

BYLAWS  
OF  
USA GOLF FEDERATION, INC.

ARTICLE 1  
NAME AND STATUS

Section 1.1. Name

The name of the corporation shall be USA GOLF Federation, Inc. (referred to in these Bylaws as “**USA GOLF**”). USA GOLF 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, pursuant to Section 5.7(o) of these Bylaws.

Section 1.2. Non-profit Status

USA GOLF shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Florida. USA GOLF shall be operated for the purposes set forth below and shall operate consistent with and shall maintain a tax-exempt status in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent tax laws (the “**IRS Code**”).

Section 1.3. Purpose

The corporation is organized exclusively to foster national or international amateur sports competition (no part of the activities will involve the provision of athletic facilities or equipment) within the meaning of Section 501(c)(3) of the IRS Code for such purposes as follows:

- (a) To perform all functions necessary to identifying, selecting and managing the men’s and women’s U.S. Olympic golf teams, and fulfill all other purposes for a national governing body for the sport of golf as specified by the United State Olympic Committee (“**USOC**”) and the Ted Stevens Olympic and Amateur Sports Act of 1978, 36 U.S.C. Sec. 220501 et. seq. (the “**Stevens Act**”).
- (b) To foster national or international amateur golf competition by all lawful means, which may include conducting golf competitions, qualifiers, or championships as determined by the Board pursuant to its Bylaws.
- (c) To provide and pursue ways and means, not prohibited by law, to solicit and receive money and property for the foregoing purposes and to receive and accept for the foregoing purposes gifts, donations, bequests and devises of money and property.
- (d) To operate exclusively for such purpose as to foster national or international amateur sports competition as will qualify the corporation as an exempt organization under the IRS Code.
- (e) To do all and everything lawful, necessary, suitable, useful, and proper for the accomplishment of any of the purposes set forth above.

As used herein, “amateur” shall refer to the eligibility requirements for participation in the Olympic Games golf competition as an athlete, coach, trainer, manager, administrator, or official, as such eligibility requirements are determined by the USOC (pursuant to the Stevens Act) and the International Golf Federation (“**IGF**”).

#### Section 1.4. Inurement

USA GOLF shall not be conducted or operated for profit, and no part of the net earnings or assets of USA GOLF shall inure to the benefit of any officers, directors, trustees, volunteers, or to any private individual or business, nor shall any of such net earnings or assets of USA GOLF be used other than for the objectives and purposes of USA GOLF. However, USA GOLF shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1.3 hereof.

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

#### Section 1.5. Political Activity

Except as may otherwise be permitted by the IRS Code and the laws of the State of Florida, no substantial part of the activities for USA GOLF shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and USA GOLF shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision herein, USA GOLF shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income taxation under section 501(c)(3) of the IRS Code.

## ARTICLE 2 OFFICES

#### Section 2.1. Business Offices

The principal office of USA GOLF shall be in St. Augustine, FL. USA GOLF may at any time and from time to time change the location of the principal office, or establish other offices, by unanimous vote of the Board of Directors.

#### Section 2.2. Registered Office

The registered office of USA GOLF shall be as provided in USA GOLF's Articles of Incorporation. The registered office may be changed from time to time by the Board of Directors of USA GOLF or to the extent permitted by applicable law. The registered office may be, but need not be, the same as the principal office.

## ARTICLE 3 STATUS AS USOC NATIONAL GOVERNING BODY

#### Section 3.1. Recognition by the USOC as a National Governing Body

USA GOLF shall seek and maintain recognition by the USOC as its National Governing Body for the sport of golf in the United States. In furtherance of that purpose, USA GOLF shall comply with the requirements for recognition as a National Governing Body as set forth in the Stevens Act and as mandated by the USOC, as such requirements are promulgated or revised from time to time. In fulfilling those requirements, USA GOLF shall:

- (a) Have and maintain the managerial and financial capability to plan and execute its obligations.
- (b) Submit to binding arbitration any controversy involving: (1) its recognition as a national governing body, as provided for in Section 220529 of the Stevens Act; and (2) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in athletic competition for amateur golfers, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator or official. In either of these specified events, such proceeding shall be conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Stevens Act.
- (c) Be autonomous in the governance of its sport, in that it: independently decides and controls all matters central to governance; does not delegate decision-making and control of matters central to governance; and is free from outside restraint.
- (d) Be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee as the worldwide governing body for the sport of golf.
- (e) Provide for membership (subject to Article 4) that is open to any individual who is an amateur athlete, coach, trainer, manager, administrator or official active in golf, or any amateur sports organization that conducts programs in the sport of golf, or both.
- (f) Provide equal opportunity to amateur athletes, coaches, trainers, managers, administrators and officials to participate in athletic competition for amateur golfers, without discrimination on the basis of race, color, religion, sex, sexual orientation, age or national origin.
- (g) Provide fair notice and opportunity for a hearing for any amateur athlete, coach, trainer, manager, administrator or official before declaring the individual ineligible to participate.
- (h) Have a Board of Directors whose members are selected without regard to race, color, religion, national origin, sex, or sexual orientation with reasonable representation on the Board of both males and females.
- (i) Have a Board of Directors that establishes and maintains criteria and election procedures for, and maintains among its voting members, individuals who meet the criteria set forth in Section 5.3 below, and ensures that the voting power held by those individuals is not less than twenty (20) percent of the voting power held in its Board of Directors or other governance body.
- (j) Provide for reasonable direct representation on its Board of Directors for any amateur sports organizations which, in the sport of golf, conduct a national program or regular national amateur athletic competition on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition and ensures that representation reflects the nature, scope, quality and strength of the programs and competitions of that

sports organization in relation to all other of those programs and competitions in golf in the United States.

