

## UNITED STATES FIELD HOCKEY ASSOCIATION

### 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)

#### PREAMBLE

The 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 Committee, Federation Internationale de Hockey and the Pan American Hockey Federation. The mission of the USFHA is to:

- Promote and grow [field hockey the sport](#) 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. [to participate, learn about, experience, and enjoy field hockey.](#)
- 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 the United States Field Hockey Association, Inc., 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 Principal Office.** The Principal Office of USFHA shall be at 1 Olympic Plaza, Colorado Springs, Colorado 80909. 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 to the extent permitted by the Nonprofit Corporation Act by the Registered Agent of USFHA. The Registered Office may be, but need not be, the same as the principal office.
- 1.3 Other Offices.** USFHA may have offices at other places both within and without the State of Colorado as the Board of Directors may determine or as the business of USFHA may require.
- 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:	The United States Field Hockey Association, Inc.
USFHF:	The United States Field Hockey Foundation
USOC:	The United States Olympic Committee
IOC:	The International Olympic Committee
FIH:	Federation Internationale de Hockey
PAHF:	The Pan American Hockey Federation
AAC:	The Athletes' Advisory Council
NGB:	National Governing Body
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.
Qualified/Eligible Athletes:	Athletes eligible or qualified to serve as AAC representatives pursuant to the Bylaws of the USOC and the Bylaws of the AAC.
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:	The Ted Stevens Olympic and Amateur Sports Act.
Internal Revenue Code:	The Internal Revenue Code of 1986, as amended.

## ARTICLE 2 - ~~PURPOSE AND~~ STATUS

- 2.1 National Governing Body.** USFHA is the national governing body for field hockey in the United States in accordance with the provisions of the Sports Act and as a member of the USOC. The USFHA will fulfill the other nonprofit purposes stated in the USFHA's Articles of Incorporation as from time to time amended.
- 2.2 Tax Exempt Status. ~~Purpose.~~** USFHA shall be operated for charitable and educational purposes. USFHA shall operate consistent with and shall maintain a tax exempt status under Section 501(c) (3) of the Internal Revenue Code.

## ARTICLE 3 - AFFILIATIONS AND COMPLIANCE

- 3.1 Affiliation.** The USFHA shall be a member of the FIH, the PAHF, and USOC.
- 3.2 Compliance.** The USFHA and its members shall be bound by the USFHA Articles of Incorporation, Bylaws, and Policies and Procedures adopted by the USFHA, the charters and Bylaws of the FIH and the USOC, and the Sports Act.
- 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 USOC including, but not limited to, the requirements that the 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 wellbeing 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 USOC 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 members are selected without regard to race, color, religion, age, national origin, gender or sexual orientation 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, color, religion, age, national origin, gender or sexual orientation;
- 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 International Olympic Committee (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 twenty percent (20%) 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; and
- 3.3.14 Perform all other obligations and duties imposed by the Sports Act and by the USOC on an NGB.

- 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 the USFHA affecting one or more of its purposes), and no private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of USFHA. No substantial part of the activities of USFHA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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.
- 3.5 Prohibited Purposes.** Notwithstanding any other provision of these Bylaws, the 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 hereunder.
- 3.6 Dissolution.** Upon dissolution of the USFHA, its assets remaining after payment 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 hereunder, 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 USOC and FIH statutes shall be eligible for membership.
- 4.2 Classification.** Membership categories shall be established by the Board of Directors.
- 4.3 Dues.** Membership dues in the USFHA shall be established by the Board of Directors. (See, also, provisions of Section 15.6 of these Bylaws.)
- 4.4 Annual General Meeting.** A general meeting of the membership shall be held at least once a year.
- 4.5 Termination of Membership.** The Board of Directors, by the affirmative vote of two-thirds (2/3) of the voting Directors, may suspend, expel or alter the class designation of a member, ~~or terminate membership, if the member is in default in the payment of dues,~~ as defined by these Bylaws, the member has failed to continue to meet the requirements of membership as established from time to time by the Board of Directors, or other cause exists to suspend, expel or change the class designation of the member, including but not limited to a criminal conviction or violation of the Code of Conduct.
- 4.5.1 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 ninety (90) days prior to the regular meeting of the Board. The request must be in writing and must identify the basis for seeking the suspension, expulsion, other discipline, or reclassification 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. The Board of Directors or its designee shall review the request, conduct such investigation as it deems appropriate and present a recommendation at least thirty (30) 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.
- 4.6 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.

- 4.7 Reinstatement.** A former member whose membership has been terminated may submit a written request for reinstatement to the Chair.
- 4.8 Transfer of Membership.** Membership in this corporation is not transferable or assignable, except that, upon written application, the Board of Directors may permit transfers if it determines that the transferee is the successor to the assets and has assumed substantially all the duties, obligations and liabilities of the transferred member.

