

**UNITED STATES FIELD HOCKEY ASSOCIATION, INC.**

**AMENDED AND RESTATED BYLAWS**

(Adopted by the Board of Directors, December 19, 2006)  
(Amended by the Board of Directors, November 18, 2007)  
(Amended by the Board of Directors, February 17, 2008)  
(Amended by the Board of Directors, April 15, 2008)  
(Amended by the Board of Directors, December 1, 2008)  
(Amended by the Board of Directors, September 4, 2012)  
(Amended by Board of Directors, August 19, 2015)  
(Amended by Board of Directors, March 20, 2018)  
(Amended by Board of Directors, November 17, 2018)  
(Amended by Board of Directors, on May 14, 2019)  
(Amendments by the Board of Directors, on August 17, 2021)  
(Amended by the Board of Directors, on January 9, 2022)

**PREAMBLE**

United States Field Hockey Association, Inc. (USFHA) is the national governing body for Field Hockey in the United States and is a member of the United States Olympic and Paralympic Committee, Federation Internationale de Hockey and the Pan American Hockey Federation. The mission of USFHA is to:

- Promote and grow field hockey in the United States.
- Enable United States athletes to achieve sustained competitive excellence in Olympic, Pan American Games, World Cup and other International competitions.
- Provide programs and services for our members, supporters, affiliates and the interested public.
- Be committed to excellence and the improvement of opportunities for both men and women in our sport, emphasizing participation and development opportunities for players, (at all levels from competitive excellence to the purely social), coaches, umpires and administrators.
- Be committed to selecting and preparing teams to participate successfully in the Olympic Games, Pan American Games and identified international competitions.
- Strive to represent the United States and the sport of field hockey in an exemplary manner throughout the world, both in terms of competitive performance and in the overall quality of our programs and services to our members.

**ARTICLE 1 - NAME, OFFICES AND DEFINITIONS**

**1.1 Name.** The name of this organization shall be United States Field Hockey Association, Inc., (referred to in these Bylaws as “USFHA”), a nonprofit corporation incorporated and licensed pursuant to the laws of the State of Colorado. USFHA may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission, recognition and goals.

**1.2 Registered Office.** The Registered Office of USFHA required by The Colorado Revised Nonprofit Corporation Act (the Nonprofit Corporation Act), shall be maintained in Colorado. The Registered Office may be changed from time to time by the Board of Directors or by the officers of USFHA, or to the extent permitted by the Nonprofit Corporation Act by USFHA Registered Agent of USFHA. The Registered Office may be, but need not be, the same as the principal office.

**1.3 Business Offices.** The Principal office of USFHA shall be in Colorado Springs, CO. USFHA may at any time and from time to time change the location of its principal office. USFHA may have such other offices either within or outside Colorado, as the Board of Directors may designate or as affairs of USFHA may require from time to time.

**1.4 Definitions.** Wherever used in these Bylaws, or as may be hereafter adopted, any policies, administrative manual or standing rules, the following terms are defined as follows:

USFHA:	United States Field Hockey Association, Inc.
USFHF:	United States Field Hockey Foundation
USOPC:	United States Olympic and Paralympic Committee
USADA:	United States Anti-Doping Agency
IOC:	International Olympic Committee
FIH:	Federation Internationale de Hockey
PAHF:	Pan American Hockey Federation
AAC:	Athletes' Advisory Council
NGB:	National Governing Body
USCSS:	U.S. Center for SafeSport
Governance:	The legal authority of a board to establish policies that will affect the life and work of the organization while holding the board accountable for the outcome of such decisions.
Quadrennial or Quadrennium:	The four (4)-year period commencing with the first day of January following the Summer Olympiad until December 31st following the next Summer Olympiad.
Sports Act (Act):	The Ted Stevens Olympic and Amateur Sports Act.
Internal Revenue Code:	The Internal Revenue Code of 1986, as amended.
Elite Athlete:	Any athlete who competes in a field hockey competition.
Member in Good Standing:	A dues paying member that has a current USFHA membership and has completed all of the required prerequisites for that specific membership.
10 Year Athlete:	An athlete who has represented the United States in a Delegation Event, World Championship, or another event as designated by the USOPC (together with the AAC), and USFHA (together with USFHA's Athlete Advisory Council) as an elite-level event within the previous 10 years.
10+ Year Athlete:	An athlete who has represented the United States in a Delegation Event, World Championship, or another event as designated by the USOPC (together with the AAC), and USFHA (together with USFHA's Athlete Advisory Council) as an elite-level event, but not within the previous 10 years.
Actively Engaged Athlete:	An athlete who qualifies as a 10 Year or 10 Year+ Athlete representative, or who has been actively engaged in 24 months prior to election/selection in an NGB-sanctioned competition, which may include events that categorize entrants in age-restricted classifications.

## ARTICLE 2 - STATUS

**2.1 Certification as a National Governing Body.** USFHA shall seek and attempt to maintain certification by the United States Olympic and Paralympic Committee (the "USOPC") as the National Governing Body for the sport of field hockey in the United States. In furtherance of that purpose, USFHA shall comply with the requirements for certification as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. 220501-220543) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements USFHA shall:

### **2.2 Governance and Compliance.**

**2.2.1** Fulfill all responsibilities as an NGB as set forth in the Act

**2.2.2** Adopt and maintain governance and athlete representation policies complying with the requirements of these Bylaws

**2.2.3** Adopt and maintain an Athletes Advisory Council as a part of its overall governance structure (USFHA AAC)

**2.2.4** Adopt and maintain appropriate good governance practices

**2.2.5** Be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code

**2.2.6** Adopt and enforce a code of conduct for its employees, members, board of directors and officers including clear conflicts of interest principles

**2.2.7** Adopt and enforce ethics policies and procedures

**2.2.8** Demonstrate an organizational commitment to diversity and inclusion

**2.2.9** Submit to binding arbitration in any controversy involving

**2.2.9.1** USFHA's certification as a National Governing Body, upon demand of the USOPC; and

**2.2.9.2** The opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition, upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, administrator or official

**2.2.9.3** such arbitration shall be conducted in accordance with the standard commercial arbitration rules of an established major national provider of arbitration and mediation services based in the United States and designated by the USOPC with the concurrence of the USOPC AAC and the National Governing Bodies Council.

**2.2.10** Satisfy such other requirements as are set forth by the USOPC

### **2.3 Financial Standards and Reporting Practices**

**2.3.1** Demonstrate financial operational capability to administer its sport

**2.3.2** Be financially and operationally transparent and accountable to its members and to the USOPC

**2.3.3** Adopt a budget and maintain accurate accounting records in accordance with accounting principals generally accepted in the United States of America (GAAP)

2.3.4 Submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the USOPC annually

2.3.5 Post on its website its current bylaws and other organic documents, its IRS Form 990 for the three most recent years, and its audited financial statements for the three most recent years

2.3.6 Satisfy such other requirements as are set forth by the USOPC

## 2.4 Athlete Safety

2.4.1 Comply with all applicable athlete safety and child protection laws

2.4.2 Comply with the policies and requirements of the USCSS

2.4.3 Maintain and enforce an athlete safety program consistent with the policy(ies) and standards directed by the USOPC

2.4.4 Comply with the anti-doping policies of the USOPC with the policies and procedures of USADA

2.4.5 Satisfy such other requirements as are set forth by the USOPC

## 2.5 Sport Performance

2.5.1 Maintain and execute on a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence and in growing the sport

2.5.2 Establish clear athlete, team and team official selection procedures approved by a committee and by the USOPC, for Delegation Event teams as applicable, and timely disseminate such procedures to the athletes and team officials

2.5.3 Effectively conduct, in accordance with such selection procedures, a selection process, including any trials (as approved by the USOPC), to select athletes for Delegation Event teams

2.5.4 Competently and timely recommend to the USOPC athletes, teams, and team officials for Delegation Event Teams as applicable

2.5.6 Maintain and implement effective plans for successfully training Delegation Event athletes

2.5.7 Satisfy such other requirements as are set forth by the USOPC

## 2.6 Operational Performance

2.6.1 Demonstrate managerial capability to administer its sport

2.6.2 Obtain and keep current insurance policies in such amount and for such risk management as appropriate.

2.6.3 Actively seek, in good faith, to generate revenue in addition to any resources that may be provided by the USOPC, sufficient to achieve financial sustainability

2.6.4 Maintain and enforce grievance procedures that provide for prompt and equitable resolution of grievances and fair notice and an opportunity for a hearing before declaring an individual ineligible to participate;

2.6.5 Adopt, maintain and enforce a whistleblower and anti-retaliation policy;

2.6.6 Not interfere in any way with an investigation undertaken by the U.S. Center for SafeSport

2.6.6 Cooperate with the USOPC in preventing the unauthorized use of the names and trademarks of the USOPC, the words “Olympic,” “Paralympic,” and “Pan American,” “Parapan American” and their derivatives, as well as their symbolic equivalents

2.6.7 Satisfy such other requirements as are set forth by the USOPC

**2.7 Non-Profit Status.** USFHA shall be a non-profit corporation incorporated and licensed pursuant to the laws of Colorado. USFHA shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international amateur sports competition in the sport of field hockey. To the extent that anything within these bylaws is inconsistent with the Colorado state law, the Colorado State law shall take precedent. USFHA shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501 (c)(3) of the Internal Revenue Code.

### ARTICLE 3 - AFFILIATIONS AND COMPLIANCE

**3.1 Affiliation.** USFHA shall be a member of the FIH, the PAHF, and USOPC.

**3.2 Compliance.** USFHA and its members shall be bound by USFHA Articles of Incorporation, Bylaws, Codes, and Policies and Procedures adopted by USFHA, the charters and Bylaws of the FIH and the USOPC, the Sports Act, and the rules and policies of SafeSport.

**3.3 National Governing Body Requirements.** As the NGB for the sport of field hockey in the United States, USFHA agrees to comply with the requirements as identified in the Bylaws of the USOPC including, but not limited to, the requirements that USFHA:

3.3.1 Be autonomous in the governance of the sport of field hockey by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;

3.3.2 Maintain the managerial and financial competence and capability to establish national goals for field hockey relating to the development and well-being of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the NGB for the sport of field hockey.

3.3.3 Agree to submit to binding arbitration in any controversy involving: (i) its recognition as an NGB or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in field hockey, upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Sports Act;

3.3.4 Be governed by a Board of Directors or other such governing board whose directors are selected without discrimination on the basis of race, sex, color, religion, national origin, age, disability, military status, genetic information or any other status protected by applicable state or local law providing the reasonable representation of both males and females on such board of directors or other such governing boards;

3.3.5 Provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in field hockey competitions without discrimination on the basis of race, sex, color, religion, national origin, age, disability, military status, genetic information or any other status protected by applicable state or local law;

- 3.3.6 Demonstrate that none of its officers are also an officer of any other amateur sports organization which is recognized as an NGB;
  - 3.3.7 Not have eligibility criteria relating to amateur status which are more restrictive than those of the FIH (or any successor international sports federation for the sport as recognized by the IOC).
  - 3.3.8 Be a member of only one (1) international sports federation, which is recognized by the IOC as the worldwide, governing body for the sport of field hockey;
  - 3.3.9 Provide for individual and organizational membership;
  - 3.3.10 Ensure that its Board of Directors has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur athletic competition in the sport of field hockey or who have represented the United States in an international amateur athletic competition in the sport of field hockey within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than thirty-three and a third percent (33<sup>1</sup>/<sub>3</sub>%) of the voting power held in its Board of Directors;
  - 3.3.11 Provide for reasonable direct representation on its Board of Directors for any amateur sports organization which, in the sport of field hockey, conducts on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, a national program, or regular national amateur athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in the sport of field hockey in the United States;
  - 3.3.12 Provide procedures for the prompt and equitable resolution of grievances of its members;
  - 3.3.13 Provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate in amateur athletic competition in the sport of field hockey;
  - 3.3.14 Perform all other obligations and duties imposed by the Sports Act and by the USOPC on an NGB; and
  - 3.3.15 Perform all other obligations and duties imposed by SafeSport.
- 3.4 **No Private Inurement.** No part of the net earnings of USFHA shall inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to or for USFHA affecting one or more of its purposes). No private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of USFHA.
- 3.5 **Prohibited Political Activity.** No substantial part of the activities of USFHA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and USFHA shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.
- 3.6 **Prohibited Purposes.** Notwithstanding any other provision of these Bylaws, USFHA shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

**3.7 Dissolution.** Upon dissolution of USFHA, its assets remaining after payment of corporate liabilities shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code, and the Regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

#### **ARTICLE 4 -MEMBERSHIP**

**4.1 Members.** Only individuals, organizations and groups having amateur standing in field hockey as defined by the Bylaws of the USOPC and FIH statutes shall be eligible for membership in USFHA.