- (k) Demonstrate that none of its officers are also officers of any other amateur sports organization recognized by the USOC as a national governing body.
- (l) Provide procedures for the prompt and equitable resolution of grievances of its members.
- (m) Have no eligibility criteria related to amateur status or to participation in the Olympic Games, the Paralympic Games or the Pan-American Games that are more restrictive than those of the appropriate international sports federation.
- (n) Meet the obligations imposed on a national governing body by the Stevens Act.

## ARTICLE 4 MEMBERS

### Section 4.1. Categories of Membership

USA GOLF shall have Founding Members and may have additional membership categories as follows:

- (a) Founding Members. The Founding Members are, and are limited to: PGA TOUR, Inc. (“PGA TOUR”), Ladies Professional Golf Association (“LPGA”), PGA of America (“PGAA”), and United States Golf Association (“USGA”).
- (b) Organization Members. Organization Members are those sports organizations which conduct athletic programs or activities that further the sport of golf in the United States or which otherwise support the sport of golf in the United States.
- (c) Other. The Board will evaluate the advisability of establishing one or more additional membership categories for individuals and/or organizations.

### Section 4.2. Membership Requirements and Dues

Membership in USA GOLF creates certain obligations and duties. The Board of Directors may establish such membership terms, requirements, and dues as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No membership shall be available until all membership requirements are satisfied and all dues (if any) are paid in full.

### Section 4.3. Transfer of Membership

Members may not transfer their membership in USA GOLF. Members shall have no ownership rights or beneficial interests of any kind in the property of USA GOLF.

## ARTICLE 5 BOARD OF DIRECTORS

## Section 5.1. General Powers

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USA GOLF shall be managed by, its Board of Directors (referred to herein as the “Board of Directors” or the “Board,” with individual members of the Board sometimes being referred to as “Directors”).

## Section 5.2. Authority and Powers of the Board

The affairs of USA GOLF shall be under the general direction of a Board of Directors, which shall administer, manage, preserve, and protect the property of USA GOLF. The role, powers, and duties of the Board shall be to make policy for USA GOLF consistent with the goals and objectives stated within these Bylaws, to determine the membership of USA GOLF as set forth herein, to recommend all dues and fix all fees to be paid by the members of USA GOLF, to raise funds for the use and benefit of USA GOLF, and to oversee implementation of policy of USA GOLF. Further specific powers and responsibilities of the Board include, without limitation, to:

- (a) Implement procedures to orient new Directors, educate all Directors on the business and governance affairs of USA GOLF, and evaluate Board performance.
- (b) Review and approve USA GOLF's strategic plan and the annual operating plans, budgets, business plans, and corporate performance.
- (c) Set policy and provide guidance and strategic direction to management on significant issues facing USA GOLF.
- (d) Review and approve significant corporate actions.
- (e) Oversee the financial reporting process, communications with stakeholders, and USA GOLF's legal, ethical and regulatory compliance program.
- (f) Oversee effective corporate governance.
- (g) Approve capital structure, financial strategies, borrowing commitments, and long-range financial planning.
- (h) Review and approve financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, select independent auditors.
- (i) Provide for the preservation and effective use of the assets of USA GOLF so as to ensure the long-term viability of the organization and the availability of its resources, when needed.
- (j) Monitor USA GOLF's compliance with laws and regulations and the performance of its broader responsibilities.
- (k) Ensure that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.
- (l) To select, compensate and evaluate the Executive Director, and any other professional staff, in accordance with Section 5.7(p) below.
- (m) To establish written selection procedures for the Olympic Games and Paralympic Games and Pan-American Games and nominate athletes to the USOC to compete

in those Games, if either or both of the latter two events add golf to their programs, pursuant to Sections 8.1(a) and 8.1(b) of these Bylaws.

- (n) Establish processes and procedures to ensure that USA Golf complies with applicable anti-doping requirements pursuant to Section 8.1(d) of these Bylaws.

### Section 5.3. Qualifications

Directors will be selected and/or elected without regard to race, color, religion, age, or gender. Each Director must be a citizen of the United States and eighteen (18) years of age or older. The Board must, at all times, be comprised of both men and women.

A Director shall (a) have the highest personal and professional integrity, (b) have demonstrated exceptional ability and judgment, and (c) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USA GOLF. Directors shall possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USA GOLF.

### Section 5.4. Number and Voting Rights

The Board of Directors shall consist of no less than six (6) total Directors.

