

BYLAWS OF THE UNITED STATES AMATEUR CONFEDERATION OF ROLLER SKATING DBA USA  
ROLLER SPORTS

2022 Edition

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USA ROLLER SPORTS

Recognized by the United States Olympic & Paralympic (USOPC) Committee and World Skate as the National Governing Body for Competitive Roller Sports in the United States.

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# BYLAWS OF THE UNITED STATES AMATEUR CONFEDERATION OF ROLLER SKATING (DBA USA ROLLER SPORTS)

## ARTICLE I. NAME, STATUS, AND OFFICES.

### SECTION 1. NAME.

The name of the corporation shall be United States Amateur Confederation of Roller Skating (referred to in these bylaws as "USA Roller Sports" or "USARS"). USARS 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 purpose, mission, recognition and goals.

### SECTION 2. NON-PROFIT STATUS.

USA Roller Sports shall:

- A. Be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Nebraska.
- B. Operate for charitable and educational purposes.
- C. Have as its purpose to foster national and international amateur sports competition in Roller Sports.
- D. Maintain a tax-exempt status and operate in accordance with Section 501 (c) (3) of the Internal Revenue Code.

### SECTION 3. PRINCIPAL OFFICE.

The principal office of USARS shall be in Lincoln, Nebraska. USARS may at any time and from time to time change the location of its principal office. USARS may have such other offices, either within or outside Nebraska, as the Board of Directors may designate or as the affairs of USARS may require from time to time.

### SECTION 4. REGISTERED OFFICE.

The registered office of USARS required by the Nebraska Nonprofit Corporation Act (the "Nonprofit Corporation Act") shall be maintained in Nebraska. the registered office may be changed from time to time by the Board of Directors or by the officers of USARS, or to the

extent permitted by the Nonprofit Corporation Act by the registered agent of USARS. The registered office may be, but need not be, the same as the principal office.

## ARTICLE II. MISSION, VISION AND PURPOSE.

### SECTION 1. MISSION.

As the recognized National Governing Body (NGB) by the United States Olympic & Paralympic Committee, the Mission of the USA Roller Sports (USARS) shall be to develop, promote, educate and grow Roller Sports at all levels and to enable athletes to achieve sustained competitive excellence in domestic and international competitions.

### SECTION 2. VISION.

To inspire and enable our members to achieve excellence in Roller Sports and in life by building the base, promoting the sport and achieving competitive success.

### SECTION 3. PURPOSE.

USARS shall comply with the requirements for recognition as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. §220501 et seq. and as mandated by the United States Olympic & Paralympic Committee (referred to in these Bylaws as "USOPC") as such requirements are promulgated or revised from time to time. In fulfilling those requirements USARS shall:

- A. Be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee as the worldwide governing body for Roller Sports (World Skate, formerly known as the Federation Internationale de Roller Sports, FIRS);
- B. Be autonomous in the governance of the Roller Sports 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;
- C. Maintain the managerial and financial competence and capability to establish national goals for Roller Sports relating to the development and well-being of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for Roller Sports;
- D. Provide for individual and organizational membership;

- E. Ensure that its Board of Directors, and any other governance body, has established criteria and election procedures for, and maintains among its voting members individuals who are actively engaged in athletic competition in Roller Sports or who have represented the United States in an international athletic competition in Roller Sports within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than twenty (20) percent or higher to thirty three (33) percent if dictated by a change of requirements within the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. §220501 et seq. or the S.2330 - Empowering Olympic, Paralympic, and Amateur Athletes Act of 2020 of the voting power held in its Board or other governance body of Standing Committees;
- F. Provide for reasonable direct representation on its Board of Directors for any sports organization which, in the sport of Roller Sports, conducts on a level of proficiency appropriate for selection of athletes to represent the United States in international athletic competition, a national program, or regular national athletic competition, and ensure 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 Roller Sports in the United States;
- G. Be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin or sex, with reasonable representation on the Board of both males and females;
- H. Provide an equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in Roller Sports competitions without discrimination on the basis of race, color, religion, age, sex or national origin. In addition, USARS will complete all requirements specific to Diversity and Inclusion as required through the USOPC NGB Certification Process;
- I. Establish and maintain Gender Equity with established performance criteria that is the same for all national or event team athletes that are on any delegation event program, with the criteria published online or via direct communication to all athlete, such as an athlete handbook;
- J. Not have an officer who is also an officer or employee of another sports organization that is recognized by the USOPC as a National Governing Body;
- K. Provide procedures for the prompt and equitable resolution of grievances of its members;
- L. Provide fair notice and an opportunity for a hearing to any athlete, coach, trainer, manager, administrator or official before declaring such individual ineligible to participate;
- M. Agree to submit to binding arbitration in any controversy involving:

1. Its recognition as a National Governing Body, or
  2. the opportunity of any athlete, coach, trainer, manager, administrator or official to participate in athletic competition in Roller Sports, upon demand of the USOPC or any aggrieved 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 Ted Stevens Olympic and Amateur Sports Act;
- N. Not have eligibility criteria relating to membership status or to participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of Roller Sports recognized by the International Olympic Committee (World Skate, formerly known as the Federation Internationale de Roller Sports - FIRS);
- O. Perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOPC of a National Governing Body.

## ARTICLE III. MEMBERSHIP.

### SECTION 1. MEMBERSHIP QUALIFICATIONS.

- A. Membership shall be open to ALL individuals who are residents of the United States, who are interested in promoting the purposes of USARS as set forth in these Bylaws and who meet the requirements of membership set forth in Subsection C and Section 3.
- B. Membership shall be open to organizations which are organized within and under the laws of the United States, which are interested in promoting the purposes of USARS as set forth in these Bylaws, and which meet the requirements of membership set forth in Subsection C and Section 3.
- C. Membership shall be divided into classes according to the following requirements:
1. CLASS I. ATHLETES - COMPETITIVE ROLLER SKATERS. The Amateur Sports Act of 1978, Public Law, 95-606, Title 1, Section 103(1) defines an amateur athlete as any athlete who meets the eligibility standards established by the National Governing Body for the sport in which the athlete competes. USARS, the National Governing Body for Roller Sports, defines an amateur skater as follows: A roller sports competitor who conducts him or herself in the Olympic tradition of good sportsmanship while engaging in USARS competitions and all other sponsored activities of USARS. The competitor must be truthful and honorable in dealing with other athletes and officials,

and when establishing eligibility for USARS competitive events which are determined by age or previous competitive experience. There are no occupational requisites or restrictions applied to USARS competitive eligibility.

2. CLASS II. OFFICIALS. Officials are roller sports trainers, managers, administrators, referees, judges or other officials active in roller Sports.
3. CLASS III. A. OTHER INDIVIDUAL MEMBERS. Other individual members are individuals who are not members of Class I, Class II, or Class VI and whose interest in the sport(s) of roller skating, at the sole discretion of the Board of Directors, is sufficient to qualify them for membership.
4. CLASS III. B. OTHER ORGANIZATIONAL MEMBERS. Other organizational members are corporations, associations or other entities which are not members of Class IV or Class V, and which do not participate in, arrange, conduct, or sanction roller sports competitions, but which have sufficient interest in the sport(s) of roller skating, in the sole discretion of the Board of Directors, to qualify them for membership.
5. CLASS IV. CHARTERED CLUBS, LEAGUES, ASSOCIATIONS AND GROUPS. General roller sports organizations are not-for-profit corporations, clubs, federations, unions, associations, leagues or other groups which sponsor or arrange roller sports activities, which are chartered by or accepted by USARS and which agree to comply with all Bylaws, General Rules, and decisions of the USARS Board of Directors. The decision to charter a club, league, association or group as a Class IV member shall be at the sole discretion of the Board of Directors.
6. CLASS V. NATIONAL ROLLER SPORTS ORGANIZATIONS. National roller sports organizations are not-for-profit corporations, federations, unions, associations or groups which conduct regular national programs or competitions in roller sports at various relevant levels of proficiency, and which are capable of holding an annual championship on a level of proficiency appropriate to the selection of athletes to represent the United States in international competition.
7. CLASS VI. REGISTERED AND CERTIFIED COACHES. Coaches are individuals qualifying as registered or certified coaches under requirements adopted by the Board of Directors from time to time. In order to receive recognition by USARS as a certified coach, an individual must successfully pass a documented course of study such as the USARS Board of Directors may from time to time prescribe in consultation with athletic educational professionals

and with the U.S. Olympic & Paralympic Committee Director of Coaches Education. A roller sports coach, as recognized by USARS for the purposes of his or her participation in USARS sanctioned competitions and training programs, must in every positive sense of the word be a “professional” in training, conduct and demeanor. The coach’s responsibilities require skills as a teacher, motivator and as a guardian of the physical and mental well-being and health of athletes. USARS reserves the right in the interest of its athletes to recognize coaches for the purpose of their participation in USARS sanctioned events.

8. CLASS VII. INDEPENDENT COMPETITIVE ROLLER SPORTS GROUPS. Other groups or entities may be accepted for membership when they can demonstrate that they have arranged, conducted, or sanctioned and continue to arrange, conduct, or sanction roller sports activities in accordance with appropriate, published rules which provide for rules of competition, officiating, record keeping, and safety, and for conduct of the activities in accordance with publicized claims. Such other groups or entities also must agree in writing to coordinate and cooperate with USARS to avoid unnecessary conflicts in the scheduling of competitions.

## SECTION 2. MEMBERSHIP PRIVILEGES.

### A. GENERAL

1. Membership in USARS is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership 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 privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.
2. USARS MEDICAL INSURANCE. USARS has contracted for an accidental death and dismemberment, and medical excess insurance coverage for all individually registered USARS members. The price of each individual membership card shall include this insurance. However, such coverage is conditioned upon USARS’ ability to continue a policy with at least the coverage provided members by these Bylaws at a reasonable cost as determined at the discretion of the Board of Directors. By registering with USARS, you are provided with excess (secondary) accident/medical expense benefits for injuries occurring ON SKATES limited to organized and

supervised practice sessions held within USARS chartered club facilities, or during USARS sanctioned competitions and/or USARS training sessions sanctioned by USARS national headquarters specified to occur outside of club facilities. Coverage for non-competitive cardholders as USARS officials is limited to accidents occurring either on or off skates while actually participating in a competition that is in progress. Not covered is training off skates or training outside of chartered club facilities, unless specified by USARS sanction, or any injury occurring while on skates but while not in training for USARS competitions. Pre-existing conditions are not covered under this policy, meaning any condition for which prior treatment has been provided. Claim forms may be obtained from USARS National Headquarters or on the USARS website. All injury claims should be submitted first to your personal medical insurance company. If you do not have personal medical insurance, this coverage will become primary. Date of effective coverage is the date the athlete completes the online membership process, with full payment specific to their position(s) for the current season and is determined to be in good standing at the time of the incident. Injuries should be reported immediately, with claims filed within 30 days of occurrence, submitted on forms provided by USARS. Equipment required for safety under USARS General Rules must be worn at all practices and competitions, otherwise USARS accident/medical insurance is void.

B. CLASS I ATHLETES: Competitive Roller Skaters, if they are otherwise qualified, and eligible, and in good standing under these Bylaws and the General Rules:

1. May participate in competitive events sanctioned by USARS;
2. May participate in exhibitions and roller sports shows sanctioned by USARS;
3. May hold office in USARS and local clubs if they are of legal age;
4. May become, upon passing the required tests, a commissioned judge of USARS sanctioned roller sports activities;
5. May officiate in other capacities at sanctioned USARS activities;
6. May submit their views to the Board of Directors and, under such restrictions and time limitations as the Board of Directors may impose by majority vote, may personally present their views at Board of Directors meetings. However, in matters involving protests, members shall follow the procedures in the General Rules governing protests; and
7. May vote in the election of Directors as provided in Article V; and
8. The athlete/coach/official has the right to take part in "outside" competitions over which USARS has no jurisdiction.

C. CLASS II. OFFICIALS: if they are otherwise qualified, eligible, and in good standing under the Bylaws and General Rules:



1. May hold office in USARS and local clubs if they are of legal age;
2. May participate in USARS sanctioned exhibitions or carnivals with the written permission of USARS;
3. May become, upon passing the required tests, a commissioned judge or referee of USARS roller sports contests, and may officiate in other capacities at sanctioned USARS activities;
4. May submit their views to the Board of Directors and, under such restrictions and time limitations as the Board of Directors may impose by majority vote, may personally present their views at Board of Directors Meetings. However, in matters involving protests, members shall follow the procedures in the General Rules governing protests; and
5. May, if they are and have been for the immediately preceding two (2) years commissioned by USARS as a national championship meet official, vote in the election of Directors as provided in Article V.

D. CLASS III. A. OTHER INDIVIDUAL MEMBERS, if they are otherwise qualified, eligible, and in good standing under these Bylaws and the General Rules:

1. May hold office in USARS and local clubs if they are of legal age;
2. May become, upon passing the required tests, a commissioned judge of USARS roller sports contests;
3. May officiate in other capacities of sanctioned USARS activities; and
4. May submit their views to the Board of Directors and, under such restrictions and time limitations as the Board of Directors may impose by majority vote, may personally present their views at Board of Directors meetings. However, in matters involving protests, members shall follow the procedures in the General Rules governing protests.

E. CLASS III. B. OTHER ORGANIZATIONAL MEMBERS, if they are in good standing, under these Bylaws and General Rules, may submit their views to the Board of Directors and, under such restrictions and time limitations as the Board of Directors may impose by majority vote, may personally present their views at Board of Directors meetings. However, in matters involving protests, members shall follow the procedures in the General Rules governing protests.

F. CLASS IV. A. CHARTERED FIGURE, SPEED, HOCKEY AND ROLLER DERBY CLUBS, LEAGUES, ASSOCIATIONS AND GROUPS, if they are in good standing under these Bylaws and General Rules:

1. May apply for sanctions within the authority of their charter for local, state and regional roller sports activities, which shall be granted or denied under the provisions for sanctioning of these Bylaws and the General Rules;

2. May conduct other activities within the authority of their charter; and
3. May submit their views to the Board of Directors and, under such restrictions and time limitations as the Board of Directors may impose by majority vote, may personally present their views at Board of Directors meetings. However, in matters involving protests, members shall follow the procedures in the General Rules governing protests; and
4. Each club, through its President or other authorized officer, may cast one vote in the election of Directors as provided in Article V.

G. CLASS IV. B. CHARTERED FITNESS CLUBS, if they are in good standing under these Bylaws and General Rules:

1. May apply for sanctions within the authority of their charter for local, state and regional roller sports activities, which shall be granted or denied under the provisions for sanctioning of these Bylaws and General Rules.
2. May conduct other activities within the authority of their charter, and
3. May submit their views to the Board of Directors and, under such restrictions and time limitations as the Board of Directors may impose by majority vote, may personally present their views at Board of Directors meetings.

H. CLASS V. NATIONAL ROLLER SPORTS ORGANIZATIONS, if they are in good standing under these Bylaws:

1. May apply for sanctions for international roller sports competitions which sanction shall be granted or denied under the provision of the United States Olympic & Paralympic Committee (USO(C) Article VII. Section 2;
2. May apply for sanctions for other roller sports activities, which shall be granted or denied under the provisions for sanctioning set forth in these Bylaws and the General Rules;
3. Shall be entitled to reasonable direct representation on the Board of Directors, provided that such representation shall reflect the nature, scope, quality and strength of the programs and competitions of such national organization in relation to all other such programs and competition in roller sports in the United States and subject to the provisions of Article V; and
4. May submit their views to the Board of Directors and, under such restrictions and time limitations as the Board of Directors may impose by majority vote, may personally present their views at Board of Directors meetings. However, in matters involving protests, members shall follow the procedures in the General Rules governing protests.

