athlete, coach, trainer, manager, administrator or official, as provided for in Article IX of the USOC By-laws.

CHAPTER 29. PROHIBITION AGAINST THE USE OF BANNED SUBSTANCES

Section 1. Member athletes, coaches, trainers, managers, administrators, officials, or other individuals participating in competitions or other events sanctioned by the Association, or named to international teams by the Association, may not themselves use, or cause others to use, drugs or other substances prohibited from use by the International Olympic Committee (the "IOC"), the World Anti-Doping Agency ("WADA") or the IBU; nor shall member athletes, their coaches or any other member of the USBA engage in unfair practices as defined by the IOC, WADA or the IBU from time to time.

Section 2. Any individual who is found, after fair notice and opportunity for a hearing, to have violated this prohibition, shall be liable to be sanctioned by the Association, which sanctions can include, but not necessarily be limited to,

censure; forfeiture of any prizes, awards or other consideration; fines; suspension or forfeiture of membership in the Association for a period of time and, in the case of repeated violations, the forfeiture of membership in the USBA for life.

Section 3. Any individual who is found, after fair notice and an opportunity for a hearing, to have failed to comply with testing procedures of (or to have refused to submit to a drug test in connection with a request by) the IOC, WADA, the United States Anti-Doping Agency (“USADA”) or the organizing committee of any competition sanctioned by the Association, shall be subject to the same penalties as may be applicable in the case of the individual who is found to have tested “positive” for a prohibited substance.

Section 4. In accordance with the requirements of Article XVII, Section 17.2(G) of the USOC’s By-laws, the USBA shall comply with the procedures pertaining to drug testing adopted by the independent anti-doping organization designated by the USOC to conduct drug testing (currently USADA), and the adjudication of related “doping” offenses by such agency.

CHAPTER 30. GRIEVANCES AND COMPLAINTS

Section 1. Grievances: A “Grievance” is a filing a by a member against the USBA. There are two types of Grievances:

(i) A Grievance by a member against the USBA which alleges the denial by the USBA of the right of a member to an opportunity to participate in any sanctioned USBA event or “protected competition” such as the Olympic Games, a World Championship competition or such other “protected competition” as defined by the USOC in its By-laws (hereinafter, an “Opportunity to Participate” Grievance); and

(ii) A Grievance by a member against the USBA which alleges the failure of the USBA to comply with a requirement of The Ted Stevens Olympic and Amateur Sports Act (other than an “Opportunity to Participate” Grievance); an applicable USOC By-law or other requirement of the USOC imposed on the USBA as the National Governing Body for biathlon in the United States; a USBA By-law or duly adopted rule or regulation affecting members (excepting and excluding racing rules and regulations); and/or any other matter within the cognizance of USBA affecting members.

Section 2. Complaints. A “Complaint” is a filing against a member of the USBA. There are two types of Complaints:

(i) A Complaint by the USBA against a member alleging a violation of the USBA’s Bylaw(s), Code of Conduct or Code of Ethics or Policy Against Conflict of Interests, and/or any rule or regulation duly adopted by the USBA (excepting and excluding racing rules and regulations), pertaining to any other matter within the cognizance of the USBA regarding the conduct of its members.

(ii) A Complaint may also be filed by a member against another member of the USBA, alleging a violation of the USBA’s Bylaw(s), Code of Conduct, Code of Ethics or Policy Against Conflicts of Interest and/or any other rule or regulation duly adopted by the USBA (excepting and excluding racing rules and regulations) pertaining to any other matter within the cognizance of the USBA regarding the conduct of its members.

Section 3. Manner of Filing a Grievance Against the USBA. A Grievance may be brought by a member against the USBA alleging a matter set forth in Section 1(i) or (ii) above. The Grievant shall file his or her Grievance with the Executive Director of the USBA, who shall immediately refer it to the President of the USBA and the Chair of the Complaint and Hearing Committee (see below). The Grievance shall set forth in clear and concise language, preferably in numbered paragraphs: (a) the alleged denial by the USBA of the Grievant’s opportunity to participate in a USBA- sanctioned and/or protected competition, and/or (b) the alleged failure of the USBA to comply with an applicable provision of the Sports Act, USOC Bylaws or other requirement of the USOC imposed on the USBA as the NGB for biathlon in the United States, a USBA Bylaw or non-racing rule or regulation and/or any other matter within the cognizance of the USBA affecting members, and (c) the remedy requested. The Grievant shall sign the Grievance under oath.