**4.2 Classification.** Membership categories shall be established by the Board of Directors.

**4.3 Voting Privileges.** Individuals belonging to the following membership categories shall be entitled to vote in an election for Directors for the Board: Members meeting the Elite Athlete qualification standards set forth in Sections 12 and 13. Organizations belonging to the following member categories shall be entitled to vote in an election for Directors of the Board: Affiliated Organization Members, Coach and Umpire members in Good Standing.

No other voting privileges are conferred upon these members. An individual may belong to more than one (1) of the above-mentioned membership categories. However, an individual is only eligible to vote in one (1) membership category. Any individual who is a member of more than one (1) membership category shall designate the member category in which he or she shall vote. An individual shall be a citizen of the United States and at least eighteen (18) years of age in order to be eligible to vote in an election. Notwithstanding these restrictions on voting, membership in USFHA is open to individuals who are less than (18) years of age and to individuals who are not citizens of the United States. An individual shall be a member of USFHA sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in an election. Individuals and organizations belonging to the following membership categories have no voting privileges:

U12, U19, Adult, Lifetime (without upgrade)

Elections will be handled fairly, consistently and appropriately, voter eligibility is reviewed and validated, election procedures are handled consistently and are free of conflicts.

**4.4 Membership Requirements and Dues.** Membership in USFHA is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements, which may include background checks and SafeSport education and training, and dues as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership, including the right to vote, shall be available until all membership requirements are satisfied and all dues are paid in full.

**4.5 Annual General Meeting.** A general meeting of the membership of USFHA shall be held at least once a year.

**4.6 Termination of Membership.** The membership of any member may be terminated at any time with cause by the Board of Directors. A member shall have the right to fair notice and a hearing prior to termination. USFHA may retain jurisdiction over any member who has pending financial obligations, or pending grievances against him/her, regardless of the status of membership.

**4.6.1 Procedures.** Requests to include on the agenda of the Board of Directors the expulsion, suspension or other discipline of a member shall be filed by or with the Chair at least sixty (60) days prior to a regularly scheduled meeting of the Board. The request must be in writing and must identify the basis for seeking the suspension, expulsion, or other discipline of the member. The Chair will promptly forward copies of the request to the Board of Directors and the affected member. The affected member shall have the right to respond in writing to the request and must deliver such response to the Chair within 30 days of receipt of the request. The Board of Directors or its designee shall review the request and any response, conduct such investigation as it deems appropriate and present a recommendation at least fourteen (14) days prior to the meeting of the Board of Directors at which the matter will be considered, and provide the affected member written notice thereof. The affected member shall have the right to appear before the Board of Directors at the meeting at which the matter will be considered, orally or in writing, and to be heard and to respond to any accusation or charges which may result in termination or suspension of membership in the organization, or other discipline.

**4.7 Resignation.** Any member may resign by filing a written resignation with the Chair, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessment or other charges accrued and unpaid.

**4.8 Reinstatement.** A former member of USFHA whose membership has been terminated may submit a written request for reinstatement to the Chair for consideration by the Board. Reinstatement of the member requires a majority vote of the Board.

**4.9 Transfer of Membership.** Members may not transfer their membership in USFHA. Members shall have no ownership rights or beneficial interests of any kind in the in property of USFHA.

**4.10 Member Responsibilities.** Every member of USFHA agrees to:

1. Pay membership dues.
2. Pay any other financial obligations.
3. Abide by the USFHA Articles of Incorporation, Bylaws, Rules, Codes, Policies and Procedures.
4. Abide by the FIH Articles of Incorporation, Bylaws, Rules, Codes, Policies and Procedures.
5. Abide by the USOPC Articles of Incorporation, Bylaws, Rules, Codes, Policies and Procedures.
6. Abide by the Code of Ethic and Conduct.
7. Abide by the rules of SafeSport.



**4.11 Membership SafeSport and Anti-Doping Obligations.** As a condition of membership in USFHA and a condition for participation in any competition or event sanctioned by USFHA or its member organizations, each USFHA member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in USFHA or USFHA events (whether or not an USFHA member), agrees to comply with and be bound by the SafeSport rules policies and procedures of the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for Safesport for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time, to the extent the alleged violation falls within the jurisdiction of the U.S. Center for SafeSport. Each USFHA member and each athlete, coach, trainer, agent, athlete support personnel, medical personnel, team staff, official and other person who participate in USFHA or USFHA events (whether or not a USFHA member) also agrees to comply with and be bound by the athlete safety rules, policies and procedures of USFHA, and to submit, without reservations or condition, to the jurisdiction of USFHA for the resolution of any alleged violations of the U.S. Center for SafeSport's rules or of USFHA's rules that do not fall within the U.S. Center for SafeSport's exclusive jurisdiction and over which the U.S. Center for SafeSport declines to exercise discretionary jurisdiction. To the extent any USFHA rule is inconsistent with the rules of the U.S. Center for SafeSport, such rule is hereby superseded.

SafeSport rules are independent of any of the terms and conditions of this Bylaw. Any decisions or actions by SafeSport are separate and independent from any actions by the Board of Directors.

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

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

## ARTICLE 5 - BOARD OF DIRECTORS

**5.1 General Powers.** Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USFHA shall be managed by, its Board of Directors.

**5.2 Function of the Board.** USFHA Board of Directors shall represent the interests of the field hockey community for USFHA in the United States and of its athletes by providing policy, guidance and strategic direction. The Board shall oversee the management of USFHA and its affairs, but it shall not manage USFHA. The Board shall select a well-qualified and ethical Executive Director and diligently oversee the Executive Director in the operation of USFHA. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Executive Director to manage a staff-driven organization with effective Board Oversight. The Board shall perform the following specific functions, among others:

- 5.2.1 Implement procedures to orient new Board directors, to educate all directors on the business and governance affairs of USFHA, and to evaluate Board performance;
- 5.2.2 Selects, compensates, evaluates, and may terminate the Executive Director and plans for management succession;
- 5.2.3 Develop policies related to planning and development of a strategic plan for USFHA and review and approve USFHA's strategic plan, as well as the annual operating plans, budget, business plans, and corporate performance;
- 5.2.4 Set policy and provide guidance and strategic direction to management on significant issues facing USFHA;
- 5.2.5 Review and approve significant corporate actions;
- 5.2.6 Oversee the financial reporting process, communications with stakeholders, and USFHA's legal and regulatory compliance program;
- 5.2.7 Oversee effective corporate governance;
- 5.2.8 Approve capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- 5.2.9 Review and approve financial statements, annual reports, audit and control policies, and, upon the recommendation of the Board's Finance and Audit Committee, select independent auditors;
- 5.2.10 Monitor to determine whether USFHA's assets are being properly protected;
- 5.2.11 Monitor USFHA's compliance with laws and regulations and the performance of its broader responsibilities; and
- 5.2.12 Ensure that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.
- 5.2.13 Ensure that USFHA adopts and maintains athlete safety rules, policies and procedures that comply with the requirements of the USOPC and U.S. Center for SafeSport.
- 5.2.14 Focus on long-term objectives and impacts rather than day-to-day management.
- 5.2.15 Oversight of the financial activities throughout the fiscal year.

**5.3. Diversity of Discussion.** USFHA's Board shall be sensitive to the desirability of diversity at all levels of USFHA including among its athletes. USAFH Board shall encourage diversity at all levels of USFHA. USFHA Board shall develop and implement a policy of diversity at all levels of USFHA supported by meaningful efforts to accomplish that diversity. USFHA Board shall develop norms that favor open discussion and favor the presentation of different views.

**5.4 Qualifications.** Each Director of the Board of Directors must be a citizen of the United States and at least eighteen (18) years of age. A Director need not be a resident of Colorado.

A Director shall:

1. Be a dues-paying member in good standing of USFHA;
2. Have the highest personal values, judgment and professional integrity;
3. Have demonstrated exceptional ability and judgment; and
4. Be effective, in conjunction with the other Directors of the Board, in collectively serving the long-term interests of USFHA.
5. Each Director shall have passed a background check, completed SafeSport education and training and have no record of SafeSport violations.
6. Directors shall possess the highest personal values, judgement and integrity, understanding of athletic competition and the Olympic ideals and have diverse experience in the key business, financial and other challenges that face USFHA. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising audit, management, communications and sport. At least one (1) of the Independent Directors, who shall also serve on the Audit and Finance Committee, shall have financial expertise.

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

**5.5 Composition of the Board.** The Board shall consist of fifteen (15) Directors, composed as described below and elected in accordance with the provisions of Section 5.7 of these Bylaws. At least twenty percent (20%) of the Board shall be Independent Directors, and at least thirty-three and a third percent (33 1/3%) of the Board shall be Athlete Directors and the rest of whom shall be drawn from appropriate representation in the United States field hockey community. Upon election to the Board, Directors shall resign from affiliations they may have with any other NGB constituent groups, though they may retain their membership in the NGB. The terms of the Independent, Athlete and At-Large Directors shall be staggered with each election cycle.

The Board of Directors shall consist of the following persons:

**5.5.1 Athlete Directors.** Five (5) athletes (the "Athlete Directors"). Three athletes will be on the board through 12/31/2021 and two additional athletes will then be elected to serve from 1/1/2022-12/31/2022.

**5.5.2 Independent Directors.** Three (3) Independent Directors (the "Independent Directors").

**5.5.3 Amateur Sports Organization Representative.** One (1) amateur sports organization representative as required by the USOPC or by the Sports Act and as described in Section 3.3.11 of these Bylaws (the "Amateur Sports Organization Director").

**5.5.4 Coach Director.** One (1) representative of the coaching membership of USFHA (the "Coach Director").

**5.5.5 Officials' Director.** One (1) representative of the officials' membership of USFHA (the "Officials' Director").

**5.5.6 At-Large Directors.** Four (4) directors who shall be drawn from appropriate representation in USFHA (the "At-Large Directors"). One At-Large director will be elected to the board to serve from 1/1/2022-12/31/2024.