I. CLASS VI. REGISTERED AND CERTIFIED COACHES, if they are in good standing under these Bylaws and General Rules may receive membership benefits as follows:

1. Membership in USARS for designated sport.
2. Subscription to USARS electronic communications.
3. Coaching recognition as Registered, Certified, Advanced and Elite Coaches.
4. Free distribution of General Rules and appropriate sport technical manuals.
5. Semimonthly coaching newsletter (as available).
6. Eligible to be Commissioned Official.
7. Eligible to be Club Officer. USARS coaches may use this membership for the purpose of registering as a Club Officer in any sport, in the same fashion as the non-competitive registration.
8. Recognition pins for championship achievement.
9. Eligibility for all other Class VI membership privileges as enumerated in USARS Bylaws.
10. Accident/injury insurance, if any, as per USARS membership card while actively coaching in a registered USARS club facility or sanctioned competition.
11. Liability insurance while actively coaching in a registered USARS club facility or participating in a sanctioned competition. In addition to the personal accident insurance coverage for all USARS Registered Coaches, USARS will provide \$1 million liability insurance for USARS Certified Coaches who are engaged in coaching or assisting USARS registered athletes who are participating in or training for roller sports competitions or while being taught during a Star Skate program. An "A" rated company, meeting the requirements for National Governing Bodies, as established by the U.S. Olympic & Paralympic Committee, issues this insurance protection. This coverage is participant liability insurance, which is generally difficult to obtain in standard insurance policies. However, this coverage is subject to continued availability of a policy providing at least the coverage provided herein to members at a reasonable cost as determined at the discretion of the Board of Directors. Conditions of the policy require that each participant must be a member of USARS, for which a liability insurance premium has been paid; the individual coach and student have accident/injury protection as part of their member insurance coverage; and that both have executed a USARS waiver of liability statement on their primary membership registration applications. For this reason, the liability insurance umbrella of USARS protects a coach when they are instructing a skater who is preparing for USARS competitions or instructing class skaters who are USARS members through the Star Skate program . There is no coverage for general liability, normally part of commercial rink operation, when a teacher is not involved with USARS programs. Coaches should bear in mind that coverage under this program begins when the student is an individual USARS member. Mass instructional

programs of non-members and other general rink promotional teaching are recreational activities not covered by the general USARS insurance program. These do not meet the insurance policy's defense requirements for USARS competitive and the Star Skate programs, but are risks associated with the rink's own general liability insurance.

12. Certification as USARS-USOPC coach, with competitive floor privileges, upon fulfillment of requirements for certification as adopted by the Board of Directors from time to time. USARS Registered or Certified Coaches are to be admitted free to all sanctioned USARS competitions, including regional and national championships in the respective sport. They are also to have access to the floor area or pit area at a championship if they are in their first year as a USARS Registered Coach or as a Certified Coach. Access to the pit/floor area is an exclusive right for USARS coaches. Free admission to the championship site may be extended to others at the option of the meet host.

13. Seminars and programs for Continuing Coaches' Education.

14. May, if a Certified Coach, vote in the election of Directors as provided in Article V.

J. CLASS VII. INDEPENDENT COMPETITIVE ROLLER SPORTS GROUPS. Accepted members are those organizations who demonstrate that they have arranged, conducted or sanctioned roller sports activities. Accepted members if they are in good standing under these Bylaws and General Rules:

1. May apply for sanctions for international roller sports competitions which sanctions shall be granted or denied under the provisions of the United States Olympic & Paralympic Committee Constitution, Article VII, and Section 2;
2. May apply for sanctions for other roller sports activities, which shall be granted or denied under the provisions for sanctioning set forth in these Bylaws and General Rules;
3. May submit their views to the Board of Directors and, under such restrictions and time limitations as the Board of Directors may impose by majority vote, may personally present their views at Board of Directors meetings. However, in matters involving protests, members shall follow the procedures in the General Rules governing protests.

### SECTION 3. MEMBERSHIP APPLICATION PROCEDURE.

A. ALL CLASS I - ATHLETE - COMPETITIVE ROLLER SKATERS, CLASS II - OFFICIALS, CLASS III - OTHER INDIVIDUAL AND ORGANIZATIONAL MEMBERS and CLASS VI - REGISTERED AND CERTIFIED COACHES shall apply for membership annually via the online membership system, and specific to their position(s), managed and operated by the National

Headquarters. Annual dues shall accompany the online application process. The National Headquarters, initially, shall grant or deny the online application process in accordance with these Bylaws, or via directive from the US Center for SafeSport (the Center) or United States Anti-Doping Agency (USADA). Any Class I, Class II, or Class VI applicant or any member in good standing who is dissatisfied with the National Headquarters' decision may protest the decision as provided in these Bylaws and the General Rules. There shall be no protest of denials of Class III applications. However, all denials of Class III applications shall be referred by the National Headquarters to the Compliance, Ethics and Eligibility Committee for consideration at their next regular meeting.

**B. CLASS IV. CHARTERED CLUBS, LEAGUES, ASSOCIATIONS AND GROUPS.**

1. **CLUBS.** Persons participating in the sports of figure, speed, hockey and roller derby may organize as clubs. Separate registration must be obtained for each sport.
  - (a) Club charters shall be issued to organizations whose primary purposes is sport and not for recreational or social roller sports activities.
  - (b) Club constitutions must conform to the minimum standards set forth in these Bylaws.
  - (c) A club must have a minimum of two officers. With one individual being the Primary Registered Officer.
  - (d) A club must have a minimum of five (5) qualified and registered USARS members who regularly practice roller sports. A club whose membership consists of less than five (5) such members shall be or become probationary until the minimum membership requirement is met. A probationary club shall not be entitled to any voting privileges within leagues or state or regional associations or in the election of a director on the Board of Directors.
  - (e) A club must be located at a venue which is suitable to pursue the sport aspects of roller sports and must demonstrate that suitable time is available at that location to develop skills and participate in competitive roller sports.
  - (f) No club charter may be transferred or relocated without permission of the USARS Executive Director.
  - (g) All officers and individual members of the club must be individual members of USARS in good standing.
  - (h) The disbursement of club funds must be set forth in writing. This includes initiation fees, dues, fundraising monies, contributions and funds from all sources. Distribution information must be provided to all persons when they become club members. The club's failure to comply with this requirement or failure to distribute the funds as documented should be brought to the

attention of the Executive Director of USARS. A copy of the written club document specifying fund distribution should accompany any complaint. When justified, the Executive Director will refer such complaints to the Compliance, Ethics and Eligibility Committee for action.

2. STATE AND REGIONAL ASSOCIATIONS may be formed if approved by the USARS Board of Directors.
  - (a) Each such association shall be composed of USARS clubs in good standing, the members of which are all members in good standing with this Confederation.
  - (b) The states comprising any one region shall be specified by the Board of Directors and membership shall be restricted to clubs located within such state or region.
  - (c) For purposes of establishing a state or regional association, all chartered USARS clubs in that state or region must be notified 30 days in advance of the association's organizational meeting.
  - (d) All USARS clubs in the state or region are to be accepted as members of the association should they petition to join.
  - (e) USARS will allow a grace period of 60 days after the end of the previous membership period, to be determined by each sport, to enable chartered clubs and their officers to remain in good standing for the sole purpose of Regional Association organizational meetings and voting.
  - (f) All USARS clubs in good standing that are members of the association shall enjoy equal voice and vote in the affairs of the organization. An individual may be an officer of more than one (1) USARS member club, and that individual may cast a vote at state or regional association meetings for each individual club, within the same facility, for which he/she is the primary registered officer for the club. That vote must be made in person. If a person is the primary registered officer of clubs, located within different facilities, he/she will be restricted to voting for those clubs in just one facility. If the primary registered officer is unable to attend these meetings, he/she may designate in writing another club officer who can use this authority to act as the club's voting delegate at USARS meetings, subject to the same applicable restrictions. At the discretion of a state or regional association, a facility's multiple club votes may be restricted to apply only to that sport so affected by a particular vote, i.e., a figure club may be restricted from casting a vote concerning a speed club matter.

- (g) State and regional associations shall conduct a minimum of one (1) meeting each season.
- 3. LEAGUES are subdivisions of state or regional associations and may be formed only for the purpose of creating or promoting inter-club competitions between league members.
  - (a) All leagues shall be endorsed annually by the association in the state or region in which they are located before a USARS league charter can be issued. If a league is located in more than one state or region, it shall have the endorsement of all affected state and regional associations.
  - (b) All clubs constituting a recognized USARS league must be chartered USARS members in good standing or in probationary status. All competitors who shall participate in these contests also must be USARS members in good standing.
  - (c) Each league shall adopt a constitution, which shall be submitted to USARS with its application.
  - (d) Selection of league officers and their administration shall follow the guidelines set forth in these Bylaws for associations. The league shall submit its competitive dates and site selection to the appropriate state or regional association to coordinate league contests with other area clubs outside the league.
- 4. Any organization applying for membership as a regional or state association, league or club shall submit an application annually on the form required by the National Headquarters. Annual dues shall accompany the application. The National Headquarters shall make the initial decision to grant or deny the application. Any applicant or present member who disagrees with the National Headquarters' decision may file a protest as set forth in these Bylaws and the General Rules.

#### C. CLASS V. NATIONAL ROLLER SPORTS ORGANIZATIONS.

- 1. Class V. National Roller Sports Organizations must meet the requirements of membership as set out in the Articles and Bylaws. These requirements are taken initially from the USOPC Constitution. Further definition, however, must be based upon the sport involved and must recognize that the sport of roller sports is a national sport with sanctioned competitive clubs located in at least forty-four states and with suitable competitive facilities located in all fifty states. Therefore, membership requirements are defined further as follows:
  - (a) "National roller sports organization" shall mean an organization which is comprised of at least fifty (50) bona fide roller sports clubs, of which at least twenty-five (25) clubs are located east of the Mississippi River (Eastern

Division) and at least twenty-five (25) clubs are located west of the Mississippi River (Western Division); provided those clubs in the Eastern Division shall be located in not less than six (6) separate states and those clubs in the Western Division shall be located in not less than six (6) separate states; and provided, further, that the membership of the organization shall be open to any individual who is an athlete, coach, trainer, manager, administrator or official active in roller sports.

- (b) "Bona fide roller sports club" shall mean a roller sports organization formed for the purpose of competitive sport and not for recreational or social roller sports activities, consisting of not less than five (five) qualified and registered USARS members who regularly practice roller sports in one (1) or more of the recognized sports.
- (c) "Regular national programs or competitions" means an organized system supervised by the national roller sports organization in which each member club is offered a reasonable opportunity to compete against other clubs in a sanctioned annual competitive program.
- (d) "Capable of holding an annual championship" means able to demonstrate with a reasonable degree of certainty its financial managerial capacity to plan and execute its obligations, including but not limited to:
  - i) The financial ability to plan, organize, promote and conduct a championship each year of a size appropriate to the size of the organization;
  - ii) The ability to train and certify qualified officials to conduct the competition;
  - iii) The ability to organize and operate a system to protect the status of athletes who will take part in the competition and to protect their eligibility to compete in athletic competition in the United States and in international athletic competitions;
  - iv) The appropriate provision for validation of records, which may be established during the competition;
  - v) The assurance that due regard has been given to any international athletic requirements specifically applicable to the competition;
  - vi) The provision of proper medical supervision for athletes who compete; and
  - vii) The assurance of proper safety precautions to protect the personal welfare of the athletes or spectators.



- (e) "Level of proficiency appropriate to the selection of athletes to represent the United States in international competition" shall mean with regard to each sport respectively: i) Hockey-At least two teams capable of competing with other international-level teams from the United States shall have competed in its most recent annual championship. ii) Figure-At least two entries for each event regularly found on the program for the Pan American Games and World Skate (formerly known as Federation Internationale de Roller Sports - FIRS) World Championships who are capable of competing with other international-level entries shall have competed in its most recent annual championship. iii) Speed-At least two entries for each event regularly found on the program for the Pan American Games and World Skate (formerly known as Federation Internationale de Roller Sports - FIRS) World Championships who are capable of competing with other international-level entries shall have competed in its most recent annual championship.
- (f) "Capable of conducting international athletic competition" means able to demonstrate with a reasonable degree of certainty its financial and managerial capacity to plan and execute its obligations, including but not limited to:
  - i) The ability to plan, organize, promote and conduct an international competition of a size and quality appropriate to international competition;
  - ii) The ability to attract qualified international officials to conduct the competition.

D. CLASS VII. INDEPENDENT COMPETITIVE ROLLER SPORTS GROUPS: Entities or groups seeking Class VII. Membership by acceptance shall submit the required dues and an application on the form or forms prepared by the USARS National Headquarters. The information shall be submitted to the National Office and shall be sufficient for a determination to be made regarding the guidelines for acceptance as a Class VII member and shall include, at a minimum:

1. A copy of the organizational documents, i.e. Articles and Bylaws, Constitution, etc.
2. A printed, typewritten or electronic copy of the organization's complete rules, including rules of competition, safety, officiating, record keeping, and sanctioning.
3. A listing of the names and addresses of all officers and directors, or members of the policy making body, stating their respective positions.
4. A description of the size of the organization, including number of members and number of competitive divisions, if any, such as clubs, leagues, regions or associations.

5. Identification by date, location, number of participants, and type of competition or other activity, of all competitions or other activity arranged, conducted, or sanctioned by the applicant within the 2 years preceding the date of the application. The National Headquarters, initially, shall grant or deny applications for acceptance as a Class VII members in accordance with these Bylaws. There shall be no protest of denials of acceptance. However, all denials of acceptance shall be referred by the National Headquarters to the Board of Directors for consideration at its next regular meeting.

#### SECTION 4. TERMINATION OF MEMBERSHIP.

The membership of any member may be terminated at any time with cause by the Compliance, Ethics and Eligibility Committee, the US Center for SafeSport, or USADA. A member shall have the right to fair notice and a hearing prior to termination. USARS may retain jurisdiction over any member who has pending financial obligations, or pending grievances against him/her, regardless of the status of membership.

#### SECTION 5. TRANSFER OF MEMBERSHIP.

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

### ARTICLE IV. MEETINGS.

#### SECTION 1. REGULAR MEETINGS.

Regular meetings of the Board of Directors shall be held at least twice each year at a time and place, either within or without the State of Nebraska, or virtually as designated by the Chairperson of the Board. The semiannual meeting shall be held within one hundred eighty (180) days of the close of the fiscal year. The annual meeting shall be held not less than thirty-one (31) days or more than eighty-five (85) days after the beginning of the fiscal year. USARS Board meetings are open to observation by any registered USARS member, provided that notice of the intention to attend the Board meeting is given 10 days prior to USARS Headquarters. No person may participate in the meeting without recognition by the President.

## SECTION 2. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called by the President or at the written request of any five (5) Directors.

## SECTION 3. NOTICE.

Notice shall be deemed to be given when the electronic transmission is complete. 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.

## SECTION 4. QUORUM.

A majority of the number of Directors shall constitute a quorum for the transaction of any business at any regular or special meeting of the Board of Directors, but if less than a quorum is present, those present may adjourn the meeting from time to time without further notice.

## SECTION 5. MEMBERS.

Election of Directors by voting members shall be electronic ballot in lieu of an annual meeting. Information of significant corporate actions shall be communicated to members through electronic notification in lieu of an annual meeting.