Section 4. Manner by which the USBA initiates a Complaint Against a Member. A Complaint may be brought by the USBA against a member alleging a matter set forth in Section (2)(i) above if authorized by at least a majority vote of the non-interested members of the Board of Directors. The Complaint shall set forth

in clear and concise language, preferably in numbered paragraphs: (a) the alleged violation by the member of the USBA By-law, Code of Conduct, Code of Ethics, Policy against Conflicts of Interest and/or other non-racing rule or regulation duly adopted by the USBA and (b) the sanction or other relief requested. It shall be signed and filed by the Executive Director in the name of the USBA with the Chair of the Hearing Committee, and shall be served on the respondent member of the USBA either personally or by certified mail.

Section 5. Manner by which a member of the USBA initiates a Complaint Against Another Member of the USBA. A Complaint may be brought by a member of the USBA against another member of the USBA alleging a matter set forth in Section (2)(ii) above. The Complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (a) the alleged violation by the member of the USBA By-law, Code of Conduct, Code of Ethics, Policy against Conflicts of Interest and/or other non-racing rule or regulation duly adopted by the USBA and (b) the sanction or other relief requested. The Complainant shall sign the Complaint, under oath, and shall serve it on the respondent member of USBA by certified mail, with a copy to the Executive Director of the USBA, together with proof of service thereof.

Section 6. Special Rights of those alleging a Denial of Opportunity to Participate. Any member alleging the denial or threatened of the right of an opportunity to participate in the Olympic Games, a World Championship competition or such other “protected competition” as defined by the USOC in its By-laws has the right either to file a Grievance against the USBA in accordance with the procedures set forth in this By-law, or avail himself or herself of the rights and remedies available pursuant to Article IX of the USOC By-laws, a copy of which is attached hereto as an Exhibit.

Section 7. Limitations on Filing “Opportunity to Participate” Grievances. The final decision of a referee or competition jury regarding a “field of play” decision (defined as a matter set forth in the rules of the competition or event to be within the discretion of a referee or competition jury) shall not be reviewable under these procedures; nor shall it be the subject of a Demand for Arbitration pursuant to Article 9 of the USOC By-laws.

Section 8. Statute of Limitations: Any Grievance or Complaint filed under these By-laws must be filed within one hundred eighty (180) days of the alleged denial of an opportunity to compete, or alleged violation of a provision of the Sports Act, applicable USOC or USBA Bylaw, Code of Conduct, Code of Ethics, Policy Against Conflicts of Interest and/or applicable non-racing rule or regulation.

Section 9. Filing Fee: A Complaint filed with the USBA by an individual against another individual shall be accompanied by a non-refundable filing fee of \$100. No filing fee is required of a member filing a Grievance against the USBA; nor is the USBA required to pay a filing fee when it files a Complaint against a member.

Section 10. Attempt to Resolve Grievance or Complaint by Informal Means. The Executive Director, or his/her designee, shall attempt to resolve the grievance or complaint through informal means. Such attempts to settle the matter, however, shall not, in any event, suspend or otherwise delay the prompt referral of the Grievance or Complaint to the Complaint and Hearing Committee for resolution by a Hearing Committee.

CHAPTER 31. HEARING PROCEDURES AND APPEALS

Section 1. Referral to Hearing Committee and Naming of Hearing Panel. Upon receipt, the Executive Director shall promptly transmit a copy of the Grievance or Complaint to the Chair of the Board, the Counselor and the Chair of the Complaint and Grievance Committee. Upon receipt of the Grievance or Complaint, the Chair of the Complaint and Grievance Committee, after consultation with the other members of the Committee, shall appoint a Hearing Panel of three disinterested individuals to hear the Grievance or Complaint, one of whom must be an "athlete representative" who meets the standards set forth in USOC By-law Article VII, Section 17.7.B. The other two members of the Hearing Panel may or may not be members of the Association.