#### **ARTICLE 5 - BOARD OF DIRECTORS**

- 5.1 General Powers.** The business and affairs of the corporation shall be governed by the Board of Directors, except as otherwise provided in these Bylaws.
- 5.2 Function of the Board.** The USFHA Board of Directors shall represent the interests of the field hockey community for USFHA in the United States and its athletes by providing with policy, guidance and strategic direction. The Board shall oversee the management of USFHA and its affairs, but it does 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. In addition, the Board performs the following specific functions, among others:
- 5.2.1** Implements 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, and evaluates the Executive Director and plans for management succession;
  - 5.2.3** Develops policies related to planning and development of a strategic plan for USFHA and reviews and approves USFHA's strategic plan, as well as the annual operating plans, budget, business plans, and corporate performance;
  - 5.2.4** Sets policy and provides guidance and strategic direction to management on significant issues facing USFHA;
  - 5.2.5** Reviews and approves significant corporate actions;
  - 5.2.6** Oversees the financial reporting process, communications with stakeholders, and USFHA's legal and regulatory compliance program;
  - 5.2.7** Oversees effective corporate governance;
  - 5.2.8** Approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
  - 5.2.9** Reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Finance and Audit Committee, selects independent auditors;
  - 5.2.10** Monitors to determine whether USFHA's assets are being properly protected;
  - 5.2.11** Monitors USFHA's compliance with laws and regulations and the performance of its broader responsibilities; and
  - 5.2.12** Ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

**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. 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 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 the 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 members of the Board, in collectively serving the long-term interests of USFHA.

Directors shall possess 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 Finance & Audit 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~~ twelve (12) 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 twenty percent (20%) of the Board shall be Athlete Directors. 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 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.** Three (3) athletes (the "Athlete Directors").

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

**5.5.3 Amateur Sports Association Representative.** One (1) amateur sports organization representative as required by the USOC or by the Sports Act and as referred to 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.** ~~Six~~ Three (3) additional directors who shall be drawn from appropriate representation in USFHA (the "At-Large Directors").

**5.6 Independence.** A Director shall not be considered independent for the purposes of the foregoing section if, during his/her term of service, or at any time, during the previous two years immediately proceeding:

- 5.6.1 The Director was employed by, or held, any paid ~~or volunteer governance~~ position with the USFHA, a sports governing body, a multi-sport education based organization, the FIH, the IOC, the USOC, and the PAHF.
- 5.6.2 An immediate family member was employed by any of the entities or organizations stated in paragraph 1. above.
- 5.6.3 The Director or his/her immediate family was affiliated or employed by the outside auditor or outside counsel to the USFHA.
- 5.6.4 The Director was a member of the AAC.
- 5.6.5 The Director received compensation, directly or indirectly from the USFHA, exclusive of reimbursement of normal and ordinary expenses for out-of-pocket expenditures.
- 5.6.6 The Director was an officer, member of senior management, controlling shareholder of a corporation, partner of a partnership, owner of any other business entity, or other business entity that does business with the USFHA.
- 5.6.7 The Director, or the Director's spouse, was an employee, officer, director or trustee of USFHF.
- 5.6.8 The definitions of independent 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, when a member of a committee or task force is required to be independent.
- 5.6.9 The Nominating Committee will make the determination of whether a Director is independent, even when a specific situation or relationship has not been addressed in this section.
- 5.6.10 ~~If the independence of a member of the Nominating Committee is questioned, the determination shall be made by the Board of Directors.~~ (move to 10.9)

**5.7 Election and Appointment.** The Board of Directors shall be elected in the following manner:

- 5.7.1 **Athlete Directors.** One (1) Athlete Director shall be the USFHA representative to the USOC Athletes' Advisory Council and one (1) Athlete Director shall be the USFHA alternative representative to the USOC Athlete's Advisory Council, as elected in accordance with the provisions of Article 13 of these Bylaws. The other Athlete Director shall be an athlete elected in accordance with the provisions of Article 12 of these Bylaws.
- 5.7.2 **Independent Directors.** At an appropriate time, the Nominating Committee will solicit nominations of individuals to serve as the Independent 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 appoint the Independent Director(s) to be elected from among nominated individuals considered to be independent, as that term is defined in Section 5.6.
- 5.7.3 **Amateur Sports Association Director.** The Amateur Sports Organization Representative shall be appointed by those amateur sports organizations who meet the criteria referred to in Section 3.3.11 of these Bylaws, acting as a group.
- 5.7.4 **Coach Director.** The Coach Director will come from nominations made by coach members of USFHA who are in good standing. At the appropriate time, the

Nominating Committee will solicit nominations of coaches who are coach members, 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 names of all qualified nominees). All current USFHA coach members in good standing shall then vote for the Coach Director in accordance with procedures to be established by USFHA. Each USFHA coach member in good standing shall have one (1) vote. The individual with the highest vote total is elected.

- 5.7.5 Officials' Director.** The Officials' Director will come from nominations made by officials' members of USFHA who are in good standing. At the appropriate time, the Nominating Committee will solicit nominations of officials who are officials' members, 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 names of all qualified nominees). All current USFHA officials' members in good standing shall then vote for the Officials' Director in accordance with procedures to be established by USFHA. Each USFHA officials' member in good standing shall have one (1) vote. The individual with the highest vote total is elected.

- 5.7.6 At-Large Directors.** At an appropriate time, 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 five ~~(5) individuals~~ 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 five (5) qualified nominees, the names of all qualified nominees).

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. No nominations from the floor shall be accepted.

## 5.8 Terms of Service.

- 5.8.1** Board members serve a four (4)-year term of office on a staggered basis. Board members are eligible to serve a second term but in no case may exceed two (2) consecutive four (4)-year terms. Notwithstanding, any Board member 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 term. A Board member may remain in office, at the end of his/her term, until such time as a successor has been selected or elected. A Board Member elected to the position of an officer is eligible to serve his/her full term as an officer pursuant to Section 7.3.