At least thirty three percent (33%) of the Board of Directors shall have, at the time of election, demonstrated qualification as an eligible athlete by having:

- (a) Within the ten (10) years preceding election, represented the United States in the Olympic or Pan American Games, or an Operation Gold event, or a World Championship recognized by the IGF; or
- (b) Within the ten (10) years preceding election, participated as an active, voting member of the PGA TOUR or the LPGA, such membership having included eligibility for open golf events sanctioned by the PGA TOUR or LPGA, respectively.

An athlete satisfying either of the above requirements shall be eligible to serve as an athlete representative on the Board (an "Eligible" athlete).

The Board of Directors shall have one (1) representative of each of the four (4) Founding Members, as provided in Sections 5.5 and 5.6 below.

The Board of Directors may also have (1) representative of a national Organization Member, if any, and at the determination of the Board, which:

- (c) Conducts a national program or regular national amateur athletic competition in the sport of golf on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competition; and
- (d) Ensures that the representation reflects the nature, scope, quality, and strength of the programs and competitions of the amateur sports organization in relation to all other programs and competitions in the sport of golf in the United States.

The duration of such national Organization Board seat, and the term(s) of the Director representing a national Organization Member, shall be determined by the Board at the time such determination is made.

Each Director shall have one (1) vote on matters brought before the Board for a vote. All voting authority is vested exclusively in the Directors.

#### Section 5.5. Election/Selection; Chairs of the Board

- (a) The initial Board of Directors shall be constituted as follows:
- (1) One (1) Director shall be selected by the PGA TOUR.
  - (2) One (1) Director shall be selected by the PGAA.
  - (3) One (1) Director shall be selected by the USGA.
  - (4) One (1) Director shall be selected by the LPGA.
  - (5) One (1) Eligible male Player Director, elected by his peers to the position of Chairman of the PGA TOUR Player Advisory Council in accordance with the PGA TOUR Player Handbook and Player Regulations, who subsequently has rotated onto the PGA TOUR Policy Board, and who is then elected by the player members of the PGA TOUR Policy Board to serve as a Player Director for USA GOLF.
  - (6) One (1) Eligible female player Director, elected by her peers as an LPGA player director, and who is then elected by the player members of the LPGA Board of Directors to serve as a Player Director for USA GOLF.
  - (7) One (1) national Organization Member Director, provided that the Board determines that such director seat shall be filled. If not filled, then such Director seat shall be vacant. If in the determination of the Board there is a national Organization Member that meets the requirements set forth in Sections 5.3 and 5.4, then that organization shall select a qualified individual to serve as the national Organization Member Director. If in the determination of the Board there are two (2) or more national Organization Members meeting the requirements set forth in Sections 5.3 and 5.4, then those organizations as a group shall select a qualified individual to serve as the national Organization Member Director.

Together, the Directorships described in (1), (2), (3), and (4) above shall be hereinafter referred to as the "Permanent Directorships," and those described in (5) and (6) above shall be hereinafter referred to as the "Player Directors."

- (b) The Board shall have Co-Chairs that will serve two-year terms, in rotation. The LPGA Director and PGA TOUR Director shall serve as Co-Chairs during the year prior to and the year of each scheduled Olympiad (i.e., 2015-16, 2019-20, et seq.). The PGAA Director and USGA Director shall serve as Co-Chairs during the two years subsequent to each scheduled Olympiad (i.e., 2013-14, 2017-18, et seq.). The LPGA Director and PGA TOUR Director shall serve as Co-Chairs during 2011-2012.



#### Section 5.6. The Permanent Directorships

As described above, each Founding Member shall have the right and responsibility to fill one (1) of the Permanent Directorships upon the initial formation of the Board and thereafter upon the expiration of the applicable Permanent Director's term or upon his/her earlier resignation, removal, incapacity, disability or death. An appointee to a Permanent Directorship shall hold office until that Director's successor is selected and qualified by the applicable Founding Member, or until that Director's earlier resignation, removal, incapacity, disability or death.

#### Section 5.7. Matters Requiring a Unanimous Vote of the Board

Notwithstanding anything in these Bylaws to the contrary, a unanimous vote of the full voting power of the Board shall be required to effect the following actions by USA GOLF:

- (a) Conducting any golf competitions, qualifiers, or championships.
- (b) Establishing or maintaining any golf handicap formula or calculation service.
- (c) Establishing or maintaining any operation to test conformance of golf equipment with the Rules of Golf.
- (d) Establishing or maintaining a membership program oriented to the general public.
- (e) Establishing or implementing any marketing, fundraising or sponsorship plan or program.
- (f) Sanctioning or co-sanctioning any of the Founding Members' championships or sanctioning or co-sanctioning any other non-Olympic event or team.
- (g) Entering into any debt or security instrument on behalf of USA GOLF.
- (h) Assessment on Founding Members of loans to USA GOLF, if any, and the terms of such loans.
- (i) Acquisition or sale of any capital assets of USA GOLF.
- (j) Adoption of annual budgets for USA GOLF.
- (k) Dissolution of USA GOLF, under circumstances other than those described in Section 19.3 below.
- (l) Assigning or removing any exclusive role or responsibility described herein of any particular Founding Member or any other Organizational Member, or modifying in any way the provisions of Article 8.
- (m) Amending these Bylaws.
- (n) Adding additional Directors to the Board.
- (o) Establishing all standards for the adoption and use of USA GOLF acronyms, abbreviations, logos, service marks and/or trademarks, in connection with its business activities, mission and goals.
- (p) Employing the Executive Director.

