

**AMENDED AND RESTATED BYLAWS  
OF  
U.S. SPEEDSKATING**

**ARTICLE 1.  
LEGAL STATUS AND OFFICES**

**1.1 Name.** The name of the corporation shall be U.S. SPEEDSKATING, (referred to in these Bylaws as “US Speedskating”). US Speedskating may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

**1.2 Business Offices.** US Speedskating may at any time, and from time to time, change the location of its principal office. US Speedskating may have such other offices as the Board of Directors may designate or as the affairs of US Speedskating may require from time to time.

**1.3 Registered Offices.** The registered office of US Speedskating required by the Missouri Nonprofit Corporation Act (the “Nonprofit Corporation Act”) may be changed from time to time by the Board of Directors of US Speedskating, or to the extent permitted by the Nonprofit Corporation Act, by the registered agent of US Speedskating, provided in all cases that the street addresses of the registered office and of the business office or home of the registered agent of US Speedskating are identical.

**ARTICLE 2.  
MISSION AND PURPOSES**

**2.1 Mission.** The Mission of US Speedskating shall be to develop, promote, educate and grow the sport of Olympic-style speedskating on ice at all levels in the United States and to enable United States athletes to achieve sustained competitive excellence to win medals in international and Olympic competition. At all times when the word “speedskating” is referenced within these Bylaws, “speedskating” shall refer to speedskating on ice.

**2.2 Purposes.** US Speedskating shall be a nonprofit corporation incorporated pursuant to the laws of the State of Missouri. US Speedskating shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international amateur sports competition in the sport of speedskating, pursuant to the guidelines of the International Skating Union (“ISU”), the International Federation for speedskating. Specifically, US Speedskating shall enable United States athletes and coaches and other participants in the sport of speedskating to achieve sustained competitive excellence, develop character of the members, and promote and grow speedskating in the United States. As the National Governing Body, US Speedskating shall oversee and govern every aspect of the sport of speedskating in the United States. US

Speedskating shall operate in a manner consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

**ARTICLE 3.**  
**OBJECTIVES AND RECOGNITION AS NATIONAL GOVERNING BODY**

**3.1 Recognition as a National Governing Body.** US Speedskating shall seek and attempt to maintain recognition by the United States Olympic & Paralympic Committee (“USOPC”) as the National Governing Body for the sport of speedskating in the United States. In furtherance of this purpose, US Speedskating 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. (the “Sports Act”) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements, US Speedskating shall:

**(A)** maintain the managerial and financial competence and capability to establish national goals for speedskating 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 the sport of speedskating;

**(B)** develop interest and participation throughout the United States and be responsible to the persons and amateur sports organizations it represents;

**(C)** agree to submit to binding arbitration in any controversy involving: (i) its recognition as a National Governing Body, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in speedskating, upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Sports Act;

**(D)** be autonomous in the governance of the sport of speedskating by independently determining and controlling all matters central to governance, by not delegating decision-making and control of matters central to governance, and by being free from outside restraint;

**(E)** be a member of no more than one (1) international sports federation which is recognized by the International Olympic Committee (the “IOC”) as the worldwide governing body for the sport of speedskating. As of the effective date of these Bylaws, the ISU is the International Federation for the sport of speedskating;

**(F)** provide for its membership to be open to any individual who is an amateur athlete, coach, trainer, manager, administrator, or official active in speedskating;

**(G)** provide fair notice and opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;

**(H)** demonstrate, based on guidelines approved by the USOPC, the USOPC AAC and the National Governing Bodies' Council, that its Board of Directors and other such governing boards have established criteria and election procedures for, and maintain among their voting members, individuals who are (i) actively engaged in amateur athletic competition in speedskating, (ii) or who have represented the United States in international amateur athletic competition in speedskating within the preceding ten (10) years, that any exceptions to such guidelines have been approved by the USOPC, and that the voting power held by such individuals is not less than twenty percent (20%) of the voting power held in its Board of Directors and other such governing boards;

**(I)** provide for reasonable direct representation on its Board of Directors for any amateur sports organization which, in the sport of speedskating, conducts on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, a national program, or regular national amateur athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in the sport of speedskating in the United States;

**(J)** not have an officer who is also an officer of another amateur 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)** not have eligibility criteria relating to amateur status or to the participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of speedskating (currently the ISU), which is recognized by the IOC;

**(M)** allow an amateur athlete to compete in any international amateur athletic competition in the sport of speedskating conducted by any amateur sports organization or person, unless US Speedskating establishes that its denial is based on evidence that the organization or person conducting the competition does not meet the requirements stated in Article 13 of these Bylaws;

**(N)** subscribe to the applicable statutes, codes, rules, policies and protocols of the United States Anti-Doping Agency ("USADA") and the World Anti-Doping Agency ("WADA");

**(O)** minimize, through coordination with other speedskating organizations, conflicts in the scheduling of all practices and competitions;

**(P)** keep amateur athletes informed of policy matters and reasonably reflect the views of such athletes in US Speedskating's policy decisions;

**(Q)** disseminate and distribute to amateur athletes, coaches, trainers, managers, administrators, and officials in a timely manner the applicable rules and any

changes to such rules of US Speedskating, the USOPC, the appropriate international sports federation for the sport of speedskating (currently the ISU), the IOC, and the Pan-American Sports Organization;

**(R)** provide and coordinate technical information on physical training, equipment design, coaching and performance analysis to coaches, trainers, athletes and officials;

**(S)** encourage and support research, development and dissemination of information in the areas of sports medicine and speedskating safety; and

**(T)** perform all other obligations and duties imposed by the Sports Act and by the USOPC on a National Governing Body.

#### **ARTICLE 4. NON-DISCRIMINATION**

**4.1 Sports Act.** US Speedskating shall comply with the equal opportunity requirements for recognition as a National Governing Body as set forth in 36 U.S.C. § 220522 of the Sports Act, and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements, US Speedskating shall:

**(A)** provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in speedskating competitions without discrimination on the basis of race, color, religion, sex, age, or national origin, sexual orientation, gender identity, gender expression and, where separate speedskating programs for male and female athletes are conducted on a national basis, provide equitable support and encouragement for participation by women;

**(B)** encourage and support amateur speedskating programs for disabled individuals and the participation of disabled individuals in speedskating activities, including, where feasible, the expansion of opportunities for meaningful participation by disabled individuals in programs of speedskating competition for able-bodied individuals; and

**(C)** be governed by a Board of Directors whose members are selected without regarding to race, color, religion, national origin, sex, sexual orientation, gender identity, gender expression with reasonable representation on the Board of both males and females.

#### **ARTICLE 5. MEMBERS**

**5.1 Individual Categories of Membership.** Any individual who registers with US Speedskating as a full member, who satisfies the requirements for full membership, and who pays the requisite full membership fee shall be considered a “Full Member” of US Speedskating and shall have the right to vote in elections for directors as

provided in these Bylaws. Any individual who is recognized as a “Lifetime Member” of US Speedskating shall also be considered a Full Member of US Speedskating. Upon registration or renewal of registration as a Full Member, an individual will be required to indicate in which of the following categories he or she desires to be classified, provided that he or she satisfies the requirements for a particular category; Lifetime Members may change their classification once per year, provided that such change is made at least 60 days prior to the date of an election in which he/she may vote or run for election. A Full Member will be eligible to vote only (i) in elections involving his or her chosen classification and the general member category; (ii) if he/she is a Full Member in good standing and satisfies all other requirements for voting; and (iii) if he/she is sixteen (16) years of age or older; provided, however, that if a family has two or more Full Members under the age of sixteen (16), and none of those Full Members’ parents, guardians or siblings are themselves Full Members, then one (1) parent or guardian may apply to US Speedskating for the right to cast one (1) vote total on behalf of all the Full Members in the family (parents, children and siblings) under age 16, subject to the requirements set forth above and elsewhere in these Bylaws. Such application must be completed on the appropriate form developed by US Speedskating and found on the US Speedskating website, and must be approved by US Speedskating, before the parent or guardian will have the right to vote. By way of example, if a family has two children under age 16 who are US Speedskating members, and their parents and siblings are not US Speedskating members, then a parent may apply for the right to cast a vote on their behalf, but if the parent is a member of US Speedskating, then this provision shall not apply.

**(A) Elite Athlete Members.** Elite Athlete members shall be those individuals who (i) are eligible to compete in the sport of speedskating, and (ii) are Elite Athletes as that term is defined below. Any individual who satisfies this definition must be classified as an Elite Athlete for voting purposes. Additionally, Elite Athlete Members can vote in both their respective category and the general membership category.

i. For purposes of these Bylaws, the term “Elite Athlete” means US Speedskating members who:

1. within the preceding ten (10) years, represented the United States in the Olympic Games, or an Operation Gold event, or a World Championship recognized by ISU for which a competitive selection process was administered by US Speedskating; or

2. within the preceding twenty-four (24) months, demonstrated that they are actively engaged in amateur athletic competition in Speedskating by qualifying in the top 25 of the national rankings.