**5.6 Independence.** The Board, through its Nominating Committee, shall affirmatively make a determination as to the independence of each Director, and disclose those determinations. Under the definition of "Independence" adopted by the Board, an "Independent Director" shall be determined to have no material relationships with USFHA either directly or through an organization that has a material relationship with USFHA. A relationship is "material" if, in the judgement of the Nominating Committee, it would interfere with the Director's independent judgement. To assist in determining whether a Director is independent, the Board shall adopt the guidelines set forth below, which shall be applied on a case-by-case basis by the Nominating Committee. A Director shall be considered independent for the purposes of the foregoing section 5.5.2 if, during his/her term of service, or at any time during the five (5) years immediately preceding such term of service, none of the following occurred:

- 5.6.1** The Director was employed by, or held any paid position with USFHA, a sports governing body, a multi-sport education-based organization, the FIH, the IOC, the USOPC, or the PAHF. The Director was employed by or held any governance position (whether a paid or volunteer) with USFHA, the FIH, PAHF or any sport family entity of field hockey.
- 5.6.2** An immediate family member was employed by or held any governance position (whether a paid or volunteer position) with USFHA, the FIH, the PAHF or any sports family entity of field hockey.
- 5.6.3** The Director was affiliated or employed by the outside auditor or outside counsel to USFHA.
- 5.6.4** An immediate family member of the Director was affiliated with or employed by USFHA's outside auditor or outside counsel as a partner, principal or manager;
- 5.6.5** The Director was a member of the USFHA Athletes' Advisory Council;
- 5.6.6** The Director was a member of any constituent group with representation on the Board;
- 5.6.7** The Director received compensation, directly or indirectly from USFHA, exclusive of reimbursement of normal and ordinary expenses for out-of-pocket expenditures.
- 5.6.8** The Director was (i) an executive officer, a controlling shareholder or a partner of a corporation, or other business entity that does business, with USFHA.
- 5.6.9** The Director, or the Director's spouse, was an employee, or officer, a director or trustee of USFHF.
- 5.6.10** The Director is a member of USFHA in a membership category that participates in competitions; or
- 5.6.11** The Director is the parent or close family member of an athlete or member of USFHA.
- 5.6.12** The definition of independence as set forth above shall also be used to determine whether a person is independent for purposes other than set forth in these Bylaws; for example, which a member of a standing committee or task force is required to be independent.

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

The Director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term with the exception of holding any governance role in USFHA or the FIH and including any reimbursement of expensed related thereto.

An independent member is excepted from the requirement prohibiting them from holding any governance position they hold as their independent board position or related to their board position.

An independent member is excepted from the requirement prohibiting them from accepting any payment from the NGB, provided that all payments received are reimbursements for approved expenses reasonable incurred as part of their board duties.

**5.7 Election/Selection.** The Board of Directors shall be elected/selected as follows:

**5.7.1 Athlete Directors.** There are five (5) Athlete Directors. When an Athlete Director seat is vacant or will become vacant, the USFHA AAC and USFHA Nominating Committee will develop a process to jointly identify and vet candidates to serve as the 10 Year+ Athlete Representatives. All athlete representatives (10 Year and 10 Year+) will be directly elected by the pool of athletes who meet the requirements as 10 Year Rule Athlete Representatives for USFHA.

Athlete representation on the Board of Directors and Athlete eligibility to be a Director on the Board shall be governed by Section 8.8.1 and 8.8.2 of the USOPC Bylaws and its subsections, including any future modifications.

All current USFHA Athlete members that meet the requirements in 13.3 and are in good standing shall then vote for the Athlete Director in accordance with procedures to be established by the Board of Directors. Each USFHA Athlete members that meet the requirements in 13.3 and are in good standing shall have one (1) vote.

During the first year of the quadrennium the USOPC Advisory Council representative seat is up for election, the highest vote getting Athlete Director will be appointed to both the Board of Directors and the USOPC Advisory Council and the other elected Athlete Director will be appointed as the alternate to the Advisory Council, as elected in accordance with the provisions of Article 13 of these Bylaws.

Three Athlete directors will be elected as per bylaw to start on January 1 of the third year of the quadrennium. The results are determined as follows. The individual with the highest vote total is elected as an Athlete Representative to the Board of Directors. Then the highest vote recipient from the opposite gender is elected to the Board of Directors. Finally, after excluding these two athletes, the remaining highest vote total recipient, regardless of gender, is elected to the Board of Directors. Athlete election and eligible voters for this election are outlined in bylaw 5.9.2.3.3.

**5.7.2 Independent Directors.** When an Independent Director seat is vacant or will become vacant, the Nominating Committee will solicit nominations of individuals to be elected as the Independent Directors using whatever process the Nominating Committee determines to be appropriate. The nominees will be considered by the Nominating Committee, which shall appoint the Independent Director(s) to be elected from among the nominated individuals considered to be independent, as defined in Section 5.6.

**5.7.3 Amateur Sports Organization Director.** The Amateur Sports Organization Director shall be appointed by the USA Field Hockey Board of Directors.

**5.7.4 Coach Director.** When a Coach Director seat is vacant or will become vacant, the Nominating Committee will solicit nominations of coaches who are USFHA member coaches who are in good standing. These coach director nominees must be coach members in good standing, in accordance with procedures to be established by the Nominating Committee. The nominees will be considered by the Nominating Committee to determine that they each qualify to serve if elected.

The Nominating Committee will then timely present the names of three (3) qualified nominees to the coach members for election (or, in the event there are fewer than three (3) qualified nominees, the name(s) of the qualified nominee(s). All current USFHA coach members in good standing shall then vote for the Coach Director in accordance with procedures to be established by the Board of Directors. Each USFHA coach member in good standing shall have one (1) vote. The nominee with the highest vote total is elected.

**5.7.5 Officials' Director.** When an Officials' Director seat is vacant or will become vacant, the Nominating Committee will solicit nominations of officials who are USFHA member umpires who are in good standing. The officials' director nominees must be officials' members in good standing, in accordance with procedures to be established by the Nominating Committee. The nominees will be considered by the Nominating Committee to determine that they each qualify to serve if elected.

The Nominating Committee will then timely present the names of three (3) qualified nominees to the officials' members for election (or, in the event there are fewer than three (3) qualified nominees, the name(s) of the qualified nominee(s). All current USFHA officials' members in good standing shall then vote for the Officials' Director in accordance with procedures to be established by the Board of Directors. Each USFHA officials' member in good standing shall have one (1) vote. The individual nominee with the highest vote total is elected.

**5.7.6 At-Large Directors.** When an At-Large Director seat is vacant or will become vacant, the Nominating Committee will solicit from the general membership of USFHA nominations of individuals to serve as the At-Large Directors to be elected, using whatever process the Nominating Committee determines to be appropriate. The nominees will be considered by the Nominating Committee, which shall select three (3) individuals per position (i.e., two (2) openings would be six (6) nominations) from among nominated individuals (or, in the event there are fewer than three (3) qualified nominees, the name(s) of all qualified nominee(s).

The Nominating Committee will then present to the Board of Directors the names of the selected individuals, who shall then stand for election by the then-existing Board (i.e., the Board of Directors as exists prior to any newly elected Directors being seated). That number of individuals equal to the number of At-Large Director positions to be elected and who receive the highest vote total are elected. Only applications that are recommended by the Nominating Committee shall be considered for a vote.

**5.7.7 Equal Opportunity.** All Directors shall be selected without regard to race, sex, color, religion, national origin, age, disability, military status, genetic information or any other status protected by applicable state or local law

**5.8 Terms of Service.**

**5.8.1** Board Directors serve a four (4)-year term of office on a staggered basis. A Director's term shall end on December 31 of an even-numbered year and new Director's term shall begin on January 1 of an odd numbered year. USFHA shall nominate and elect a successor Director within (60) days of the end of a Director's term, or by the next regularly-scheduled meeting of the Board, whichever is earlier. A Director therefore shall hold office for a maximum of sixty (60) days beyond the end of his or her four (4) year term to permit for time for USFHA to identify and elect a successor Director. USFHA shall also nominate and elect a successor Director within sixty (60) days of the date of a Director's resignation, removal, incapacity, disability or death, or at the latest, shall elect a successor Director at the next regularly scheduled Board meeting.

#### **5.9 Board Term Limits**

**5.9.1** Board Directors are eligible to serve a second term but in no case may a Board Director exceed two (2) consecutive four (4)-year terms. Notwithstanding, any Board Director who serves for less than two (2) years in the initial term of four (4) years may serve a subsequent full four (4)-year term and be eligible for a second full four (4)-year term. A Director may remain in office, at the end of his/her term, until a successor has been selected or elected. A Board Director elected to the position of an officer is eligible to serve his/her full term as an officer pursuant to Section 7.3.

**5.9.2** Directors shall serve on the following staggered basis:

**5.9.2.1** The term of office for eight of the Directors shall start on January 1 of the first year of the quadrennium.

**5.9.2.2** The term of office for seven of the Directors shall start on January 1 of the third year of the quadrennium.

**5.9.2.3** Athlete Directors elected to the Board shall serve on the following staggered basis:

**5.9.2.3.1** Starting January 1 of the first year of the quadrennium if elected to serve as the Athlete Representative or the Alternate to the USOPC Athletes' Advisory Council under the provisions of Article 13 of these Bylaws; and

**5.9.2.3.2** Starting on January 1 of the third year of the quadrennium three athletes will be elected to serve as Athlete Representatives under the following provisions.

**5.9.2.3.3** An individual who wishes to run for election to the USFHA Board and to be placed on the ballot shall obtain at least ten (10) signatures of support from individuals entitled to vote in the election. When an Athlete Director seat is vacant or will become vacant, the USFHA AAC and USFHA Nominating Committee will develop a process to jointly identify and vet candidates to serve as the 10 Year+ Athlete Representatives. Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of field hockey within the ten (10)-year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election. Additionally, in order to be eligible to vote in the election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games. The individual with the highest vote total is elected as Athlete Representative to the USOPC Athletes' Advisory Council. The individual with the second highest vote total of the opposite gender (as is required by the USOPC Athletes' Advisory Council) is elected as the Alternate Representative to the USOPC Athletes' Advisory Council.

**5.10 Director Attendance.** Directors shall be expected to attend in person or telephonically all regularly scheduled Board meetings. In any 12-month period the Directors shall be required to attend: (1) no less than two thirds (2/3) of all regularly scheduled Board meetings (2) in person or telephonically; and physically attend at least two in person meeting per year. Failure to attend two-thirds (2/3) or more of regular scheduled board meetings or (2) in person meetings can be considered as meeting criterion for removal with cause by the Board of Directors.

**5.11 Director Access to Management and Outside Advisors.** USFHA's Executive Director, Secretary of the Board and USFHA's employees as needed shall attend Board meetings on a regular basis both to make special presentations and as a discussion resource and shall be available to Board Directors outside of meetings. All Board Director contact with employees of USFHA's employees, other than the Executive Director, outside of Board meetings shall be directed to the Executive Director, though this requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board (as opposed to individual Board Directors) directly of appropriate matters.

**5.12 Designations/Removal/Vacancies.** A Director's position on the Board of Directors may be declared vacant upon the Director's resignation, removal, incapacity, disability, or death, or upon the expiration of the Director's term.

**5.12.1 Resignation.** Any Director may resign at any time by giving written notice to the Secretary of the Board, Board Chair and Executive Director of the USFHA. Such resignation shall be effective at the time specified therein. Acceptance is not required to make resignation effective. The failure of any Director to attend three-fourths (3/4) of Board of Directors' meetings in any calendar year, unless they can demonstrate evidence of reasonable cause, shall be deemed to constitute the resignation of such Director from the Board of Directors, which resignation shall have effect without further action by such Director or by the Board of Directors.



**5.12.2 Removal.** Directors shall be removed by the Board if they fail to attend in person more than three-quarters (3/4) of the regular meetings of the Board during any 12 month period, unless they are able to demonstrate to the other Directors of the Board that the presence of exigent circumstances, the absent Director shall be removed by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent Director). Directors may be removed with cause at any duly noted meeting of the Board and after being provided an opportunity for the Directors to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the voting power of the group or body that elected such Director (excluding the voting power of the Director in question) or (b) a two-thirds (2/3) affirmative vote by the Board of Directors (excluding the voting power of the Director in question). Directors may be removed without cause by the Board of Directors by a unanimous vote excluding the vote of the person being removed.

**5.12.3 Filling Vacancies.** Any Coach, Umpire, Athlete Director or the Amateur Sports Organization Director vacancy on the Board shall be filled by a majority vote of the group that elects the Director. For the Coach and Umpire Director a slate submitted by the Nominating Committee will be provided for the election. The process will follow 5.7.4 or 5.7.5 for the vacant position.

Any At-Large vacancy on the Board may be filled by a majority vote of the Board from a slate submitted by the Nominating Committee; A Director elected to fill a vacancy shall complete the unexpired term of the predecessor. Any Independent vacancy on the Board may be filled by a majority vote of the Nominating Committee.