- 5.8.2** Directors shall serve on the following staggered basis:

**5.8.2.1** The term of office for one-half (1/2) of the Directors shall start on January 1 of the first year of the quadrennium.



- 5.8.2.2 The term of office for one-half (1/2) of the Directors shall start on January 1 of the third year of the quadrennium.
- 5.8.2.3 Athletes Directors elected to the Board shall serve on the following staggered basis:
  - 5.8.2.3.1 Starting January 1 of the first year of the quadrennium if elected to serve as the Athlete Representative or the Alternate to the USOC Athletes' Advisory Council under the provisions of Article 13 of these Bylaws; and
  - 5.8.2.3.2 Starting on January 1 of the third year of the quadrennium if elected to serve as the Athlete Representative under the provisions of Article 12 of these Bylaws.

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**Implementing Provisions:** Notwithstanding the provisions of general and future applicability as contained in Sections 5.5, 5.7 and 5.8, above, the following provisions shall take effect upon the adoption of these Bylaws in order to transition service of members of the Board of Directors:

1. ~~Upon the adoption of these Bylaws and the resulting elimination of the Executive Committee, (i) the current President will serve out her term as a member of the Board of Directors, that being December 31, 2008, but will no longer serve as an officer unless elected as Chair by the Board and (ii) the newly seated Board of Directors will elect a Chair of the Board in accordance with the provisions of Article 7.2.1.~~
2. ~~Further, upon the adoption of the Bylaws and the resulting elimination of the Executive Committee, the current Treasurer and Executive Vice President/Secretary will serve out their terms as members of the Board of Directors, that being December 31, 2010, but shall no longer serve as officers.~~
3. ~~The existing Nominating and Governance Committee has identified six (6) members of the existing Board of Directors, whose terms are scheduled to end on December 31, 2008.~~
4. ~~The Nominating Committee will consider nominations received by November 30, 2006 for two (2) additional director positions. Nominees for these positions may include current Board members who wish to be considered for re-election as Directors. The Nominating Committee will identify two (2) persons from the nominations that are timely submitted and will appoint those two (2) persons as Directors by December 31, 2006, with terms to begin on January 1, 2007.~~
5. ~~Of the eight (8) persons identified under the provisions of paragraphs 3 and 4, above: (a) the Nominating Committee will assure that three (3) of those persons are Independent Directors and will make a reasonable effort (but without requirement) to have representation on the Board of Directors by representatives of the coach and officials' membership of USFHA, and (b) those eight (8) persons will have their terms of service on the Board adjusted, so that, taking into consideration the terms of service for the Athlete Directors and excluding the Amateur Sports Organization Director, one-half (1/2) of the Directors have terms ending on December 31, 2008 and one-half (1/2) of the Directors have terms ending on December 31, 2010. This determination will be made by the Nominating Committee by December 31, 2006.~~
6. ~~Unless otherwise provided by future amendment to these Bylaws, as of January 1, 2008 the total number of Directors will be reduced to twelve (12) and, as a consequence, the number of At-Large Directors will be reduced to three (3), with Section 5.5 to be automatically amended to so reflect.~~

~~7. Pursuant to Item 2 above, the elected Treasurer and Executive Vice President/Secretary will serve as At Large members with their terms expiring December 31, 2010. Given the composition of the Board as of January 1, 2009 and the requirement to have three (3) Independent members of the Board, an Independent member must be elected to serve a term beginning January 1, 2009. This leaves the total board membership at thirteen (13) until December 31, 2010. The Board election to be held to fill vacant positions as of January 1, 2011 shall be composed to meet the objective of reducing total Board membership to twelve (12) as described in Item 6 below.~~

~~These Implementing Provisions pertaining to Directors, as well as the implementing provision of Section 7.2 pertaining to officers and Section 10.9 of these Bylaws pertaining to the Nominating Committee, shall remain in the Bylaws until at least January 1, 2008 in order to provide background on the selection of Directors, officers and members of the Nominating Committee to serve between the date of adoption of these Bylaws and January 1, 2008.~~

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**5.9 Director Attendance.** Directors of the Board of Directors shall be expected to attend in person all regularly scheduled Board meetings, though for exigent circumstances a director may participate in a meeting by telephone. Directors shall be required to attend no less than one-half (1/2) of all regularly scheduled Board meetings in person.

**5.10 Director Access to Management and Outside Advisors.** USFHA's senior management team 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 members of the USFHA's management team, 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.

**5.11 Resignations/Removal/Vacancies.** A Board member's position on the Board of Directors may be declared vacant upon the resignation, removal, incapacity, disability, or death of a member.

**5.11.1 Resignation.** Any member may resign upon written notice to the Secretary of the Board. 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 a majority of Board of Directors' meetings in any calendar year, unless they are able to 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.

**5.11.2 Removal.** Board members may be removed with or without cause by two-thirds (2/3) affirmative vote of the voting power of the group or body that elected such Director (excluding the voting power of the Director in question).

**5.11.3 Filling Vacancies.** Except for the Athlete Directors and the Amateur Sports Organization Director (with respect to whom vacancies will be filled by those who elected or appointed such Directors), any vacancy on the Board may be filled by a majority vote of the Board from a slate submitted by the Nominating Committee; provided, however, that in the event a vacancy is caused by removal of a Director

and the group or body which took action to remove the Director under the provisions of Section 5.11.2 has also taken action to fill the resulting vacancy, then such vacancy shall be filled by the person so elected by such group or body. A Director elected to fill a vacancy shall complete the unexpired term of the predecessor and shall be eligible for re-election to the Board for a full term of office.