Section 2. Functions of Hearing Panel. The Hearing Panel, once appointed, shall decide who among them shall serve as Chair of the Panel. The Hearing shall be convened as expeditiously as possible at a time and place determined by the Hearing Panel to be convenient to the parties, to hear evidence, make findings of fact, and adjudicate the issues raised. In person Hearings shall be preferable; however, the Hearing may be conducted by teleconference with the consent of the Grievant or Complainant, and the respondent..

Section 3. Conduct of the Hearing. The Chair of the Hearing Panel shall preside over the Hearing, and shall make evidentiary rulings and otherwise control the conduct of the Hearing in accordance with the due process considerations set forth below. The testimony of witnesses shall be taken under oath. The rules of evidence applicable to court proceedings shall not be strictly enforced, but the Panel shall give lesser weight to hearsay testimony, if admitted into evidence. The Chair of the Hearing Panel, in consultation with the other members of the Hearing Panel, shall set such time-lines and such other rules regarding the conduct of the Hearing as he or she deems appropriate and/or necessary.

Section 4. Due Process Considerations. In any Hearing conducted pursuant to these By- laws, the parties shall have the right to have, and shall be accorded (unless waived in writing), the following:

- a. Notice of the charges or alleged violations, with specificity and in writing, and possible consequences if the charges are found to be true;
- b. Reasonable time between receipt of the notice of charges and the Hearing with respect to the charges, within which to prepare a defense;
- c. Notice of the identity of adverse witnesses provided in advance of the Hearing;
- d. The right to have the Hearing conducted at such a time and place so as to make it practicable for the person charged to attend;
- e. A Hearing before a disinterested and impartial body of fact finders;
- f. The right to be assisted in the presentation of one's case at the Hearing, including the assistance of legal counsel, if desired;
- g. The right to present oral and written evidence and argument;

- h. The right to call witnesses to testify at the Hearing, including the right to have individuals under the control of an adverse party attend; and to confront and cross-examine such individuals;
- i. The right to have a record (i.e., transcript) made of the Hearing. The reporter shall be paid for by the party requesting the reporter; and a copy of any transcript shall be provided to the other party upon payment of half of the cost. Any transcript ordered by a party shall be made available to the Hearing Panel upon request of the Panel.
- j. The burden of proof shall be on the proponent of the charge, which burden shall be at least a “preponderance of the evidence” unless an applicable rule of law provides for a higher burden of proof;
- k. A written decision, with reasons therefore, based solely on the evidence of record, handed down in a timely fashion; and
- l. Written notice of appeal procedures, if the decision is adverse to the person charged, and the prompt and fair adjudication of any appeal.

Section 5. Expedited Procedures. At the request of a party, and if the Chair of the Hearing Committee deems it necessary, the Hearing may be expedited in order to resolve the matter if compliance with regular procedures would not be likely to produce a decision sufficiently timely to do justice to the affected parties. In such a case, the Hearing Committee shall hear and decide the Grievance or Complaint pursuant to such procedures as are necessary to achieve an expedited decision, but still fair to all parties involved.

Section 6. Decision. The Hearing Panel decision shall either be unanimous or by majority vote, and shall be in writing; although the Panel may first render its decision orally, or in writing without reasons, to be followed by a written reasoned decision as soon as practicable.

Section 7. Shifting of Costs and Expenses, and the Awarding of Attorneys’ fees in certain circumstances. In the context of a Complaint brought by a

member against another member of the USBA, where USBA provides the forum for the resolution of the dispute, if the Hearing Panel finds, after fair notice and opportunity to be heard, that either the compliant filed with the USBA against a member, or the respondent member's defense to the complaint, is frivolous and without merit, the Hearing Panel, at its discretion, may award attorney's fees and costs in favor of the prevailing party and against the offending party. Proof of such costs may be submitted to the Hearing Panel by affidavit, submitted under oath by a person with personal knowledge of the facts, and who would then be subject to cross-examination by the losing party. The USBA, as the provider of the forum for adjudicating the dispute, may also recover its costs, including attorney's fees, if any, and the expenses of the arbitrators, against the losing party, subject to the same standards and submissions of proof, as set forth above. By availing himself/herself of the rights and remedies provided by the USBA in resolving a complaint between members, the parties agree that they may be liable for the payment of costs and attorney's fees of the prevailing party, and the costs and fees of the USBA, including the expenses of the Hearing Panel members, if the losing party's claim or defense is deemed by the Hearing Panel, after fair notice and an opportunity to be heard, to be frivolous and without merit.