## SECTION 6. ABSENCE.

If an athlete representative is not going to be at the board table, he/she must notify the National Office 45 days prior in order to invite the runner up. The alternate will be invited by the organization to be a voting member for that meeting.

## SECTION 7. WRITTEN CONSENT.

The unanimous written consent of all directors on the Board shall also constitute an act of the Board.

## SECTION 8. PRESUMPTION OF ASSENT.

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

## SECTION 9. 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 each and every director of the Board in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director who delivers a writing described in this Section to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

# ARTICLE V. BOARD OF DIRECTORS.

## SECTION 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 USARS shall be managed by, its Board of Directors.

## SECTION 2: FUNCTION OF THE BOARD.

The USARS Board of Directors shall represent the interests of the Roller Sports community for USARS in the United States and its athletes by providing USARS with policy, guidance and strategic direction. The Board shall oversee the management of USARS and its affairs, but it does not manage USARS. The Board shall select a well-qualified Executive Director and diligently oversee the Executive Director in the operation of USARS. The Board shall focus on long-term objectives and it's 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:

- A. Implements procedures to orient new Board directors, to educate all directors on the business and governance affairs of USARS, and to evaluate Board performance;

- B. Selects, compensates, evaluates, and may terminate the Executive Director and plans for management succession;
- C. Reviews and approves USARS strategic plan and the annual operating plans, budget, business plans and corporate performance;
- D. Sets policy and provides guidance and strategic direction to management on significant issues facing USARS;
- E. Reviews and approves significant corporate actions;
- F. Oversees the financial reporting process, communications with stakeholders, and USARS legal and regulatory compliance program;
- G. Oversees effective corporate governance;
- H. Approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- I. Reviews and approves financial statements, annual reports, financial and control policies, and, upon the recommendation of the Finance Committee, selects independent auditors;
- J. Monitors to determine whether USARS assets are being properly protected;
- K. Monitors USARS compliance with laws and regulations and the performance of its broader responsibilities; and
- L. Ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.
- M. Ensures athlete safety rules, policies, and procedures comply with requirements.

### SECTION 3. DIVERSITY OF DISCUSSION.

USARS Board shall be sensitive to the desirability of diversity at all levels of USARS, including among its athletes. USARS Board shall develop and implement a policy of diversity at all levels of USARS, supported by meaningful efforts to accomplish that diversity. USARS Board shall develop norms that favor open discussion and favor the presentation of different views.

### SECTION 4. QUALIFICATIONS.

Each director of the Board must be a citizen of the United States and eighteen (18) years of age or older. A director need not be a resident of Nebraska.

A director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgement, and (iii) be effective, in conjunction with the other directors, in collectively serving the long-term interests of USARS. Directors shall

possess the highest personal values, judgement and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial and other challenges that face USARS. 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 director, who shall also serve on the Finance Committee, shall have financial expertise.

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

## SECTION 5. MEMBERSHIP.

The number of Directors shall not be less than thirteen (13). The number of directors shall be established by resolution of the Board of Directors, from time to time, provided that reducing the number of directors shall shorten no director's term. The Directors shall be selected without regard to race, creed, color, religion, age, national origin or sex. It shall be the policy of USARS to assure reasonable representation of both males and females on the Board. The Board of Directors shall be composed of members of USARS. At least twenty percent (20%) or higher to thirty three (33) percent if dictated by a change of requirements within the Ted Stevens 16 Olympic and Amateur Sports Act, 36 U.S.C. §220501 et seq. or the S.2330 - Empowering Olympic, Paralympic, and Amateur Athletes Act of 2020 of the Directors shall be individuals who are actively engaged in athletic competition in roller sports and who have represented the United States in international competition in roller sports within the preceding ten (10) years. No member of the USARS Board of Directors is or may be an officer of any other sports organization recognized as an NGB.

## SECTION 6. SELECTION AND TERM OF OFFICE.

All Directors must be current USARS members in good standing and maintain membership in good standing throughout their term. Each Director, except for ex officio members of the Board and except as required to provide for staggered terms, shall be elected for a period of three (3) years and until his or her successor is elected and qualified. The terms of the Directors shall be staggered so as to provide that approximately one-third (1/3) are selected each year. Elections by Class I, II, IV and VI members shall be conducted by electronic ballot in lieu of an annual meeting. Electronic ballots for eligible Class I, II, IV and

VI members shall be delivered forty-five (45) days prior to the Fall Annual Board Meeting of each year to the members of each class or subclass electing a director in such year, to be returned ten (10) days prior to the Fall Annual Board Meeting for tabulation. No proxy voting shall be permitted. Ex Officio members' terms shall commence immediately upon their eligibility to be directors. Other directors' terms shall commence at the close of the annual meeting following their selection unless a runoff election is necessary, in which case that director's term shall commence either (1) at the close of that year's annual meeting or (2) immediately upon the announcement of the results of the runoff election, whichever is later. A runoff election will be conducted by electronic ballot within ten (10) days following the close of the Fall Annual Board Meeting, for any election under this section in which no candidate receives a majority of the vote. In the case of Class I, II, IV and VI board seats, USARS will electronically mail ballots containing the names of the two nominees who received the most votes to all eligible electors for the board seat involved. In the event that there is a tie between the nominees who received the most votes, the names of all the nominees who received or tied for the top two places will be mailed to the eligible electors. Eligible electors in the re-run election must return their votes to the USARS principal office no later than thirty (30) days after the conclusion of the Fall Annual Board Meeting for tabulation. Eligibility of electorship as set forth below shall be determined by a member's status at the beginning of the month preceding the deadline for distribution of ballots for those positions selected by election. An individual USARS member may vote in all membership categories for which he or she may qualify. Successor directors shall be selected as follows:

- A. Athletes (3 Year Term) - All Athletes will meet the requirements outlined in Article VIII, Section 8.
  - 1. Speed Athletes. Class I members belonging to USARS shall be entitled to elect one (1) director, as defined in Section 4 that follows.
  - 2. Figure Athletes. Class I members belonging to USARS shall be entitled to elect one (1) director, as defined in Section 4 that follows.
  - 3. Hockey Athletes. Class I members belonging to USARS shall be entitled to elect one (1) director in their respective Hockey discipline (Rink Hockey and Inline Hockey), as defined in Section 4 that follows.
  - 4. Roller Derby Athletes. Class 1 members belonging to USARS shall be entitled to elect one (1) director, as defined in Section 4 that follows.
  - 5. Eligibility and Procedure. Please see the Athlete Representation requirements outlined in Article VIII, Section 8.
- B. The selection of athletes to service on the board of directors must follow the procedures outlined in the bylaws per Athlete Representation, Article VIII, Section 8.

- C. Officials. (3 Year Term) Class II members with voting rights (USARS commissioned national championship meet officials who are serving and have served in such capacity for at least the immediately preceding two (2) years) shall be entitled to elect one (1) director. Each "official" elector will be entitled to one vote per person, regardless of the number of commissions held by an official or positions filled at the National Championships. Candidates may be nominated by the nominating committee or by petition and shall meet the following requirements:
1. Be a USARS commissioned national championship meet official for a minimum of five (5) years;
  2. Be a current USARS member;
  3. Be actively involved in USARS programs;
  4. Contribute significantly to the advancement of roller sports;
  5. Agree in writing to abide by USARS Code of Ethics; and
  6. Shall submit a resume and application for the board seat.
- D. Clubs. (3 Year Term) Class IV members not on probation, which are chartered clubs, as defined in Article III, Section 3, shall each be entitled to elect one (1) director, with the one vote of each club to be cast by its President or other authorized club officer on behalf of the Club. Candidates may be nominated by the Nominating Committee or by petition and shall meet the following requirements:
1. Be a USARS club officer for a minimum of five (5) years;
  2. Be an officer in league, state or regional association for a minimum of three (3) years;
  3. Be a current USARS member;
  4. Be actively involved in USARS programs;
  5. Contribute significantly to the advancement of roller sports;
  6. Agree in writing to abide by USARS Code of Ethics; and
  7. Submit resume and application for board seat.
- E. Coaches. (3 Year Term) Class VI members who are USARS certified coaches shall be entitled to elect one (1) director. Each coach elector will be entitled to one vote per person, regardless of the number of sports in which a certified coach may be registered. Candidates may be nominated by the Nominating Committee or by petition and shall meet the following requirements:
1. Be a USARS advanced or elite certified coach for a minimum of five (5) years;
  2. Be actively engaged as a teaching coach;
  3. Contribute significantly to the advancement of roller sports;
  4. Agree in writing to abide by USARS Code of Ethics; and
  5. Submit a resume and application for the board seat.



F. World Skate (formerly known as Federation Internationale de Roller Sports - FIRS) Delegates. One USARS delegate to World Skate (formerly FIRS) shall be an ex officio member of the USARS Board of Directors with vote. Seating shall be according to the following priority:

1. A USARS member elected to the World Skate Executive Commission, including but not limited to the president of World Skate, first vice president of World Skate, FATC (Figure Committee) Chairperson, FRHTC (Rink Hockey Committee) Chairperson, FIHTC (Inline Hockey Committee ) Chairperson, FSTC (Free Style/Slalom) Chairperson, Roller Derby Chairperson, Inline Freestyle Chairperson and Skateboarding/Roller Freestyle Skating Chairperson, provided that if more than one USARS member attains these positions, the one with the most seniority will qualify as the member of the USARS Board of Directors;
2. In the absence of one USARS delegate being elected to the World Skate (formerly FIRS) Executive Commission, any USARS member who is elected as the North American Continental Vice President of World Skate (formerly FIRS), and thus is a member of the World Skate (formerly FIRS) Central Committee, shall qualify as a member of the USARS Board of Directors; and
3. If the position on the Board is not filled by the above priorities, then a USARS member who is elected as a member of a World Skate (formerly FIRS) technical committee, other than its president, shall be a member of the USARS Board of Directors. If more than one (1) person should qualify, the individual with the highest rank within the technical committee or the person with the greatest FIRS technical committee seniority shall receive the USARS board seat. Upon qualification as a USARS director, such director's term shall be concurrent with his or her World Skate (formerly FIRS) term in office and maintenance of priority as defined above.

G. World Skate America (formerly Confederacion Panamericana of Roller Sports - CPRS) Delegates. One USARS delegate to World Skate America shall be an ex officio member of the USARS Board of Directors with vote. Seating shall be according to the following priority:

1. A USARS member elected to the World Skate America Executive Committee, including but not limited to the President of World Skate America, the first, second and third vice president of World Skate America, Hockey Committee President, Speed Committee President and Figure Committee President; provided that if more than one USARS member attains these positions, the

one with the most seniority will qualify as the member of the USARS Board of Directors.

2. In the absence of one USARS delegate on the World Skate America Executive Committee, any USARS delegate who is elected as a member of the World Skate America Technical Committee, other than its president, shall be a member of the USARS Board of Directors. If more than one (1) person shall qualify the individual with the highest rank within the Technical Committee or if none, the person with the greatest World Skate America Technical Committee seniority shall receive the USARS board seat. Upon qualification as a USARS director, such director's term shall be concurrent with his or her World Skate America term in office and maintenance of priority as defined above.
- H. National Roller Sports Organizations. Each Class V member and director candidate shall be able to apply and be considered, upon review and approval of the Board of Directors to select one (1) director whose 3-year term of office shall commence at the close of the next regular Board meeting after such member's admission into membership so long as his or her organization remains a member in good standing.
- I. Athletes' Advisory Council (AAC) (4 Year Term). The USARS Athletes' Advisory Council representative of the USOPC shall be entitled to a seat (1) on the Board of Directors, ex officio with vote. The USOPC AAC alternate representative shall be entitled to a seat on the Board of Directors with voice and no vote.
- J. Grassroots Representatives. (3 Year Term) Two (2) directors shall be elected by the Board of Directors to represent domestic and multi-sport developmental interests of USARS in terms of funding, management and program administration. The Nominating Committee shall nominate candidates or alternate candidates, at the discretion of the Board, may be proposed who meet the following requirements:
1. Be a current and a minimum 3-year continuous member of USARS;
  2. Possess overall knowledge and experience of the technical aspects for the sport, including, but not limited to, competitive roller sports, coaching, various official assignments and administrative experience as a club officer;
  3. Be actively involved in USARS programs;
  4. Contribute significantly to the advancement of roller sports;
  5. Agree in writing to abide by USARS Code of Ethics; and
  6. Submit a resume and application for a board seat.
- K. At-Large Representatives. (3 Year Term) Two (2) directors shall be elected by the Board of Directors from business/professional persons or others with special talents to contribute to the USARS Board of Directors and who have an interest in

competitive roller sports. The Nominating Committee shall nominate the candidates or alternate candidates, at the discretion of the Board, may be proposed who meet the following requirements:

1. Be a current member of USARS;
  2. Possess special knowledge and experience of a technical or business nature or of the professions, which could be utilized to improve the management and development of the sport of competitive roller sports;
  3. Be actively involved in USARS programs;
  4. Agree in writing to abide by all current USARS policies and codes.
  5. Submit a resume and application for a board seat.
- L. Independent. (1-3 Year Term) One (1) director shall be elected by the Board of Directors from the community and be independent from personal involvement with Roller Sports and other related Roller Sports connected involvement (Manufacturing, Rink Ownership, etc.) The Nominating Committee shall nominate the candidates at the discretion of the Board, may be proposed who meet the following requirements:
1. Agree to become a member of USARS;
  2. Meet the criteria established through the USOPC's NGB Certification requirements;
  3. Agree in writing to abide by the USARS Code of Ethics; and
  4. Submit a resume and application for a board seat or be recommended by the USOPC.
  5. The Independent Candidate should not have been employed or served in any governance position (whether a paid or volunteer position) with the NGB (USARS), World Skate or Regional capacity with World Skate, or any sport family entity connected to USARS within the preceding two years.
  6. The Independent Candidate must not have been affiliated with or employed by the NGB's outside auditor or outside council for the preceding two years.
  7. The Independent Candidate must not be an immediate family member or be affiliated with or employed by the NGB's outside auditor or outside counsel as a partner, principal or manager.
  8. The individual may also not have served on the NGB's Athlete Advisory Council within the preceding two years.
  9. The individual may not have been a member of any constituent group with representation to the Board of Directors of USARS within the preceding two years.
  10. The individual may not have received any compensation from USARS, directly or indirectly within the preceding two years.
  11. The individual may not have served as an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USARS within the preceding two years.
  12. The individual may not be an immediate family member of anyone that was employed by or held any governance position (whether a paid or volunteer position) with USARS, the IF, the international sport region entity, or any sport family connected to USARS in the preceding two years.

13. The member must maintain an independent perspective by maintaining the requirements above for the entire term and any successive term with the exception of holding any governance position with the USARS or IF and reimbursement of expenses related thereto.

14. The individual may not be the parent or close family member or coach of an athlete that has competed in a protected competition of USARS.

15. The individual may not be a member of USARS in a membership category that participates in competitions.

M. In order to properly assure an individual is vetted and meets the criteria established within section 6 of these bylaws, all candidates for Board of Director service must be vetted, prior to election, either from the USARS Nominating or Athlete Nominating process. Nominations for positions from the floor while the Board is in session will not be accepted.

## SECTION 7. VOTING AND MANNER OF ACTING.

Each director shall have one vote. No proxy voting shall be allowed. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws.

## SECTION 8. MAIL BALLOT.

At the discretion of the President or at the written request of five (5) Directors, any issue arising between regular Board meetings may be submitted to the Board by mail ballot. The mail ballot may be tabled by the vote of five (5) Directors.