#### Section 5.8. Tenure of Player Directors

The term of office for a Player Director shall be for the greater of three (3) years or the maximum remaining term of the Player Director's service on his or her Tour Policy Board or equivalent organization as described in Section 5.5(a)(5) and (6). A Player Director shall hold office until that Director's successor is selected/elected and qualified, or until that Director's earlier resignation, removal, incapacity, disability or death.

#### Section 5.9. Director Attendance

Directors may participate in all regularly scheduled Board meetings by attending in person or by telephone.

#### Section 5.10. Resignation, Removal and Vacancies

A Director's position on the Board of Directors shall be declared vacant upon the Director's resignation, removal, incapacity, disability or death. Any Director may resign at any time by giving written notice to the Co-Chairs of USA GOLF, except a Co-Chair's resignation shall be given to the other Co-Chair. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed by the Board if s/he fails to attend more than one half (1/2) of the regular meetings of the Board during any twenty-four (24) month period, unless s/he is able to demonstrate to the other Directors of the Board that the presence of exigent circumstances caused and excused the absences. Any Director may otherwise be removed for cause at any duly-noticed meeting of the Board, but only after being provided a meaningful opportunity to be heard by the Board. In either of the aforementioned circumstances, removal of the applicable Director then shall be effected by the affirmative vote of at least three-quarters (3/4) of the total voting power of the Board (excluding the voting power of the Director in question). Any vacancy occurring in the Board shall be filled pursuant to the same procedure governing the election of the applicable Director of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

No Director may be removed without cause. No Director shall be subject to removal based on how they vote as a Director, unless such voting is part of a violation of the USA GOLF's Code of Ethics.

At any Board meeting when removal of a Director occurs, no further business shall be transacted after such removal, and no further Board meeting shall be scheduled or transpire until the affected Founding Member, Player Director electorate, or national Organization Member shall have had a reasonable period of time, not less than thirty (30) days from the date of removal, to replace the removed Director.

#### Section 5.11. Regular and Special Meetings

USA GOLF's Board shall meet at regularly scheduled meetings at least one (1) time per year, or with such other frequency as is appropriate for the Board to meet given the circumstances. Special meetings of the Board shall be held upon the call of the Co-Chairs or upon the written request of not less than fifty percent of the Board.

#### Section 5.12. Notice of Meetings

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 by or at the direction of the Co-Chairs. Notice may be given either in writing and may be delivered either personally, by private courier, 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). Notice shall be delivered no fewer than fourteen (14) days before the date of the meeting. If delivered by private courier, facsimile or electronic transmission, such notice is deemed delivered upon proof of delivery. The method of notice need not be the same as to each Director.

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.

#### Section 5.13. Quorum

The presence of a majority of the Directors at the time of any meeting shall constitute a quorum for the transaction of business, subject to the provisions of Sections 5.7 and 5.9.

#### Section 5.14 Consent

The Board shall act by the majority vote of all Directors except as expressly set forth to the contrary in these Bylaws.

#### Section 5.15. Presumption of Assent

A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (i) such Director's abstention and the reasons therefore shall be entered in the minutes of the meeting or (ii) such Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the individual acting as the Secretary of the Board before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

#### Section 5.16. Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing or by electronic transmission, and such writings or electronic transmissions are filed with the minutes of proceedings of the Board.

#### Section 5.17. Agenda

The Co-Chairs, in consultation with the Executive Director and the chairs of the Board's committees, shall determine the agenda for Board meetings. The agenda for each Board meeting must be set and delivered to all Directors at least forty-eight (48) hours prior to such meeting. Directors shall be permitted to request items for inclusion on the agenda for Board meetings, each

such item to be submitted to the Co-Chairs in time to comply with the advance notice provision in the previous sentence.

#### Section 5.18. Questions of Order and Board Meeting Leadership

The Co-Chairs shall alternately lead each Board meeting held in person. Questions of order shall be decided by the leading Co-Chair. If that Co-Chair is absent from any meeting of the Board, then the other Co-Chair shall lead the meeting.

#### Section 5.19. Effectiveness of Actions

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

#### Section 5.20. Open and Executive Meeting Sessions

Ordinarily, all meetings of the Board of Directors shall be open to members, and where appropriate, non-members. However, if the Co-Chairs, with the consent of a majority of the Directors in attendance, deem it appropriate: (a) to exclude non-members at an open meeting for any reason, then the Chair may declare that the meeting is closed, or (b) to convene an executive session comprised of and attended only by Directors to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matters, then the Co-Chairs may specifically designate and call an executive session.

#### Section 5.21. Minutes of Meetings

The minutes of all meetings of the Board of Directors, as approved by the Board prior to their publication, shall be published on USA GOLF's website, except for those portions of minutes taken during sessions described in Sections 5.20 (a) or (b) above. Every reasonable effort will be made to so approve and publish the minutes within thirty (30) days after completion of the meeting.