Section 8. Appeals. Appeals from a decision of a Hearing Panel, if any, shall be made to and filed with the American Arbitration Association, at any regional office of the AAA, within twenty (20) days of service of the Hearing Panel's decision by the party making the appeal. The AAA shall proceed with the determination of the matter de novo, under the Commercial Rules of the AAA in effect at the time of the filing; and the decision of the Arbitrator or Panel of Arbitrators shall be final and binding, subject only to the rights and remedies of any party to the arbitration under law.

CHAPTER 32. SANCTIONS FOR INTERNATIONAL BIATHLON COMPETITIONS

The USBA shall promptly grant a sanction requested by an amateur sports organization or person to hold an international amateur athletic competition within the United States, or to sponsor U.S. amateur athletes to compete in international amateur athletic competition held outside the United States, if (a) this Association does not determine by clear and convincing evidence that holding or sponsoring an international amateur athletic competition by the amateur sports organization or person would be detrimental to the best interest of the sport, and (b) if such amateur sports organization or person

seeking to sponsor an event meets the requirements set forth in Article Section 220525(b) of The Ted Stevens Olympic and Amateur Sports Act for obtaining such a sanction.

CHAPTER 33. ATHLETE REPRESENTATION ON USBA "DESIGNATED" AND "NON-DESIGNATED" COMMITTEES

Section 1. Athlete Representatives, as defined in section 3 below, shall have not less than 20% representation and voting power at all meetings of members, and shall equal at least 20% of the Board of Directors as well as "Designated Committees," defined by the USOC in its By-laws at Article XVII, Section 17.7.A as nominating and budget committees, panels empowered to resolve grievances and complaints, and committees which prepare, approve or implement programs in the following areas:

a) the expenditures of funds allocated to the USBA by the USOC; and

b) the selection of all international and Olympic Team members, including athletes, coaches, administrators and sports staff.

Section 2. Athlete Representatives on the USBA Board of Directors and all "Designated Committees" as defined by the USOC shall meet the following standards, except for the two athlete representatives elected to the Board as the representative and alternate representative elected by eligible athletes to the USOC's AAC, which meet a more restrictive standard as permitted by the USOC in its By-law Article XVII, Section 17.7.D:

(1) At least one-half of the individuals serving as Athlete Representatives shall have competed in the USBA's events or disciplines that are on the program in the Olympic Games;

(2) Up to one-half of the individuals serving as Athlete Representatives may have competed in an event or discipline not on the program of the Olympic Games, provided that such event or discipline is recognized by the IBU or is regularly included in the international competition program of the IBU; and

(3) at the time of election, all USBA Athlete Representatives shall have demonstrated their qualifications as athletes by having:

(i) within the ten (10) years preceding election, represented the United States in the Olympic Games, an Operation Gold event, or a World Championship recognized by the IBU for which a competitive selection process was administered by the USBA; or

(ii) within the twenty-four (24) months before election, demonstrated that they are actively engaged in amateur athletic Biathlon competition by finishing in the top half of the USBA's national championships or team selection competition for the events specified in subparagraphs (1) or (2) above.

Section 3. Athlete Representatives, as defined below, shall comprise at least 20% of the members of all USBA "Non-Designated Committees", as the term is defined by the USOC in Article XVII, Section 17.7.C of its By-laws; and such Athlete Representatives shall have at least 20% of the voting power of all such "Non-Designated Committees." Qualification as an "Athlete Representative" on all USBA "Non-Designated Committees" shall be determined as follows:

(1) At least one-half of the individuals serving as athlete representatives shall have competed in the USBA's events or disciplines that are on the program in the Olympic Games.

(2) Up to one-half of the individuals serving as athlete representatives may have competed in an event or discipline not on the program of the Olympic Games, provided that such event or discipline is recognized by the IBU or is regularly included in the international competition program of the IBU.