For an Athlete Director position, if the Athlete Director who is USFHA's Athletes' Advisory Council designee is removed by USFHA's Athletes' Advisory Council or his or her seat becomes vacant, then the alternate USFHA Athletes' Advisory Council representative shall become an Athlete Director. If the Athlete Director who is USFHA's Athletes' Advisory Council designee is removed from the Board by vote of the Board, such removal shall have no impact on the individual's status as USFHA's Athletes' Advisory Council representative. In addition, the USFHA Board of Directors with the input of the USFHA AAC may temporarily appoint an athlete director to serve during the period in which any athlete director vacancy exists.

No Director shall be subject to removal or to not being re-nominated based on how they vote as a Director, unless voting is part of a violation of the USFHA's Code of Conduct or Conflict of Interest Policy.

When a Director is elected/selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a Director, and the remaining term is for two (2) or more years, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, the Director shall serve one additional four (4) year term immediately following the two (2) years. If the vacancy being filled is for less than two (2) years, the term shall not be a full term. Thus the Director shall be able to serve two (2) additional four year terms following the completion of the filled vacancy term.

**5.13 Conflict of Interest.** No Director or officer, member of any standing committee, employee, paid consultant to, or agent/representative of USFHA, shall participate in the negotiation, evaluation or approval of any contractual arrangement to which it is proposed that USFHA become a part, if such individual, or a member of his/her immediate family, would financially benefit, directly or indirectly, from such arrangement. Any director of the Board, or a standing committee of the Board, shall, upon learning that USFHA is proposing to enter into an arrangement in which said individual, or his/her immediate family, has a financial interest in such arrangement, shall promptly notify the Chair in writing of the existence of such interest. The Chair shall disclose such interest to the Board, and refer it to the Ethics Committee, which shall make a determination whether a conflict of interest exists.

In the event of a potential conflict of interest, the individual shall recuse himself or herself from formal or informal discussions related to the matter(s) and further, abstain from voting, or seeking to influence, the vote on the matter(s) or any related matters. In the event of a violation, USFHA shall have the right to recover from the individual in question his or her financial benefit, and to void the arrangement. USFHA Board of Directors further may subject the individual to disciplinary procedures which may include termination of membership and/or expulsion from the Board, standing committee or task force.

**5.14 Quorum.** A quorum exists for the purposes of conducting a regular or special meeting of the Board of Directors whenever more than fifty percent (50%) of the voting Directors are in attendance. If a quorum is not present at a meeting, a majority of the Board of Directors present may adjourn the meeting from time to time, without further notice, other than an announcement, until such time a quorum is present.

**5.15 Voting.** Each Director shall be entitled to one vote on issues presented to the Board.

**5.15.1 Majority Vote.** The affirmative vote of the majority vote of the Board of Directors in attendance at a meeting of the Board at which a quorum is present, except as otherwise specifically provided by statute, Articles of Incorporation or these Bylaws shall be an act of the Board.

**5.15.2 Method of Voting.** Any vote may be taken by voice, show of hands or electronically unless a voting Director objects, in which case written ballots shall be used. No individual may vote more than once on any issue presented to the Board. No Director may vote or act by proxy.

**5.16 Regular Meetings.** USFHA's Board shall meet at regularly scheduled meetings at least four (4) times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. Directors shall participate in regularly-scheduled Board meetings in-person, unless pre-approved by the Board Chair based on exigent circumstances, in which case participation by telephone or videoconference is permitted. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the Board. Directors may participate in special meetings of the Board by telephone. For special meetings for the purpose of a Board vote, the meeting and voting may take place by electronic mail.

**5.17 Special Meetings.** Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty percent (50%) of the Board of Directors. Written notice shall be delivered no fewer than two (2) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States Mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier.

**5.18 Presumption of Assent.** A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the individual action as the Secretary of the Board before the adjournment of the meeting such right to dissent shall not apply to a Director who voted in favor of such action.

**5.19 Action Without Meeting.** Any action required by law to be taken at a meeting of the Board of Directors, or any standing committee thereof, or any other action which may be taken at a meeting of Directors, or any standing committee thereof, may be taken without a meeting if every director of the Board in writing either: (i) votes for such action; or (ii) votes against such action or abstains from voting and waives the right to demand that action not be taken without a meeting. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted.

The action shall only be effective if there are writings which describe the action, signed by all Directors, received by USFHA and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing USFHA with a complete copy of the document including a copy of the signature. A Director's right to demand that action not be taken without a meeting shall be deemed to have been waived if USFHA receives a writing satisfying the requirements hereof that has been signed by the Director and not revoked as provided below.

Actions taken shall be effective when the writings set forth a different date. Any Director who has signed in writing may revoke it by a written statement signed, dated and stating the prior vote is revoked. However, such writing must be received by USFHA before the last writing necessary to effect the action is received. The unanimous written consent of all Directors on the Board shall also constitute an act of the Board.

**5.20 Meetings by Telephone/ Transacting Business by Other Means.** Directors may participate in any meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting, except where a person participates in a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

The Board shall have the power to transact its business by mail, electronic mail, telephone or facsimile if, in the judgment of the Chair, the urgency of the case so requires such action; provided that action without a meeting complies with the provisions of Section 5.19 of these Bylaws.

**5.21 Notice.** Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each Director of the Board by or at the direction of the Chair of the Board. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier or by electronic transmission.

**5.21.1 Written Notice.** Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice shall be delivered to the Director's business or residential address (or to such other address provided by the Director for such purpose), to the Director's facsimile telephone number or to the Director's email address. Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States Mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier.

**5.21.2 Electronic Notice.** If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete.

**5.21.3 Oral Notice.** Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the Director (or to such other individual provided by the director for such purpose). Oral notice shall be delivered no fewer than two (2) days before the date of the meeting. Oral notice is effective when communicated. The method of notice need not be the same as to each Director.

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

## **5.22 Meeting Procedures.**

**5.22.1 Agenda.** The Chair, in consultation with the Executive Director and the Vice Chair, shall determine the agenda for Board meetings. Board Directors shall be permitted to request items for inclusion on the agenda for Board meetings.

**5.22.2 Questions of Order and Board Meeting Leadership.** Questions of order shall be decided by the Chair of the Board unless otherwise provided in advance by the Board. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair shall designate in writing in advance one (1) other Director of the Board to preside. If the Chair is unable to make or has not made such a designation, the Board may choose another Director to serve as presiding officer for that meeting..

**5.23 Effectiveness of Action.** Actions taken at a meeting shall be effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws, or when a definite effective date is recited in the record of the action taken.

**5.24 Loans to Directors and Officers Prohibited.** No loans shall be made by USFHA to any of its Directors or officers, or to any member of a standing committee or task force. Any Director who assents to such a loan shall be liable to USFHA for repayment thereof.

**5.25 Open and Executive Meeting Sessions.** Ordinarily, all meetings of the Board of Directors shall be open to members of USFHA. However, in the event the Chair, with the consent of a majority of the Directors in attendance, deems it appropriate: (i) to exclude non-directors at an open meeting for any reason, then the Chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matters, then the Chair may specifically designate and call an executive session. Further, the Chair of the Board may open an executive session meeting of the Board to non-directors, with the consent of a majority of the Directors of the Board in attendance. For an executive session, the meeting minutes should capture the high-level topics covered in the course of that session.

**5.26 Minutes of Meetings.** The minutes of all meetings of the Board of Directors shall be published on USFHA's website. Every reasonable effort will be made to publish the minutes within fifteen (15) days of approval by the Board. Meeting minutes shall make note of the attendees at meetings, motions taken and shall note whenever a meeting participant recuses him or herself due to an apparent conflict of interest.

**5.27 Compensation.** Directors of the Board shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USFHA's policies. Directors are disqualified from receiving compensation for services rendered to our for the benefit of USFHA in any other capacity. Athlete Directors, however, shall be entitled to obtain compensation from USFHA in connection with their capacity as athletes, including all benefits to which all Elite Athletes are eligible.

## ARTICLE 6 - SAFESPORT AND ANTI-DOPING

**6.1 Compliance with the U.S. Center for SafeSport and USOPC Policies and Procedures** As a member National Governing Body of the United States Olympic and Paralympic Committee, USFHA shall adhere to the athlete safety rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent SafeSport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the U.S. Center for SafeSport as that organization. The current safe sport rules are available at the offices of USFHA or online at the following websites: <https://safesport.org> USFHA adopted and maintains athlete safety policies and procedures consistent with the U.S. Center for SafeSport's rules, policies and procedures, as they be modified or amended from time to time. USFHA's current athlete safety rules, policies and procedures are available at the offices of USFHA or online at: <https://www.teamusa.org/usa-field-hockey/programs/safesport>.

**6.2 Compliance with the USOPC and United States Anti-Doping Agency (USADA) Rules and Regulations.** As a member National Governing Body of the United States Olympic and Paralympic Committee, USFHA shall adhere to the anti-doping rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.4.1 (c)(iv) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations. The USOPC has designated USADA as the organization. The current anti-doping rules, policies and procedures are available at the offices of USFHA or online at the following website: [www.usada.org](http://www.usada.org).

## ARTICLE 7 - OFFICERS

**7.1 Designation.** The only officers of USFHA shall be the Chair of the Board, Vice Chair of the Board and the Secretary.

### 7.2 Election/Selection.

**7.2.1 Chair / Vice Chair.** The Chair and Vice Chair of the Board shall be elected from among the Directors of the Board by a majority of the Directors. The election shall take place at the first meeting after the Board elections when the new Board is in place. The Vice Chair election shall take place after the Chair election.

**7.2.2 Secretary.** The Executive Director shall recommend the Secretary to serve as USFHA's corporate secretary which recommendation shall be approved by the Board. The Secretary is required to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings. The Executive Director may also recommend, if needed, a person to serve as Assistant Secretary which shall be approved by the Board. The Secretary and Assistant Secretary, if any, (i) may be an employee of USFHA, (ii) shall not be a member of the Board of Directors and (iii) shall not have a vote on the Board. In any circumstances in which the Executive Director has not designated an employee to serve as Secretary, the Board of Directors may select another individual employed by USFHA to serve as Secretary or Assistant Secretary.

### 7.3 Tenure.

- 7.3.1 Chair.** The term of office of the Chair of the Board shall be two years, with re-election for an additional one 2-year term possible. (Four year maximum). The newly elected Chair shall take office immediately. The Chair shall hold office until the Chair's successor is elected and qualified, or until the Chair's earlier resignation, removal, incapacity, disability or death. USFHA shall nominate and elect a successor Chair, at the latest, by the end of the term of the Chair to ensure that a successor Chair is able to take office immediately upon the end of the prior Chair's term. If a Chair resigns, is removed from office, is incapacitated or disabled, or dies prior to the end of the term, then USFHA shall nominate and elect a successor Chair within sixty (60) days of the date of the Chair's resignation, removal, incapacity, disability or death, or, at the latest at the next regularly-scheduled Board Meeting.
- 7.3.2 Vice Chair.** The term of office of the Vice Chair of the Board shall be two years, with the re-election for an additional one 2-year term possible. (Four year Maximum) The newly elected Vice Chair shall take office immediately. The Vice Chair shall hold office until the Vice Chair's successor is elected and qualified, or until the Vice Chair's earlier resignation, removal, incapacity, disability or death. USFHA shall nominate and elect a successor Vice Chair, at the latest, by the end of the term of the Vice Chair to ensure that a successor Vice Chair is able to take office immediately upon the end of the prior Vice Chair's term. If a Vice Chair resigns, is removed from office, is incapacitated or disabled, or dies prior to the end of the term, then USFHA shall nominate and elect a successor Vice Chair within sixty (60) days of the date of the Vice Chair's resignation, removal, incapacity, disability or death, or, at the latest at the next regularly-scheduled Board Meeting. In the event the Chair is not in office, the Vice Chair will resume the responsibility of the Chair until such time the Board of Directors elects a new Chair.
- 7.3.3 Secretary.** The term of office of the Secretary, and the Assistant Secretary, if any, is unlimited as this position is not a Board of Director member so not limited by terms. The Secretary shall hold office until his or her employment by USFHA ends, when the Executive Director recommends a different individual to serve as Secretary which is approved by the Board or until the Secretary's earlier resignation, removal by the Board, incapacity, disability or death.