Elite Athlete members may not be drawn from events that categorize entrants in age-restricted classifications commonly known as “Juniors,” “Masters,” “Seniors,” “Veterans” or other similarly designated age-restricted competition.

**(B) World Team/Olympian Athlete Members.** World Team/Olympian Athlete members shall be those individuals who have represented the United States as

athletes in the sport of Speedskating in the Olympic Games or in a World Championship recognized by ISU for which a competitive selection process was administered by US Speedskating; provided that any individual who qualifies for Elite Athlete membership pursuant to Section 5.1(A) above shall be classified as an Elite Athlete member, not a World Team/Olympian Athlete member. Additionally, World Team / Olympian Athlete Members can vote in both their respective category and the general membership category.

**(C) Coach and Official Members.** Coach and Official members shall be those individuals who are either (i) active coaches or active officials, and certified by US Speedskating as a Level 2 or higher coach, or a Level 3 or higher official; or (ii) officials recognized by the ISU and listed on either the ISU International list or ISU Championships list (level 4 and 5) at the time he or she is no longer eligible to officiate international competitions due to the ISU's age restrictions. Additionally, Coach and Official Members can vote in both their respective category and the general membership category.

**(D) General Membership Members.** Any Full Member who is not otherwise classified as an Elite Athlete, World Team/Olympian Athlete or Coach/Official pursuant to Sections 5.1(A)-(C) shall be classified as a "General Membership Member." Additionally, all members that fall into other categories of voting are, at the core, general members. Therefore, members who fall into another category (5.1 (A) – (C)) will have the ability to vote in the general member category and their respected category.

US Speedskating may, from time to time, determine additional categories of non-voting members.

**5.2 Organizational Categories of Membership.** US Speedskating shall have the organizational membership categories as follows:

**(A) US Speedskating Association Memberships.** US Speedskating Associations are established and recognized by US Speedskating to govern their respective geographic regions. US Speedskating Associations agree to (i) conduct their programs in accordance with, and to be bound by, the rules and regulations of US Speedskating, and (ii) meet the registration requirements of US Speedskating for associations. If a US Speedskating Association resigns its membership in US Speedskating, it is eligible to re-join as a member of US Speedskating only so long as it meets US Speedskating's qualifications for membership as set forth in Section 5.4 of these Bylaws. However, a US Speedskating Association that has re-joined as a member of US Speedskating shall operate under a two (2)-year probationary period during which time it will not be eligible to vote on any matters brought before US Speedskating Associations or US Speedskating Association presidents. In addition, the Board of Directors may establish and impose additional fees for re-joining US Speedskating Associations as the Board may deem appropriate.

**(B) Registered Club Memberships.** Registered Clubs are those speedskating clubs that (i) register with, and are approved by, US Speedskating, (ii) agree to conduct their programs in accordance with, and agree to be bound by, the rules and regulations of US Speedskating, and (iii) meet other registration requirements of US Speedskating for club members.

**(C) Affiliated Organizations.** As of the Effective Date of these Bylaws, US Speedskating does not have any Affiliated Organizations. Affiliated Organizations are those amateur sports organizations that register as affiliated organizations and that conduct, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competition, a national program or regular national amateur athletic competition as defined in 36 U.S.C. § 220522(a)(11)(A) of the Sports Act. Affiliated Organizations must be in compliance with those rules and regulations set forth by US Speedskating. If there should become one (1) or more US Speedskating Affiliated Organizations, these Bylaws shall be amended as set forth in Section 20.1 to account for the inclusion of the Affiliated Organization(s) herein. Such Affiliated Organization members of US Speedskating would be subject to those rules, regulations and membership qualifications as may be established by US Speedskating from time to time.

**5.3 Non-Voting Members.** All categories of members described in Sections 5.1 and 5.2 of these Bylaws shall be considered non-voting members for purposes of the Nonprofit Corporation Act. Each category of membership shall have only those qualifications, rights and privileges as set forth herein, subject to the Nonprofit Corporation Act.

**5.4 Membership Requirements.** Membership in US Speedskating is a privilege and creates within it certain obligations and duties. The Board of Directors may, in its sole discretion, choose not to accept or approve a membership application. The Board of Directors may establish such membership requirements as the Board shall deem necessary and appropriate. No privilege of membership shall be made available until all membership requirements are satisfied.

**5.5 Dues and Fees.** US Speedskating may establish such rules and procedures for the manner and method of payment of fees, the collection of delinquent fees and the proration or refund of fees, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all fees are paid in full.

**5.6 Suspension and Termination.** The membership of any US Speedskating member may be suspended or terminated at any time by the Board of Directors so long as the procedures involving either the suspension or termination are fair and reasonable. The member shall receive not less than fifteen (15) days' prior written notice of the suspension or termination and the reason(s) therefor. A member shall have the right to a hearing prior to termination so long as the hearing is held not less than five (5) days before the effective date of the suspension or termination.

**5.7 Resignation.** A member may resign at any time. The resignation of a member does not relieve the member from any obligations the member may have to US Speedskating as a result of obligations incurred or commitments made prior to resignation.

**5.8 Transfer of Membership.** Membership in US Speedskating is not transferable, unless to a successor of a corporate member, which proposed transfer must first be approved by US Speedskating in writing to be effective. Members shall have no ownership rights or beneficial interests of any kind in the property of US Speedskating.

## **5.9 Meetings of Members.**

**5.9.1. No Rulemaking Authority.** Except for those items for which members are entitled to vote as specifically provided in these Bylaws, the meetings of the members shall be purely advisory and shall have no rulemaking, budgetary, legislative or other authority.

**5.9.2. Annual Meetings.** There shall be an annual meeting of the members of US Speedskating known as the US Speedskating Annual Meeting, at which all individual and organizational members and other US Speedskating constituencies in the United States speedskating family shall be invited to gather and may provide input to the National Office and Board of Directors on important issues facing the organization. The US Speedskating Annual Meeting shall be held annually during the second (2<sup>nd</sup>) quarter of each year at the time and place as determined by the agreement of the President and Executive Director. Failure to hold an annual US Speedskating Annual Meeting as required by these Bylaws shall not work as a forfeiture or dissolution of US Speedskating or invalidate any action taken by the Board of Directors or Officers of US Speedskating.

**5.9.3. Special Meetings.** A special meeting of the members, for any purpose or purposes, may be called by the President, or shall be called by the President if US Speedskating receives a written demand or demands stating the purpose or purposes for which it is to be held, signed and dated by at least five percent (5%) of the members described in Sections 5.1 and 5.2. The close of business on the thirtieth (30<sup>th</sup>) day before delivery of the demand or demands for a special meeting is the record date for the purpose of determining whether the five percent (5%) requirement has been met. If notice for a special meeting pursuant to Section 5.9.5 of these Bylaws is not given within thirty (30) days after the written demand or demands are delivered as set forth in this Section 5.9.3, the person signing the demand or demands may set the time and place of the meeting and give notice thereof pursuant to Section 5.9.5.

**5.9.4. Place of Meeting.** Each US Speedskating Annual Meeting shall be held at such place as may be designated in the notice of meeting, or, if no place is designated in the notice, at the principal office of US Speedskating. Any or all members may participate in any US Speedskating Annual Meeting or any special meeting through the use of any telecommunication by which all persons participating in the US Speedskating Annual Meeting or in the special meeting may hear each other. Whenever possible, the US Speedskating Annual Meeting may be held in conjunction with a Board of Directors meeting, in which case the Board meeting shall take place after the annual US Speedskating Annual Meeting. If practicable, the US Speedskating Annual Meeting may be held in conjunction with a major US Speedskating competition or event. Special meetings shall be held at such location as designated in the notice of the special meeting.

### **5.9.5. Notice of Meeting.**

**(A)** Notice of the US Speedskating Annual Meeting or any special meeting of the members stating the place, date and time of the Annual Meeting or special meeting shall be posted on the website of US Speedskating no fewer than ten (10), or if notice is

mailed by other than first-class or registered mail, thirty (30), nor more than sixty (60), days before the date of the Annual Meeting or the special meeting.

Notice of a special meeting of the members shall likewise include a description of the matter or matters for which the meeting is called.

**(B)** If the US Speedskating Annual Meeting or a special meeting of the members is adjourned to a different date, time or place, notice of the new date, time or place will be announced at the meeting before adjournment and will be posted on the US Speedskating website.

**(C)** When giving notice of the US Speedskating Annual Meeting or special meeting of the members, US Speedskating shall give notice of a matter that a member intends to raise at the meeting if requested in writing to do so by a person entitled to call a special meeting, and the request is received by the President of US Speedskating at least ten (10) days before US Speedskating gives notice of the US Speedskating Annual Meeting or special meeting.