(3) At the time of selection, all Athlete Representatives on "Non-Designated Committees" of the USBA shall have demonstrated their qualifications as athletes by having:

(i) Within the ten (10) years preceding selection, represented the United States in the Olympic Games, or an Operation Gold event, or a World Championship recognized by the IBU for which a competitive selection process was administered by the USBA; or

(ii) Within the twenty-four (24) months before selection, demonstrated that they are actively engaged in amateur athletic Biathlon competition.

Section 4. Any individual proposed to be appointed to serve as an Athlete Representative on any USBA committee or task force, where such athlete is not selected directly by Athlete Representatives, must be approved by the Athlete Representatives on the Board of Directors.

Section 5. The reasonable transportation and other expenses incurred by the Athlete Representatives to attend USBA committee and task force meetings shall, if requested by the athlete, be borne by the Association.

CHAPTER 34. BOOKS AND RECORDS; WEBSITE

Section 1. The Association shall keep at its principal office correct and complete books and records of account and minutes of the proceedings of its members and Board of Directors, including records of all actions taken by the Board of Directors without a meeting, if any; and shall keep at such office a list or record containing the names and addresses of all members and the category of membership of each. Any of the foregoing books, minutes and records may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 2. The Association shall maintain a website for the dissemination of information to its members. Among other things, the Association shall post on its website the following:

- a) these By-laws;
- b) the membership year and fiscal year of the Association;
- c) the minutes of the meetings of its members and Board of Directors for at least the last three (3) years; and
- d) its most recent Form 990 filed with the Internal Revenue Service.

CHAPTER 35 RIGHT OF INSPECTION

Section 1. Any person who shall have been a member of record of the Association for at least six (6) months immediately preceding his or her demand, upon at least five (5) written demand shall have the right to examine in person or by agent or attorney, during usual business hours, the minutes of the proceedings

of its members and Directors, and the list or record of the names and addresses of members, and to make extracts or copies thereof.

Section 2. An inspection authorized by Section 2 of this Chapter may be denied to such member upon his or her refusal to furnish to the Association an affidavit that such inspection is not desired and will not be used for a purpose which is in the interest of a business or object other than the business of the Association, and that he or she has not within five years given, sold or offered for sale and list or record of members of any domestic or foreign corporation, or aided or abetted, or attempted to offer to aid or abet, any person in procuring any such list or record of members for any such purpose.

Section 3. Upon the written request of any person who shall have been a member of record for at least six (6) months immediately preceding his request, the Association shall mail to such member an annual balance sheet and profit and loss statement or a similar financial statement performing a similar function for the preceding fiscal year, and any interim balance sheet or profit and loss or similar financial statement.

Section 4. The Association may impose a reasonable charge, covering the cost of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.

Section 5. Nothing in this chapter is intended, or shall work, to deny the absolute right of a Director of this Association to inspect or copy, upon request to the Executive Director, any document maintained by, or prepared by or on behalf of, the Association including any of its committees.

CHAPTER 36 CODE OF ETHICS; POLICY AGAINST CONFLICTS OF INTEREST

Section 1. The Board of Directors shall approve and adopt a Code of Ethics and Policy Against Conflicts of Interest for the Board of Directors, Officers, employees, committee and task force members and others associated with the Association to adhere to and/or follow.

Section 2. Failure of a member of the Association to adhere to and/or follow the Code of Ethics and/or Policy Against Conflicts of Interest could result in a

Complaint being filed against the member by the USBA or by another member, pursuant to Chapter 30, Section 2 (i) or (ii) of these By-laws.

CHAPTER 37. ADMINISTRATIVE, FISCAL, AND LEGAL MATTERS

Section 1. The fiscal year of this Association shall be determined by the Board of Directors, and published on the USBA website.

Section 2. The Association shall have an annual budget, approved by the Board; and shall prepare such other budgets and plans as may be required by the USOC.

Section 3. The property and other assets of the Association is, and shall be, irrevocably dedicated to charitable and educational purposes; and no part of the property or assets of the USBA shall inure to the benefit of private persons.