The Assistant Secretary, if any, shall hold this position until his or her employment by USFHA ends, when the Executive Director recommends a different individual to serve as Assistant Secretary or until the Assistant Secretary's earlier resignation, removal by the Board, incapacity, disability or death.

**7.4 Authority and Duties of Officers.** The officers of USFHA shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

- 7.4.1 Chair of the Board.** The Chair shall: (i) in consultation with the Executive Director and Vice Chair, set all meetings and meeting agendas, (ii) preside at all meetings of the Board of Directors, and (iii) exercise such powers and perform such other duties as from time to time may be assigned by the Board and (iv) see that all Board Committees, resolutions and oversight are carried into effect. Recognizing the significance of the Chair in international matters, the Chair shall exercise ceremonial or representational functions in the international context, but the Executive Director, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to the FIH, PAHF and the USOPC. The Vice Chair shall perform the duties of the Chair when the Chair is unavailable to handle said duties.

**7.4.2 Secretary.** The Secretary shall: (i) keep the minutes of the proceedings of the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; (iv) perform such other duties as from time to time may be assigned to the Secretary by the Executive Director or by the Board. An Assistant Secretary, if any, shall have the same duties and powers of the Secretary.

**7.5 Restrictions.** Officers of USFHA shall perform their functions with due care. No individual may serve simultaneously as an officer of USFHA and as an officer of an organization holding membership in USFHA or as an officer of another amateur sports organization that is recognized by the USOPC as an NGB.

**7.6 Term Limits.** No individual shall serve as Chair for more than two consecutive 2-year terms. When a Chair is elected to fill a vacancy because of the Chair's resignation, removal, incapacity, disability or death, and the remaining term is for more than one year, such term shall constitute a full term. If the vacancy being filled is for one or more years, the Chair can serve one additional 2-year term following completion of the filled vacancy term. If the vacancy being filled is for less than one year, the term shall not be a full term and the Director can serve two additional 2-year terms following completion of the filled vacancy term.

**7.7 Resignation, Removal and Vacancies.** An officer's position with USFHA may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair of the Board may resign at any time by giving written notice to the Board of Directors. The Secretary or Assistant Secretary, if any, may resign at any time by giving written notice to the Executive Director. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Chair may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the vote of the Chair). The Chair may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question). Removal of the Chair under this Section shall serve only as removal from his/her position as an officer and not as a Director (removal of a person as a Director is subject to action under the provisions of Section 5.12 of these Bylaws).

The removal of an officer from his or her position as officer does not necessarily require removal from his or her position on the Board.

Any vacancy occurring in the Chair shall be filled by the Board, by majority vote. A Chair elected to fill a vacancy shall be elected for the unexpired term of such Chair's predecessor in office. A vacancy in the office of Secretary, or Assistant Secretary, if any, shall be filled by the Executive Director. Any individual selected to fill a vacancy in the office of Secretary, or Assistant Secretary, if any, shall be approved by the Board.

**7.8 Compensation.** The Chair of the Board shall not receive compensation for his or her service as Chair, although the reasonable expenses of the Chair may be paid or reimbursed in accordance with USFHA's policies. The Chair is disqualified from receiving compensation for services rendered to or for the benefit of USFHA in any other capacity. To the extent the Secretary is a designated member of USFHA's staff, the Secretary shall be entitled to regular compensation with his or her employment with USFHA and may be provided additional compensation for service as Secretary.

## ARTICLE 8 - EXECUTIVE DIRECTOR

**8.1 Designation.** USFHA shall have an Executive Director, who shall be the leader of management and vested with the authority to make decisions on behalf of management. The Executive Director shall not be a member of the Board of Directors but shall be permitted and expected to attend meetings of the Board.

The Board shall hire and oversee the Executive Director, who shall be responsible as outlined below in Section 8.4, in addition to overseeing the hiring and firing of all staff and the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of USFHA, determine the size and compensation of, hire and terminate the professional staff in accordance with USFHA compensation policies and guidelines (established by the Board).

The Board is responsible for the selection, compensation, evaluation and termination of the USFHA Executive Director.

**8.2. Tenure.** The Executive Director shall be employed by the Board of Directors for whatever term the Board deems appropriate. The Executive Director may be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the Executive Director. If the Executive Director has a contract of employment with USFHA; the contract shall provide that the Executive Director's employment may be terminated by the Board with or without cause.

**8.3. Secretary General.** The Executive Director shall serve as Secretary General of USFHA and in that capacity shall represent USFHA in relations with the international sports federations for field hockey recognized by the IOC and at international field hockey functions and events. The Executive Director shall also be USFHA's representative to the USOPC NGB Council.

**8.4. Responsibilities.** The Executive Director shall:

**8.4.1** Develop a strategy implementation plan for achieving USFHA's mission, goals and objectives and present the strategy to the Board of Directors for approval;

**8.4.2** Prepare and submit quadrennial and annual budgets to the Board for approval;

**8.4.3** Determine the size and composition of, hire, and terminate the professional staff needed to effectively carry out USFHA's mission, goals and objectives, within USFHA's budget and in accordance with USFHA compensation policies and guidelines (established by the Board);

**8.4.4** Either directly or by delegation manage all staff functions;

**8.4.5** Be responsible for resource generation and allocation of resources;

**8.4.6** Coordinate USFHA's international activities;

**8.4.7** With the Chair of the Board, act as USFHA's spokesperson; and

**8.4.8** Perform all functions as usually pertain to the office of Executive Director.

**8.4.9** Any other duties as assigned by the Board of Directors.

## ARTICLE 9- REGIONAL DIVISIONS



## 9.1 Association of State Organizations

The Board of Directors may recognize an Association of State Organizations if the Board determines in its sole discretion that recognition of such an organization would best serve the interests of the sport of field hockey. The Association of State Organizations and its member states shall be extensions of USFHA and not separate entities. USFHA may authorize state competitions or conduct such other states activities that promote the mission of USFHA as the Board and the Executive Director determine in their sole discretion.

State Associations shall comply with all obligations and requirements that NGBs must follow under the Sports Act and USOPC Bylaws.

## ARTICLE 10 - COMMITTEES

### 10.1 Designation.

There shall be no Executive Committee or other committee(s) with management authority delegated by the Board. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the Board, such as a “super-board” ) This requirement however is not intended to detract from the ability of the members of some parts thereof to nominate individuals to serve on the Board.

USFHA shall have at least the following standing Board committees: an Audit/Finance Committee, an Ethics Committee, a Judicial Committee, a Nominating and a Governance Committee.

The Board or Executive Director shall appoint such advisory task forces or committees as the Board or Chief Executive Officer believes as appropriate, and shall define the mission and deliverables of such task forces or standing committees. The decision to appoint or not appoint and to terminate such a task force or standing committee shall be exclusively the Board's or the Executive Director's.

**10.1.1 Standing Committee of the Board** USFHA shall have Standing Committees of the Board. Rules, governing procedures, duties and policies of standing committees shall be established by the Board and these standing committees shall be appointed by the Board from names submitted by the Board and/or the Nominating Committee. Membership on standing committees should not exceed six (6) members to permit both conduct of the sport and appropriate board governance. Board Committees shall be determined by the Board of Directors and in accordance with current USFHA policy and shall have the responsibilities as designated by the Board. Board committees shall have at least thirty-three and a third percent (33 1/3%) athlete representation. USFHA shall have the following standing Board Committees:

- 10.1.1.1 Finance and Audit**
- 10.1.1.2 Nominating**
- 10.1.1.3 Judicial**
- 10.1.1.4 Governance**
- 10.1.1.5 Ethics**

**10.1.2 Advisory Task Forces/ Working Groups.** The Board shall appoint such advisory task forces or working group, other than those set forth in Section 10.1.1, as the Board believes appropriate, and shall define narrowly the mission and deliverables of such task forces or working groups. The decision to appoint or not appoint and to terminate such a task force or working group shall be exclusively the Board's. Any such task force or working group shall serve until their final report is submitted to the Board of Directors or until termination of their duties by the Board. A Director shall be a member on all advisory task forces or working group. Membership on Advisory Task Forces/Working Groups shall be of the minimum number and size possible to permit both conduct of the sport and appropriate board governance. Advisory Task Forces/Working Groups shall have at least thirty-three and a third percent (33 1/3%) athlete representation.

**10.2 Appointments. Standing** committee appointments, including the designation of standing committee Chairs, shall be made every two (2) years by the Board. Appointments shall be made based on a combination of factors including each individual member's expertise and the needs of USFHA, and these Bylaws. Standing Committee meetings and agendas shall be developed by the Standing Committee Chair in consultation with the appropriate members of management and with the input of other Directors. Regularly scheduled meetings may occur telephonically or by videoconference. The Board may require reports from all standing committees at any Board meetings.

**10.3 Athlete Representation Qualifications.** Athlete representation on Standing Committees (Nominating, Audit, Grievance, or those committees that prepare, approve or implement (1) expenditure of funds allotted to the NGB by the USOPC, or (2) selection of international teams must meet the Elite Athlete eligibility requirements listed in 5.7.1. At least half of the athlete representation on Standing Committees must be 10 Year Athletes; the remainder may be 10 Year Athletes or 10+ Year Athletes.

To be eligible to serve on Committees other than Standing Committees, athlete representatives must meet the Elite Athlete standard or have within the twenty-four (24) months preceding the election, demonstrated that they are actively engaged in amateur athletic competition, as determined by the NGB.

Athletes on all Committees, including Standing Committees, shall be selected by the USFHA AAC from candidates identified and vetted through a process agreed upon by the USFHA AAC and the Nominating Committee.

**10.4 Terms.** The term for all standing committee members shall be two (2) years. A standing committee member shall remain on the standing committee until the standing committee member's successor is appointed, or until the standing committee member's earlier resignation, removal, incapacity, disability or death.

The term for all task force and working group members shall be until their assignments is concluded, but in any event shall not exceed a period of two (2) years.

**10.5 Term Limits.** A member of a USFHA Committee or Task force and working group shall be permitted to serve up to four (4) two (2) year terms, after which he or she is ineligible for service on such standing Committee or Task force and working group for a period of (2) years. After the two (2) year gap, the individual shall be eligible for reappointment to the standing Committee or Task force and working group.

**10.6 Committee Member Attendance.** Standing committee and task force and working group members are expected to attend in person or telephonically all regularly scheduled standing committee and task force and working group meetings of which they are a member. Each standing committee or task force and working group member must attend two thirds (2/3) of the standing committee or task force and working group meetings of which they are a member during any twelve (12)-month period.

**10.7 Resignation, Removal and Vacancies.** A standing committee or task force and working group member's position on a standing committee or task force and working group shall be declared vacant upon the standing committee or task force and working group member's resignation, removal, incapacity, disability or death. A standing committee or task force and working group member may resign at any time by giving written notice to the Board, if appointed by the Board, or to the Executive Director, if appointed by 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.

The failure of any standing committee or task force and working group member to attend two thirds (2/3) of the regular standing committee or task force and working group meetings during any twelve (12)-month period, unless they are able to demonstrate to the Board of Directors the presence of exigent circumstances caused and excused the absences. In such circumstances, the Board shall be deemed to constitute a removal with cause of such member from the standing committee or task force and working group, which removal shall have effect with two thirds (2/3) vote of the Board.

Standing committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the standing committee or task force and working group member in question, if also a Director), or upon the determination of the Board. Standing committee members may also be removed without cause by unanimous vote of the total voting power of the Board (excluding the voting power of the committee or task force and working group member in question, if also a Director).