## **ARTICLE 6. BOARD OF DIRECTORS**

**6.1 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 US Speedskating shall be governed by, the Board of Directors.

**6.2 Function of the Board.** The Board of Directors shall oversee the management of US Speedskating and its affairs, but it shall not manage the day-to-day operations of US Speedskating. The Board shall focus on long-term strategic objectives and impacts rather than on planning and tactical management, empowering the Executive Director to manage a staff-driven organization with effective Board oversight. The principal duty of the Board shall be to select a well-qualified and ethical Executive Director and, through the President, to diligently oversee the Executive Director in the operation of US Speedskating. In addition, the Board shall perform the following specific functions, among others:

**(A)** implement procedures to orient new Board Directors, to educate all Directors on the business and governance affairs of US Speedskating, and to evaluate Board performance;

**(B)** select, compensate and evaluate the Executive Director and plan for management succession;

**(C)** review and approve US Speedskating's strategic plan, the annual budget, and corporate performance;

**(D)** set policy and provide guidance and strategic direction to management on significant issues facing US Speedskating;

- (E) review and approve significant corporate actions;
- (F) review the financial reporting process, communications with stakeholders, and US Speedskating’s legal and regulatory compliance program;
- (G) oversee effective corporate governance;
- (H) approve capital structure, financial strategies, borrowing commitments and long-range financial planning;
- (I) review and approve financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, select independent auditors;
- (J) monitor to determine whether US Speedskating’s assets are being properly protected;
- (K) monitor US Speedskating’s compliance with laws and regulations and the performance of its broader responsibilities;
- (L) approve the Articles of Alliance with Speed Skating Canada and/or other agreements with appropriate organizations;
- (M) nominate and award lifetime membership to those individuals and organizations who/which, in the sole discretion of the Board of Directors, merit such an honor;
- (N) confirm the US Speedskating President’s appointment of US Speedskating’s delegates and/or representatives to any position within the ISU;
- (O) ensure that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis
- (P) ensure that each Board member (i) conducts himself or herself at all times in accordance with a standard of scrupulous good faith in his or her fiduciary role as a guardian of US Speedskating’s corporate welfare, and (ii) does not act with gross abuse of authority or discretion; and
- (Q) address such other matters as may be appropriate for consideration and action by the Board.

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

**6.4 Qualifications.** A Director shall:

- (A) be a natural person, a citizen of the United States and eighteen (18) years of age or older;
- (B) not necessarily be a resident of the State of Missouri;
- (C) not be a paid employee or consultant of US Speedskating;
- (D) be registered as a member of US Speedskating for at least one (1) year prior to the date of his or her election/selection, except that this requirement shall not apply to Independent Directors;
- (E) be a member in good standing of US Speedskating, except that this requirement shall not apply to Independent Directors;
- (F) not have been employed by US Speedskating within the last three (3) years;
- (G) not be a person having a record of a felony criminal conviction involving theft, financial improprieties and/or other crimes involving moral turpitude, or who has violated the provisions of the US Speedskating Safe Sport program;
- (H) not have committed, and been sanctioned for, a severe violation of the regulations of US Speedskating. A severe violation is defined as one which resulted in a suspension from US Speedskating of one (1) year or more within the last ten (10) years. Any person who has committed a severe violation is not eligible to serve as a Director or to stand as a candidate in any US Speedskating election or any election conducted by an organizational member of US Speedskating; and
- (I) (i) possess the highest personal and professional integrity; (ii) demonstrate exceptional ability and judgment; (iii) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of US Speedskating; (iv) possess the highest personal values and judgment, understanding of athletic competition and the Olympic ideals, qualifications of leadership in business and in ethics; and (v) have diverse experience in the key business, financial, or other challenges that face US Speedskating.

It is the desire of US Speedskating to have Directors who demonstrate a high level of experience, capability, success and leadership in Board oversight responsibilities in one (1) or more of the following areas: business, finance, marketing, fundraising, ethics, audit, management, communications, sports and sports performance.

**6.5 Number.** The Board of Directors shall consist of ten (10) Directors as follows:

- (A) two (2) Elite Athlete Directors;

- (B)** four (4) Independent Directors;
- (C)** one (1) General Membership Director;
- (D)** one (1) Club Director;
- (E)** one (1) Coaches and Officials Director; and
- (F)** one (1) World Team/Olympian Athlete Director.

6.5.1 The Board of Directors shall have one (1) non-voting ex officio member as follows:

- (G)** one (1) USS AAC Chair or his or her designee from the USS AAC

**6.6 Election/Selection.** Only candidates who meet the qualifications set forth in Section 6.4 are eligible to stand for election for any of the Director positions. Individuals submitting nominations shall inform the Nominating and Governance Committee of any relevant background information and/or other constraints on their time in order for the Committee to determine whether it is appropriate to recommend the individual to stand for election. For those Director positions set forth in Sections 6.6(C), (D), (E) and (F) (the “Membership Director Positions”), the Nominating and Governance Committee shall: (i) review the nominations, (ii) disqualify those individuals who do not meet the requirements for their respective Membership Director Positions, and (iii) select no more than three (3) candidates to place on the ballot for each of the Membership Director Positions. In addition to any other voting requirements set forth herein, a Full Member must satisfy the requirements set forth in Section 5.1 to vote.

The US Speedskating Board of Directors shall be elected as follows:

**(A) Elite Athlete Directors.** There shall be two (2) Elite Athlete Directors. One (1) Elite Athlete Director shall be US Speedskating’s representative to the USOPC Athletes’ Advisory Council, and one (1) Elite Athlete Director shall be US Speedskating’s alternate representative to the USOPC Athletes’ Advisory Council. The Elite Athlete Directors shall meet the qualifications set forth in Section 10.2 of these Bylaws, and shall be elected as set forth in Section 10.3 of these Bylaws. In the event that either, or both, of US Speedskating’s representatives to the USOPC Athletes’ Advisory Council are ineligible or unable to serve as an Elite Athlete Director but remain as a representative to the USOPC Athletes’ Advisory Council, the US Speedskating Athletes’ Advisory Council shall appoint an Elite Athlete who meets the qualifications of Section 10.2 as the replacement to the Board of Directors.

**(B) Independent Directors.** There shall be four (4) Independent Directors. Preferably, the Independent Directors shall represent experience in business and/or finance, ethics and/or education (with an emphasis on ethics), marketing and sports performance. Selection of the Independent Directors by the Nominating and Governance Committee shall be subject to confirmation by the Board of Directors.

i. Individuals who are “independent” as defined in Section 6.6(B)(ii) of these Bylaws (and who satisfy all other applicable qualifications set forth in these Bylaws) are eligible to be selected as Independent Directors. Any individual may nominate himself or herself to run for an Independent Director position by providing notice to the Nominating and Governance Committee within the deadline set forth by the Committee. The Nominating and Governance Committee may actively seek and solicit nominees, shall review nominations, and shall disqualify those who do not meet the qualifications and requirements for Independent Directors. Independent Directors are then selected by vote of the Nominating and Governance Committee.

ii. An individual shall be determined to be “independent” if he or she has no material relationship with US Speedskating or the ISU, either directly or through an organization that has a material relationship with US Speedskating or the ISU. A relationship is “material” if, in the reasonable judgment of the Nominating and Governance Committee, it would interfere with the individual’s independent judgment.

Without limiting the parameters described in the prior paragraph, an individual will not be considered independent if, within the preceding two (2) years, he or she:

1. held a position as an Officer or Director of US Speedskating or held any governance position (whether a paid or volunteer position) with any speedskating entity and/or the ISU;
2. is an immediate family member of a Director of US Speedskating;
3. was affiliated with or employed by US Speedskating’s outside auditor or outside counsel;
4. is an immediate family member of a Director of US Speedskating who was affiliated with or employed by US Speedskating’s outside auditor or outside counsel as a partner, principal or manager;
5. was a coach, official, or an immediate family member of a coach or official, or other organizational member of another speedskating entity, or a member of US Speedskating’s Athletes’ Advisory Council (“AAC”); or
6. receives any compensation from US Speedskating, directly or indirectly, with the understanding that reimbursement for expenses shall not be considered.

When the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether the individual is independent, will be made by the Nominating and Governance Committee.

**(C) General Membership Director.** There shall be one (1) General Membership Director on the Board of Directors. An individual in good standing who is a Full Member of US Speedskating including all members that fall into other categories, are

eligible to be elected as the General Membership Director. Any individual meeting the qualifications set forth in Section 5.1 of these Bylaws and who is at least eighteen (18) years of age may nominate himself/herself and/or another member meeting the qualifications and requirements for General Membership Director by providing notice to the Nominating and Governance Committee within the deadline set forth by the Committee. Full Members in good standing shall be eligible to vote in the General Membership Director election. From among those placed on the ballot by the Nominating and Governance Committee, the candidate garnering the highest vote total shall be elected as the General Membership Director.