Section 4. Corporate fidelity bonds may be obtained at the expense of the Association in a form and amount approved by the Board, indemnifying this Association 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 this Association.

Section 5. The Board shall, from time to time as necessary, designate depositories for the funds, property, and assets belonging to or under the control of this Association.

Section 6. Funds on deposit in banks can be withdrawn only by voucher check upon the signature of the Executive Director of the Association or any one of the following authorized officers: Chair, Vice Chair, or Treasurer. Other assets or property of the USBA may be transferred from one depository to another by action of the Executive Director with the approval of the Treasurer.

Section 7. The Board may establish separate special accounts employing the imprest system for the liquidation of obligations requiring prompt payment, and it may authorize checks to be drawn thereon upon the facsimile of the Executive Director or any one of the authorized individuals.

Section 8. The Executive Director shall have the authority to enter into contracts or agreements on behalf of the Association contemplated by the Board in the ordinary course of operations, including contracts or agreements which cause or

may cause the USBA to be obligated to pay unbudgeted expenditures below an amount to be set by the Board for any fiscal year. All proposed contracts and agreements not in the ordinary course of operations contemplated by the Board, or which may cause the USBA to be obligated to pay an amount (or more) to be set by the Board for any fiscal year, must be submitted by the Executive Director for approval by the Board of Directors. All contracts, whether they be ordinary, budgeted or not, shall be examined and approved for form by the Counselor, prior to execution.

Section 9. The Board of Directors, or the Executive Director on its behalf, shall annually prepare a report, verified by the Chair and Treasurer, or by a majority of the directors, or certified by an independent public or certified public accountant or firm of such accountants selected by the Board, in conformity with the requirements of Section 519 of the New York Not-for-Profit Corporation Law, for presentment to the membership of the Association at its Annual Meeting. Such report shall be filed with the records of the USBA and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of members.

Section 10. The Board shall select a Certified Public Accountant to audit the books and financial records of the Association for the ensuing year. After completing the audit, the auditor shall submit his report to the Executive Director, and, as soon thereafter as reasonably possible, a copy of the audit report shall be given to each member of the Board, and must be made available for inspection and copying by any member of the Association, upon reasonable notice, during normal business hours.

Section 11. No loans shall be made by the Association to its directors or officers, or any corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers, or hold a substantial financial interest. A loan made in violation of this section shall be a violation of the duty to the Association of the director(s) and/or officer(s) authorizing it or participating in it; but the obligation of the borrower with respect to the loan shall not be affected thereby.

Section 12. No member (either individual or organizational) may seek or invoke the aid of the courts of the United States or of any State to seek compliance by the Association or any member with these By-laws, without first exhausting all

remedies available (if any) within the Association and the United States Olympic Committee; nor may any member seek or invoke the aid of the courts in any “opportunity to participate” disputes involving “protected competition” as that term is defined by the USOC in its By-laws, since the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. 220501, *et seq.* grants to the USOC, directly or through its constituent members, such as the Association, exclusive jurisdiction over such matters, provided however, this Section does not apply to the commencement of an arbitration proceeding under these By-laws or the By-laws of the USOC; nor does it apply to the confirmation or enforcement of an Arbitration Award rendered in such an arbitration proceeding.

CHAPTER 38. INDEMNIFICATION

Section 1. The Association may 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 the Association, 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 the Association approves such settlement as provided in Section 2 hereof. An individual listed above may be indemnified only if he or she has acted in good faith, absent any conflict of interest, consistent with his duty of loyalty as a director to the Association, and in a manner he/she reasonably believed to be in, and not opposed to, the best interests of the Association. 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 and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association.

Section 2. Any amount payable as indemnification pursuant to this Chapter may be determined and paid by the Association 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, that the individual in question has met the standard of conduct set forth in Section 1 above. If no such disinterested Board members are available, the required

determination may be made either (a) by the Counselor of the Association in a written opinion, or (b) by a majority vote of the members of the Association.

Section 3. Any expenses incurred by a qualified individual in connection with the defense of any litigation may be paid by the Association in advance of a final disposition of such litigation upon receipt of a written commitment by such person to repay the amount advanced if it is determined under Section 2 hereof that such person is not entitled to be considered for indemnification pursuant to this Chapter.