## SECTION 9. VIRTUAL MEETING OR TELEPHONE CONFERENCE CALL.

At the discretion of the President, any special meeting of the Board of Directors may be conducted by telephone conference call or virtually via an electronic system platform, provided that each director participating in the meeting is able to speak to and hear each other participating director. Participation by such means shall constitute presence in person at a meeting.

## SECTION 10. INTEREST OF DIRECTORS IN TRANSACTIONS.

Transactions between USARS and any corporation, firm, or association in which one or more of the directors are directors, employees, or are financially interested, shall be valid provided such interest shall be known to all directors, and shall be made a part of the record.

## SECTION 11. TERM LIMITS

Each Director, except for ex officio members of the Board and except as required to provide for staggered terms, shall be elected for a period of three (3) years and until his or her successor is elected and qualified. The terms of the Directors shall be staggered so as to provide that approximately one-third (1/3) are selected each year. Each position is not to exceed three, three (3)-year terms or a total of 9 years.

## SECTION 12. DIRECTORS ATTENDANCE.

Directors are expected to attend in person or via virtual all regularly scheduled board meetings. Each director must attend a minimum of at least one half (1/2) of the meetings during any twelve-month period.

## SECTION 13. REMOVAL AND VACANCIES.

- A. A director's position on the Board shall be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director shall resign at any time by giving written notice to the Chairperson of the Board of USARS, except the Chairperson's resignation shall be given to the President. Such resignation shall take effect at the time specified in the written notice, and unless otherwise specified in the written notice, the acceptance of such resignation shall not be necessary to make it effective.
- B. A director may be removed for cause by three-fourths (3/4) vote of the Board members present at a regular or specially called meeting of the Board of Directors.
  1. The director shall be entitled to not less than 30 day notice of the regular or special meeting of the Board of Directors at which the motion to remove shall be voted on and of the alleged cause upon which the motion shall be based.
  2. The director shall be entitled to be heard on the alleged cause and shall be entitled to be represented by counsel.
  3. The following shall constitute cause for removal: Failure to attend two consecutive regular meetings of the Board, except for reasons beyond the control of the director; unruly or disruptive behavior at a Board Meeting; violation of a Board of Director's policy or USARS By-Law when the director knew or should have known of the policy or by-law; an act or acts bringing disrepute on the Board of Directors, USARS or the sport of roller skating.
- C. Any vacancy occurring in the Board of Directors, other than ex officio members, shall be filled by election or appointment, as the case may be, by the constituency

that elected the director filling the seat prior to the vacancy. When the filling of a vacancy requires the vote of a constituency of members, the Board of Directors may appoint an interim director to serve until that constituency in the next available annual election process can elect a replacement. The person appointed by the Board to serve as an interim director must be a USARS member in good standing, which meets all the published requirements of that respective constituency for nomination to the position.

- D. If and when a board member misses two consecutive meetings he or she will be notified that they are in jeopardy of being removed from the board.

#### SECTION 14. AGENDA.

The agenda for a meeting of the Board shall be set by the Chairperson of the Board/President after consultation with the Executive Director. A director may request that items be placed on the Board agenda.

#### SECTION 15. QUESTIONS OF ORDER AND BOARD MEETING LEADERSHIP.

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

#### SECTION 16. 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 the Bylaws or when a definite effective date is recited in the record of the action taken.

#### SECTION 17. OPEN AND EXECUTIVE MEETING SESSIONS.

Ordinarily, all meetings of the Board of Directors shall be open to USARS members. In the event the Chairperson of the Board, with the consent of a majority of the directors of the Board in attendance, deems it appropriate: (i) to exclude members at an open meeting for any reason, then the Chairperson 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 Chairperson may specifically designate and call an executive session. Further, the Chairperson of the Board may open a meeting of the Board to non-members, with the consent of a majority of the directors of the Board in attendance.

## SECTION 18. MINUTES OF MEETINGS.

The minutes of all meetings of the Board of Directors shall be published on USARS website. Every reasonable effort will be made to publish the minutes within thirty (30) days after completion of the meeting. Minutes must state high-level topics discussed during executive sessions. Minutes should also include when individuals recuse themselves from voting or topics due to a conflict of interest.

## SECTION 19. COMPENSATION.

Directors of the Board shall not receive compensation for their service as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USARS policies, to include one's primary membership fee. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USARS in any other capacity. It is also the duty of USARS to compensate, specifically to elected athletes, expenses related to travel and lodging for Board of Director meetings that will be held in person.

Directors of the Board shall not receive compensation for their service as directors. Elected athletes must be compensated for any expenses related to attending Board of Director meetings held in person. All other directors of the Board may receive reimbursement for reasonable expenses in accordance with USARS policies, including their primary membership fee.

## ARTICLE VI. OFFICERS.

### SECTION 1. TERM AND ELECTION.

The regular officers shall consist of Chairperson of the Board, President, at least one (1) Vice President, a Corporate Secretary/Executive Director and a Treasurer that shall be elected or re-elected to a one-year term, not to exceed nine terms, by the Board of Directors at the annual meeting.

- A. Candidates for USARS Chairperson of the Board, President and at least one (1) Vice President, shall be selected from only voting members of the Board.
- B. The Corporate Secretary/Executive Director of USARS shall serve as a non-voting member of the Board of Directors.
- C. The USARS Treasurer need not be a voting member of the Board of Directors.
- D. The Chairperson of the Board must be a voting member of the Board of Directors.

## SECTION 2. THE CHAIRPERSON OF THE BOARD.

The Chairperson of the Board shall call regular and special meetings of the Board of Directors, shall preside at all meetings and shall perform other duties prescribed in these Bylaws. The Chairperson of the Board shall substitute for the President as principal executive officer of USARS in the event of inability of the President to represent USARS or with the expressed permission of the President. The Chairperson of the Board shall also serve as the primary spokesperson for USARS, in the event the Executive Director is unable to perform their duties related to communication of USARS matters to the public and membership.

## SECTION 3. THE PRESIDENT.

The President shall be the principal executive officer of USARS and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation.

## SECTION 4. THE VICE PRESIDENT.

The Vice President shall substitute for the President as principal executive officer of USARS if the Chairperson is unable to do so, with the expressed permission of the President or when authorized to do so under Section 7 of this Article. The Vice President shall be assigned as the lead or primary point of contact for special projects as deemed necessary.

## SECTION 5. CORPORATE SECRETARY/EXECUTIVE DIRECTOR.

The Secretary, who may or may not be the Executive Director, shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws as required by law; (c) be custodian of the corporate records and seal of USARS and see that the seal of USARS is affixed to all documents, the execution of which on behalf of the USARS under its seal is duly authorized; and (d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or



by the Board of Directors. The Corporate Secretary/Executive Director, or a designee, shall sign and issue sanctions for competitions, carnivals and exhibitions, but only after the same have been approved as provided in these Bylaws.

## SECTION 6. THE TREASURER.

The Treasurer shall monitor and report all financial matters, specific to the requirements as dictated in the USA Rollers Sports financial procedures manual, to the Board of Directors and perform all of the duties incident to the office of Treasurer and such other duties as from time to time that may be assigned by the President or by the Board of Directors.

## SECTION 7. RESIGNATION, REMOVAL AND VACANCIES.

An officer's position with USARS may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. An officer may resign at any time by giving written notice to the Board. 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.

Officer's may be removed with or without 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 director in question).

Any Officer vacancy shall be filled by the Board within 45 days, and after a candidate has been vetted and recommended by the Nominating committee, and by majority vote. A person elected to fill a vacancy shall be elected for the unexpired term of such predecessor in office.

## SECTION 8. COMPENSATION.

Officer's shall not receive compensation for their service, although the reasonable expenses of the Officer may be paid or reimbursed in accordance with USARS policies.

## ARTICLE VII. FIDUCIARY MATTERS.

### SECTION 1. INDEMNIFICATION.

USARS shall defend, indemnify and hold harmless each director of the Board and each officer from and against all claims, charges and expenses which he or she incurs as a result

of any action or lawsuit brought against such director or officer arising out of the latter's performance of his or her duties with USARS, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or director.

## SECTION 2. DISCHARGE OF DUTIES.

Each director of the Board and officer shall discharge his or her duties: (i) in good faith, (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances, and (iii) in a manner the director or officer reasonably believes to be in the best interests of USARS.

## SECTION 3. CONFLICTS OF INTERESTS.

If any director of the Board, officer, or committee member has financial interest in any contract or transaction involving USARS, or has an interest adverse to USARS business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest, (ii) not participate in the evaluation of the contract, transaction or business affair and (iii) not vote on the contract, transaction or business affair.

## SECTION 4. PROHIBITED LOANS.

No loans shall be made by USARS to any director of the Board, officer, committee member, or to any USARS employee.

# ARTICLE VIII. COMMITTEES.

All Committees shall consist of 5-9 members.

## SECTION 1. EXECUTIVE COMMITTEE.

The Board of Directors may elect an Executive Committee of ~~six~~ members from the Board of Directors who shall have the power of government of USARS between meetings of the Board of Directors to the full extent allowed by law. The committee shall be made up of six (6) voting Board of Director members; President, Vice President, two (2) additional Board of Director members, AAC Rep, and one (1) additional elected athlete. The Chairman of the Executive Committee shall be the President of USA Roller Sports. For this committee, the selection of the two (2) additional Board of Director members and the additional athlete will come via nomination from the Board of Directors in the current session and approved by the Board of Directors at the fall meeting. All current officers and members of the Board

of Directors may attend any Executive Committee meetings or sessions and shall be recognized with no voting authority.

## SECTION 2. STANDING COMMITTEES.

Standing committees will carry either an administrative or sport committee designation.

- Administrative committees will have their chairperson appointed by the Board of Directors through recommendation of the Committee on Committees.
- Sport committees will elect their own chairperson after their committee has been approved by the Board of Directors through recommendation by the Committee on Committees.
- The Athlete Advisory Committee shall be designated as Standing Committee only, and their Chairperson shall be the currently elected AAC Rep. All committees will be assigned a nonvoting staff advisor by the Executive Director, who will be required to attend all meetings.
- Committee Chairs, in conjunction with their assigned staff advisor will establish a consistent meeting schedule, agendas, and follow up minutes.
- In addition, each committee should as part of their duties, deliver a report to both the fall and spring Board of Director meetings that will address current issues, requests and action.
- The committees should also actively work in conjunction with the organization's Strategic Plan, as they establish short, mid and long-term goals.
- All standing committees must maintains among its voting members individuals who are actively engaged in athletic competition in Roller Sports or who have represented the United States in an international athletic competition in Roller Sports within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than twenty (20) percent or higher to thirty three (33) percent if dictated by a change of requirements within the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. §220501 et seq. or the S.2330 - Empowering Olympic, Paralympic, and Amateur Athletes Act of 2020.

The Standing Committees shall be as follows:

- A. Committee on Committees
- B. Finance Committee
- C. Compliance, Ethics & Eligibility Committee
- D. Nominating Committee
- E. Figure Committee
- F. Speed Committee

- G. Rink Hockey Committee
- H. Inline Hockey Committee
- I. Roller Derby Committee
- J. Athletes Advisory Committee
- K. Athlete Nominating Committee

### SECTION 3. COMMITTEE ON COMMITTEES.

- A. The Board of Directors shall nominate and elect five (5) members of the Committee on Committees, which shall be comprised of the President of USARS as the Chairperson, either the AAC Rep or AAC Alternate, one (1) additional elected athlete to the Board of Directors and two other current Board of Director members.
- B. The function of the Committee on Committees is to recommend for approval of the Board of Directors all standing (administrative) and special committee chairs and members. of USARS and to recommend all standing (sport) committee members only, as those committees will elect their own chair. The Committee on Committees will present, but not recommend or choose, the slate of members and chairs specific to itself, the Nominating Committee and the Athlete Nominating Committee, all of which have their own selection criteria. Committee on Committees will also recommend members and a chairperson for Special Committees that are slated for renewal.
- C. The Committee on Committees shall be elected at the Spring Board of Directors meeting and shall work with all committees in advance of their meeting to receive feedback from the committees where vacancies exist. The final slate of recommendations will be provided to the Board of Directors at the Fall meeting.

### SECTION 4. SPECIAL COMMITTEES.

The Board of Directors may during the season find a need to create, from time to time, such other committees, as it may deem necessary. The President shall appoint the chairperson and members of a new special committee with the approval of the Board of Directors. Special Committees that are slated for renewal will go through the Committee on Committees process in selecting their members and chair.

- A. Hall of Fame & Awards Committee
- B. Elite Coaches Selection Committee
- C. Communication & Technology Committee
- D. Education/Star Skate Committee

## E. National Championships Planning Committee

### SECTION 5. CONFERENCE CALLS AND VIRTUAL MEETINGS.

Authorization of Committee conference telephone calls and virtual meetings shall lie within the jurisdiction of the USARS Executive Director, who will determine the maximum length of the call predicated on the pre-approved meeting agenda for the conference call. This is required for Committee budgetary control.

### SECTION 6. NOMINATING COMMITTEES.

#### A. Appointment and Eligibility

- a. Nominating Committee. The Nominating Committee shall be a Standing Committee of five (5) members consisting of the following:
  - i. One past or present National Officer, selected by the USARS Board of Directors, who shall serve as the Chair of the Committee, with vote.
  - ii. The USARS representative on the Athletes Advisory Council of the U.S. Olympic & Paralympic Committee, or the elected alternate who acts as replacement for the representative.
  - iii. Three Regional Representatives, taken from among the nine currently elected Regional Chairmen. The nine regions will be divided into groups of three (3) and referred to as Regional Association Groups. The three Regional Representatives of the Nominating Committee will be alternately selected from each group of elected Regional Chairmen, beginning with Group 1, the following year Group 2 will be selected, afterward Group 3 and repeating starting with Group 1. The Regional Associations will be grouped as follows: Group 1 - Southwest Pacific, Northwest Pacific and South Central. Group 2 - North Central, Great Lakes and Southern. Group 3 - Northeastern, Eastern and Southeastern. If one of the current Regional Chairmen from designated group is a candidate for election or reelection to the USARS Board of Directors, the replacement Nominating Committee Member shall be the Vice Chairman of that Region, or the next highest ranking Regional Officer.
- b. Athlete Nominating Committee. The Athlete Nominating Committee shall consist of members of the USARS Athletes Advisory Council, exclusive of any member who may be running for current election to a Board seat. The

USARS Athletes Advisory Council will appoint substitute committee members from the appropriate sport should a current USARS AAC member be thus disqualified.

- B. Restriction. No person may be a candidate for or serve on the Nominating Committee and at the same time be a candidate for elective or appointive office, which is under review by that same Nominating committee. In no event may more than two members of the Nominating Committee be a current officer or director of USARS.
- C. Nomination Process.
  - a. The Nominating Committee shall provide for the Board of Directors' consideration at the Annual Meeting, a recommended roster of candidates for the appointed seats on the Board of Directors, i.e., At-Large and Grassroots. The Nominating Committee shall solicit and screen eligibility and may interview applicants for all seats on the USARS Board of Directors, other than those seats to be filled by election by Class I members, Class V organizations or the USOPC Athletes' Advisory Council member from USARS. March 15 - Deadline for interested members to return applications for seats on Board of Directors (all classes) May 15 - Deadline for Nominating Committee (Class II, IV, VI) to select and submit slates to the National office.
  - b. The Nominating Committee shall submit to the eligible electors two (2) qualified candidates for each board seat in the Class II (national championship officials), IV (chartered clubs), and VI (certified coaches) elector categories. The election each year will present only one of these three membership categories on the electronic ballot, unless a vacancy should exist for an unexpired term.
  - c. The Nominating Committee also shall prepare for the Board of Directors' consideration at the annual meeting a recommended roster of candidates for Officers and openings in Grassroots, At-Large and Independent seats on the Board of Directors. In addition, the Nominating Committee will review and recommend any applications for board seats by National Roller Sports Organization Class V members. Alternate candidates at the discretion of the Board of Directors may be considered for open Board seats or Confederation Officers. In the event of a run-off election for Board seats, the Nominating Committee shall delay its recommendation of USARS officers until the run-off is concluded.
  - d. The USARS Athlete Nominating Committee shall submit to the eligible electors' two (2) qualified candidates for each board seat to be filled by a

sport discipline's members within Class I (Athletes), with the election each year to present candidates to only one of the three federations unless a vacancy should exist for an unexpired term.