**(D) Club Director.** There shall be one (1) Club Director on the Board of Directors. The organizational members set forth in Section 5.2(B) of these Bylaws may nominate an individual who meets the qualifications set forth in Section 6.4 of these Bylaws by providing notice to the Nominating and Governance Committee within the deadline set forth by the Committee. Each US Speedskating member club in good standing and described in Section 5.2(B) of these Bylaws shall have one (1) vote in the election for the Club Director. From among those placed on the ballot by the Nominating and Governance Committee, the candidate garnering the highest vote total shall be elected as the Club Director. Votes may only be cast by a Club's president or his/her designee who has been authorized by the Club president, in a written designation forwarded to the US Speedskating Executive Director, to vote on behalf of the Club.

**(E) Coaches and Officials Director.** There shall be one (1) Coaches and Officials Director on the Board of Directors. An individual in good standing who (i) is an active coach or active official, (ii) is certified by US Speedskating as a Level 2 or higher coach or as a Level 3 or higher official, and (iii) has been classified as a Coach and Official member pursuant to section 5.1(C) of these Bylaws, is eligible to be elected as the Coaches and Officials Director. Any individual meeting the qualifications set forth in Section 5.1(C) of these Bylaws may nominate himself/herself and/or another member meeting the qualifications and requirements for Coaches and Officials Director by providing notice to the Nominating and Governance Committee within the deadline set forth by the Committee. Full Members in good standing who are classified in the Coaches and Officials voting category shall be eligible to vote in the Coaches and Officials Director election. From among those placed on the ballot by the Nominating and Governance Committee, the candidate garnering the highest vote total shall be elected as the Coaches and Officials Director.

**(F) World Team/Olympian Athlete Director.** There shall be one (1) World Team/Olympian Athlete Director on the Board of Directors. An individual in good standing who (i) meets the qualifications set forth in Section 5.1(B) of these Bylaws, and (ii) who has been classified as an World Team/Olympian Athlete member pursuant to section 5.1(B) of these Bylaws, is eligible to be elected as the World Team/Olympian Athlete Director. Any individual meeting the qualifications set forth in Section 5.1(B) of these Bylaws may nominate himself/herself and/or another member meeting the qualifications and requirements for World Team/Olympian Athlete Director by providing notice to the Nominating and Governance Committee within the deadline set forth by the Committee. Full Members in good standing who are classified in the World

Team/Olympian Athlete voting category shall be eligible to vote in the World Team/Olympian Athlete Director election. From among those placed on the ballot by the Nominating and Governance Committee, the candidate garnering the highest vote total shall be elected as the World Team/Olympian Athlete Director.

(G) There shall be one (1) USS AAC Chair on the Board of Directors holding a non-voting ex officio position on the USS Board of Directors. The USS AAC Chair shall be selected under the qualifications in Article 9 of these bylaws. In the event the USS AAC Chair also holds the position of Athlete Director under Article 6 of these bylaws, voting privileges shall not be lost.

## **6.7 Tenure/Staggered Board.**

**6.7.1. Initial Board.** The election/selection for the initial Director positions set forth in Sections 6.6(B), (C), (D), (E) and (F) of these Bylaws shall be held in the Spring of 2014. Subject to Section 6.6(A) of these Bylaws, the existing USOPC Athletes' Advisory Council representatives shall serve as the Elite Athlete Directors, and shall serve on the Board until 2016, when their successors will be elected.

**6.7.2. Staggered Board.** The terms of the Board of Directors shall be staggered such that approximately one-half (1/2) of the Directors shall be elected/selected in the year of the Olympic Winter Games and approximately one-half (1/2) of the Directors shall be elected/selected in the year two (2) years after the Olympic Winter Games. Among the initial Board, two (2) Independent Directors will be up for election in 2016, and two (2) Independent Directors will be up for election in 2018. The Club Director and the Coaches and Officials Director will be up for election in 2016, and the World Team/Olympian Athlete Director and General Membership Director will be up for election in 2018.

**6.7.3. Subsequent Terms.** Subject to the terms served by the Initial Board, Directors shall serve four (4)-year terms through the beginning of the Board meeting held in conjunction with respective US Speedskating Annual Meeting, or until his or her successor is elected/selected and shall qualify.

**6.8 Term Limits.** Subject to Section 10.5 of these Bylaws, no Director of the board, with the exception of Independent Directors, shall serve more than two (2) consecutive terms. Independent Directors will not have any limitation on the number of terms that may serve. For purposes of this Section 6.8, the initial Board members will be considered to have served one (1) term for the terms described in Section 6.7.2.

Where any Director who fills a vacancy where the remaining term is for two (2) years or more, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, the Director can serve one (1) additional four (4)-year term following completion of the filled vacancy term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and the Director can serve two (2) additional four (4)-year terms following completion of the filled vacancy term. Terms served prior to the adoption of these Bylaws shall be counted in calculating term limits.

**6.9 Resignation, Removal and Vacancies.** A Director's position on the Board of Directors shall be declared vacant upon the Director's resignation or removal.

**6.9.1. Resignation.** A Director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect at the time specified in the notice of resignation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**6.9.2. Removal.** Directors may be removed from the Board as follows:

**(A) Elite Athlete Directors.** An individual serving as an Elite Athlete Director may be removed from the Board by those Elite Athletes eligible to vote for the Elite Athlete Director in the same manner that the Director was elected as set forth in Section 6.6 of these Bylaws. To initiate a vote by the Elite Athletes to remove an Elite Athlete Director, either the Board of Directors, by a two-thirds (2/3) vote at a duly called meeting of the Board, or the US Speedskating AAC, by a three-fifths (3/5) vote at a duly called meeting of the US Speedskating AAC, must first refer the matter for a removal vote.

**(B) Membership Director Positions.** An individual serving in a Membership Director Position as defined in Section 6.6 of these Bylaws may be removed from the Board by those US Speedskating members eligible to vote for the Director in the same manner that the Director was elected. To initiate a vote to remove an individual in a Membership Director Position, the Board of Directors, by a two-thirds (2/3) vote at a duly called meeting of the Board, must first refer the matter for a removal vote.

**(C) Independent Directors.** Independent Directors may be removed from the Board by the affirmative vote of the Board as set forth herein. Independent Directors may be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Director in question to be heard by the Board, upon the affirmative vote of a majority of the total voting power of the Board (excluding the voting power of the Director in question). Independent Directors may be removed without cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Director in question to be heard by the Board, 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).

For purposes of Sections 6.9.2(A)-(C) of these Bylaws, any one (1) or more of the following shall constitute cause for removal (however, these items shall not be to the exclusion of or limitation as to other reasons that may be determined as justified cause for removal): malfeasance in office; gross misconduct or neglect; false or fraudulent misrepresentation inducing the director's appointment; willful conversion of corporate funds; a breach of the obligation to make a full disclosure; incompetency; gross inefficiency; moral turpitude; any conduct performed in bad faith that is not in the best interests of US Speedskating or that is detrimental to US Speedskating; or a violation of (i) the Olympic Charter, (ii) the Statutes, Bylaws, Code of Conduct, Disciplinary Code, or Rules of ISU, (iii) the Bylaws or Code of Ethics of US Speedskating; and/or (iv) the Bylaws or Code of Conduct of the USOPC.

**(D) Removal for Non-Attendance.** A Director may be removed for three consecutive unexcused absences from meetings of the Board. For purposes of this Section 6.9.2(D), an “unexcused absence” means an absence from a meeting of the Board which has not been authorized or excused in writing by the President. Removal for non-attendance shall be accomplished using the procedures set forth in Sections 6.9.2(A)-(C) above, provided, however, that for Elite Athlete Directors and Member Director Positions, the Board need only certify that the unexcused absences have occurred, and no referral vote shall be necessary.

**(E) Automatic Removal of Directors.** A Director who no longer meets the eligibility qualifications set forth in Sections 6.4(A)-(I) of these Bylaws shall be deemed ineligible to serve and thus automatically removed from the Board of Directors, which automatic removal shall be confirmed by the Board of Directors. No Director shall be subject to removal based on how he or she votes as a Director, unless such voting is part of a violation of US Speedskating’s Code of Ethics.

**6.9.3. Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining board members. The newly elected Director shall be seated for the unexpired term of such Director’s predecessor in office. Elected Directors must meet the general qualifications outlined in section 6.4 and the specific membership category qualifications outlined in section 6.6 of these bylaws.