Section 4. The Board of Directors may, at its discretion, authorize the purchase in insurance on behalf of any persons potentially indemnifiable under this Chapter. Such insurance may include provisions for indemnification of such persons for expenses of a kind not subject to indemnification pursuant to this Chapter.

CHAPTER 39. AMENDMENTS TO BY-LAWS

Section 1. These By-laws may be amended, repealed, or new By-laws adopted, at any duly-noticed meeting of the Board of Directors or at an annual meeting of members or a special meeting of members called for that purpose, at which a quorum is present, upon the affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors entitled to vote (in the case of a Board vote), or, the affirmative vote of at least two-thirds (2/3) of the members present at the meeting, either in person or by proxy (if voted upon at a meeting of members); provided however, that any By-law amendment which increases or decreases the number of directors, or which changes the membership categories, may only be voted on and approved by the members at an annual meeting or a special meeting of members called for the purpose of amending, repealing or adopting new By-laws pertaining to the same.

Section 2. Amendments to these By-laws, including new By-laws, may be proposed by any member of the USBA.

Section 3. All proposed amendments shall be submitted to the Executive Director, in writing, at least sixty (60) days before any Board meeting at which the proposed amendment is proposed to be considered and acted on by the Board, or at least one hundred-twenty (120) days before any meeting of members at which a proposed By-law amendment is proposed to be considered and acted on by the

members. Upon receipt of a proposed amendment, the Executive Director shall promptly refer it to the USBA Counselor for review and recommendation to the Board both as to form and substance.

Section 4. Written notice of any proposed amendment to be acted upon by the Board shall be given by the Executive Director by first class mail to the Board of Directors, together with the recommendation of the USBA Counselor, not less than twenty (20) days before the date of the Board meeting at which the By-law amendment is to be considered; and written notice of any proposed amendment to be acted upon by the members shall be given by the Executive Director by first class mail to all members not less than forty-five (45) days before the meeting of members at which the By-laws are to be considered and voted upon, together with the recommendation of the Board of Directors as to each specific amendment, and an explanation of each proposed amendments and reasons therefore. In addition, where proposed amendments are to be acted on by the members, the proposed amendments and the recommendations of the Board, shall also be posted on the USBA web-site, and transmitted by e-mail to all members for whom the USBA has an e-mail address, at the time that the notice of proposed amendments, and explanations, are mailed to members.

Section 5. Except for amendments to By-laws proposed and distributed in accordance with the procedures set forth in this Article, no other amendment shall be considered by the Board or at the meeting of members; nor shall any proposed amendment to an amendment be considered, unless the same merely goes to the form and not the substance thereof.

Section 6. Amendments to By-laws shall be effective as of the close of the meeting at which they are adopted, unless the proposal specifies that the amendment shall be effective immediately upon passage or at such later date as may be specified in the proposal.

Section 7. The invalidity of any Chapter or Section of any By-law shall not affect the other provisions of these By-laws; and in the event a Chapter or Section of the By-laws is determined to be invalid, the remaining Chapter and Sections of the By-laws shall be construed in all respects as if such invalid provision were omitted.

CHAPTER 40. DISSOLUTION

Upon the dissolution or other termination or winding up of the Association, no part of the property of the Association or any of the proceeds shall be distributed to or inure to the benefit of any of the members, directors, or officers of the Association, but all such property and proceeds, subject to the discharge of valid obligations of the Association, shall be distributed exclusively to Federal, State or local government bodies or to other charitable or educational organizations which would then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

CHAPTER 41. EFFECTIVE DATE AND TRANSITION.

These By-laws shall be effective when adopted by vote of the membership, provided however, that the Board of Directors and Executive Committee of the USBA in place at the time of the adoption of these By-laws shall continue to serve and govern the Association until such time as the new Board is elected pursuant to these By-laws, or their term of office expires (as is the case of the two athlete representatives to the Board who are the representative and alternate representative elected by the athletes to the USOC's Athletes' Advisory Council).

ATTACHMENT: ARTICLE IX OF THE USOC BY-LAWS

“Athletes’ Rights”

[To be inserted]

By-laws as revised by USBA on July 28, 2006