**5.12 Conflict of Interest.** No Director or officer, member of any committee, employee, paid consultant to, or agent/representative of, the USFHA, shall participate in the negotiation, evaluation or approval of any contractual arrangement to which it is proposed that the 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 member of the Board, or a committee of the Board, shall, upon learning that the 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 excuse 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, the USFHA shall have the right to recover from the individual in question his or her financial benefit, and to void the arrangement. The USFHA Board of Directors further may subject the individual to disciplinary procedures which may include termination of membership, and/or expulsion from the Board, committee or task force.

**5.13 Quorum.** A quorum exists for the purposes of conducting a regular or special meeting of the Board of Directors whenever at least 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.

**5.14 Voting.** Each Board member shall be entitled to one vote on issues presented to the Board.

**5.14.1 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.

**5.14.2 Method of Voting.** Any vote may be taken by voice or show of hands 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 Board member may vote by proxy.

**5.15 Regular Meetings.** Regular meetings of the Board of Directors may be held at a time and place to be determined by the Board, within or without the State of Colorado, a minimum of once per calendar year, upon thirty (30) days notice to the Board.

**5.16 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.

**5.17 Action Without Meeting.** Any action required by law to be taken at a meeting of the Board of Directors, or any committee thereof, or any other action which may be taken at a meeting of Directors, or any committee thereof, may be taken without a meeting if every member 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. Such consent shall have the same force and effect as a unanimous vote at a meeting.

**5.18 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 5.17 of these Bylaws.

**5.19 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.

**5.19.1 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.

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

**5.19.3 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.

**5.19.4 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.

**5.20 Meeting Procedures.**

**5.20.1 Agenda.** The Chair, in consultation with the Executive Director and the Chairs of the Board's committees, shall determine the agenda for Board meetings. Board Directors shall be permitted to request items for inclusion on the agenda for Board meetings.

**5.20.2 Rules of Order.** Questions of order shall be decided by the Chair or the presiding officer in his/her absence. The order of business at any regular or special meeting of the Board of Directors shall be as set forth in Robert's Rules of Order, Newly Revised. Should there be a dispute regarding procedure or voting, Robert's Rules of Order shall be implemented in resolving the dispute.

**5.21 Effectiveness of Action.** Actions taken at a meeting shall be effective immediately, except as otherwise provided in the Bylaws, or by recommendation of the action taken.

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

**5.23 Open and Executive Meeting Sessions.** Ordinarily, all meetings of the Board of Directors shall be open to members, and where appropriate, non-members. However, in the event the Chair, with the consent of a majority of the Directors in attendance, deems it appropriate: (i) to exclude non-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 matters, then the Chair may specifically designate and call an executive session.

**ARTICLE 6 - EXECUTIVE COMMITTEE**

[Article 6 is deleted in its entirety and reserved for future use]

**ARTICLE 7 - OFFICERS**

**7.1 Designation.** The only officer of USFHA shall be the Chair of the Board.

**7.2 Election/Selection.**

**7.2.1 Chair.** The Chair of the Board shall be elected from among the Directors of the Board.

**7.2.2 Secretary.** The Executive Director shall designate the Secretary to serve as USFHA's corporate secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings. The Executive Director may also designate, if needed, a person to serve as Assistant Secretary. The Secretary and Assistant Secretary, if any, (i) shall be an employee of USFHA, (ii) shall be approved by the Board of Directors and (iii) shall not be a member of the Board of Directors and shall not have a vote on the Board.



~~Implementing Provision: Upon the adoption of these Bylaws and the elimination of the Executive Committee, the President, Treasurer and Executive Vice President/Secretary serving at such time will serve out their terms as Board of Director members as described in the Implementing Provisions set forth in Article 5. The current Executive Director will continue to serve at the pleasure of the Board as called for in Article 8.~~

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### 7.3 Tenure.

**7.3.1 Chair.** The term of office of the Chair of the Board shall be two (2) 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.

**7.3.2 Secretary.** The term of office of the Secretary, or 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 the USFHA ends, when the Executive Director designates a different individual to serve as Secretary or until the Secretary's earlier resignation, removal by the Executive Director, incapacity, disability or death.

The Assistant Secretary, if any, shall hold this position until his or her employment by the USFHA ends, when the Executive Director selects a different individual to serve as Secretary or until the Secretary's earlier resignation, removal by the Executive Director, incapacity, disability or death. In any circumstances in which the Executive Director has not designated an employee to serve as Secretary, the Board of Directors may select a Director of the Board or another individual employed by the USFHA to serve as Secretary.

**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 committee chairs of the Board, set all meeting 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. 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 international federation of the USFHA, the international regional federation of the USFHA and the USOC.

**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.** Officer of USFHA shall perform his/her 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 USOC as an NGB.

**7.6 Term Limits.** No individual shall serve as Chair for more than two (2) consecutive two (2) year terms. When a Chair is elected to fill a vacancy because of the Chair's resignation, removal, ~~incapacity, incapacity~~, disability or death, and the remaining term is for more than one (1) year, such term shall constitute a full term. If the vacancy being filled is for one (1) or more years, the Chair can serve one (1) additional two (2)-year term following completion of the filled vacancy term. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the director can serve two (2) additional two (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 5.11 of these Bylaws).