- e. In the review of potential candidates for the USARS Board of Directors, the Nominating Committee and the Athletes Nominating Committee shall be responsible for USARS remaining in compliance with the Sports Act and the United States Olympic & Paralympic Committee Constitution by maintaining reasonable representation of both male and female directors, maintaining appropriate balance along the representative sports and participating groups that operate within the USARS structure and assuring that prospective board members are selected without regard to race, creed, color, religion, age, national origin or sex as required in Article V, Section 2 of the Bylaws.
- f. Nominations may also be submitted from the field by petition. Each such petition must contain the signatures of twenty-five (25) eligible athlete electors for the applicable athlete board vacancies, twenty-five (25) eligible National Championships officials' signatures for an Official's board seat vacancy, seventy-five (75) eligible club representative signatures for the applicable club board seat vacancy, and seventy-five (75) eligible Certified Coach signatures for a Coach Board seat vacancy. Such nominees are required to meet the criteria for the particular board vacancy to which he or she is nominated. The petition must include a submitted factual biography of the nominee, which shows his or her qualifications for the board seat and the signature of the nominee consenting to nomination by petition. Nominating petitions must be submitted to the national office no later than June 1 of the year in which the election for the board vacancy will be held. The USARS website shall contain a list of persons nominated by petition.
- g. No person shall be eligible to be nominated by the Nominating Committee and/or by petition as a candidate for more than one director's position on the electronic ballots during the same election period.

## SECTION 7. SPORT LEADERSHIP (DISCIPLINE) COMMITTEES.

- A. Appointment and Eligibility. To accomplish the work of each sport within USARS, there will be a five to nine-person committee for each sport in Roller Sports. Each Committee will be elected by the Board of Directors from resumes submitted to Committee on Committees and recommended to the Board. Each Committee will include among its voting members individuals who are actively engaged in athletic competition in USA Roller Sports or who have represented the United States in an

international athletic competition in Roller Sports within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than twenty (20) percent or higher to thirty three (33) percent if dictated by a change of requirements within the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. §220501 et seq. or the S.2330 - Empowering Olympic, Paralympic, and Amateur Athletes Act of 2020 and one staff advisor as assigned by the Executive Director, who will have no voting authority. All other positions are elected for four-year terms of office. Members may serve no more than two consecutive four-year terms. The board will be aware and sensitive to diversity of gender, ethnicity, geographic location in his or her appointments to ensure that there is national representation and meeting the requirements of the USOPC. Leadership Committees shall elect their chairperson at the first meeting following the Fall Annual Board Meeting. The Executive Committee or Board will affirm those actions.

- B. Procedures for Election of the Sport Leadership Committees Term of Office – The elective term of office shall be four years, with staggered terms to ensure continuity. The following membership groups will be eligible for submitting resumes to be a Sport Committee member – coaches, athletes and officials. Initial election will have designated terms to stagger terms which may dictate a term shorter than four years.
1. Athletes
    - (a) Figure, Inline Hockey, Rink Hockey, Speed and Roller Derby athletes shall be entitled to be elected to the Sport Leadership Committee.
    - (b) Only members who have attained 18 years of age or older and who meet the USOPC definition of an active athlete (meaning they must have competed in roller sports in the Olympics, Pan American, Senior World Championships or other Senior International Elite Level Competitions within the immediately preceding ten years) may apply to and qualify for nomination for a Sport Leadership Committee.
  2. Officials, Figure, Inline Hockey, Rink Hockey, Speed and Roller Derby officials who are commissioned national championships officials who have served in such a capacity for at least the immediately preceding two (2) years shall be entitled to submit a resume to be elected to a Sport Leadership Committee.
  3. Coaches, Figure, Inline Hockey, Rink Hockey, Speed and Roller Derby coaches, when possible, who are USARS advanced or elite level coaches shall be entitled to submit a resume to be elected to a Sport Leadership Committee.



## SECTION 8. ATHLETE REPRESENTATION –

### A. Board of Directors

1. Composition and Eligibility beginning with the 2022 election (unless an exception is given by the NGB Athlete Representation Athlete Review Working Group (ARRWG)):
  - a. Athlete Representatives will equal at least 33.3% of all USA Roller Sports Boards of Directors, Executive Boards, and other governing Boards.
    - i. At least 20% of Board voting members must be 10-Year Athlete representatives. The remaining athlete representatives that bring total athlete representation to 33.3% must be either 10-Year or 10-Year+ Athlete Representatives.
    - ii. At least half of these Athlete Representatives will have obtained 10-Year or 10-Year+ eligibility through competing at an event that, at the time of election/selection, is on the Delegation Event program.
  - b. USA Roller Sport's representative on the USOPC AAC will be on the USA Roller Sports' Board, with voice and vote.
    - i. This individual is included toward the 20% 10-Year Athlete Representation on the Board's voting members.
    - ii. USA Roller Sport's alternate representative on the USOPC AAC will be a non-voting *ex officio* member of the USA Roller Sports' Board.
  - c. In addition to the 10-Year and the 10 Year+ Athlete requirements, the Conflict of Interest Policies, Ethics Statements, and Code(s) of Conduct of all relevant stakeholders apply in determining the eligibility of a candidate.
2. Election
  - a. All Athlete Representatives (10-Year and 10-Year+) to the USA Roller Sports' Board must be directly elected by the pool of athletes who meet the requirements as a 10-Year Athlete Representative for USA Roller Sports.
  - b. USA Roller Sports' AAC and the USA Roller Sports' Nominating Committee must develop a process to jointly identify and vet candidates to serve as the 10-Year and 10-Year+ Athlete Representatives.
  - c. Terms shall be staggered so that one sport representative will be elected each year to the Board of Directors. Application and qualifications for a board seat to be filled in the following year shall be published on the USARS website. All applications for nomination must be received at the USARS' principal office no later than the following March 15. The Athlete Nominating Committee shall select from the applicant nominees to be voted upon pursuant to

Article VIII E Section 3. A list of the nominees shall be published on the USARS website. Athletes may at this time submit additional nominees from the field for Board positions, according to Article VIII. Section 3 (f). Ballots shall be delivered to eligible voters 45 days before the start of the Fall Annual Board Meeting. Any eligible voter who did not receive an electronic ballot 15 days before the start of the Fall Annual Board Meeting may contact the principal office and a ballot shall be emailed immediately. Votes must be returned and received at the USARS principal office no later than 10 days prior to the start of the Fall Annual Board Meeting. The USARS representative or alternate to USOPC's Athlete's Advisory Council, an officer of USARS and a USARS employee shall tabulate the ballots prior to the annual meeting of the Board of Directors, at the close of which the elected director is to assume office.

## B. Designated Committees

### 1. Composition and Eligibility

a. Athlete Representatives will equal at least 33.3% of all USA Roller Sports Designated Committees. USA Roller Sports Designated Committees include the Nominating Committee, Finance Committee, all Sports Committees, Compliance, Ethics & Eligibility Committee, and any panel empowered to resolve grievances affecting an individual's participation in Protected Competition.

i. At least half of the Athlete Representatives must be 10-Year Athlete Representatives. The remainder must be either 10-Year or 10 Year+ Athlete Representatives.

### 2. Selection

a. The USA Roller Sports AAC and the USA Roller Sports' Nominating Committee must jointly develop a process to identify and vet candidates to serve as the 10-Year and 10-Year+ Athlete Representatives.

b. Following the vetting process, the Athlete Representatives (10-Year and 10-Year+) to the USA Roller Sports' Designated Committees must be selected by the USA Roller Sports AAC from the vetted candidates.

## C. Other USA Roller Sports Committees

### 1. Composition and Eligibility

a. Actively Engaged Athlete Representatives (10-Year or 10-Year+ Athletes or athletes who have been actively engaged in the 24 months prior to their election/selection in a USA Roller Sports-sanctioned

competition as defined by the NGB AAC and approved by the NGB ARRWG) must equal at least 33.3% of all other USA Roller Sports Committees.

## 2. Selection

- a. The USA Roller Sports AAC and the USA Roller Sports Nominating Committee must jointly develop a process to identify and vet candidates to serve as Actively Engaged Athlete Representatives.
- b. Following the vetting process, all Athlete Representatives to USA Roller Sports' Other Committees must be selected by the USA Roller Sports AAC from the vetted candidates.

## SECTION 9. TERM.

The term for all committee members shall be two years, except on the Sport Leadership Committees. 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.

## SECTION 10. TERM LIMITS

The term for all committee members shall be two years, except on the Sport Leadership Committees. The term limits per committee are not to exceed eight years. 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.

## SECTION 11. COMMITTEE MEMBER ATTENDANCE.

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

## SECTION 12. RESIGNATION, REMOVAL and VACANCIES.

A committee member's position on a committee 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. 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.

Committee members may be removed by the Board if they fail to attend in person more than one half (1/2) of the regular committee meetings during any twelve-month period, unless they are able to demonstrate to the directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a director). Committee members may also be removed with or without 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).

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

### SECTION 13. PROCEDURES.

Each committee shall establish procedures for conducting its business and affairs. Such procedures shall be published and made available on the USARS website.

### SECTION 14. OPEN AND EXECUTIVE MEETING SESSIONS.

Ordinarily, all committee meetings shall be open to USARS members. In the event the committee chair, with the consent of a majority of the committee members in attendance, deems it appropriate to exclude members at an open meeting for any reason, then the chair may (i) declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the Board to non- members, with the consent of a majority of the members of the committee in attendance.

### SECTION 15. COMMITTEE MEMBERS MINUTES OF MEETINGS.

Each committee shall take minutes of its meetings and submit to the Corporate Secretary and Executive Director, or their designee in a timely manner. Minutes should also include when individuals recuse themselves from voting or topics due to a conflict of interest.

## SECTION 16. COMMITTEE MEMBERS COMPENSATION.

Committee members shall not receive compensation for their services as committee members, although the reasonable expenses of committee members may be paid or reimbursed in accordance with USARS policies/ Committee members who are not directors of the Board may receive compensation for services rendered to or for the benefit of USARS in any other capacity, provided the Board gives explicit approval.

## SECTION 17. FINANCE COMMITTEE.

The Finance Committee shall have the following responsibilities:

- A. Recommend the independent auditors of USARS, review the report of the independent auditors and management letter, and recommend action as needed;
- B. Investigate matters of financial controls and disclosures and such other matter as directed by the Board; and
- C. Perform such other duties as assigned by the Board.
- D. The Executive Director shall serve as the Staff Advisor to the Finance Committee.
- E. The Finance Committee members should include the President as a non-voting member, meet the requirements of athlete representation and be renewed with one year terms annually.

## SECTION 18. COMPLIANCE, ETHICS & ELIGIBILITY COMMITTEE

The Compliance, Ethics and Eligibility Committee shall be appointed and have the responsibilities as follows:

- A. The Board of Directors shall appoint the members of the Compliance, Ethics and Eligibility Committee and its chair, including the selection and approval of athlete representatives according to Section 8. No director of the board shall be appointed to the Compliance, Ethics and Edibility Committee.
- B. The Compliance, Ethics and Eligibility Committee shall:
  1. Generally administer, review, investigate, and oversee all administrative grievances, right to compete matters, and matters of ethical impropriety filed with USARS including implementation of, and compliance with, the USARS Code of Ethics;
  2. Identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
  3. Hear and render a decision, or appoint, a panel to hear and render a decision, on grievances, disciplinary, and ethical matters;

4. Report to the board on all administrative grievances, right to compete matters, and ethical issues;
  5. Develop, and review on an annual basis, a code of ethics for the Board, officers, employees, committee members, volunteers, and member organizations for adoption by the Board;
  6. Make recommendations on ethical matters to the Board;
  7. Review and provide guidance on ethical questions presented to it by the Board, officers, committee members, volunteers, employees, and USARS members;
  8. Perform such other duties as assigned by the Board.
  9. The Executive Director and one additional staff member shall serve as the Co-Staff Advisors to the Committee.
- C. This committee should meet the requirements of athlete representation and be renewed with one-year terms annually.

## ARTICLE IX. REPRESENTATIVES TO SPORTS ORGANIZATIONS.

### SECTION 1.

The Board of Directors shall, from time to time, elect and the Secretary shall appropriately certify the credentials of the following representatives to sports organizations: A. Delegates to World Skate (formerly the Federation Internationale de Roller Sports - (FIRS); B. Members of the Board of Directors of the USOPC; C. Delegates to World Skate America (previously Confederacion Panamericana of Roller Sports - CPRS).

### SECTION 2. ATHLETES ADVISORY COUNCIL.

Procedures for Election of USARS Representative to the Athlete's Advisory Council of the U.S. Olympic & Paralympic Committee:

- A. Term of Office - The elective term of office will be four years, coinciding with the Olympic quadrennial.
- B. Eligibility - Only athletes who have represented roller sports in the Olympics, Pan American Games, World Championships or other major international competitions are eligible to be nominated for election to the AAC. Such representation must have occurred within the preceding ten years as measured from the first AAC meeting of the quadrennial, which USARS will interpret as January 1. The athlete must not have served two previous terms on the AAC as a representative, but status as an alternate does not constitute serving as a term. If an alternate replaces a

representative and serves over half of the quadrennial in the latter capacity, one term has then been served. Athletes cannot be paid employees of the USOPC or USARS and simultaneously serve on the USOPC AAC.