**6.10 Regular Meetings.** The Board of Directors shall hold no fewer than two (2) meetings per year, one (1) of which may be held immediately after and at the same place as the US Speedskating Annual Meeting, or shall be held as soon as practicable thereafter at the time and place determined by the President, for the purpose of electing officers, when applicable, and for the transaction of such other business as may come before the meeting (this would be referred to as the annual meeting of the Board). The Board of Directors may provide by resolution the time and place for the holding of one (1) or more additional meetings.

**6.11 Special Meetings.** Special meetings of the Board of Directors may be called by or at the written request of the President or a majority of the Board of Directors. The person or persons authorized to call special meetings for the Board of Directors may fix the time and place for holding any special meeting of the Board called by them.

**6.12 Notice of Meetings.**

**(A) Requirements.** The President of US Speedskating or at least fifty percent (50%) of the Directors may call a meeting of the Board of Directors. Notice of each regular and special meeting of the Board of Directors stating the date, time and place of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each Director at such Director’s business or residential address at least five (5) days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two (2) days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any

other form of wire or wireless communication (and the method of notice need not be the same as to each Director). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) two (2) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

**(B) Waiver of Notice.** A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this Section 6.12(B), the waiver shall be in writing, signed by the Director entitled to the notice and filed with the minutes or the corporate records. Such waiver shall be delivered to US Speedskating for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with this Article 6 of these Bylaws, objects to lack of notice and does not vote for or assent to the objected-to action.

**6.13 Deemed Assent.** A Director of US Speedskating who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to all action taken at the meeting unless: (i) the Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; (ii) the Director contemporaneously requests the Director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (iii) the Director causes written notice of the Director's dissent or abstention as to any specific action to be received by the presiding Officer of the meeting before the adjournment thereof or by US Speedskating promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to a Director who votes in favor of the action taken.

**6.14 Quorum and Voting.** A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

**6.15 Voting by Proxy.** Directors may not vote or otherwise act by proxy.

**6.16 Meetings by Telephone.** Members of the Board of Directors or any committee thereof may participate in a regular or special meeting by, or conduct the

meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. The malfunctioning of a telephone, computer or other device shall not invalidate a meeting held by telephone.

**6.17 Agenda.** The President, after consulting with the Executive Director and the Chairs of the Standing Committees, other Committees and Task Forces, shall determine the agenda for Board meetings. Board Directors shall be permitted to request items for inclusion on the agenda for Board meetings.

**6.18 Questions of Order and Board Meeting Leadership.** Questions of order shall be decided by the President, unless otherwise provided in advance by the Board of Directors based on Robert's Rules of Order. The President shall lead meetings of the Board. If the President is absent from any meeting or for any reason is not able to lead a portion of the meeting, then the Vice President shall preside.

**6.19 Effectiveness of Action.** 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.

**6.20 Director Access to Management and Outside Advisors.** US Speedskating's senior management team may attend Board meetings on a regular basis, both to make special presentations and as a discussion resource, and shall be available to Board Directors outside of meetings. All Board Director contact with members of US Speedskating's management team, other than the Executive Director, outside of Board meetings shall be directed to the Executive Director, though this requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board (as opposed to individual Board Directors) directly of appropriate matters. Members of management other than the Executive Director shall not contact Board Directors without the consent of the Executive Director.

**6.21 Action Without a Meeting.** Action to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is approved by a majority of the Directors. The action must be evidenced by one (1) or more written consents describing the action taken and signed by each Director. Such consents shall be included in the minutes filed with the corporate records reflecting the action taken. Action taken under this Section 6.21 is effective when a majority of Directors have signed the consent, unless the consent specifies a different effective date. A consent signed under this Section 6.21 has the effect of a meeting vote, and may be described as such in any document.

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

## **ARTICLE 7. OFFICERS**

**7.1 Designation and Qualifications.** The elected Officers of US Speedskating shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also appoint, designate or authorize such other officers as it may consider necessary or useful. One (1) person may hold more than one (1) office at a time, except that the President of US Speedskating may not hold another office. Officers must be Directors of US Speedskating. All Officers must be natural persons who are United States citizens and eighteen (18) years of age or older. Any individual who has held any position within, or has been affiliated to, any professional speedskating entity, including as an athlete, coach or trainer (other than US Speedskating, in which case the restrictions set forth in Section 6.4 shall apply), must have resigned from such position no later than one (1) year prior to the relevant election. No Officer shall be entitled to hold any position within, or be affiliated to, any professional speedskating organization for so long as such officer is an Officer of US Speedskating.

**7.2 Election and Term of Office.** The Board of Directors shall elect or appoint the Officers at the first regular Board meeting held after the elections in the year of the Winter Olympics. If the election and appointment of Officers shall not be held at or in conjunction with such meeting, such election or appointment shall be held as soon as convenient thereafter. Each Officer shall hold office from the end of the meeting at or in conjunction with which such Officer was elected or appointed until such Officer's successor shall have been duly elected or appointed and shall have qualified, or until such Officer's earlier resignation or removal.

**7.3 Authority and Duties of Officers.** The Officers of US Speedskating shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws:

**(A) President.** The President shall, subject to the direction and supervision of the Board of Directors: (i) preside at all meetings of the members and of the Board of Directors; (ii) see that all resolutions of the Board of Directors are carried into effect; (iii) coordinate and be responsible for US Speedskating's international activities; (iv) serve as the Board's liaison with the Executive Director and, as such, will oversee, evaluate and report to the Board on matters concerning the Executive Director, provided that the President shall be obligated to abide by Section 6.2 of these Bylaws; and (v) perform all other duties incident to the office of President and as from time to time may be assigned to such office by the Board of Directors.

**(B) Vice President.** The Vice President shall assist the President and shall perform such duties as may be assigned to him or her by the President or by the Board of Directors. The Vice President shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

**(C) Secretary.** The Secretary shall have a comprehensive understanding of the US Speedskating bylaws and governing documents to assist the President and Executive Director with compliance of the organization's policies and procedures pertaining to Board of Director's and management responsibilities. Further responsibilities of the Secretary shall include but not be limited to: coordinate bylaw amendments recommended to the Board of Directors; preside over Board of Director Officer elections; certify the Board of Director's ratification of the Independent Director's recommended by the Nominating and Governance Committee and certify all elections conducted by management with the assistance of a public accounting or legal entity. The Executive Director shall designate one (1) member of the US Speedskating staff to take minutes at Board meetings.

**(D) Treasurer.** The Treasurer shall (i) be the principal financial officer of the Board of Directors with general responsibility for the oversight of the financial affairs of US Speedskating; (ii) present financial reports to the Board of Directors as the Board may request from time to time; (iii) serve as the Chief Financial Officer, in the event there is no separate Chief Financial Officer; and (iv) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

**7.4 Restrictions.** Officers of US Speedskating shall perform functions with due care. No individual may serve simultaneously as an Officer of US Speedskating and as an officer of another organization holding membership in US Speedskating, or as an officer of another National Governing Body recognized by the USOPC.

**7.5 Resignation, Removal and Vacancies.** An Officer's position shall be declared vacant upon the Officer's resignation or removal.

**7.5.1. Resignation.** An Officer may resign at any time, subject to any rights or obligations under any existing contracts between the Officer and US Speedskating, by giving written notice to the President or to the Board of Directors. An Officer's resignation shall take effect upon receipt by US Speedskating unless the notice specifies a later effective date, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An Officer shall be deemed to have resigned in the event of such Officer's incapacity, as determined by a court of competent jurisdiction. If a resignation is made effective at a later date, the Board of Directors may permit the Officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board of Directors may remove the Officer at any time before the effective date and may fill the resulting vacancy.

**7.5.2. Removal.** Any Officer or agent may be removed by the Board of Directors at any time, as provided herein, but removal shall not affect the contract rights, if any, of the person so removed. Election, appointment or designation of an Officer shall not itself create contract rights. Officers may be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Officer in question to be heard by the Board, upon the affirmative vote of a majority of the total voting power of the

Board (excluding the voting power of the Officer in question). Officers may be removed without cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Officer in question to be heard by the Board, 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 Officer in question). For purposes of this Section 7.5.2, “for cause” shall have the meaning set forth in Section 6.9.2(C) of these Bylaws.

**7.5.3. Vacancies.** A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

**7.6 Compensation.** Officers shall not receive compensation for their services as Officers, although the reasonable expenses of Officers may be paid or reimbursed in accordance with US Speedskating’s policies. Officers are disqualified from receiving compensation for services rendered to or for the benefit of US Speedskating in any other capacity.

## **ARTICLE 8. COMMITTEES**

**8.1 Designation.** There shall be no Executive Committee or other committee(s) with management or governance authority delegated by the Board. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the Board, such as a “Super-Board” (commonly called a Governance Council, Board of Governors or General Assembly).