The Secretary or Assistant Secretary, if any, may be removed by the Executive Director, with or without cause.

Any vacancy occurring in the Chair shall be filled by the Board, by majority vote; provided that the Board may wait until after the Nominating and Governance Committee recommends a replacement Board director to fill out the Board before selecting a new Chair. 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 policies. The Chair is disqualified from receiving compensation for services rendered to or for the benefit of USFHA in any other capacity.

## 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 attend meetings of the Board.

The Board shall hire and oversee the Executive Director, who shall be responsible for all staff functions. The Executive Director shall oversee the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of USFHA.

**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 the USFHA in relations with the international sports federations for field hockey recognized by the International Olympic Committee and at international field hockey functions and events. The Executive Director shall also be USFHA's representative to the USOC 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 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 Oversee the hiring and termination of all staff;
- 8.4.5 Either directly or by delegation manage all staff functions;
- 8.4.6 Be responsible for resource generation and allocation of resources;
- 8.4.7 Coordinate USFHA's international activities;
- 8.4.8 With the Chair of the Board, act as the USFHA's spokesperson; and
- 8.4.9 Perform all functions as usually pertain to the office of Executive Director.

#### **ARTICLE 9 - NOMINATING AND GOVERNANCE COMMITTEE**

[Article 9 is deleted and reserved for future use]

#### **ARTICLE 10 - COMMITTEES**

**10.1 Designation.**

**10.1.1 Standing and Special Committees/Task Forces.** The USFHA shall have Standing and Special Committees/Task Forces. All committees shall have twenty percent (20%) athlete representation, as required in accordance with the USOC Bylaws. Rules governing procedures, duties and policies of committees shall be established by the Board and these committees shall be appointed by the Board from names submitted by the Board and/or the Nominating Committee.

**10.1.2 Advisory Task Forces or Committees.** The Board or Executive Director shall appoint such advisory task forces or committees, other than those set forth in Section 10.1.3, as the Board or Executive Director believe appropriate, and shall define narrowly the mission and deliverables of such task forces or committees. The decision to appoint or not appoint and to terminate such a task force or committee shall be exclusively the Board's or the Executive Director's. They shall serve until their final report is submitted to the Board of Directors or until termination of their duties by the Board.



**10.1.3 Board Committees.** 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 twenty percent (20%) athlete representation of athletes who would be qualified to serve as AAC representatives pursuant to those the Bylaws of the USOC and the Bylaws of the AAC. USFHA shall have the following standing Board Committees:

- 10.1.3.1 Finance and Audit**
- 10.1.3.2 Nominating**
- 10.1.3.3 Judicial**
- 10.1.3.4 Advancement**
- 10.1.3.5 Member Services**
- 10.1.3.6 Ethics**

**10.2 Terms.** Committees shall be appointed by the Board from names submitted by the Board and/or by the Nominating and Governance Committee to serve terms current with Board appointment terms.

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

**10.4 Resignation, Removal and Vacancies.** A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability or death. A committee member may resign at any time by giving written notice to the Board, 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 committee or task force member to attend more than one-half (1/2) of the regular committee or task force meetings during any twelve (12)-month period shall be deemed to constitute the resignation of such person from the committee or task force, which resignation shall have effect without further action by such person, the Board or the Executive Director, unless they are able to demonstrate to the Board, or to the Executive Director, if appointed by the Executive Director, that the presence of exigent circumstances caused and excused the absences.

Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a director), or upon the determination of the Executive Director, if appointed by the Executive Director. Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question, if also a director), or upon the determination of the Executive Director, if appointed by the Executive Director.

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

**10.5 Procedures.** Each committee and task force shall establish procedures for conducting its business and affairs. Such procedures shall be published and made available on the USFHA's website.

**10.6 Open and Executive Meeting Sessions.** Ordinarily, all committee and task force meetings shall be open to members, and where appropriate, non-members. However, in the event the committee or Task Force Chair, with the consent of a majority of the committee or task force members in attendance, deems it appropriate to exclude non-members at an open meeting for any reason, then the Chair may: (i) declare that the meeting is closed; or (ii) 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.

**10.7 Compensation.** Committee and task force members shall not receive compensation for their services as committee or task force members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with USFHA's policies. Committee and task force members who are not directors of the Board may receive compensation for services rendered to or for the benefit of USFHA in any other capacity, provided the Board gives explicit approval.

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

**10.8.1** The Board of Directors shall appoint the members of the Finance and Audit Committee and its Chair, all of whom shall be directors of the Board. A minimum of one An Independent Director of the Board with financial experience shall be on the Finance and Audit Committee.

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

**10.8.2.1** Develop policies of the Board related to the finance and audit;

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

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

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

**10.9 Nominating Committee.** The Nominating Committee shall be appointed in the manner described below and shall have no more than five (5) members. All members of the Nominating Committee, with the exception of the athlete members, shall be independent as defined in Section 5.6 of these Bylaws. The Nominating Committee shall select its own Chair from among its members. If the independence of a member 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.

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

**10.9.1.1** One (1) individual elected by the previous Nominating Committee from that Committee, who shall be the Chair;

**10.9.1.2** One (1) individual selected by the previous Nominating Committee;

**10.9.1.3** One (1) athlete as elected by the USFHA Athletes Advisory Council in accordance with the provisions of Article 12 of these Bylaws; and

10.9.1.4 Two (2) individuals who shall be selected by the Board of Directors from other appropriate USFHA membership groups.