#### Section 5.22. Compensation

Directors shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USA GOLF's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA GOLF in any other capacity.

#### Section 5.23. Representation on IGF Administrative Committee

The PGA TOUR Director and the LPGA Director each shall serve as USA GOLF's representatives on the Administrative Committee of the IGF and be responsible for all operational aspects of relations with international and other organizations (including the USOC) with respect to the selection of the men's and women's U.S. Olympic teams and their participation in the Olympic Games.

#### Section 5.24. Diversity

The Board of Directors shall be sensitive to the desirability of diversity at all levels of USA GOLF, including among its athletes. The Board of Directors shall develop and implement a policy of

diversity at all levels of USA GOLF, supported by meaningful efforts to accomplish that diversity. The Board of Directors shall develop norms that favor open discussion and favor the presentation of different views.

## ARTICLE 6 OFFICERS

### Section 6.1. Designation

The only officers of USA GOLF shall be the Executive Director and the Secretary.

Recognizing the significance of the Co-Chairs in international matters, the Co-Chairs shall exercise ceremonial or representational functions in the international context.

### Section 6.2. Secretary

The Co-Chairs shall designate one member of the Board or USA GOLF staff to serve as USA GOLF's corporate Secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings, including but not limited to: (a) keep the minutes of the proceedings of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (iv) perform all duties incident to the office of Secretary; and (v) perform such other duties as from time to time may be assigned to the Secretary by the Board.

The term of office of the Secretary is unlimited. The Secretary shall hold office until his or her employment (if an employee) by USA GOLF ends, when the Co-Chairs designate a different individual to serve as Secretary, or until the Secretary's earlier resignation, removal by the Co-Chairs, incapacity, disability, or death.

### Section 6.3. Authority and Duties of Officers

The officers of USA GOLF shall have the authority and shall exercise the powers and perform the duties specified herein 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.

### Section 6.4. Compensation

Neither the Co-Chairs of the Board nor a Secretary who is not a paid USA GOLF staff member shall receive compensation for their service as Chair or Secretary, although their reasonable expenses may be paid or reimbursed in accordance with USA GOLF's policies. The Co-Chairs and any Secretary are disqualified from receiving compensation for services rendered to or for the benefit of USA GOLF in any other capacity.

## ARTICLE 7 COMMITTEES

### Section 7.1. Designation

USA GOLF shall establish and maintain a standing Audit & Ethics Committee (see Section 7.9 below), any other committees as mandated by the Stevens Act, and such other committees as deemed appropriate by the Board. The Board may at any time constitute a Judicial Committee (to process complaints filed under, and in accordance with, Section 13), a Compensation Committee, a Nominating and Governance Committee, or any other committee as needed.

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

#### Section 7.2. Other Committee Assignments

Notwithstanding the provisions specified above with respect to particular committees, other committee assignments, including the designation of committee chairs, shall be made annually by the Board. Such assignments shall be made based on a combination of factors including each individual member's expertise and the needs of USA GOLF, and these Bylaws. Committee agendas shall be developed by the respective Committee chairs with the input of other Directors. Committee members shall be expected to attend in person all regularly scheduled committee meetings. Participation by telephone shall be permitted in the discretion of the Committee chair and in exigent circumstances. Each Committee chair shall make a report on committee matters to the Board at the next regularly scheduled Board meeting.

#### Section 7.3. Committee Composition

Membership on all Board committees and task forces, including standing Board committees, shall not exceed five (5) individuals. Notwithstanding the provisions specified above with respect to certain standing committees, USA GOLF committees shall be of the minimum number and size possible to permit both conduct of the sport and appropriate Board governance. All Board committees and task forces shall have at least twenty percent (20%) athlete representation so as to comply with the Stevens Act and the USOC Bylaws.

#### Section 7.4. Tenure

Notwithstanding the provisions specified above with respect to certain standing committees, the term for all standing and other committee members shall be three (3) years (or until their term as a Director ends, if earlier). A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death. The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of three (3) years.

Any vacancy occurring in a committee or task force shall be filled by the Board. 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.

#### Section 7.5. Procedures

Each committee and task force shall establish procedures for conducting its business and affairs, which are subject to the review and approval of the Board. Such procedures shall be published and made available on USA GOLF's website.

#### Section 7.6. 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: (a) declare that the meeting is closed; or (b) 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.

#### Section 7.7. Minutes of Meetings

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

#### Section 7.8. 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 USA GOLF'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 USA GOLF in any other capacity, provided the Board gives explicit approval.

#### Section 7.9. Audit & Ethics Committee

The Audit & Ethics Committee shall be appointed by the Board of Directors and have the responsibilities as follows:

- (a) Recommend the independent auditors of USA GOLF, review the report of the independent auditors and management letter, and recommend action as needed.
- (b) Investigate matters of fiscal controls and disclosure and such other matters as directed by the Board.
- (c) Develop, and review on an annual basis, the Code (as defined in Section 16.1).
- (d) Oversee implementation of, and compliance with, the Code.
- (e) Generally administer and oversee compliance with the Code.
- (f) Review and investigate matters of ethical impropriety and make recommendations on such matters to the Board.
- (g) Review and provide guidance on ethical questions presented by the Board, officers, committee and task force members, volunteers, staff and USA GOLF members.
- (h) Perform such other duties as assigned by the Board.