**8.1.1. Standing Committees.** US Speedskating shall have the following four (4) Standing Committees:

- (A) Nominating and Governance Committee
- (B) Audit Committee
- (C) Ethics Committee
- (D) Judicial Committee

The Nominating and Governance Committee, Audit Committee and Ethics Committee shall each have five (5) individuals. The Judicial Committee shall have twelve (12) individuals. At least twenty percent (20%) of the Nominating and Governance Committee, Audit Committee and Judicial Committee must be comprised of Elite Athletes who meet the standards set forth in Section 5.1(A)(i) of these Bylaws. At least twenty percent (20%) of the Ethics Committee must be comprised of individuals who meet the standards set forth in Section 8.1.2.1(i) below.

In addition, there shall be an Athletes’ Advisory Council governed by Article 9 of these Bylaws.

**8.1.2. Other Committees and Commissions.** The President, with the approval of the Board of Directors, may appoint such other Committees (including Committees of members) or Commissions as the President believe appropriate, and shall define narrowly the mission and deliverables of such other Committees or Commissions. The decision to appoint or not appoint and to terminate such other Committee or Commission shall be exclusively the President's decision, subject to the approval of the Board of Directors.

**8.1.2.1 Service by Athlete Representatives.**

i. Twenty percent (20%) of each other Committee or Commission appointed pursuant to Section 8.1.2 above shall be comprised of individuals who have, (a) within the last ten (10) years, represented the United States in the Olympic Games, or an Operation Gold event, or a World Championship recognized by ISU for which a competitive selection process was administered by US Speedskating, or (b) within the last twenty-four (24) months, demonstrated that they are actively engaged in amateur athletic competition in Speedskating.

ii. Twenty percent (20%) of the individuals serving on a Commission or other Committee that is involved in the selection of international, Olympic and Pan American Games Team members, including athletes, coaches, administrators and sports staff, must be comprised of Elite Athletes who meet the standards set forth in Section 5.1(A)(i) of these Bylaws.

**8.1.3. Task Forces.** The President or the Executive Director may appoint such Advisory Task Forces as the President or the Executive Director believes appropriate and shall define narrowly the mission and deliverables of such Task Forces. Twenty percent (20%) of each Task Force appointed pursuant to this Section 8.1.3 shall be comprised of individuals who meet the standards set forth in Section 8.1.2.1(i) above. The action to terminate a Task Force shall be made in the same manner as the action to appoint such Task Force.

**8.2 Assignments.** Standing Committee, other Committee, Task Force and Commission assignments shall be made based on a combination of factors, including each individual member's expertise, the needs of US Speedskating and the requirements set forth in these Bylaws. Committee, other Committee, Task Force and Commission agendas shall be developed by the Chair of the Committee, other Committee, Task Force or Commission in consultation with the appropriate members of management and with the input of other Directors. Committee, other Committee, Task Force and Commission members shall be expected to attend in person all regularly scheduled meetings. Participation by telephone shall be permitted as long as all members participating may hear each other during the meeting. If requested, each Chair shall make a report on Committee, other Committee, Task Force or Commission matters to the Board at the next regularly scheduled Board meeting.

**8.2.1. Appointments by President.** Committee assignments for the four (4) Standing Committees, including the designation of Standing Committee Chairs, shall be made by the President, subject to Section 8.2.2 of these Bylaws.

**8.2.2. Appointments by AAC.** Committee assignments of Elite Athlete members to the four (4) Standing Committees shall be made by the AAC as provided in Article 9 of these Bylaws.

**8.3 Tenure.** Standing Committee, other Committee, Task Force and Commission members shall remain on the Standing Committee, other Committee, Task Force or Commission until his or her successor is appointed, or until his or her earlier resignation or removal, but is subject to the following provisions as to length of terms and term limits.

**8.3.1. Nominating and Governance Committee.** Those persons appointed to the initial Nominating and Governance Committee shall hold terms until the end of the 2014 US Speedskating Annual Meeting. Thereafter, the term for Nominating and Governance Committee members shall be four (4) years, but in no event shall a Committee member's total term of service on the Nominating and Governance Committee exceed a period of eight (8) years.

**8.3.2. Other Standing Committees, Other Committees, Commissions and Task Forces.** Those persons appointed to Standing Committees (other than the Nominating and Governance Committee), other Committees, Task Forces and Commissions shortly after the adoption of these Bylaws shall hold terms until the 2016 US Speedskating Annual Meeting. Thereafter, the term for all Standing and other Committee members shall be two (2) years. The term for all Task Force and Commission members shall last until their assignment is concluded. In no event shall a person's total term of service on any such Standing Committee, other Committee, Commission or Task Force exceed a period of eight (8) years.

**8.4 Term Limits.** No Nominating and Governance Committee member shall serve for more than two (2) consecutive terms. A member of any other Standing Committee may not serve more than four (4) consecutive terms. For an initial Standing Committee member whose term expires in 2014, his or her time of service shall constitute a full term. Such initial Standing Committee members shall be eligible to serve three (3) additional terms immediately following the initial term ending in 2014. Initial Nominating and Governance Committee members, described in Section 8.3.1, shall be eligible to serve one (1) additional four (4)-year term.

**8.5 Resignation, Removal and Vacancies.** A Standing Committee, other Committee, Task Force or Commission member's position on a Standing Committee, other Committee, Task Force or Commission may be declared vacant upon his or her resignation or removal.

**8.5.1. Resignation.** A Standing Committee, other Committee or Commission member may resign at any time by giving written notice to the President or the Board of

Directors. A Task Force member may resign at any time by giving written notice to the President, the Board of Directors or the Executive Director. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**8.5.2. Removal.** The Chair of a Standing Committee, other Committee, Task Force or Commission may recommend the removal of a member of his or her Standing Committee, other Committee, Task Force or Commission to the President. The President may, in his or her sole discretion, remove the individual from the Standing Committee or other Committee, and the President or the Executive Director, in his or her sole discretion, may remove the individual from a Task Force or Commission (i) with cause; (ii) without cause; or (iii) if the individual is not in compliance with Section 8.11 of these Bylaws.

**8.5.3. Vacancies.** Any vacancy occurring in a Standing Committee, other Committee, Task Force or Commission shall be filled in the same manner as the appointment of members to that Standing Committee, other Committee, Task Force or Commission. A Standing Committee, other Committee, Task Force or Commission member appointed to fill a vacancy shall be appointed for the unexpired term of such respective member's predecessor in office.

**8.6 Nominating and Governance Committee.** The Nominating and Governance Committee shall be appointed and have the following responsibilities:

**8.6.1. Functions.** The Nominating and Governance Committee shall (i) organize and supervise the process by which candidates are identified and screened for election/selection to the Board of Directors as described in Section 6.6 of these Bylaws; (ii) select, subject to confirmation by the Board of Directors, the Independent Directors of the Board pursuant to Section 6.6(B)(i) of these Bylaws; (iii) consult with the Ethics Committee with respect to vetting all candidates for potential conflicts of interest or other problematic background issues; (iv) develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its Committees and Task Forces; and (v) perform other such duties as assigned by the Board.

**8.6.2. Qualification Review Process.** The Nominating and Governance Committee may actively seek and solicit nominees for the Board positions described in Sections 6.6(B) through (F) of these Bylaws, and shall also receive nominations from those who may tender nominations to the Committee. In reviewing a candidate's qualifications for the Board of Directors pursuant to Section 6.6 of these Bylaws, the Nominating and Governance Committee shall take the following items into consideration: (i) the candidate's potential contribution to the effective functioning of US Speedskating; (ii) any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment; (iii) whether the candidate will bring relevant experience to the Board; (iv) whether the candidate has the ability to attend meetings and fully participate in the activities of the Board; (v) the candidate's reputation for personal integrity and commitment to ethical conduct; (vi) whether the candidate fulfills the eligibility qualifications set forth in Section 6.4 of these Bylaws; and (vii) whether the candidate has developed any relationships with another organization, or other

circumstances have arisen that might make it inappropriate for the Director to continue serving on the Board.

**8.6.3. Committee Members.** Except for the initial Nominating and Governance Committee, which shall be comprised and selected as provided in Section 8.6.4, the Nominating and Governance Committee shall be comprised of five (5) members who shall be selected as follows:

(A) One (1) athlete appointed by the AAC according to the process set forth in Section 9.6 of these Bylaws;

(B) Three (3) individuals who are independent, as that term is defined in Section 6.6(B)(ii) of these Bylaws, shall be appointed by the Board of Directors to serve in the following Quadrennium.

(C) One (1) individual with a significant background in the sport of Speedskating and a strong knowledge of US Speedskating, shall be appointed by the Board of Directors to serve in the following Quadrennium.