#### C. Election Procedures

1. Solicitation of eligible athlete nominations for the AAC roller sports representative position will commence November and December prior to the beginning of the Summer Olympic Games and be conducted prior to the end of the quadrennial. All such athletes that meet the eligibility requirements may be nominated. USARS, through its electronic notices and website will notify the entire membership of USARS of the open AAC position and request nominations. Such notice will appear a minimum of twice in USARS electronic notices and remain on its website once posted.
2. Only athletes registered as USARS members and eligible under the AAC criteria as specified above may nominate a candidate, however, a candidate will be permitted to nominate him or herself. Only athletes in this same category may be electors and shall notify the USARS National office of their interest in securing a ballot for election of the AAC representative for roller sports. A statement shall accompany a request for a ballot from the individual denoting their eligibility as an elector/nominator/candidate under the rules of eligibility.
3. Nominations for AAC representative shall be closed no sooner than 90 days after first notice of the election and requests for nominations have appeared in an electronic notice or on the USARS website, but no later than May 15 of the year, prior to the start of a quadrennial. The National Office shall include names of petition nominees in its electronic notices and on the USARS website. An eligible elector may request a ballot at the same time as transmittal of a nomination. A complete list of all nominees that are declared eligible under the rules by the AAC-USARS Nominating Committee will be placed on the ballot in alphabetical order; using the elective timeline established for Board Member positions elected by ballot to the USARS Board.
4. AAC NOMINATING COMMITTEE will consist of the USARS Athlete Members of the Board of Directors for each of the three sports so represented, as well as the roller sports representative on the USOPC Board of Directors acting as Chair, making a Nominating Committee of four individuals. No member of the Nominating Committee may be nominated for this position. Duties of the Nominating Committee:

- (a) Certify the eligibility of nominees.
  - (b) Ensure that all nominees are included on the ballot in alphabetical order without any editorial comment.
  - (c) Certify the results of the election and verify the eligibility of the electors.
  - (d) Only official ballots executed by electors will be counted.
  - (e) The Nominating Committee will select a USARS staff member to act as Secretary for the Committee, to gather executed ballots for the AAC representative, according to the elective timeline for Board Member position elected by ballot, to take place in the year, prior to the new quadrennial. At any time until the deadline, an eligible elector may request a ballot for an AAC representative, provided said ballot is returned and in the custody of the Secretary by the established deadline.
  - (f) Athletes with disputes concerning the election procedure or results shall submit such disputes in writing by Certified Mail to the current AAC Nominating Committee, which shall exercise final jurisdiction on the issue.
5. The qualified individual receiving the most number of votes shall be declared the AAC representative for roller sports during the next Olympic quadrennial. To simplify the procedure, since all nominees are required to be placed on the ballot, as well as to conform to the required timetable, the election will not require a majority of the votes cast. The individual of the opposite gender receiving the second most votes cast will be declared the alternate, regardless of possible duplication sport.
  6. PERMANENT USARS ELECTION TIMELINE September 1 - National Office requests each Regional Association to nominate one person for election to the Nominating Committee (See Article XXVI., Section 6., A., (c). November 1 - Deadline for Regional Associations to return nominations for seats on the Nominating Committee. November/December - National Office publishes election procedure and qualifications on the USARS website, and requests applications from members interested in seats on the Board of Directors. March 15 - Deadline for interested members to return applications for seats on Board of Directors (all classes). March 15 - Deadline for Athletes Nominating Committee (Class I - Athletes) and Nominating Committee (Class II - Officials, IV - Clubs, VI - Coaches to select and submit slates to the National Office. April - National Office publishes Athletes Nominating Committee slate



(Class I) and Nominating Committee slate (Class II, IV, VI) with nominee biographies on the USARS website. July 15 - Deadline for eligible electors to submit names of additional nominees by petition. August 1 - National Office publishes names of petition nominees on the USARS website. Forty-Five (45) days prior to the Fall Annual Board Meeting, electronic ballots are sent for seats on the Board of Directors (Class I, II, IV, VI) to eligible electors. Up to fifteen (15) days prior to the Fall Annual Board Meeting, eligible electors can request an electronic ballot if one was not received. Ten (10) days prior to the Fall Annual Board Meeting, deadline for eligible electors to vote for seats on Board of Directors (Class I, II, IV, VI). Ten (10) days after the Fall Annual Board Meeting, the National Office electronically sends ballots for any runoff election to eligible electors (Class I, II, IV, VI). Thirty (30) days after the conclusion of the Fall Annual Board Meeting, the vote in a runoff election for Class I, II, IV, VI must be received, November/December - National Office publishes results of runoff election.

## ARTICLE X. RIGHT TO PARTICIPATE, SAFE AND DRUG FREE.

### SECTION 1. RIGHT TO PARTICIPATE

All Class I Members, Roller Skaters, Class II Members, Officials, or Class VI Coaches shall have an equal opportunity to participate in athletic competition without discrimination on the basis of race, creed, color, religion, age, sex, or national origin and shall have fair notice and opportunity for a hearing before being declared ineligible to participate.

### SECTION 2. SAFE SPORT

As a member of the National Governing Body of the United States Olympic & Paralympic Committee, USARS is required to adhere to the safe sport Rules and Regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7 (I) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent safe sport organization designated by federal law and recognized by USOPC to investigate and resolve safe sport violations, the U.S. Center for SafeSport. The current safe sport rules, policies and procedures are available at the offices of USARS, the USARS website and the official website of the Center at: [www.USCenterForSafeSport.org](http://www.USCenterForSafeSport.org)

As a condition of membership in USARS and a condition for participation in any competition or event sanctioned by USARS or its member organizations, each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in USARS or USARS events (whether or not a USARS), agrees to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for SafeSport for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time. To the extent any USARS rule is inconsistent with the rules of the U.S. Center for SafeSport, such rule is hereby superseded.

If the U.S. Center for SafeSport declines jurisdiction, USARS would assume jurisdiction and review consistent with its rules.

## SECTION 3 – USADA

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

## ARTICLE XI. MEMBER MISCONDUCT

The U.S. Center for SafeSport (“Center”) has been established by federal law and recognized by the USOPC and is charged with the responsibility of monitoring and enforcing compliance with the SafeSport Code for the Olympic and Paralympic Movement (“SafeSport Code”). the provisions of this Article and of Article XII of these Bylaws are subject to matters within the jurisdiction of the Center. With respect to such matters, discipline will be imposed in accordance with the adjudication and determination by the Center under the provisions of the SafeSport Code.

For the purposes of Article XI and XII, a “Member” is a Covered individual as defined in USA Roller Sports SafeSport Policy (which includes current members of the Corporation, applicants for membership, or any individual who was a member of the Corporation at the time of any alleged Misconduct), and any Member Club of the Corporation.

## SECTION 1. MISCONDUCT.

In the event a member is alleged to have committed any of the following acts (“Misconduct”), the member may be disciplined:

- A. Violation of USARS Athlete Safety or US Center for SafeSport policies or any of the rules, regulations, policies or procedures of the Corporation pertaining to conduct;
- A. Causing another to violate USARS Athlete Safety or US Center for SafeSport policies or any of the rules, regulations, policies or procedures of the Corporation pertaining to conduct;
- C. Engaged in conduct which is detrimental to the Corporation or which is inconsistent with the best interests of roller sports or of the athletes the Corporation serves; or
- D. A Special category of Misconduct enumerated below or any other sexual misconduct described in USARS Athlete Safety or US Center for SafeSport policies or the SafeSport Code.

## SECTION 2. SPECIAL CATEGORIES OF MISCONDUCT.

- A. If the Corporation becomes aware that any member:
  - 1. Is listed on any State or Federal sexual offender list or registry;
  - 2. Has been declared a sex offender in any applicable State or Federal jurisdiction;
  - 3. Has been convicted of or has entered a plea of guilty, a statement of no contest, or has been sentenced to any affirmative terms related to a criminal charge or indictment issued by an applicable City, County, State or Federal jurisdiction, and such charge or indictment directly or indirectly involved or related to sexual misconduct, child abuse or conduct that is a violation of any law or regulation that is specifically designed to protect minors; (“Special Categories of Misconduct”), the Corporation may, without conducting any additional investigations, rely upon such fact, finding or determination and may promptly notify the member that: (a). The Corporation intends to terminate the individual’s membership or impose any other discipline authorized in Article X by a specified date; and (b). The individual may request a hearing prior to the termination or other discipline before becoming effective.

- B. The hearing, if requested, shall be: 1. A telephone hearing; 2. Implemented on the most expedited basis possible; and 3. Strictly limited to the issue of whether the individual falls into one of the Special Categories of Misconduct.
- C. The decision of the Corporation made pursuant to this Section shall be final and binding and shall not be eligible for reconsideration upon later expungement or similar legal process.

### SECTION 3. U.S. CENTER FOR SAFESPORT.

The Corporation shall report and refer all allegations of sexual Misconduct or alleged violations as described in the current US Center for SafeSport Code to the Center, and all such matters will be within the Center's exclusive jurisdiction. The Center shall investigate such allegations or reports, issue any interim suspension or other measures pending the conclusion of the investigation and any hearing(s), make recommendations of sanctions or disciplinary action as a result of such investigation, and fully adjudicate such matters. Members have an obligation to promptly report any possible violations pertaining to sexual Misconduct:

- A. Directly to the Center; or
- B. Directly to USARS, which will in turn forward the information to the Center.

Reporting to the Center and/or the Corporation DOES NOT satisfy any legal reporting requirements under state or federal law. If the suspected conduct may also be criminal, persons are required to report to law enforcement. For state-by-state reporting requirements see [www.childwelfare.gov](http://www.childwelfare.gov). USARS shall accept jurisdiction over matters referred by the Center to USARS.

### SECTION 4. DISPOSITION OF MISCONDUCT COMPLAINTS.

- A. Discipline may be imposed in accordance with the procedures outlined in this Article XI only if the Misconduct is one of the Special categories of Misconduct enumerated in Section 2 above.
- B. The Center has exclusive authority and jurisdiction to investigate and manage hearings involving complaints of sexual misconduct and certain other complaints that are related to allegations involving sexual misconduct as referred to in Section 3 above.
- C. All other forms of Misconduct will be processed under Article XII of these Bylaws.

## SECTION 5. EXCLUSIVE REMEDY.

Any alleged Misconduct by a member that is processed under the terms of Article XI of these Bylaws resulting in the imposition of discipline may not also be the subject of a complaint under the terms of Article XII of these Bylaws. Any alleged Misconduct by a Member that is processed by the Center resulting in a final adjudication by the Center may not also be the subject of a complaint under the terms of Article XII of these bylaws.

## ARTICLE XII. COMPLAINTS.

### SECTION 1. DESIGNATION OF COMPLAINTS.

The following kinds of complaints may be filed with the Corporation or by the Corporation under this Article XII (a "Complaint"):

- A. Administrative: An "Administrative Complaint" is one pertaining to any matter within the cognizance of the Corporation, including, but not limited to, any alleged violation of:
  - 1. Any provision of the Corporation's Certificate of Formation or these Bylaws;
  - 2. Any of the Corporation's rules, regulations, policies or procedures that do not pertain to Misconduct
  - 3. Any alleged noncompliance of the United States Olympic and Paralympic Committee (USOPC) Bylaws or the Ted Stevens Olympic and Amateur Sports Act.
- B. Opportunity to Participate. An "Opportunity to Participate Complaint" is one pertaining to any alleged denial, or alleged threat to deny, any member, who is an athlete, coach, trainer, manager, administrator, or official, the opportunity to compete or participate in a Corporation sanctioned competition or a competition protected by the provisions of the Sports Act or the Bylaws of the USOPC.
- C. Misconduct. A "Misconduct Complaint" is one pertaining to Misconduct other than one within the exclusive authority of the Center, or, involving Special Categories of Misconduct described in Article XI.
  - 1. The Center has discretionary authority and jurisdiction to investigate and manage hearings involving certain Proactive Policies and Other SafeSport Misconduct (as such terms are defined in the SafeSport Code and/or USARS Athlete Safety Policy). The Corporation may, in its discretion, request that the Center accept jurisdiction over other matters in accordance with such SafeSport Code.

2. Misconduct Complaints that are not referred to the Center will be processed in accordance with the procedures in this Article XII.

## SECTION 2. FILING A COMPLAINT.

- A. Any current member or current or former athlete member (the "Complainant") who believes himself/herself/itself to be aggrieved by any action of the Corporation or by one of its Members, may file a complaint with the Corporation. All complaints must be addressed and delivered to two individuals (a member of the Board of Directors or a member of the Compliance, Ethics and Eligibility Committee and the Executive Director or USA Roller Sports staff delegate). If the Complainant is a minor, the Complaint may be initiated by such minor's parent or legal guardian.
  1. A Misconduct Complaint may be submitted to the Corporation in any reasonable manner or form, including in any manner described in USARS Athlete Safety Policy.
  2. An Administrative or Opportunity to Participate Complaint must:
    - i. Be submitted in writing to the Corporation at its principal place of business;
    - ii. Be signed by the Complainant (a Complaint submitted electronically fulfills criteria (1) and (2)); and
    - iii. Include a concise statement of the nature of the Complaint, the individual and/or organization believed to be responsible for the acts or omissions described in the Complaint and the relief requested.
    - iv. In the case of an Opportunity to Participate Complaint, 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 upon the Complaint.
- B. The Corporation may file an Administrative Complaint or a Misconduct Complaint against a Member based on information which reasonably causes the Corporation to believe that grounds exist for such a Complaint to be filed. the Complaint must be in writing and include a concise statement of the nature of the Complaint, the individual or organization believed to be responsible for the acts or omissions described in the Complaint, and the discipline or other relief sought by the Corporation.
- C. Complaint Not Filed Correctly. A complaint that is not submitted in accordance with these procedures may be dismissed. If dismissed for failure to comply with any of the above requirements the Complainant may re-file a new complaint that cures such deficiencies. USA Roller Sports Compliance will provide the complainant

with notice of the defect(s) and a reasonable period of time to cure such defect(s). If the complainant fails to cure within the time period provided, USA Roller Sports Compliance may find a complaint is deficient under this section and dismiss complaint. There is no appeal from such dismissal. The complainant and any other party who has been given notice of the complaint will be advised of such dismissal. The Complainant may re-file.

### SECTION 3. TIME BAR.

- A. Unless the Complaint is filed by the Corporation or involves allegations which are of the type described in one of the Special Categories of Misconduct and/or involve alleged sexual misconduct as defined in the SafeSport Code, a Complaint must be submitted within one (1) year of the occurrence of the alleged incident, violation, grievance, denial or threat to deny. In the event that the Complainant was a minor at the time of the occurrence of the alleged incident, violation, grievance, denial or threat to deny, the Complaint must be submitted within one (1) year following the minor's eighteenth (18) birthday. Nothing in this Time Bar provision relieves a Covered Individual of their legal reporting requirements under state or federal law, nor of their duty to report pursuant to USA Roller Sports Safe Sport policy.

### SECTION 4. PROCESSING THE COMPLAINT.

- A. Upon receipt of a Complaint (other than a Complaint filed by the Corporation), the following will be determined and a notice sent within 14 business days:
  - 1. Whether the Complaint complies with the requirements specified in Section 2;
  - 2. Whether the Complaint is time barred pursuant to Section 3;
  - 3. Whether the underlying facts and circumstances referenced in the Complaint give rise to an issue that is appropriate for resolution under these procedures;
  - 4. Whether the Complainant has standing to file the Complaint;
  - 5. Whether the Corporation has jurisdiction over the matter, including a determination of whether the Adverse party is a Covered individual; and
  - 6. Whether the Complaint involves matters which the Corporation does not have the authority or ability to remedy.

If it is determined that the Complaint does not satisfy the criteria specified herein, then the Complainant shall be so advised, and the Complaint may be dismissed, and no further processing of the Complaint would be required pursuant to this Article.

- B. The Compliance Officer or the Executive Director shall serve as the primary investigator for all filed complaints. In the event, the Compliance Officer or the Executive Director is determined to be listed within the complaint, an independent investigator shall be appointed by the Compliance, Ethics and Eligibility committee to investigate the Complaint. The Investigator may not be an individual who is directly or indirectly involved in an occurrence that is the subject of the Complaint.
- C. Unless the Complaint was filed by the Corporation, the Corporation shall send to the Complainant a notice acknowledging the receipt of the Complaint (the "Notice of Complaint") within 14 business days. The Notice to Complainant shall include:
  - 1. The name and contact information of the Investigator;
  - 2. The date by which it is anticipated that the investigation will be completed;
  - and
  - 3. A copy of Articles XI and/or XII of these Bylaws, as applicable.
- D. The Corporation shall send to any individual and organization whose conduct is the subject of the Complaint (an "Adverse Party") a notice of the filing of the Complaint and a copy of the Complaint with supporting documentation (the "Notice to Adverse party") filed by the filing party, and the consequences or remedy requested if found to be violated. The notice will be delivered to the respondent within a reasonable time after receipt by USA Roller Sports. The delivery is not to exceed 14 business days, without just cause for delay. No Notice to Adverse Party need be sent when the only Adverse Party is the Corporation. The Notice to Adverse Party shall include:
  - 1. An invitation to respond in writing to the Complaint. The response must be received within 14 business days to be considered. The response will be provided to the complainant;
  - 2. The name and contact information of the Investigator;
  - 3. The date by which it is anticipated that the investigation will be completed;
  - and
  - 4. A copy of Articles XI and/or XII of these Bylaws, as applicable.
- E. Other than a Complaint filed by the Corporation:
  - 1. The Notice to Adverse Party of a Misconduct Complaint shall allow the Adverse Party an opportunity to request that the Complaint be resolved upon the conclusion of the investigation by decision of the Corporation rather than by a hearing. If this request is granted and it is determined that the Adverse Party has engaged in Misconduct, the Corporation may discipline



the Adverse Party in any manner consistent with the forms of discipline set forth in this Article.