ARTICLE 8  
TEAM SELECTION PROCEDURES & ADMINISTRATION,  
RULES OF GOLF, TRAINING & PARTICIPATION INITIATIVES

Section 8.1 Olympic Golf Teams Selection Procedures & Administration

- (a) The men's and women's U.S. Olympic golf teams shall be selected by the following procedures (subject to the Code of Ethics and Conflicts of Interest policy referenced in Section 16.1 below):
- (1) The PGA TOUR Director, the LPGA Director and the Player Directors shall nominate all team members in accordance with the selection standards established by the IGF and also consistent with all applicable USOC requirements.
  - (2) The Board then shall vote on any teams so nominated pursuant to subsection (a)(1) above, with a majority vote by the Board being required to select all such team members duly nominated.
- (b) If golf becomes a sport on the program of the Pan American Games, Paralympics, the same procedures set forth in subsection (a) above shall govern the selection of the U.S. teams participating in such competitions.
- (c) The PGA TOUR Director, the LPGA Director and the Player Directors shall direct the steps necessary for the effective participation in the Olympic Games (and other competitions set forth in subsection (b) above) of the U.S. men's and women's teams specified herein.
- (d) The PGA TOUR Director, the LPGA Director and the Player Directors shall direct all of USA GOLF's administrative functions related to anti-doping pertaining to the Olympic and other teams specified in subsections (a) and (b) above, including but not limited to:
- (1) Serving as USA GOLF's representative(s) on the IGF Anti-Doping Committee.
  - (2) Working with the USADA to educate players on the appropriate antidoping policies and processes applicable to players;
  - (3) Establishing that USA GOLF conforms with applicable anti-doping standards and practices set forth by the IOC (for athletes competing in the Olympic Games), as well as the applicable requirements of the IGF, WADA, USADA, and the USOC; and
  - (4) Establishing processes to ensure that USA GOLF athletes comply with applicable anti-doping requirements.

Section 8.2. Rules & Equipment

USA GOLF hereby adopts as its official rules the Rules of Golf and Rules of Amateur Status as promulgated now and in the future by the USGA. In connection therewith and in furtherance of its responsibility for providing and coordinating technical information on equipment design, USA GOLF hereby designates the USGA as its sole operational authority for conducting equipment testing and deciding on equipment for conformance with the Rules of Golf.

Section 8.3. Physical Training & Coaching, Junior Programs, Disabled Golfer Programs and



### Equitable Participation By Women

The PGAA Director and LPGA Director shall direct USA GOLF's activities in connection with coordinating technical information on golf physical training and coaching, administering junior golf programs, administering disabled golfer programs and providing equitable support for participation in golf by women.

## ARTICLE 9

### USA GOLF ATHLETES' ADVISORY COUNCIL

#### Section 9.1. Athletes' Advisory Council

USA GOLF shall form an Athletes' Advisory Council, which may consist of (i) the Player Advisory Council of the PGA TOUR and the Player Advisory Group of the LPGA; and/or (ii) other peer-selected athlete representatives as the Board may deem helpful in advancing the purposes of USA GOLF.

## ARTICLE 10

### USOC ATHLETES' ADVISORY COUNCIL

#### Section 10.1. Designation

USA GOLF shall have a representative and an alternate representative to the USOC Athletes' Advisory Council.

#### Section 10.2. Qualifications

Those individuals who meet the definition of "Eligible" athletes as defined in Section 5.4 above shall be eligible to run for election to the USOC Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual shall be a national of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held

#### Section 10.3. Election/Selection

Only athletes eligible to run for election to the USOC Athletes' Advisory Council as defined in Section 10.2 may vote in this election. 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 five (5) signatures of support from individuals entitled to vote in the election. The election shall take place after conclusion of the Olympic Games, but prior to January 1 of the year following the 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.

#### Section 10.4. Tenure and Term Limits

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. In the event of an earlier resignation, removal, incapacity, disability, or death, the representative and/or alternate position shall be filled as soon as possible. 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, so long such alternative representative meets the qualifications set out in Section 10.2.

## ARTICLE 11 USOC NATIONAL GOVERNING BODIES COUNCIL

### Section 11.1. Designation

USA GOLF shall have a representative and an alternate representative to the USOC National Governing Bodies' Council.

### Section 11.2. Election/Selection

The Executive Director shall be USA GOLF's representative to the USOC National Governing Bodies' Council. As needed, the Co-Chairs of the Board of Directors shall decide between themselves which will serve as USA GOLF's alternate representative(s) to the USOC National Governing Bodies' Council.

## ARTICLE 12 EXECUTIVE DIRECTOR

### Section 12.1. Designation.

USA GOLF shall have an Executive Director, who shall be selected by the Board pursuant to Section 6.7(p) above, and 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 voting Director of the Board.

### Section 12.2. Responsibilities

The Executive Director shall perform all functions as usually pertain to the office of Executive Director.