Any vacancy occurring in a standing committee or task force and working group shall be filled as set forth for the appointment of that standing committee or task force and working group member. A standing committee or task force and working group member appointed to fill a vacancy shall be appointed for the unexpired term of such standing committee or task force and working group member's predecessor in office.

**10.8 Procedures.** Each standing committee and task force and working group shall establish procedures for conducting its business and affairs. All such procedures shall be approved by the Board of Directors. Such procedures shall be published and made available on USFHA's website.

**10.9 Open and Executive Meeting Sessions.** Ordinarily, all standing committee and task force and working group meetings shall be open to members. However, in the event the standing committee or task force and working group Chair, with the consent of a majority of the standing committee or task force and working group members in attendance, deems it appropriate to exclude members at an open meeting for any reason, then the Chair may: (i) declare that the meeting is closed; or (ii) to convene an Executive Session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the standing committee or task force and working group to non-members, with the consent of a majority of the members of the standing committee or task force and working group in attendance.

**10.10 Minutes of Meetings.** Each standing committee and working group/task force and working group shall take minutes of its meetings.

**10.11 Compensation.** Standing committee and task force and working group members shall not receive compensation for their services as standing committee or task force and working group members, although the reasonable expenses of standing committee and task force and working group members may be paid or reimbursed in accordance with USFHA's policies. Standing committee and task force and working group members who are not Directors of the Board may receive compensation for services rendered to or for the benefit of USFHA in any other capacity, provided the Board gives explicit approval. Each standing committee and task force and working group member shall be bound by USFHA's Conflict of Interest Policy.

**10.12 Finance and Audit Committee.** The Finance and Audit Committee shall be appointed and have the responsibilities as follows:

**10.12.1** The Board of Directors shall appoint members of the Finance and Audit Committee and its chair, all of whom should be Directors of the Board. (Athlete Representatives shall be selected and approved according to Section 10.3), a minimum of one independent Director of the Board with financial experience shall be on the Finance and Audit Committee.

**10.12.2** The Finance and Audit Committee shall:

**10.12.2.1** Be responsible, in cooperation with the Executive Director, for recommending the annual budget for operations of USFHA, reviewing monthly financial statements, internal financial policies and procedures, and for making recommendations for investment of excess operating funds;

**10.12.2.2** Recommend the independent auditors of USFHA, review the report of the independent auditors and management letter, and recommend action as needed;

**10.12.2.3** Investigate matters of fiscal controls and disclosure and such other matters as directed by the Board; and

**10.12.2.4** Perform such other duties as assigned by the Board.

The Finance and Audit Committee shall periodically meet separately in executive session individually with management, USFHA's financial staff and USFHA's outside auditor, at the option of the Committee. In addition, the Finance and Audit Committee or a designated representative of the Committee, shall meet with the outside auditor prior to USFHA's annual audited financial statements and tax filings, to review such materials, if in the opinion of the committee a meeting is necessary.

**10.13 Nominating Committee.** The Nominating Committee shall be appointed in the manner described below and shall have no more than six (6) members. Two (2) members of the Nominating Committee shall be independent as defined in Section 5.6 of these Bylaws. The Board of Directors shall select the Chair from among the Nominating Committee members. If the independence of the two (2) independent members of the Nominating Committee is questioned, the determination shall be made by the Board of Directors. All members of the Nominating Committee shall participate in the selection of the nominees to the Board for any elections except in the case of a conflict of interest or incapacity of a member of the Nominating Committee unless a conflict of interest exists.

**10.13.1** The Nominating Committee shall be selected as follows:

**10.13.1.1** Two (2) individuals who are on the USFHA Board of Directors;

**10.13.1.2** Two (2) individuals selected by the USFHA Board of Directors who are independent; and

**10.13.1.3** Two (2) non-USFHA Board Director athlete selected by the USFHA AAC;

**10.13.2 Terms.** The members of the Nominating Committee shall serve for terms of four (4) years; provided, however, that their terms of service will be staggered. An individual shall not serve on the Nominating Committee for more than two (2) consecutive terms.

**10.13.3 The Nominating Committee shall:**

**10.13.3.1** Identify and evaluate prospective candidates for the Board;

**10.13.3.2** Select individuals to serve on the Board as provided in these Bylaws;

**10.13.3.3** Recommend as requested by the Board individuals to serve on various standing committees and task force and working groups;

**10.13.3.4** Consult with the Ethics Committee with respect to vetting all nominations for potential conflicts of interest or other problematic background issues;

**10.13.3.5** Perform such other duties as assigned by the Board.

**10.13.3.6** Review the application of Directors for election by membership or constituency to ensure eligibility of candidates in relation to these bylaws, the Ted Stevens Act or USOPC regulation.

**10.13.4** In considering a candidate for nomination to the Board, the Nominating Committee shall take into consideration:

**10.13.4.1** The candidate's potential contribution to the effective functioning of USFHA;

**10.13.4.2** Any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment;

**10.13.4.3** Whether the candidate continues to bring relevant experience to the Board;

**10.13.4.4** Whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;

**10.13.4.5** The candidate's reputation for personal integrity and commitment to ethical conduct;

**10.13.4.6** whether the candidate has passed a mandatory background check and SafeSport Training as required; and

**10.13.4.7** Whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the candidate to serve on the Board.

**10.14 Judicial Committee.** The Judicial Committee shall be appointed and have the responsibilities as follows.

**10.14.1** The Board of Directors shall appoint the members of the Judicial Committee and its Chair, except that athlete representatives shall be selected and approved according to Section 10.3. Members of the Judicial Committee shall satisfy the standards of independence for “Independent Directors” as set forth in these Bylaws. No Director of the Board shall be appointed to the Judicial Committee.

A Judicial Committee Member does not lose their independence under this section by serving on the Judicial Committee.

**10.14.2 The Judicial Committee shall:**

**10.14.2.1** Generally administer and oversee all administrative grievances and right to compete matters filed with USFHA;

**10.14.2.2** Generally administer and oversee all grievances related to any alleged violations of the U.S. Center for SafeSport’s rules, policies and procedures over which the U.S. Center for SafeSport has not exercised jurisdiction, pursuant to the procedures set forth in USFHA’s Complaint Procedures;

**10.14.2.3** generally administer and oversee all grievances related to any alleged violation of USFHA’s Athlete Safety Policy over which the U.S. Center for SafeSport has not exercised jurisdiction;

**10.14.2.4** Identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;

**10.14.2.5** appoint a panel of independent individuals to hear and render a decision on grievances and disciplinary matters; and

**10.14.2.6** if disinterested, sit on hearing panels; and

**10.14.2.7** Perform such other duties as assigned by the Board.

**10.15 Ethics Committee.** The Ethics Committee shall be appointed and have the responsibilities as follows:

**10.15.1** The Board of Directors shall appoint the members of the Ethics Committee and its Chair, except that athlete representatives shall be selected and approved according to Section 10.3. Members of the Ethics Committee shall satisfy the standards of independence for “Independent Directors” as set forth in these Bylaws. No Director of the Board shall be appointed to the Ethics Committee.

An Ethics Committee Member does not lose their independence under this section by serving on the Ethics Committee.

**10.15.2 The Ethics Committee shall:**

**10.15.2.1** oversee implementation of, and compliance with, USFHA Code of Conduct and Conflict of Interest Policy;

**10.15.2.2** Report to the Board on all ethical issues;

**10.15.2.3** Develop and review for Board approval, on an annual basis, a Conflict of Interest Policy for the Board, officers, standing committee and task force and working group members, volunteers, staff and member organizations, for adoption by the Board of Directors;

- 10.15.2.4 Review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
- 10.15.2.5 Review and provide guidance on ethical questions presented to it by the Board, officers, standing committee and task force and working group members, volunteers, staff and members of USFHA;
- 10.15.2.6 Review annual and periodic Conflict of Interest disclosure forms and determine if a conflict of interest exists as to any particular transaction, relationship, or matter involving USFHA;
- 10.15.2.7 Evaluate requests for approval under USFHA's Gift and Entertainment Policy; and
- 10.15.2.8 Perform such other duties as may be assigned by the Board.

The Ethics Committee will determine whether a complaint submitted to it falls within its jurisdiction.

**10.16.1 Governance Committee.** The Board of Directors shall appoint the members of the Governance Committee and its Chair. Members of the Governance Committee shall consist of Board Members, two (2) athletes (Athlete Representatives shall be selected and approved according to Section 10.3). Any other members the board appoints.

**10.16.2** The Governance Committee shall:

- 10.16.2.1 Review and update the USFHA Bylaws on an Annual Basis
- 10.16.2.2 Review and update USFHA Governance documents and policies each year

#### **ARTICLE 11 - ANNUAL GENERAL ASSEMBLY**

**11.1 Purpose.** There shall be a USFHA Annual General Assembly at which all individual and organization members and other USFHA constituencies in the United States field hockey family shall gather and provide input to the Executive Director and Directors on important issues confronting the organization. At USFHA's Annual General Assembly, the Executive Director shall provide a report on the "State of USFHA." The Executive Director shall provide a managerial report addressing issues of concern and importance to USFHA. Individual and organization members and other constituencies may be permitted to pose questions to the Board and Executive Director for response. The USFHA Annual General Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, though it, or some of it, may be involved in some appropriate way in the nomination of individuals to serve on the Board as otherwise set forth in these Bylaws. The Board will work with the Executive Director to determine the time, location and agenda of the annual USFHA Annual General Assembly.

**11.2 Notice.** Notice of the USFHA Annual General Assembly stating the place, date and time of the meeting shall be posted on the website of USFHA no fewer than thirty (30) days before the date of the meeting.

#### **ARTICLE 12 - ATHLETES' ADVISORY COUNCIL**

**12.1 Purpose.** The USFHA Athletes' Advisory Council shall be a forum to provide a comprehensive means of communication between athletes and USFHA. The USFHA Athletes' Advisory Council will lead, serve and engage athletes to communicate the interests and protect the rights of athletes, and be a conduit to USFHA. The USFHA Athletes' Advisory Council shall:

- a. Serve as a vehicle for athlete engagement;
- b. Endeavour to protect the rights of athletes;
- c. Provide Athlete Feedback;
- d. Build and establish relationships among the athletes of USFHA;
- e. Assist and identify potential future athlete board representative candidates and introduce athletes to the USFHA governance structure
- f. Serve as SafeSport and USADA ambassadors and advocates; and
- g. Develop pathways for athletes within the structure of USFHA.

**12.2 Designation.** USFHA shall have an Athletes' Advisory Council consisting of six (6) individuals.

**12.2 Qualifications.** Those individuals:

**12.2.1** Who have represented the United States as athletes in the Olympic Games or a men's or women's sanctioned PAHF or FIH Event in the sport of field hockey within the ten (10)-year period prior to December 31 of the year in which the election is held.

**12.2.2** Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.

**12.2.3** Additionally, in order to be eligible to run for election, an individual shall not be a paid employee of the USOPC or USFHA and must be a member in good standing.

**12.3 Election/Selection.**

**12.3.1** Six (6) individuals shall be elected to the Athletes' Advisory Council as follows:

**12.3.1.1** An individual who wishes to run for election to the Athletes' Advisory Council and to be placed on the ballot shall (i) have represented the United States as an athlete in the Olympic Games or a men's or women's sanctioned PAHF or FIH Event in the sport of field hockey within the ten (10)-year period prior to December 31 of the year in which the election is held,

**12.3.1.2** Additionally, in order to be eligible to vote in the election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. The Election pool must consist of athletes that have participated in the Olympics or a men's or women's sanctioned FIH or PAHF event within the last 10 years. The election shall take place after the conclusion of the FIH World Cup and before January 1 of the year following the conclusion of the FIH World Cup.