(D) By way of example, the USOPC shall, shortly after these Amended and Restated Bylaws have been adopted, appoint four (4) individuals (as provided in paragraphs (B) and (C) above) to the Nominating and Governance Committee, and these four (4) individuals will take their positions on the Committee immediately. Thereafter, the Board of Directors shall, in 2014 prior to the US Speedskating Annual Meeting, appoint four (4) individuals (as provided in paragraphs (B) and (C) above) to the Nominating and Governance Committee, and these four (4) individuals shall take their positions on the Committee immediately after the conclusion of the Board of Directors meeting held in conjunction with the 2014 US Speedskating Annual Meeting. Each of the four (4) individuals must possess high personal integrity and demonstrate executive leadership experience.

**8.6.4. Initial Appointments.** For the initial term of the Nominating and Governance Committee, which shall begin shortly after adoption of these Bylaws and shall continue through and including the end of the 2014 US Speedskating Annual Meeting, the four (4) individuals referenced in Section 8.6.3(B) and 8.6.3(C) above shall be appointed by the USOPC.

**8.6.5. Committee Members Cannot be Directors.** No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current Director of US Speedskating; provided, however, that a current US Speedskating Director whose term is ending with an upcoming election and who is not seeking reelection may be appointed to and serve on the Nominating and Governance Committee.

No individual who serves on the Nominating and Governance Committee may serve or be eligible to serve on the Board of Directors. A member of the Nominating and Governance Committee shall be precluded from serving as a Director or in any other US Speedskating capacity, whether governance or on staff, for a period of one (1) full year after his or her term on the Nominating and Governance Committee ends.

**8.7 Audit Committee.** The Audit Committee shall be appointed and have the following responsibilities:

**8.7.1. Functions.** The Audit Committee shall (i) recommend independent auditors of US Speedskating, review the report of the independent auditors and management letter, and recommend action as needed; (ii) investigate matters of fiscal controls and disclosure and such other matters as directed by the Board; and (iii) perform such other duties as assigned by the Board.

**8.7.2 Committee Members.** The Treasurer shall serve as the Chair of the Audit Committee. The President shall appoint three (3) members of the Audit Committee, all of whom shall be Directors of the Board. At least one (1) Independent Director of the Board shall be on the Audit Committee. The AAC shall appoint one (1) Elite Athlete, as that term is defined in Section 5.1(A)(i) of these Bylaws, as a member of the Audit Committee. The Elite Athlete representative to the Audit Committee need not be a Director of the Board.

**8.8 Ethics Committee.** The Ethics Committee shall be appointed and have the following responsibilities:

**8.8.1. Functions.** The Ethics Committee shall (i) oversee the implementation of, and compliance with, the US Speedskating Code of Ethics; (ii) report to the Board on ethical issues; (iii) develop, and review on an annual basis, a Code of Ethics for the Board, Officers, Committee, other Committee, Commission and Task Force members, volunteers, staff and member organizations for adoption by the Board; (iv) generally administer and oversee compliance with the Code of Ethics; (v) review and investigate matters of ethical impropriety and make recommendations on such matters to the Board; (vi) review and provide guidance on ethical questions presented to it by the Board, Officers, Committee, other Committee, Commission and Task Force members, volunteers, staff and US Speedskating members; and (vii) perform such other duties as assigned by the Board.

**8.8.2. Committee Members.** The President shall appoint the Chair and three (3) other members of the Ethics Committee. The AAC shall appoint one (1) Elite Athlete as that term is defined in Section 5.1(A)(i) of these Bylaws as a member of the Ethics Committee. The Chair and the remaining three (3) non-Athlete members of the Ethics Committee shall each be independent as that term is defined in Section 6.6(B)(ii) of these Bylaws. No Director of the Board shall be appointed to the Ethics Committee.

**8.9 Judicial Committee.** The Judicial Committee shall be appointed and have the following responsibilities:

**8.9.1. Functions.** The Judicial Committee shall (i) generally administer and oversee all administrative grievances, appeal of disciplinary sanctions issued by the Executive Director, and right to participate in matters filed with US Speedskating; (ii) appoint a panel of its members to hear and render a decision on grievances and disciplinary matters; and (iii) perform such other duties as assigned by the Board.

**8.9.2. Committee Members.** The Judicial Committee shall consist of twelve (12) members. The President shall appoint the Chair and eight (8) other members of the Judicial Committee. The AAC shall appoint three (3) Elite Athlete as that term is defined in Section 5.1(A)(i) of these Bylaws as members of the Judicial Committee. The Chair and at least five (5) other members of the Judicial Committee appointed by the President shall be independent as that term is defined in Section 6.6(B)(ii) of these Bylaws. No Director of the Board shall be appointed to the Judicial Committee.

**8.10 Procedures.** Each Standing Committee, other Committee, Task Force and Commission shall establish procedures for conducting its business and affairs. Such procedures shall be published and made available on US Speedskating's website. Standing Committee procedures must be approved by the Board of Directors, and other Committee, Task Force and Commission procedures must be approved by the Executive Director.

**8.11 Committee Member Attendance.** Standing Committee, other Committee, Task Force and Commission members are expected to attend in person (or by any means of communication by which all participating members may hear each other during the meeting) all regularly scheduled Standing Committee, other Committee, Task Force and Commission meetings of which they are a member. Any Standing Committee, other Committee, Task Force or Commission member failing to attend a minimum of at least one-half (1/2) of the Standing Committee, other Committee, Task Force and Commission meetings of which they are a member during any twelve (12)-month period, without an excused absence, may be removed by the President. The President, either personally or through a designated representative, may attend all scheduled meetings of Standing Committees, other Committees, Task Forces and/or Commissions.

**8.12 Minutes of Meetings.** Each Standing Committee and other Committee shall take minutes of its meetings. The minutes shall be submitted to the Executive Director and the President within ten (10) days of the end of the respective meeting.

**8.13 Compensation.** Standing Committee, other Committee, Task Force and Commission members shall not receive compensation for their services, although the reasonable expenses of Standing Committee, other Committee, Task Force and Commission members may be paid or reimbursed in accordance with US Speedskating's policies. Standing Committee, other Committee, Task Force and Commission members who are not Directors of the Board may receive compensation for services rendered to or for the benefit of US Speedskating in any other capacity, provided the Board gives explicit approval.

## **ARTICLE 9. ATHLETES' ADVISORY COUNCIL**

**9.1 Objectives.** The purpose of the AAC is to advocate the interests of athletes in all areas of US Speedskating influence and governance. The AAC also strives to broaden the communication within and between US Speedskating's Bylaws and Constitution, the USOPC Bylaws, the Sports Act, the ISU Statutes and Bylaws and the IOC

rules. Finally, the AAC ensures twenty percent (20%) athlete representation in all decision-making bodies of US Speedskating, including the Board of Directors and any US Speedskating Task Forces, Standing Committees, other Committees and Commissions, or other such groups.

**9.2 Election.** There shall be six (6) members of the AAC. The membership of the AAC shall consist of: (i) one (1) male and one (1) female Short Track skater; (ii) one (1) male and one (1) female Long Track skater; and (iii) the two (2) Elite Athlete Directors. The election for the initial AAC members, with the exception of the Elite Athlete Directors, shall be held in the Spring of 2014. The six (6) AAC members shall elect from among the six (6) AAC members the Chair of the AAC, who shall serve for a term of two (2) years or until his or her successor shall have been elected and shall have qualified. In order to be eligible to run and vote for the AAC members, an Elite Athlete must:

- (A) be at least age sixteen (16) years of age;
- (B) be registered as a member of US Speedskating at least sixty (60) days prior to the date of election; and
- (C) at the time of election, meet the qualifications set forth in Section 5.1(A) of these Bylaws.

**9.3 Terms.** The terms for all AAC Representatives shall run for four (4) years or until their successors shall have been elected and shall have qualified (except for those AAC Representatives serving as Elite Athlete Directors whose terms will expire in 2016 and every four (4) years thereafter). No AAC representative shall serve for more than two (2) consecutive terms.

**9.4 Meetings.**

- (A) **Regular ACC Meeting.** A regular AAC meeting shall be held in conjunction with the US Speedskating Annual Meeting.
- (B) **Other Meetings.** Other meetings may be as set forth in the AAC Bylaws.

**9.5 US Speedskating Obligations.** US Speedskating shall pay for the:

- (A) Travel and lodging expenses of the AAC member to attend the AAC Annual Meeting;
- (B) meeting teleconference charges, if any;
- (C) reasonable expenses of the Athlete Directors of the US Speedskating Board of Directors to attend all US Speedskating Board of Directors' meetings; and
- (D) hosting and domain name of the US Speedskating AAC websites.

**9.6 Athlete Representation on US Speedskating Committees.** Athlete representatives on all US Speedskating Standing Committees, other Committees, Task Forces and/or Commissions will be appointed by the US Speedskating AAC pursuant to the process set forth in the AAC Bylaws or appropriate AAC policy.

**9.7 Election of the USS AAC Chairperson.** Newly elected and outgoing AAC members shall vote for the AAC Chairperson. In order to equalize the voting weight of each elected representative, an individual who is re-elected for a second term to the AAC shall have two votes.