## ARTICLE 13 COMPLAINT PROCEDURES

### Section 13.1. Compliance With Applicable Law and Procedures.

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

(a) Administrative Grievances. Any member of USA GOLF may file a complaint pertaining to any matter within the cognizance of the USA GOLF, including but not limited to any alleged violation of or grievance concerning: (1) any USA GOLF rule or regulation, (2) any provision of USA GOLF's Bylaws, or (3) any provision of the Stevens Act relating to USA GOLF's recognition as a National Governing Body;

(b) 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 participate in a competition for which USA GOLF selects the competitors as authorized herein.

### Section 13.2. Manner of Filing.

The complainant shall file the complaint with the Judicial Committee. 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 complainant.

### Section 13.3. 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 USA GOLF 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 or other appropriate committee shall determine whether or not to reduce or waive the filing fee.

### Section 13.4. Statute of Limitations.

A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny.

### Section 13.5. Field of Play Decisions.

The final decision of a 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 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 referee to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the term "referee" shall include any individual with discretion to make field of play decisions.

### Section 13.6. Administration.

The Judicial Committee shall generally administer and oversee all administrative grievances and right to compete matters filed with USA GOLF. 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 USA GOLF, including, without limitation: (i) no less than ten (10) days fair notice to all relevant parties, including, when necessary, parties not named in the complaint that may be affected; (ii) the provision of all relevant documents to each relevant party, including, without limitation, the complaint and any pertinent documentation in USA GOLF's

possession; and (ii) opportunity to remedy or for a hearing, to any athlete, coach, trainer, manager, administrator or official prior to declaring such individual ineligible to participate.

#### Section 13.7. Hearing Panel.

Upon the filing of a complaint, the chair of the Judicial Committee, after consultation with the other Committee members, shall appoint an independent 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, subject to the independence requirement mentioned above. 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 USA GOLF or involved in the sport of golf.

#### Section 13.8. 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.

#### Section 13.9. 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.

#### Section 13.10. 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.

#### Section 13.11. 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.

#### Section 13.12. Arbitration.

Any party may appeal a decision of the hearing panel to the American Arbitration Association. The arbitrator appointed by the American Arbitration Association shall have the authority to hear the matter anew or, if requested by both parties, 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. All decisions rendered by the arbitrator shall be binding.

### ARTICLE 14 SANCTIONING AUTHORITY

#### Section 14.1 Reservation of Rights

USA GOLF reserves the right to sanction various golf events as well as teams for participation in international golf competitions. Prior to sanctioning any event or team, the Board will develop a sanctioning procedure that adheres to all applicable requirements of the USOC and all applicable provisions of the Stevens Act. USA GOLF's sanctioning authority is in all cases subject to Section 5.7(f) above.

### ARTICLE 15 RECORDS OF THE CORPORATION

#### Section 15.1. Minutes

USA GOLF shall keep as permanent records minutes of all meetings of the members and the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all waivers of notices of meetings of the Board of Directors.

#### Section 15.2. Accounting Records

USA GOLF shall maintain appropriate accounting records prepared in accordance with generally accepted accounting principles in the United States of America (GAAP).

#### Section 15.3. Membership List

USA GOLF shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by category of membership as described in Section 4.1.

#### Section 15.4. Records In Written Form

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

#### Section 15.5. Website

USA GOLF shall maintain a website for the dissemination of information to its members. USA GOLF shall publish on its website (a) its Bylaws, (b) USA GOLF's rules and regulations, (c) a procedure for communicating with the chair of the Audit Committee regarding accounting, internal accounting controls, or audit-related matters, (d) its three most recent audited annual financial statements (when and as they become available), (e) its three most recent 990 Forms filed with the Internal Revenue Service, (f) the IGF Olympic Games eligibility criteria; (g) USA GOLF complaint filing procedures, and (h) event sanctioning procedures, if and when such events are approved by the Board pursuant to Section 14.1. So as to facilitate the ability of interested parties to communicate their concerns or questions, USA GOLF shall publish on its website a mailing address and an e-mail address for communications directly with the Board.

#### Section 15.6. Records Maintained at Principal Office.

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

- (a) The articles of incorporation.
- (b) These Bylaws.
- (c) 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.
- (d) All written communications to the general membership within the past three (3) years.
- (e) A list of the names and business or home addresses of the current Directors and officers.
- (f) All financial statements prepared for periods ending during the last three (3) years.
- (g) USA GOLF's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service.
- (h) All other documents or records required to be maintained by USA GOLF at its principal office under applicable law or regulation.

#### Section 15.7. Inspection of Records by Members

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

- (a) Records Maintained at Principal Office. A member shall be entitled to inspect and copy, during regular business hours at USA GOLF's principal office, any of the records of the USA GOLF described in Section 15.6, provided that the member gives USA GOLF written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.