**12.3.1.3** The first and second position on the Athletes' Advisory Council shall be filled by two current female athletes elected by the members of the existing Senior Women's Outdoor National Squad or one member of the existing Senior Women's Outdoor National Squad and one Ten Year Rule Female Athlete

**12.3.1.4** The third and fourth position on the Athletes' Advisory Council shall be filled by two current male athletes elected by the members of the existing Senior Men's Outdoor National Squad or one member of the existing Senior Men's Outdoor National Squad and one Ten Year Rule Male Athlete.



**12.3.1.5** The fifth and sixth positions on the Athletes' Advisory Council shall be filled by USFHA's representative and alternate to the USOPC Athletes' Advisory Council and whom shall be elected after the conclusion of the Summer Olympic Games. Gender balance shall be insured.

**12.3.2** The election for the USFHA AAC shall take place after the scheduled conclusion of the Summer Olympic Games, but prior to January 1 of the year following the scheduled conclusion of the Summer Olympic Games.

**12.4 Term.** The term for members of the Athletes' Advisory Council shall be for four (4) years. A member shall remain on the Athletes' Advisory Council until the member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability or death.

**12.5 Term Limits.** No Athletes' Advisory Council member shall serve for more than two (2) consecutive terms.

**12.6 Chair.** The Athletes' Advisory Council shall elect from among its members, by majority vote, a Chair. The term of office of the Chair shall be four years. The newly elected Chair shall take office immediately. The Chair shall hold office until the Chair's successor is elected and qualified, or until the Chair's earlier resignation, removal, incapacity, disability or death.

**12.7 Procedures.** The Athletes' Advisory Council shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on USFHA's website.

**12.8 Open and Executive Meeting Sessions.** Ordinarily, all Athletes' Advisory Council meetings shall be open to athlete members, and, where appropriate, to USFHA members. In the event the Athletes' Advisory Council Chair, with the consent of a majority of the Athletes' Advisory Council members in attendance, deems it appropriate: (i) to exclude members at an open meeting for any reason, then the Chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the Chair may specifically designate and call an executive session. Further, the chair may open a meeting of the Athletes' Advisory Council to non-members, with the consent of a majority of the members of the Council in attendance.

**12.9 Compensation.** Athletes' Advisory Council members shall not receive compensation for their services as Athletes' Advisory Council members. USFHA shall pay for the reasonable expenses of all members of the Athletes' Advisory Council to attend Athletes' Advisory Council meetings. In addition, USFHA shall pay for the reasonable expenses of the athlete Board Directors to attend USFHA Board meetings. While members of USFHA's Athletes' Advisory Council shall not receive compensation for their services as Athletes' Advisory Council members, they shall be entitled to obtain compensation from USFHA in connection with their capacity as athletes, including but not limited to, compensation in the form of Direct Athlete Support or in connection with Operation Gold. Each member of the Athletes' Advisory Council shall be bound by USFHA's Conflict of Interest Policy.

## **ARTICLE 13 - USOPC ATHLETES' ADVISORY COUNCIL**

**13.1 Designation.** USFHA shall have a representative and an alternate representative to the USOPC Athletes' Advisory Council.

**13.2 Qualifications.** To serve on the USOPC Athletes' Advisory Council, athlete representatives must meet the qualifications set forth in the USOPC Athletes' Advisory Council Bylaws.

**13.3 Election.** An individual who wishes to run for election to the USOPC Athletes' Advisory Council and to be placed on the ballot shall obtain at least ten (10) signatures of support from individuals entitled to vote in the election. Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of field hockey within the ten (10)-year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election. Additionally, in order to be eligible to vote in the election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games. The individual with the highest vote total is elected as Athlete Representative to the USOPC Athletes' Advisory Council. The individual with the second highest vote total of the opposite gender (as is required by the USOPC Athletes' Advisory Council) is elected as the Alternate Representative to the USOPC Athletes' Advisory Council. Athlete representatives on the USOPC Athletes' Advisory Council shall be directly elected by athletes who are eligible to run.

USFHA shall adopt and submit to the AAC, consistent with policies established by the AAC, a procedure whereby eligible athletes shall elect a representative and an alternate representative to the USOPC Athletes' Advisory Council.

The election shall take place after the conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.

The individual with the highest vote total will be elected as the representative to the USOPC Athletes' Advisory Council. The individual with the second highest vote total is elected as the alternate representative to the USOPC Athletes' Advisory Council.

**13.4 Term.** The term for all representatives to the USOPC Athletes' Advisory Council shall be four (4) years, to start on January 1 of the year following the year in which the Summer Olympic Games is scheduled to be held, and end on December 31 of the year in which the next edition of the Summer Olympic Games is scheduled to be held. Any vacancies shall be filled immediately, or as soon as practicable.

**13.5 Term Limits.** No Athlete Representative to the USOPC Athletes' Advisory Council shall serve for more than two (2) consecutive terms (four (4) year). There is no is term limit restriction for the position of Alternate Representative.

#### **ARTICLE 14 - USOPC NATIONAL GOVERNING BODIES' COUNCIL**

**14.1 Designation.** USFHA shall have a Representative and an Alternate Representative to the USOPC National Governing Bodies' Council.

**14.2 Election/Selection.** The Executive Director shall be USFHA's Representative to the USOPC National Governing Bodies' Council. The Chair of the Board of Directors shall be USFHA's Alternate Representative to the USOPC National Governing Bodies' Council. If neither the Executive Director or Chair if the Board of Directors is available, the Vice Chair of the Board shall be the representative.

#### **ARTICLE 15 - FINANCE**

**15.1 Fiscal Year.** The fiscal year of USFHA shall begin on the first day of January and end on the last day of December of each year.

- 15.2 Record Keeping and Reporting.** Consistent with generally accepted accounting principles, USFHA will maintain records of its financial activity and prepare regular reports of that activity for distribution to the Board of Directors and membership.
- 15.3 Budget.** Each Olympic quadrennium, the Executive Director will prepare a four-year budget for submission to the Finance and Audit Committee. Within the Olympic quadrennium, the Executive Director will prepare an annual budget. The Finance and Audit Committee will recommend the budget for approval by the Board of Directors.
- 15.4 Annual Audits.** The Board of Directors shall consign an annual audit of USFHA's books and records and an examination of its business affairs. The audit and examination shall be made by independent certified public accountants, recommended by the Finance and Audit Committee and approved by the Board of Directors. The finalized auditor's report shall be furnished to the Board and be available for inspection by the membership.
- 15.5 Bonds.** The Chair of the Board, Executive Director and any Director of USFHA, and any other officer or employee that handles money of USFHA, may be bonded at USFHA's expense in such manner as may be determined by the Board of Directors.
- 15.6 Dues.** Membership categories shall be defined and membership dues shall be approved by the Board of Directors.
- 15.6.1** Membership dues in USFHA shall be payable annually.
- 15.6.2** When any Director shall be in default in the payment of dues, he/she shall be considered not in good standing and not entitled to vote as a member of the Board of Directors.
- 15.7 Compensation for Officers and Directors.** No Director, officer or standing committee or task force and working group member may receive compensation for services rendered to USFHA other than reasonable reimbursement for costs incurred, unless otherwise approved by a majority vote of the Board of Directors.
- 15.8 Individual Liability.** No individual Director of the Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of USFHA pursuant to the authority granted directly or indirectly by the Board of Directors.
- 15.9 Irrevocable Dedication and Dissolution.** The property of USFHA is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USFHA shall inure to the benefit of private persons. Upon the dissolution or winding up of USFHA, its assets remaining after payment, or provision for payment, of all debts and liabilities of USFHA, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code, as amended.

## ARTICLE 16 - INDEMNIFICATION AND LEGAL FEES

- 16.1 Officers and Directors.** USFHA shall, to the extent permitted by law, indemnify each of its officers, Directors and the Executive Director for amounts actually and reasonably incurred in connection with any proceeding arising from their duties with USFHA.
- 16.2 Indemnification.**
- 16.2.1** USFHA shall defend, indemnify and hold harmless all of its present, or former, Directors, officers, employees or official representatives, or any persons who are or were serving another corporation or other entity in any capacity at the request of USFHA, against all expenses actually and reasonably incurred by such persons (including, but not limited to judgments, costs and counsel fees) in connection with the defense of any pending or threatened litigation to which such persons are threatened to be made a party, because such persons are, or were, serving in such capacity.

This right of indemnification shall also apply to expenses of litigation that are compromised or settled, including amounts paid in settlement, if USFHA shall approve such settlement as provided in this Article. Such persons shall be entitled to be indemnified if: (i) they acted in good faith and (ii) they reasonably believed (A) in the case of Directors acting in their official capacity, that their conduct was in the best interests of USFHA, or (ii) in all other cases, that their conduct was at least not opposed to the best interests of, and (iii) USFHA in the case of any criminal proceeding, such persons had no reasonable cause to believe their conduct was unlawful.

The termination of any litigation by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the persons did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of USFHA.

- 16.2.2** Notwithstanding anything herein to the contrary, USFHA may not indemnify persons under this Article either: (i) in connection with a proceeding by USFHA in which the persons are or have been adjudged liable for fraud, gross negligence or willful misconduct in the performance of the persons' duty to USFHA; or (ii) in connection with any proceeding charging improper personal benefit to the persons, whether or not involving action in the persons' official capacity, in which the persons were adjudged liable on the basis that personal benefit was improperly received by the persons (even if USFHA was not thereby damaged).
- 16.2.3** Any amount payable as indemnification under this Article shall be determined and paid by USFHA pursuant to the affirmative vote of a majority of the voting Directors, other than those Directors who have incurred expenses in connection with the litigation for which the indemnification is sought, that such persons have met the standard of conduct set forth in Section 16.2.1 herein.
- 16.2.4** Any expenses incurred by such persons in connection with the defense of any litigation may be paid by USFHA in advance of a final disposition of such litigation upon receipt of an undertaking by such persons to repay such amount if any is determined under this Article and that such persons are entitled to be indemnified under this Article.
- 16.2.5** The right of indemnification under this Article shall be in addition to, and not exclusive of, all other rights to which such persons may be entitled.
- 16.2.6** The Board of Directors may, at its discretion, authorize the purchase of insurance on behalf of any persons identifiable under this Article. Such insurance may include provisions of indemnification of such persons for expenses of a kind or subject to indemnification under this Article. Any repeal or modification of this Article shall be prospective in nature and shall not affect adversely any right or protection of any Director, officer, employee, fiduciary or agent of USFHA under this Article as in effect immediately prior to repeal or modification, with respect to any liability that would have accrued, but for this Article, prior to such appeal or modification.
- 16.3 Legal Fees.** Any member, officer, Director, or participant in any of USFHA's programs who initiates legal proceedings against USFHA before any independent tribunal or in any court of law, agrees that USFHA may seek an award of its attorney's fees and related expenses if it prevails in that action.

- 16.4. Savings Clause.** If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then USFHA shall nevertheless indemnify all parties otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, USFHA shall neither indemnify any persons nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of USFHA as an organization described in section 501(c) (3) of the Internal Revenue Code, or that would result in the imposition of any liability under section 4941 of the Internal Revenue Code.
- 16.5 Conflicts of Interest.** If any Director of the Board, officer, standing committee or task force and working group member has a financial interest in any contract or transaction involving USFHA, or has an interest adverse to USFHA’s business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest; (ii) not participate in the evolution of the contract, transaction or business affair; and (iii) not vote on the contract, transaction or business affair, unless the procedures set forth in USFHA’s Conflict of Interest Policy are followed.
- 16.6 Severability and Headings.** The invalidity of any provision of these Bylaws shall not affect the other provisions of these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted. The headings in these Bylaws are for the purpose of reference only and shall not limit or define the meaning of any provision hereof.
- 16.7 Discharge of Duties.** Each Director of the Board and officer shall discharge of his or her duties: (i) in good faith; (ii) with the care of any ordinary prudent individual in a like position would exercise under similar circumstances; and (iii) in a manner the Director or officer reasonable believes to be in the best interests of USFHA.