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~~Implementing Provision: The members of the existing Nominating and Governance Committee shall continue to serve, as the Nominating Committee, until the end of December 2006. At that time, the composition of the Nominating Committee as reflected in subparagraph a., above, will take effect in the following manner:~~

- ~~1. The person elected by the existing Nominating and Governance Committee from that Committee (who will serve as Chair of the Nominating Committee), will serve a four (4)- year term commencing January 1, 2007.~~
- ~~2. The person selected by the existing Nominating and Governance Committee will serve a two (2)-year term commencing January 1, 2007.~~
- ~~3. The athlete elected by the Athletes' Advisory Council will serve a two (2)-year term commencing January 1, 2007.~~
- ~~4. One (1) of the persons elected by the Board of Directors will serve a four (4)-year term and the other person elected by the Board of Directors will serve a two (2)-year term, each commencing January 1, 2007.~~

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**10.9.2 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 such that one-half (1/2) of the members of the Nominating Committee (or one-half (1/2) plus one in the event of an odd-numbered Nominating Committee) of the members are elected in the first year of the quadrennium and the other members are elected in the third year of the quadrennium. An individual shall not serve on the Nominating Committee for more than two (2) consecutive terms.

**10.9.3 Relationship to the Board of Directors.** No individual shall be eligible to be a member of the Nominating Committee if that individual is a current Director. No individual who serves on the Nominating Committee may serve or be eligible to serve on the Board of Directors. Members of the Nominating Committee shall be precluded from serving as a Board Director or in any other USFHA capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating Committee ends.

**10.9.4** The Nominating Committee shall:

- 10.9.4.1 Identify and evaluate prospective candidates for the Board;
- 10.9.4.2 Recommend or select individuals to serve on the Board as provided in these Bylaws;
- 10.9.4.3 Recommend as requested by the Board individuals to serve on various committees and task forces;
- 10.9.4.4 Consult with the Ethics Committee with respect to vetting all nominations for potential conflicts of interest or other problematic background issues;
- 10.9.4.5 Develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces;
- 10.9.4.6 Perform such other duties as assigned by the Board.

**10.9.5** In considering a candidate for nomination to the Board, the Nominating Committee takes into consideration:

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

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

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

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

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

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

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

**10.10.1** The Board of Directors shall appoint the members of the Judicial Committee and its Chair. No Director of the Board shall be appointed to the Judicial Committee.

**10.10.2** The Judicial Committee shall:

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

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

**10.10.2.3** Hear and render a decision, or appoint a hearing panel to hear and render a decision, on grievances and disciplinary matters; and

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

**10.11 ~~Philanthropy Advancement~~ Committee.** The Advancement Committee shall be appointed and have the responsibilities as follows:

**10.11.1** The Board of Directors shall appoint the members of the Advancement Committee and its Chair.

**10.11.2** The Advancement Committee shall:

**10.11.2.1 Develop** policies of the Board related to advancement and fund raising; and

**10.11.2.2 Perform** such other duties as may be assigned by the Board.

**10.12 Member Services Committee.** The Member Services Committee shall be appointed and have the responsibilities as follows:

**10.12.1** The Board of Directors shall appoint the members of the Member Services Committee and its Chair.

**10.12.2** The Member Services Committee shall:

**10.12.2.1 Develop** policies of the Board related to member services; and

**10.12.2.2 Perform** such other duties as may be assigned by the Board.

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

**10.13.1** The Board of Directors shall appoint the members of the Ethics Committee and its Chair. Members of the Ethics Committee should to the extent possible 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.

**10.13.2** The Ethics Committee shall:

**10.13.2.1** Administer and oversee implementation of, and compliance with, the USFHA Code of Ethics;

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

**10.13.2.3** Develop and review, on an annual basis, a Code of Ethics for the Board, officers, committee and task force members, volunteers, staff and member organizations, for adoption by the Board of Directors;

**10.13.2.4 Review** and investigate matters of ethical impropriety and make recommendations on such matters to the Board;

**10.13.2.5** Review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and members of USFHA; and

**10.13.2.6** Perform such other duties as may be assigned by the Board.

#### **ARTICLE 11 - ANNUAL USFHA ASSEMBLY**

**11.1 Purpose.** There shall be an annual USFHA 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 Board on important issues confronting the organization. At USFHA’s Assembly, the Board of Directors shall provide a report on the “State of the 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 annual USFHA 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 shall determine the agenda of the annual USFHA Assembly.

**11.2 Place.** The annual USFHA Assembly shall be held in conjunction with a Board of Director’s meeting. The Board meeting shall take place after the annual USFHA Assembly. If practicable, the annual USFHA Assembly meeting shall also be held in conjunction with a major USFHA competition.

**11.3 Notice.** Notice of the annual USFHA 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 Designation.** The USFHA shall have an Athletes' Advisory Council consisting of seven (7) individuals.

**12.2 Qualifications.** Those individuals:

**12.2.1** 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, or

**12.2.2** Who have either finished in the top half of USFHA's team selection competition for the Olympic Games, the Pan American Games, World Championships or other major international competition recognized by FIH or have been a member of USFHA's national team, as athletes within the two (2) year period prior to December 31 of the year in which the election is held, shall be eligible to run for election to the Athletes' Advisory Council.