- (b) Financial Statements. Upon the written request of any member, USA GOLF shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- (c) Membership List.
- (1) Preparation of Membership Voting List. After determining the members entitled to vote in an election, USA GOLF shall prepare, by membership type, 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.
- (2) Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at USA GOLF'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 USA GOLF 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 USA GOLF limiting the use of such list in accordance with Section 15.7.c.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.
- (d) Scope of Members' Inspection Rights.
- (1) Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
- (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.
- (3) Reasonable Charge for Copies. USA GOLF 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.
- (4) Litigation. Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with USA GOLF, or the power of a court to compel the production of corporate records for examination.

ARTICLE 16  
PERPETUAL POLICIES

### Section 16.1. Code of Ethics; Conflicts of Interest; Whistleblower Policy

USA GOLF shall adopt and at all times maintain: (i) a Code of Ethics, to include a Conflicts of Interest Policy (the “**Code**”), and (ii) a “whistleblower” policy, both applicable to all USA GOLF, employees, Directors of the Board, committee members, and volunteers. The Code shall be approved by the USOC. USA GOLF Director, employee and volunteer shall annually certify compliance with the Code.

### Section 16.2 Safe Sport Policy; Minor Athlete Abuse Prevention Policy

USA GOLF shall adopt and at all times maintain: (i) a SafeSport Policy; and (ii) a Minor Athlete Abuse Prevention Policy. The Safe Sport Policy and Minor Athlete Abuse Prevention Policy shall be approved by the U.S. Center for Safe Sport the (“**Center**”). The Center shall have jurisdiction over matters relating to the USA GOLF Safe Sport Policy. Any person who is a “**Participant**” under the USA GOLF Safe Sport Policy and/or the rules of the Center, is subject to the rules, policies, and procedures of the Center and will submit, without reservation or condition, to the jurisdiction of the Center for the resolution of any alleged violations of those rules, policies, or procedures, as they may be amended from time to time. In addition, all Participant shall be required to submit to background screening prior to any involvement with USA GOLF.

## ARTICLE 17

### FIDUCIARY MATTERS

#### Section 17.1. Indemnification

USA GOLF shall defend, indemnify and hold harmless each Director of the Board, each officer, and the Executive Director from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such person arising out of the latter’s performance of his or her duties in connection with USA GOLF, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of such person.

#### Section 17.2. Discharge of Duties

Each Director of the Board and officer shall discharge his or her duties: (a) in good faith, (b) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and (c) in a manner the Director or officer reasonably believes to be in the best interests of USA GOLF. These same standards shall apply to the Executive Director.

#### Section 17.3. Conflicts of Interest

If any Director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving USA GOLF, or has an interest adverse to USA GOLF’s business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (a) disclose the conflict of interest, (b) not participate in the evaluation of the contract, transaction, or business affair and (c) not vote on the contract, transaction or business affair. These same standards shall apply to the Executive Director.



#### Section 17.4 Intellectual Property Assets

USA GOLF shall undertake to register and protect its name and any logo or other proprietary identity deemed appropriate by the Board. All such registrations and other ownership assets will vest in USA GOLF. Any such registrations, filings or other proprietary rights in and to such identities secured by a Founding Member will be irrevocably assigned to USA GOLF. USA GOLF also shall take commercially reasonable steps to protect other intellectual property asset to which it can legitimately assert rights. Upon dissolution of USA GOLF pursuant to Section 19.3 below or otherwise, no name, logo or other identity or intellectual property asset of USA GOLF shall be used commercially by any Founding Member.

### ARTICLE 18 FINANCIAL MATTERS

#### Section 18.1. Fiscal Year

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

#### Section 18.2. Budget

USA GOLF shall have an annual budget.

#### Section 18.3. Audit

Each year USA GOLF shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit Committee. The Audit Committee shall provide the auditors report to the Board of Directors upon completion.

#### Section 18.4. Individual Liability

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

#### Section 18.5. Irrevocable Dedication and Dissolution

The property of USA GOLF is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USA GOLF shall inure to the benefit of private persons. Upon the dissolution or winding up of USA GOLF, its assets remaining after payment, or provision for payment, of all debts and liabilities of USA GOLF, 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 IRS Code, as amended. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the State of Florida for the county in which the registered office of USA GOLF is then located, exclusively for the purposes stated in Section 1.3 above, or to such organization(s) as such Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE 19

## MISCELLANEOUS PROVISIONS

### Section 19.1. Severability and Headings

The invalidity of any provision of these Bylaws shall not affect the other provisions in these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

### Section 19.2. Saving Clause

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the Directors of the Board do not cause substantial injury to the rights of the Directors, shall not invalidate the actions or proceedings of the Directors at any meeting.

### Section 19.3. Automatic Dissolution

In the event that the International Olympic Committee finally declares golf no longer a part of the Olympic Games program, or if the USOC finally decertifies USA GOLF as an NGB for any reason, then USA GOLF will be automatically dissolved without further Board Action, effective one (1) year after the IOC or the USOC (as the case may be) renders its final decision, or on a later date if the Board determines a longer period is necessary to complete USA GOLF's then-pending obligations in connection with Pan American Games or Paralympics golf competitions, if any.

## ARTICLE 20

### AMENDMENTS OF BYLAWS

#### Section 20.1. Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, only by a unanimous vote of the Board, at any meeting duly called and at which a quorum (including all Permanent Directorships) is present.