2. In any instance where it appears that the Notice to Adverse Party was received by or was refused by an Adverse Party, or despite the best efforts of the Corporation, could not be delivered to an Adverse Party, or an Adverse Party fails or refuses to notify the Corporation as to which method the Adverse Party would prefer to use to resolve the allegations, the Corporation may decide whether the Complaint will be resolved by the Corporation or a Hearing Panel.

## SECTION 5. INTERIM MEASURES.

At any point before a Complaint is resolved under the provisions of this Article XII, interim measures may be imposed to ensure the safety and well-being of the roller sports community or where an allegation is sufficiently serious that an Adverse Party's continued participation could be detrimental to the sport or its reputation.

- A. Notice. Unless imposed under emergency circumstances involving an imminent threat of harm, the Corporation will notify an Adverse Party that intends to impose an interim measure by a specific date, and the Adverse Party may request a hearing prior to interim measure becoming effective.
- B. Hearing. The hearing, if requested, shall be:
  1. A telephone or webinar hearing;
  2. Will be conducted by a five (5) member hearing panel appointed by the Compliance, Ethics and Eligibility Committee, consistent with the Hearing Panel staffing requirements set forth in this Article;
  3. Implemented on the most expedited basis possible; and
  4. Strictly limited to determining whether there exists reasonable cause to impose one or more interim measure(s).
- C. Measures. The Corporation may impose any interim measure consistent with the forms of discipline set forth in this Article XII, and may also include, but not be limited to altering training schedules, providing chaperones, implementing contact limitations, or Member Club restrictions.

## SECTION 6. DECISIONS MADE AT COMPETITIONS.

If the incident which is the subject of the Complaint occurs at an event or competition sanctioned by the Corporation, and the subject matter of the Complaint could have been the subject of protest procedures described in any applicable governing rules and

policies, then those protest procedures must be exhausted prior to the filing of a Complaint. The failure to exhaust those protest procedures precludes the processing of a Complaint pursuant to this Article. Furthermore, the final decision of an official 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 official) shall not be reviewable through these procedures for, or the subject of, an Administrative Complaint or an Opportunity to Participate Complaint unless the decision is: (1) outside the authority of the official to make, or (2) the product of fraud, corruption, partiality or other misconduct of the official. For purposes of this Section, the term "official" shall include any judge, meet director, meet referee or other individual with discretion to make field of play decisions.

## SECTION 7. INVESTIGATING OF THE COMPLAINT.

The investigation of the Complaint shall include a collection of relevant documents and interviews (or attempted interviews) with the Complainant, any Adverse Party and other persons having information related directly to the subject matter of the Complainant.

## SECTION 8. DISPOSITION OF THE COMPLAINT.

- B. The Investigator shall prepare a written summary of the investigation. If requested, the Investigator shall also provide a recommendation as to the appropriate disposition of the Complaint.
- C. In the case of a Complaint filed by a Complainant other than the Corporation, without being limited or bound by any such recommendations, the Corporation may then:
  - 1. Inform the parties that upon the basis of the investigation, the Complaint is devoid of merit or that the underlying facts and circumstances do not give rise to an issue that is appropriate for resolution under these procedures, and the Complaint shall be dismissed, and no further processing of the Complaint shall be required pursuant to this Article.
  - 2. Attempt to mediate the dispute to the satisfaction of the parties. If mediation is successful, the agreed upon resolution must be recorded by the Corporation in a form which includes the written acknowledgement by the parties of that resolution. iii). If the Complaint has been resolved pursuant to Section 4.e., inform the Complainant that the Complaint is being referred to a Hearing Panel under the procedures set forth herein. iv). Inform the Complainant that the Corporation elects to pursue the matter against the

Adverse Party as a Complaint by the Corporation under the procedures set forth in this Article XII.

- D. In the case of a Complaint filed by the Corporation, unless the matter is resolved by agreement of the Adverse Party and the Corporation upon completion of the investigation, the matter will proceed to a hearing within a reasonable time, not to exceed 90 days after the last filing with USA Roller Sports, without just cause for delay.

## SECTION 9. HEARING PANEL.

The Corporation will report the need for a hearing to the chair of the Compliance, Ethics and Eligibility Committee. The chair of the Compliance, Ethics and Eligibility Committee, the Executive Director, or the Compliance Officer will then appoint at least five (5) disinterested individuals within 14 business days to serve as the hearing panel that will hear the matter (the "Hearing Panel"). These appointments shall be subject to the following:

- A. The chair of the Compliance, Ethics and Eligibility Committee may appoint himself/herself or any other member of the Committee to the Hearing Panel.
- B. The appointment of the Hearing Panel will include the designation of a chair.
- C. The Hearing Panel shall have at least 33% athlete representation. All athlete members of the Hearing Panel must meet the standards specified for an athlete representative to a "Designated Committee" for grievances affecting any individual's participation in a Protected Competition, as the terms are defined in the USOPC Bylaws. For all other grievances, athlete members of the Hearing Panel must meet the standards for "Other Committee" outlined in Article VIII, Section 8. The chair of the Compliance, Ethics and Eligibility Committee, or the USARS Compliance Officer is responsible for confirming the availability of each appointee to serve on the Hearing Panel.
- D. The hearing panel may not include any individual who has a direct conflict of interest to the respondent or complaint parties. All potential conflicts will be determined by the investigator, with recommendations made to the chair of the Compliance, Ethics and Eligibility committee who will make the final decision on if an individual may serve on the hearing panel.

## SECTION 10. ADMINISTRATION.

- A. The Compliance, Ethics and Eligibility Committee shall be responsible to ensure that all Complaints proceeding to a Hearing Panel are heard in a timely, fair and impartial manner and may promulgate procedures in addition to those set forth in

these Bylaws for the effective administration of Complaints filed with the Corporation. If the matter proceeds to a hearing, it will do so within a reasonable time, not to exceed 90 days after the last filing with USA Roller Sports, without just cause for delay. All parties will be notified of the decision within 14 business days of the conclusion of the hearing.

B. Opportunity to Participate Complaint.

1. In a Complaint involving an Opportunity to Participate, the Hearing Panel shall determine which individuals in addition to those identified in 2.a.ii.4 should receive notice of the Complaint and shall provide appropriate notice to these individuals within 14 business days. Any individual so notified then shall have the right 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.
2. Expedited Procedures. With respect to an Opportunity to Participate (ONLY,) every effort will be made to expedite the proceedings, including, but not limited to, modifications made by the chair of the Hearing Panel in order to resolve the Complaint prior to the start of the event.

## SECTION 11: CONDUCT OF THE HEARING

- A. The chair of the Hearing panel will select the time and place for the hearing so as to have the hearing occur within a reasonable time, not to exceed 90 days after the last filing with USA Roller Sports, without just cause for delay. The chair may choose to conduct the hearing by conference call or other similar electronic means.
- B. The chair, utilizing the resources of the National Office and staff, will communicate the information about the hearing schedule along with the identity of the other members of the Hearing Panel to the parties. Not less than 15 days prior to the hearing, the Corporation will provide to the Hearing Panel and all involved parties, copies of the Complaint, any written response previously submitted by an Adverse party, and, where applicable, documents collected by the Investigator and the Investigator's summary. The Hearing Panel will not receive (and neither party may introduce or mention) any resolution of the dispute proposed during any mediation or any effort to amicably resolve the matter.
- C. Not less than fifteen 15 days prior to the hearing, the chair of the Hearing Panel shall cause to be sent to the parties all obtained information and a written copy of the procedures to be followed at the hearing. These procedures shall include the opportunity for each party to be represented by counsel, to present and examine

oral or written evidence, to cross-examine witnesses 42 (subject to restrictions and limitations imposed by the Hearing Panel for the protection of minors) and to present such factual or legal claims and argument as desired, unless such exhibits pertain solely to possible impeachment matters. The Hearing Panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. Either upon its own initiative or at the request of a party, the Hearing Panel may direct the production of documents and other information.

Further, the Hearing Panel may require that the parties:

1. Identify any witnesses the parties intend to call at the hearing. The witnesses must be disclosed to all parties prior to the hearing; and
  2. Exchange copies of all exhibits the parties intend to submit at the hearing. The Hearing Panel shall set due dates for the exchange of such information. The Hearing Panel is authorized to resolve any dispute concerning the exchange of information. No party and no one acting on behalf of any party shall communicate ex parte with a Hearing Panel member. The hearing shall be informal, except that testimony shall be taken under oath. 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.
- D. All procedural and evidentiary decisions shall be made by the Hearing Panel. The rules of evidence shall not be strictly enforced, instead, the rules of evidence generally accepted in administrative proceedings shall be applicable. The Hearing Panel shall determine the admissibility, relevance and materiality of the evidence offered and may exclude evidence deemed by the Hearing Panel to be inadmissible, cumulative, or irrelevant. The Complainant shall bear the burden of proof by a preponderance of the evidence.
- E. All proceedings conducted under this Section shall be kept confidential by the parties and participants, however, any discipline imposed may be subject to publication per Section 14. The Hearing Panel shall be responsible for issuing a written decision summarizing the panel's findings and conclusions, and of any sanctions imposed under authority of this Section. Should either party choose to preserve the proceedings by transcription or recording, all transcriptions and recordings shall be subject to the confidentiality requirements.

- F. If the Complaint is not dismissed, decisions about the merits of the Corporation and the form of any sanction shall be made by majority vote of the Hearing Panel. The Hearing Panel shall report its decision on the merits in the form of written findings of fact and conclusions. The decision shall be sent to the parties. Subject only to any right to arbitration as is specified in Section 16, the decision of the Hearing Panel shall be final and binding upon all parties.
- G. Basis for Motion to Dismiss. After the time for responding to the complaint has expired, or after receipt of responses from all Adverse Parties, whichever is sooner, the Hearing Panel may decide to dismiss the complaint on such grounds as it deems appropriate. Additionally, the Hearing Panel shall rule on all motions and other matters raised in the proceeding, including dismissal prior to Hearing. Grounds for dismissal including, but not limited to, the complaint fails to state a claim upon which relief may be granted, the time limitation period has expired, the complaint is moot, the complaint fails to identify all necessary parties, the complaint does not comply with these procedures, the panel is without jurisdiction to hear the complaint, or the panel is without authority to grant the requested relief. There is no appeal from a dismissal by the Hearing Panel however, Complainant may refile.

## SECTION 12. DISCIPLINE.

The following forms of discipline may be imposed:

- A. Reprimand. A communication, either public or private, of the Corporation's decision to impose a reprimand regarding the Complaint. Any reprimand may be combined with probation or suspension.
- B. Probation. A ruling that, for a specified time, the subject's continued participation in the Corporation's activities, sanctioned competitions or membership programs is conditional upon the satisfaction of certain conditions. These conditions shall be described specifically, as shall the consequences of failing to meet them.
- C. Suspension or Termination. A determination that:
  - 1. Either permanently or for a specified period of time, the subject is prohibited from participating in sanctioned competitions or other of the Corporation's activities; or
  - 2. The subject is terminated from membership in the Corporation. The effect of a suspension may be limited to certain activities or competitions, and conditions may be established that, if satisfied, will result in the lifting of a suspension.

- D. Other. The Hearing Panel may order such other relief as it deems appropriate (e.g. letter of apology or restitution, including, for example, the payment for damaging equipment or the recovery of any financial benefit improperly derived by an Adverse Party).
- E. Notice of any discipline imposed on a Member will be communicated to the affiliated Member Club, and to any other necessary parties such as State and Regional Chairs or meet directors.

### SECTION 13. DISCIPLINARY AFFECTS.

- A. Any member suspended for any duration, who is terminated from membership, or who is determined to be permanently ineligible is prohibited from any association with any activities conducted by a Member Club, in addition to being prohibited from participation in sanctioned competitions or other Corporation activities, for the duration of the suspension, termination or ineligibility.
- B. A suspension, termination or determination of permanent ineligibility of an individual Member who has any ownership interest-direct or indirect- of a private roller sports facility and/or the managing director of a public/non-profit facility will result in a suspension of Member Club status.
- C. With respect to all matters which are investigated and adjudicated by the Center, the Corporation shall enforce any such sanction imposed by the Center.

### SECTION 14. PUBLICATION OF SUSPENSIONS AND PERMANENTLY INELIGIBLE MEMBERS

- A. Where a decision has been rendered in a matter where the discipline imposed is suspension or permanent ineligibility for membership, the Corporation shall publish the following information:
  - 1. The name of the individual;
  - 2. The state where the violation occurred and/or where the individual resides or Member Club is located at the time the discipline is imposed; and
  - 3. With respect to decisions of permanent ineligibility rendered after the adoption of this Section 14, which of the Corporation's Bylaws, rules, regulations, or policies was violated.
- B. In matters that are adjudicated by the Center that result in permanent ineligibility for membership and are published on the Center's searchable database, the Corporation (USARS) will also publish via the USARS website a direct website link

from the Center's searchable database to assure all current sanctions are available for public view.

## SECTION 15. GENERAL.

All notices, reports and decisions under this Article shall be made in writing and delivered in person by electronic mail receipt or registered or certified mail, or other form of delivery creating a record of receipt within 14 business days. Participation in these procedures shall be deemed to constitute agreement to be bound by the provisions of this Article. If, in the course of an investigation or hearing conducted pursuant to this Article, the Corporation discovers that an Adverse Party has engaged in one of the Special Categories of Misconduct specified in Article XI, the resolution of the Adverse Party's status shall be referred to the Center or resolved under Article XI, as appropriate, and the proceedings under this Article XII may be promptly terminated.

## SECTION 16. ARBITRATION.

The Corporation agrees to submit to binding arbitration conducted under the commercial rules of the American Arbitration Association, any controversy involving (1) an Opportunity to Participate Complaint that is a protected competition under the Sports Act or the USOPC Bylaws or (2) its recognition as a National Governing Body, as is provided in the Sports Act. The fee for an Arbitration Filing shall be determined at the time the request is made, based solely on the current fee for a hearing. The Arbitration Filing fee will be due at time of filing. If the Corporation is determined to be the unsuccessful party in Arbitration, then the Arbitration Filing Fee will be returned, and the expense the responsibility of the Corporation.

## SECTION 17. RETALIATION

USA Roller Sports prohibits retaliation against anyone who reports misconduct or provides information about misconduct. USA Roller Sports has a zero-tolerance policy for retaliation against people who make good faith reports of potential ethical, policy, financial or legal violations, or who cooperate with investigations of those reports. That means no Affiliated Individual may threaten, harass, discriminate against, or take any negative employment (where applicable) or participation related action (e.g., discharge, demotion, suspension, non-assignment, negative review) on that basis.