**12.2.3 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.

**12.2.4 Additionally,** in order to be eligible to run for election, an individual shall not be a paid employee of the USOC or USFHA.

**12.3 Election/Selection.**

**12.3.1** Five (5) 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, 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, or (ii) have competed in USFHA's National Championships as an athlete within the two (2)-year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election.

**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. Further, 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 the election. The election shall take place after conclusion FIH World Cup and before January 1 of the year following the conclusion of the FIH World Cup.

**12.3.1.3** The two (2) females with the highest vote totals shall be elected to the Athletes' Advisory Council. The two (2) males with the highest vote totals shall be elected to the Athletes' Advisory Council. The person with the next highest vote total overall shall be also be elected to the Athletes' Advisory Council.

12.3.1.4 The Fourth position on the Athlete's Advisory Council shall be filled by one female athlete appointed by the members of the existing Women's National squad. The Fifth position will be filled by one male athlete appointed by the members of the existing Men's National Squad.

- 12.3.2 The sixth position on the Athletes' Advisory Council shall be filled by USFHA's representative to the USOC Athletes' Advisory Council and the seventh position shall be filled by the USFHA's alternate representative to the Athletes' Advisory Council, each of whom shall be elected after the conclusion of the Summer Olympic Games. Gender balance shall be insured.
- 12.4 **Tenure.** 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 **Board of Directors and Nominating Committee.** The Athletes' Advisory Council shall elect from among its members, by majority vote, an individual to serve as an Athlete Director on the USFHA Board of Directors and an individual to serve as an athlete on the USFHA Nominating Committee.
- 12.8 **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.
- 12.9 **Open and Executive Meeting Sessions.** Ordinarily, all Athletes' Advisory Council meetings shall be open to members, and where appropriate, non-members. However, 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 non-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.
- 12.10 **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.

#### ARTICLE 13 - USOC ATHLETES' ADVISORY COUNCIL

- 13.1 **Designation.** USFHA shall have a representative and an alternate representative to the USOC Athletes' Advisory Council.
- 13.2 **Qualifications.** 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 run for election to the USOC Athletes' Advisory Council. 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. Additionally, an individual cannot be a paid employee of the USOC or USFHA.

**13.3 Election/Selection.** An individual who wishes to run for election to the USOC 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 USOC Athletes' Advisory Council. The individual with the second highest vote total of the opposite gender (as is required by the USOC Athletes' Advisory Council), is elected as the Alternate Representative to the USOC Athletes' Advisory Council.

**13.4 Tenure.** The term for all representatives to the USOC Athletes' Advisory Council shall be for four (4) years. A representative shall remain on the USOC Athletes' Advisory Council until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death. An individual who wishes to file a complaint or grievance shall follow the procedures set forth in Article 17.

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

**13.6 Grievance.** An individual wishing to file a complaint or grievance shall follow the procedures set forth in Article 17.

#### ARTICLE 14 - USOC NATIONAL GOVERNING BODIES' COUNCIL

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

**14.2 Election/Selection.** The Executive Director shall be USFHA's Representative to the USOC National Governing Bodies' Council. The Chair of the Board of Directors shall be USFHA's Alternate Representative to the USOC National Governing Bodies' Council.

#### ARTICLE 15 - FINANCE

**15.1 Fiscal Year.** The fiscal year of the 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, the 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 an annual and a four-year budget for submission to the Finance and Audit Committee. 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 the 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 or Director of the USFHA, and any other officer or employee handling money of the USFHA, shall be bonded at the USFHA's expense in such manner as may be determined by the Board of Directors.
- 15.6 Dues.** Membership dues categories shall be set by the Board of Directors.
- 15.6.1** Membership dues in the USFHA shall be payable annually.
- 15.6.2** When any member 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 committee member may receive compensation for services rendered to the USFHA other than reasonable reimbursement for costs incurred, unless otherwise approved by a majority vote of the Board of Directors.

#### **ARTICLE 16 - INDEMNIFICATION AND LEGAL FEES**

- 16.1 Officers and Directors.** The 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 the USFHA.
- 16.2 Indemnification.**
- 16.2.1** The 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 the 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 the 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 the corporation, and (iii) 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 the 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 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 the 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 the Section 11.2.1 herein.
- 16.2.4** Any expenses incurred by such persons in connection with the defense of any litigation may be paid by the 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 the 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 the USFHA's programs who initiates legal proceedings against the USFHA before any independent tribunal or in any court of law, agrees that the 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.

## ARTICLE 17 - COMPLAINT PROCEDURES

**17.1 Designation of Complaints.** The following kinds of complaints may be filed with USFHA.

- 17.1.1 Administrative Grievance.** The USFHA or any member of USFHA may file a complaint pertaining to any matter within the cognizance of the USFHA, including but not limited to any alleged violation of or grievance concerning: (i) any USFHA rule or regulation, (ii) any provision of USFHA's Bylaws, or (iii) any provision of the Sports Act relating to USFHA's recognition as an NGB.

**17.1.2 Right to Compete.** Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individual's opportunity to compete in a USFHA sanctioned competition.

**17.2 Manner of Filing.** The complainant shall file the complaint with the Judicial Committee or the Executive Director. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny, and (ii) the remedy requested. The complainant shall sign the complaint. The complaint shall be served on the Executive Director and judicial Committee by certified mail, return receipt.