## ARTICLE 17- COMPLAINT PROCEDURES

- 17.1 Compliant Procedures.** USA Field Hockey’s Complaint Procedures are available at: .....

## ARTICLE 18- EVENT SANCTIONING

- 18.1. Prompt Review of Request.** USFHA shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request: (i) to hold an international or national amateur athletic competition in the United States, or (ii) to sponsor United States field hockey athletes to compete in an international athletic competition held outside the United States.
- 18.2. Standard for Review.** If USFHA as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of United States Field Hockey and (ii) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then USFHA shall grant the sanction requested by the amateur sports organization or person.

**18.3. Requirements for Holding an International or National Amateur Athletic Competition in the United States.** An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States shall comply with the following requirements:

**18.3.1** Submits, in the form required by USFHA, an application to hold such competition;

**18.3.2** Pays to USFHA the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;

**18.3.3** Submits to USFHA an audited or notarized financial report of similar events, if any, conducted by the organization or person; and

**18.3.4** Demonstrates that:

**18.3.4.1 Appropriate** measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;

**18.3.4.2** Appropriate provision has been made for validation of records which may be established during the competition;

**18.4.4.3** Due regard has been given to any international amateur athletic requirements specifically applicable to the competition;

**18.3.4.4** The competition will be conducted by qualified officials;

**18.3.4.5** Proper medical supervision will be provided for athletes who will participate in the competition; and

**18.3.4.6** Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

**18.3.4.7** appropriate measures have been taken to prevent abuse of athletes, including emotional, physical, child and sexualized abuse.

**18.4 Requirements for Sponsoring United States Field Hockey Athletes to Compete in An International Athletic Competition Held Outside the United States.** An amateur sports organization or person requesting a sanction to sponsor United States field hockey athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

**18.4.1** Submits, in the form required by USFHA, an application to hold such competition;

**18.4.2** Pays to USFHA the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;

**18.4.3** Submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and

**18.4.4** Submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that:

**18.4.4.1.1** Appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;

**18.4.4.1.2** Appropriate provision has been made for validation of records which may be established during the competition

- 18.4.4.2 Due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
- 18.4.4.3 The competition will be conducted by qualified officials;
- 18.4.4.4 Medical supervision will be provided for athletes who will participate in the competition; and
- 18.4.4.5 Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.
- 18.4.4.6 Appropriate measures have been taken to prevent abuse of athletes, including emotional, physical, child and sexualized abuse.

#### **ARTICLE 19 PARTICIPATION ELIGIBILITY**

- 19.1 Equal Opportunity.** Amateur athletes, coaches, umpires, trainers, managers, administrators and other game officials are guaranteed equal opportunity to participate in amateur field hockey competition without discrimination on the basis of race, sex, color, religion, national origin, age, disability, military status, genetic information or any other status protected by applicable state or local law.
- 19.2 Amateur Standing.** Amateur standing as defined by Rule 26 of the IOC and the FIH statutes shall be required of all athletes representing the United States in international competition in amateur field hockey.
- 19.3 Membership.** Membership shall be required for participation in USFHA events or events sanctioned by USFHA. USFHA reserves the right to establish event-specific eligibility rules for all participants, including, but not limited to, athletes, coaches and officials.
- 19.4 Citizenship.** United States citizenship shall be required of all players representing USFHA.
- 19.5 Notice of Hearing.** All amateur athletes, coaches, umpires, trainers, managers, administrators and officials are guaranteed fair notice and the opportunity for a hearing before any such individual is declared ineligible to participate in amateur competition in field hockey.

#### **ARTICLE 20 - RECORDS OF THE CORPORATION**

- 20.1 Minutes.** USFHA shall keep as permanent records minutes of all meetings of the members, the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, a record of all waivers of notices of meetings of the Board of Directors, and minutes of all meetings of standing committees and task force and working groups.
- 20.2 Accounting Records.** USFHA shall maintain appropriate accounting records as referred to in Section 15.2.
- 20.3 Membership List.** USFHA shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class.
- 20.4 Records in Written Form.** USFHA shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

**20.5 Website.** USFHA shall maintain a website for the dissemination of information to its members. USFHA shall publish on its website: (i) its Bylaws, (ii) USFHA's rules and regulations (iii) a procedure for communicating with the Chair of the Finance and Audit Committee regarding accounting, internal accounting controls, or audit-related matters; (iv) its most recent annual financial statement; (v) its most recent Form 990 filed with the Internal Revenue Service; and (vi) minutes of all meetings of the Board of Directors (every reasonable effort will be made to publish the minutes within thirty (30) days after completion of the meeting). So as to facilitate the ability of interested parties to communicate their concerns or questions, USFHA shall publish on its website a mailing address and an email address for communications directly with USFHA.

**20.6. Records Maintained At Principal Office.** USFHA shall keep a copy of each of the following digital or written records at its principal office:

**20.6.1** The Articles of Incorporation;

**20.6.2** These Bylaws;

**20.6.3** Rules or regulations adopted by the Board of Directors pertaining to the administration of the sport of field hockey.

**20.6.4** Rules or regulations that govern the conduct of USFHA, the USFHA Board and Committees and the USFHA members.

**20.6.5** Rules and regulations that govern the technical conduct of field hockey's events in the United States as the USFHA Board and Executive Director determine is appropriate in their sole discretion;

**20.6.6** The minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past ten (10) years;

**20.6.7** All written communications within the past ten (10) years to the members generally as the members;

**20.6.8** A list of the names and businesses or home addresses of the current directors and officers;

**20.6.9** A copy of the most recent corporate report delivered to the Colorado Secretary of State;

**20.6.10** All financial statements prepared for periods ending during the last ten (10) years;

**20.6.11** USFHA's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and

**20.6.12** All other documents or records required to be maintained by USFHA at its principal office under applicable law or regulation.

**20.7 Inspection of Records by Members.** The following rights and restrictions shall apply to the inspection of records by members:

**20.7.1 Records Maintained at Principal Office.** A member shall be entitled to inspect and copy, during regular business hours at USFHA's Principal Office, any of the records of USFHA described in Section 20.6., provided that the member gives USFHA written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.



**20.7.2 Financial Statements.** Upon the written request of any member, USFHA shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.

**20.7.3 Membership List.**

**20.7.3.1 Preparation of Membership Voting List.** After determining the members entitled to vote in an election, USFHA shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address.

**20.7.3.2 Right of Inspection.** A member shall be entitled to inspect and copy, during regular business hours at USFHA's principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least three months immediately preceding the demand to inspect or copy, (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (iii) the member gives USFHA written demand at least five business days before the date on which the member wishes to inspect and copy such voting list, (iv) the member describes with reasonable particularity the purpose for the inspection, and (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by USFHA limiting the use of such list in accordance with Section 20.7.3.3

**20.7.3.3 Limitation on Use of Membership Voting List.** Without the consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.

**20.7.4 Scope of Members' Inspection Rights.**

**20.7.4.1 Agent or Attorney.** The member's duly authorized agent or attorney has the same inspection and copying rights as the member.

**20.7.4.2 Right to Copy.** The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by electronic means.

**20.7.4.3 Reasonable Charge for Copies.** USFHA may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.

**20.7.4.4 Litigation.** Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with USFHA, or the power of a court to compel the production of corporate records for examination.

**ARTICLE 21 - CODE OF CONDUCT**

**21.1 Conflict of Interest and Code of Conduct.** USFHA shall adopt a Code of Conduct and Conflicts of Interest Policy (the "Code") applicable to all USFHA members, umpires, coaches, employees, Directors, officers, standing committee members and volunteers. The Code shall be approved by the USOPC. Each USFHA coach, umpire, employee, Director, Officer, standing committee members and volunteers shall annually certify compliance with the Code.

## **ARTICLE 22 - AMENDMENT OF BYLAWS**

**22.1 Amendment of Bylaws.** These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted at any meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of all the voting Directors, provided notice of the proposed amendments, repeal, or revision is presented to the members of the Board of Directors no fewer than thirty (30) days of any meeting of the Board.

**22.2 Editorial Changes.** Non-substantive changes to the Bylaws, as for example the correction of typographical errors or the substitution of a new address for the Corporation's Principal Office, may be made to the Bylaws without resort to vote by the Board of Directors, provided any such changes are promptly reported to the Board.

## **ARTICLE 23 - MISCELLANEOUS**

**23.1 Relation to Articles of Incorporation.** These Bylaws are subject to, and governed by, the Articles of Incorporation of USFHA.

**23.2 Savings Clause.** Failure of literal or complete compliance with provisions of the Bylaws in respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology or notice of proposals, which in the judgment of the Board of Directors at meetings held do not injure the rights of Board of Directors shall not invalidate the actions or proceedings of the members at any meeting.

### **23.3 Standard of Conduct for Directors and Officers.**

**23.3.1 General.** Directors and officers shall perform their duties as Directors or officers including, without limitation, their duties as members of any standing committee of the Board, (i) in good faith; (ii) in a manner the Directors or officers reasonably believe to be in the best interests of USFHA; and (iii) with the care and ordinarily prudent person in a like position would exercise under similar circumstances. Directors or officers, regardless of title, shall not be deemed to be a trustee with respect to USFHA or with respect to any property held or administered by USFHA including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

**23.3.2 Reliance on Certain Information and Other Matters.** In the performance of their duties, Directors or officers shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, Directors or officers shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause such reliance to be unwarranted.

The designated persons on whom Directors or officers are entitled to rely are: (i) one or more officers or employees of USFHA whom the Directors or officers reasonably believe to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Directors or officers reasonably believe to be within such person's professional or expert competence; and (iii) a standing committee of the Board of Directors on which the Directors or officers do not serve if they reasonably believe the standing committee merits confidence.

#### **23.4 Liability of Directors and Officers.**

**23.4.1 Individual Liability.** No individual officer, Director or member of a standing committee or task force and working group of USFHA shall be personally liable in respect to any debt or other obligation incurred in the name of USFHA or by any of its standing committees or task force and working groups pursuant to authority granted directly or indirectly by the Board.

**23.4.2 Limitation on Liability.** A Director or officer shall not be liable to USFHA or its members for any action the Director or officer takes or omits to take as a Director or officer if, in connection with such action or omission, they perform their duties in compliance with the provisions of Section 23.3.

#### **23.5 Construction of Bylaws.**

**23.5.1** Whenever the context so requires, masculine shall include the feminine, the feminine shall include the masculine, and the singular shall include the plural, and conversely.

**23.5.2** If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible, the remainder of these Bylaws shall be considered valid and operative; and effect shall be given to the intent manifested by the portion held invalid or inoperative.

**23.6 Applicable Law.** These Bylaws shall be governed by the laws of the State of Colorado.

### **ARTICLE 24 - POLICIES**

**24.1 Gifts & Entertainment Policy.** USFHA shall adopt a Gifts & Entertainment Policy applicable to all USFHA employees, Directors, officers, standing committee members, task force and working group members, hearing panel members, and volunteers.

**24.2 Conflicts of Interest Policy.** USFHA shall adopt a Conflicts of Interest Policy applicable to all USFHA employees, Directors of the Board, standing committee members, task force and working group members, and volunteers. Additionally, these individuals shall disclose any possible conflict for review by the Ethics Committee.

**24.3 Code of Conduct.** USFHA shall adopt a general Code of Conduct applicable to all USFHA members, employees, Directors of the Board, standing committee members, task force and working group members and volunteers. USFHA shall additionally implement specific Codes of Conduct for the following constituent groups: (i) Athletes; and (ii) Coaches.

**24.4 Athlete Safety Policy.** USFHA shall adopt an Athlete Safety Policy applicable to all USFHA members, employees, Directors of the Board, standing committee members, task force and working group members, and volunteers, which policy must satisfy the minimum standards mandated by the USOPC.

**24.5 Complaint Procedures.** USFHA shall adopt Complaint Procedures applicable to all.

**24.6 Other Policies.** USFHA shall adopt other relevant policies to effectively run and govern the organization.