## ARTICLE XIII. GENERAL RULES FOR COMPETITIVE ROLLER SPORTS

There is incorporated herein by reference and made a part of these Bylaws the "Membership and Eligibility Rules" contained in the USARS General Rules, as published for the season under consideration, and as the same may be amended by the Board of Directors from time to time.

## ARTICLE XIV. OLYMPIC AND PAN AMERICAN GAMES; INTERNATIONAL AND WORLD COMPETITIONS

### SECTION 1.

As the National Governing Body of roller sports, USARS shall develop and submit to the USOPC a program of tryouts or competitions for selection of athletes and the plan or method of selecting team managers, coaches, and other team officials for participation in roller sports competitions in Olympic and Pan Am Games as required by the USOPC Constitution and Bylaws.

### SECTION 2.

USARS shall develop and sanction a program of competitions leading to National Championships from which shall be selected the United States participants in the annual World Skate (formerly Federation Internationale de Roller Sports – FIRS) World Competitions.

### SECTION 3.

As the National Governing Body of roller sports, USARS shall develop and implement a program to sanction international competitions as required by Article VII, Section 2 of the USOPC Constitution

## ARTICLE XV. SPORTS

The Confederation shall consist of the following sport disciplines

- A. Roller Figure (Artistic) Skating

- B. Roller Speed Skating
- C. Rink Hockey
- D. Roller Derby
- E. Inline Hockey
- F. Inline Freestyle
- G. Roller Freestyle
- H. Downhill
- I. Alpine
- J. Other future sport disciplines currently or to be recognized by World Skate

The individual disciplines have such authority over their own sport as shall be provided in the Rules and Regulations of the Board of Directors and shall be organized as separate committees as provided by the Board of Directors. Class I members of USARS shall maintain at least one primary sport discipline and hold a card designating it. However, members may also participate in all disciplines at the same time.

## ARTICLE XVI. STATE AND REGIONAL ASSOCIATIONS AND LEAGUES

### SECTION 1.

The USARS Board of Directors shall determine rights, powers, and duties of state and regional associations. USARS Board of Directors shall approve the Articles, Bylaws, and Rules of such state or regional association.

- A. Such association shall keep in touch with the roller sports activities within their respective state or region, assist in the formation of clubs, promote harmony among the clubs, ascertain the wishes of member clubs in that state or region with reference to holding local, state, or regional championships, suitability of the facilities for conducting such meets, and assist in sponsoring, preparing for, conducting, and financing all such competitions.
- B. The state or regional associations may be designated by USARS Board of Directors to arbitrate any difference in their state or region, investigate any alleged violations of USARS rules, make recommendations to the officers, standing committees, and Board of Directors of this Confederation, and cooperate with them in the solution of their state or regional problems.
- C. In any state or region in which there are no such associations, the USARS Board of Directors shall have the authority to establish a committee, from the members of

this Confederation residing in such states or region, whose powers and duties shall be similar to those of a state or regional association, and as provided by the Board of Directors of this Confederation.

- D. State or regional associations are not to independently issue sanctions for roller sports events taking place within their assigned area. Such authority shall rest solely with the administration of the USARS Executive Director.
- E. All requirements governing the regulation and the conduct of competitive sports events as set down by the state or regional association shall be in full compliance with the USARS Bylaws and Rules.
- F. State and/or regional USARS organizations are encouraged to request local facility organizations to submit suggested sites for all meets to insure maximum input and effective dispersal of contests among those facility operators who are cooperating and participating in USARS activities.
- G. USARS unattached skaters and USARS clubs not belonging to the regional association, but who are otherwise qualified for entry, may not be denied access to a regional championship.
- H. All meetings shall have a notice mailed to member clubs thirty (30) days prior to the meeting date. The regional association must give thirty (30) days advance written notice to all USARS clubs within the state or regional geographic area when a meeting is to be held to approve a new state or regional championship site.
- I. Any disciplinary action affecting such membership must be referred to the USARS Board of Directors for appropriate action.

## SECTION 2.

The state or regional association or associations having jurisdiction over them, which action shall be subject to review by the USARS Board of Directors, shall determine rights, powers, and duties of leagues.

- A. All league constitutions shall be subject to review and approval by the USARS Board of Directors. All league policies shall be decided by a majority vote of those clubs voting.
- B. Each league shall submit its competitive dates and site selection to the appropriate state or regional association or associations. The appropriate association or associations shall coordinate league contests with other USARS contests outside the league, subject to the restrictions as outlined in Article XVI, "Sanctions."

## ARTICLE XVII. SANCTIONS.

### SECTION 1.

USARS reserves to itself the privilege of granting permission in writing for competitions, contests, shows, exhibitions, carnivals, revues, etc., which shall involve any of its members. These written permissions shall be known as sanctions and are obtainable by making an application in writing to the National Headquarters, which will hold final approval authority.

### SECTION 2.

There shall be five (5) classes of sanctions:

- A. show and exhibition sanctions
- B. club contest sanctions
- C. Inter-club contest sanctions
- D. USARS championship sanctions
- E. Special event sanctions

### SECTION 3.

Sanctions shall be granted pursuant to the rules and regulations adopted by the Board of Directors.

### SECTION 4.

The sanction fees for all sanctioned events shall be such as the Board of Directors shall from time to time fix and determine prior to each competitive season start date.

### SECTION 5.

Sanctions may be awarded to clubs, associations, or registered members which meet the USARS Rules and which have rules and regulations not inconsistent therewith.

### SECTION 6.

USARS sanctions for contests, exhibitions, shows, and other events shall be available to USARS member clubs, leagues, and associations and to non-member clubs, leagues, associations or sponsors. Qualifications and fees for sanctions will be set forth in the General Rules.

## ARTICLE XVIII. ATHLETES ADVISORY COUNCIL.

USARS shall have an Athletes Advisory Council, which shall consist of members as follows: (1) the USARS representative to the Athletes Advisory Council of the U.S. Olympic & Paralympic Committee, who shall serve as the chair of the council, with vote; (2) the alternate USARS representative to the USOPC Athletes Advisory Council; all Board of Directors members elected by the Class I (Athletes) members; In the event that the athlete Board member ran unopposed for a particular sport seat on the Board in the previous election, the Chairman of the Roller Sports Athlete Advisory Council shall select an additional athlete member to represent that sport, provided this athlete meets all other qualifications as a potential candidate for the Board seat.

### **Athlete Advisory Council Roles and Responsibilities**

The Athletes Advisory Council advises the Board of Directors and USA Roller Sports staff on any issue relating to athletes or athlete rights. Council members represent the athlete membership and act as a voice on their behalf. Council members are responsible for broadening communication between USA Roller Sports and active athletes.

## ARTICLE XIX. MEMBERSHIP DUES AND ASSESSMENTS

Membership dues and assessments for each class of members shall be determined by the Board of Directors, but may not become effective before September 1st, starting a new competitive season.

## ARTICLE XX. RECOGNIZED SPORTS ORGANIZATIONS

A recognized roller sports organization is an organization which has demonstrated to USARS that:

- A. It is a not-for-profit corporation, club, federation, union, association or other group organized in the United States.
- B. It sponsors or arranges roller sports competitions.
- C. It has taken appropriate measures to protect the status of athletes who will take part in its competitions and to protect their eligibility to compete in athletic competitions.

In order to demonstrate that it meets these criteria, an organization must submit an application to the USARS National Headquarters consisting of the following:

- A. A copy of the organic documents governing the organization.
- B. The names and addresses of the officers and members of the governing body.
- C. A statement as to the membership of the organization including individuals, clubs and organizations by category.
- D. A copy of its rules governing competitive status and safety, which cannot be more lenient than USARS Rules.
- E. A description of the procedures employed to verify and protect the competitive status of competitors.
- F. A service fee of \$50.00 annually.

The application may be renewed annually upon filing of an abbreviated statement stating only the changes that have occurred since the last application.

## ARTICLE XXI. PARLIAMENTARY PROCEDURE

All USARS Board of Directors meetings and committees shall be conducted in accordance with Robert's Rules of Order, Revised.

## ARTICLE XXII. CONTRACTS, CHECKS AND DEPOSITS

### SECTION 1.

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

### SECTION 2.

All checks, drafts or other orders for payment of money shall be signed by two persons to be designated by resolution of the Board of Directors.

### SECTION 3.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## SECTION 4.

All money or property coming to USARS by gift, device or bequest, shall be expended for any purpose not inconsistent with the objects and purposes of the Articles of Incorporation of this Confederation, and within the program and purposes provided in Section 501((c)(3) of the Internal Revenue Code of 1954. All money or property coming to USARS by conditional gift, device or bequest, shall be administered in accordance with the terms and conditions imposed by the donors so long as they are not inconsistent with the objects or purposes of the Articles of Incorporation of this Confederation, and within the programs and purposes provided in Section 501((c) (3) of the Internal Revenue Code of 1954.

## SECTION 5.

All funds available for investment shall be invested in such manner and in such projects, stocks, bonds, savings accounts, or other securities, as the Board of Directors shall from time to time determine to be in the best interests of USARS and consistent with its programs and purposes.

## ARTICLE XXIII. FISCAL YEAR.

This fiscal year of the Corporation shall begin on the 1st day of September and end on the 31st day of August in each year.

## ARTICLE XXIV. CODE OF ETHICS.

USARS shall adopt a Code of Ethics and a Conflict of Interest Policy applicable to all USARS employees, directors of the Board, officers, committee members, and volunteers. Each USARS Board director, officer and employee shall annually certify compliance with the Code of Ethics. Additionally, these individuals shall disclose any possible conflict for review by the Compliance, Ethics, and Eligibility Committee.

## ARTICLE XXV. EXECUTIVE DIRECTOR.

### SECTION 1.

Designation. USARS shall have an Executive Director, who shall be the leader of the daily 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. The Board shall hire and oversee the Executive Director, who shall be responsible as outlined below in Section 3, in

addition to overseeing the hiring and firing of all staff and the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of USARS, determine the size and compensation of, hire and terminate the professional staff in accordance with USARS compensation policies and guidelines established by the Board).

## SECTION 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 USARS, the contract shall provide that the Executive Director's employment may be terminated by the Board with or without cause. During the Executive Director's tenure, they will receive an annual assessment and written performance review.

## SECTION 3. RESPONSIBILITIES.

The Executive Director shall:

- A. Develop a strategy for achieving USARS mission, goals and objectives and present the strategy to the Board of Directors for approval;
- B. Determine the size and compensation of, hire and terminate the professional staff in accordance with USARS compensation policies and guidelines (established by the Board) to effectively carry out USARS mission, goals and objectives;
- C. In conjunction with the Finance Committee, prepare and submit annual budgets to the Board for approval;
- D. Either directly or by delegation manage all staff members;
- E. Be responsible for resource generation and allocation of resources;
- F. Coordinate USARS international activities;
- G. Act as the USARS spokesperson and serve as the monitor of communications to the public across all medium platforms;
- H. Serve as the primary contact for all USARS affiliated organizations, World Skate and the USOPC. In addition, the Executive Director will serve as the voting delegate representing USARS on the USOPC's National Governing Body Council.
- I. Is afforded the ability, along with all USARS employees the right to implement the USA Roller Sports Whistleblower policy in reporting to all and any associated governing parties and law enforcement, when deemed necessary and without retaliation penalty.
- J. Perform all functions as usually pertain to the office of Executive Director.



## ARTICLE XXVI. RECORDS OF THE CORPORATION

### SECTION 1. MINUTES.

USARS shall keep as permanent record minutes of all meetings of the Board, a record of all actions taken by the Board without a meeting, and a record of all waivers of notices of meetings of the Board.

### SECTION 2. ACCOUNTING RECORDS.

USARS shall maintain appropriate accounting records.

### SECTION 3. MEMBERSHIP LIST.

USARS shall maintain a record of the members in a form that permits preparation of a list of the names and other critical information data, essential in maintaining the integrity of the sport and competition that may be produced and sorted as needed and specific to individual data points of member information obtained.

### SECTION 4. RECORDS IN WRITTEN FORM.

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

### SECTION 5. WEBSITE.

USARS shall maintain a website for the dissemination of information to its members and the public. USARS shall publish on its website (i) its Bylaws; (ii) its rules, and regulation; (iii) a procedure for communicating with the Chair of the Finance Committee regarding accounting, internal accounting controls, or audit-related matters; (iv) its three (3) most recent audited financial statements; and (v) its three (3) most recent 990 Forms filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, USARS shall publish on its website a mailing address and an e-mail address for communications directly with USARS.

### SECTION 6. RECORDS MAINTAINED BY PRINCIPAL OFFICE.

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

- A. The Articles of Incorporation;
- B. These Bylaws;

- C. Rules or regulations adopted by the Board of Directors pertaining to the administration of Roller Sports;
- D. Rules or regulations that govern the conduct of USARS, the USARS Board and Committees and the USARS Members;
- E. Rules and regulations that govern the technical conduct of Roller Sports events in the United States;
- F. 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 (3) years;
- G. All written communications within the past three (3) years to the members generally as the members;
- H. A list of the names and business or home addresses of the current directors and officers;
- I. A copy of the most recent corporate report delivered to the State of Nebraska Secretary of State;
- J. All financial statements prepared for periods ending during the last three (3) years;
- K. USARS application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- L. All other documents or records required to be maintained by USARS at its principal office under applicable law or regulation.

## SECTION 7. INSPECTION OF RECORDS BY MEMBERS.

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

- A. Records maintained at the Principal Office. A member shall be entitled to inspect and copy, during regular business hours at USARS principal office, any of the records of the USARS described in Section 6, provided that the member gives USARS written notice 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, USARS shall mail to such members 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 USARS 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.

2. Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at USARS principal office, a list of members who are entitled to vote in an election, provided that (1) the member has been a member for at least sixty days immediately preceding the demand to inspect or copy, (2) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (3) the member gives USARS written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list, (4) the member describes with reasonable particularity the purpose for the inspection, and (5) 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 USARS limiting the use of such list in accordance with Section 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; (1) used to solicit money or property, (2) used for any commercial purpose; or (3) sold to or purchased by another 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 Charges for Copies. USARS 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 USARS, or the power of a court to compel the production of corporate records for examination.

## ARTICLE XXVII. FINANCIAL MATTERS.

### SECTION 1. BUDGET.

USARS shall have an annual budget

### SECTION 2. AUDIT.

Each year USARS shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Finance Committee. The Finance Committee shall provide the auditor's report to the Board of Directors upon completion.

### SECTION 3. INDIVIDUAL LIABILITY.

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

### SECTION 4. IRREVOCABLE DEDICATION AND DISSOLUTION.

The property of USARS is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USARS shall inure to the benefit of private persons. Upon dissolution or winding up of USARS, its assets remaining after payment, or provision for payment, of all debts and liabilities of USARS, 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.

## ARTICLE XXVIII. MISCELLANEOUS PROVISIONS.

### SECTION 1. SEVERABILITY AND HEADINGS.

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

## SECTION 2. SAVING CAUSE.

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 judgement 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.

## ARTICLE XXIX. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors provided notice of such proposed amendment is given at least ten (10) days prior to such meeting, which notice may be waived by unanimous consent of the Board.

The undersigned, being the Interim Executive Director of the Confederation dba USA Roller Sports, hereby indicates that the Board has adopted the foregoing Bylaws as the Bylaws of the corporation on or before May 1, 2022.

Ricci Porter-Kmetz, Interim Executive Director

\*The USARS Corporate Secretary reserves the right to automatically update the USARS Bylaws as it relates to name changes of roller sport organizations, i.e. World Skate (formerly known as the Federation Internationale de Roller Sports - FIRS), clerical corrections such as formatting, grammar, and changes in the fiscal year, etc., without Board approval.