**17.3 Filing Fee.** A complaint filed by an individual shall be accompanied with a \$250.00 filing fee. A complaint filed by an organization shall be accompanied with a \$500.00 filing fee, except that the USFHA is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee shall determine whether or not to reduce or waive the filing fee.

**17.4 Statute of Limitations.** A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days from either the occurrence of the alleged violation, grievance, denial or threat to deny, or from when the alleged violation became known.

**17.5 Field of Play Decisions.** The final decision of a umpire referee during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the umpire referee) shall not be reviewable through the procedures for, or the subject of, Administrative Grievances or Right to Compete Complaints unless the decision is: (i) outside the authority of the umpire referee to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the umpire referee. For purposes of this Section, the term "umpire referee" shall include any individual with discretion to make field of play decisions.

**17.6 Administration.** The Judicial Committee shall generally administer and oversee all administrative grievances and right to compete matters filed with USFHA. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USFHA.

**17.7 Hearing Panel.** Upon the filing of a complaint, the Chair of the Judicial Committee, after consultation with the other Committee members, shall appoint a hearing panel consisting of three (3) individuals to hear the complaint. The Judicial Committee shall also appoint a Chair of the hearing panel. Judicial Committee members may be appointed to and serve on the hearing panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the hearing panel. At least one (1) member of the hearing panel shall be an athlete. Members of the panel need not be members of USFHA or involved in the sport of field hockey but must have no inherent conflicts of interest or connection with the complainant on either a personal or professional level, either directly or indirectly.

**17.8 Conduct of the Proceeding.** The Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the hearing panel shall hold a hearing on the complaint. The hearing panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath.

The hearing may be conducted by teleconference, if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.

Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript.

The Board shall be notified prior to the hearing as to the complaint.

**17.9 Expedited Procedures.** Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

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

**17.11 Decision.** A decision shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties. A full report shall also be given to the board by the Chair of the Hearing Panel immediately following the hearing. The hearing panel's decision will be final and binding upon the parties unless (i) a party is entitled to seek arbitration as referred to in Section 17.12 or (ii) the decision involves USFHA's recognition as an NGB in which case a party may file a complaint with the USOC and pursue remedies as provided in Sections 220527-220529 of the Sports Act.

**17.12 Arbitration.** Any party may appeal a decision of the hearing panel to the American Arbitration Association, with its fee structure, in the event the decision involves the opportunity to participate or to seek to participate in a protected competition, as referred to in and in accordance with applicable provisions of the Sports Act and the USOC Bylaws. The arbitrator appointed by the American Arbitration Association (AAA) shall have the authority to hear the matter anew or if requested by a party to render a decision on a more limited review. Either party may submit the decision of the hearing panel to the arbitrator for the arbitrator's consideration. The arbitrator may give whatever weight or authority to the hearing panel's decision as the arbitrator deems appropriate. The losing party in any arbitration before the AAA may be ordered, at the option of the AAA arbitrator(s) to pay the costs and attorneys' fees of the party prevailing on appeal.

## 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 USFHA 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.
- 18.4 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:
  - 18.4.5 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;
  - 18.4.6 Appropriate provision has been made for validation of records which may be established during the competition
  - 18.4.7 Due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
  - 18.4.8 The competition will be conducted by qualified officials;
  - 18.4.9 Medical supervision will be provided for athletes who will participate in the competition; and
  - 18.4.10 Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

#### **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, color, religion, age, gender, sexual orientation or national origin.
- 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 the USFHA. The 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 the 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 committees and task forces.

- 20.2 Accounting Records.** The 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 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 the Board.
- 20.6. Records Maintained At Principal Office.** USFHA shall keep a copy of each of the following records at its principal office:
- 20.6.1** The Articles of Incorporation;
  - 20.6.2** These Bylaws;
  - 20.6.3** Rules and regulations that govern the technical conduct of field hockey's events in the United States as USFHA Board and Executive Director determine is appropriate in their sole discretion field hockey;
  - 20.6.3** The minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
  - 20.6.4** All written communications within the past three (3) years to the members generally as the members;
  - 20.6.5** A list of the names and businesses or home addresses of the current directors and officers;
  - 20.6.6** A copy of the most recent corporate report delivered to the Colorado Secretary of State;
  - 20.6.7** All financial statements prepared for periods ending during the last three (3) years;
  - 20.6.8** USFHA's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
  - 20.6.9** 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 the 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.

**29.7.3 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, and the number of votes the member is entitled to cast.

**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 (3) 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 (5) 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 (NGB) 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 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 photographic, xerographic, electronic or other means.

**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.



**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 ETHICS

**21.1 Code of Ethics.** USFHA shall adopt a Code of Ethics and an Ethics and Conflicts of Interest Policy (the "Code") applicable to all USFHA employees, Directors, officers, committee members, and volunteers. The Code shall be approved by the USOC. Each USFHA employee and volunteer 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 present, provided notice of the proposed amendments, repeal, or revision is presented to the members of the Board of Directors no fewer than thirty (60 ~~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 members at meetings held do not injure the rights of members, 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 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 an 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; (iii) a committee of the Board of Directors on which the Directors or officers do not serve if they reasonably believe the committee merits confidence.

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

**23.4.1 Individual Liability.** No individual officer, Director or member of a committee of the USFHA shall be personally liable in respect to any debt or other obligation incurred in the name of the USFHA or by any of its committees 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.**

**22.3.1** 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.

**22.3.2** 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.