## **ARTICLE 10. USOPC ATHLETES' ADVISORY COUNCIL**

**10.1 Designation.** US Speedskating shall have a representative and an alternate representative to the USOPC Athletes' Advisory Council.

**10.2 Qualifications.** Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of Speedskating within the ten (10)-year period prior to December 31 of the year in which the election is held shall be eligible to run for election to the USOPC Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. US Speedskating shall follow all requirements for membership in the USOPC Athlete's Advisory Council as promulgated by the USOPC or the USOPC's Athletes' Advisory Council, whether set forth in these Bylaws or not.

**10.3 Election/Selection.** An individual who wishes to run for election to the USOPC Athletes' Advisory Council and to be placed on the ballot shall obtain at least ten (10) signatures of support from individuals entitled to vote in the election. Those individuals who have represented the United States as athletes in the Olympic Games, the World Championships or other major international competitions in the sport of Speedskating within the ten (10)-year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election. Additionally, in order to be eligible to vote in the election, an individual shall be a citizen of the United States and sixteen (16) years of age or older by December 31 of the year in which the election is held. The individual with the highest vote total shall be elected as athlete representative to the USOPC Athletes' Advisory Council. The individual with the second highest vote total of the opposite gender (as is required by the USOPC Athletes' Advisory Council), shall be elected as the alternate representative to the USOPC Athletes' Advisory Council.

**10.4 Tenure.** The term for all representatives to the USOPC Athletes' Advisory Council shall be for four (4) years. A representative shall remain on the USOPC Athletes' Advisory Council until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death.

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

**10.6 Objectives.** The USOPC AAC representative or alternate, in conjunction with the USS AAC, is responsible for reviewing all USS policies and procedures that impact athletes including but not limited to the long track and short track rules and regulations, Direct Athlete Support, and the Athlete Agreement prior to these documents being implemented on an annual basis. This responsibility also applies to the Olympic Team selection procedures.

## **ARTICLE 11. USOPC NATIONAL GOVERNING BODIES' COUNCIL REPRESENTATIVE**

**11.1 Designation.** US Speedskating shall have a representative and an alternative representative to the USOPC National Governing Bodies' Council.

**11.2 Election/Selection.** The Executive Director shall serve as US Speedskating's representative to the USOPC National Governing Bodies' Council. The President shall serve as US Speedskating's alternative representative to the USOPC National Governing Bodies' Council.

## **ARTICLE 12. EXECUTIVE DIRECTOR**

**12.1 Designation.** US Speedskating shall employ an Executive Director, who shall be the Chief Executive Officer of US Speedskating. As such, the Executive Director shall be vested with the authority to make decisions on behalf of US Speedskating. The Executive Director shall not be a voting Director of the Board, but shall attend all Board of Directors meetings, and may also attend Standing Committee, other Committee, Task Force and/or Commission meetings. The Board of Directors may, by majority vote of those present, exclude the Executive Director from a meeting or a portion thereof. The Executive Director will not attend portions of a meeting that discuss the Executive Director.

**12.2 Employment.** The Executive Director shall be selected by and report to the Board of Directors for the term of his or her employment. 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 US Speedskating, the contract shall provide that the Executive Director's employment may be terminated by the Board with or without cause and specify what compensation, if any, the Executive Director may receive on removal for cause and without cause.

**12.3 Duties and Responsibilities.** The Executive Director shall:

- (A) develop a strategy for achieving US Speedskating's mission, goals and objectives and present the strategy to the Board of Directors for approval;
- (B) prepare and submit quadrennial and annual budgets to the Board for approval;
- (C) determine the staff needed to effectively carry out US Speedskating's missions, goals and objectives, within US Speedskating's budget;
- (D) oversee the size and compensation of management and staff and the hiring and termination of all members of management and staff;
- (E) either directly, or by a delegation, manage all management functions;
- (F) be responsible for revenue generation and allocation of resources in accordance with existing US Speedskating commitments;
- (G) coordinate and be responsible for US Speedskating's international operational activities;
- (H) along with the President, act as US Speedskating's spokesperson;
- (I) foster good relations with sponsors, partners and others;
- (J) oversee US Speedskating's High Performance Division and Activity Managers;
- (K) perform all functions that usually pertain to the office of Executive Director; and
- (L) act as the Secretary General with regard to US Speedskating's membership, correspondences and affiliation with the ISU and other national skating federations.

**ARTICLE 13.  
SANCTIONING OF EVENTS**

**13.1 Prompt Review of Request.** US Speedskating shall promptly review every request submitted by an sports organization or person for a sanction and make a determination on such request: (i) to hold an international or national speedskating competition in the United States, or (ii) to sponsor US Speedskating athletes to compete in an international athletic Speedskating competition held outside the United States.

**13.2 Standard for Review.** If US Speedskating, as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national athletic speedskating competition would be detrimental to the best interests of US Speedskating, and (ii) confirms that the sports organization or person

meets the requirements for obtaining a sanction as set forth in these Bylaws, then US Speedskating shall grant the sanction requested by the sports organization or person.

**13.3 Requirements for Holding an International or National Athletic Speedskating Competition in the United States.** An sports organization or person requesting a sanction to hold an international or national athletic speedskating competition in the United States shall:

(A) submit, in the form required by US Speedskating, an application to hold such competition;

(B) pay to US Speedskating the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;

(C) submit to US Speedskating an audited or notarized financial report of similar events, if any, conducted by the organization or person; and

(D) demonstrate that: (i) appropriate measures have been taken to protect the status of athletes who will take part in the competition and to protect their eligibility to compete in the competition; (ii) appropriate provision has been made for validation of records which may be established during the competition; (iii) due regard has been given to any international athletic requirements specifically applicable to the competition; (iv) the competition will be conducted by qualified officials; (v) insurance coverage has been obtained in compliance with US Speedskating's insurance requirements; (vi) proper medical supervision will be provided for athletes who will participate in the competition; and (vii) proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

**13.4 Requirements for Sponsoring US Speedskating Athletes to Compete in an International Athletic Speedskating Competition Held Outside the United States.** An sports organization or person requesting a sanction to sponsor US Speedskating athletes to compete in an international athletic speedskating competition held outside the United States shall:

(A) submit, in the form required by US Speedskating, an application to hold such competition to the US Speedskating National Office;

(B) pay to US Speedskating the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;

(C) submit a report of the most recent trip to a foreign country, if any, that the sports organization or person sponsored for the purpose of having US Speedskating's athletes compete in international athletic competition;

(D) submit a letter from the appropriate entity that will hold the international athletic competition certifying that: (i) appropriate measures have been taken to protect the Olympic status of athletes who will take part in the competition and to protect their eligibility to compete in ISU competition; (ii) appropriate provision has been

made for validation of records which may be established during the competition; (iii) due regard has been given to any international athletic requirements specifically applicable to the competition; (iv) the competition will be conducted by qualified officials; (v) insurance coverage has been obtained in compliance with US Speedskating's insurance requirements; (vi) proper medical supervision will be provided for athletes who will participate in the competition; (vii) proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and (viii) the requesting has obtained and exhibited proof of medical insurance for its entire delegation; and

**(E)** provide a written narrative and a variety of action photographs of the activities conducted during the event so the information may be shared via US Speedskating's website.

If the requirements described above are not met, US Speedskating retains the right to deny any requests until the above conditions are satisfactorily met.

## **ARTICLE 14. COMPLAINT PROCEDURES**

**14.1 US Speedskating Members Subject to Policy.** Each member of US Speedskating is subject to, and is bound by, the grievance process set forth in this Article 14 of the Bylaws (sometimes referred to as the "Grievance Policy" or the "Policy" within this Article 14). Each member of US Speedskating shall be bound by any decision or adjudication rendered pursuant to this Grievance Policy. In addition, the policy on Disciplinary Matters shall apply to non-members who participate in one or more activities or competitions sanctioned by US Speedskating.

**14.2 General.** This Policy is available to members of US Speedskating, as well as US Speedskating itself, for the adjudication of grievances and disciplinary matters. Pursuant to this policy, grievances and disciplinary matters have been divided into three (3) different areas:

**(A) Disciplinary Matters.** Disciplinary Matters involve one (1) or more alleged violations of US Speedskating's rules, policies, procedures, and/or these Bylaws, or other violations described in Section 14.4 below, where US Speedskating may impose penalties for such violations. The specific procedures governing Disciplinary Matters are set forth in Sections 14.5 through 14.7 of these Bylaws.

**(B) Grievances Against US Speedskating.** Grievances Against US Speedskating involve a complaint by a member of US Speedskating against US Speedskating alleging that US Speedskating has violated one (1) or more of US Speedskating's rules, policies, procedures, and/or these Bylaws (this includes allegations that US Speedskating has violated in individual's opportunity to participate in a protected competition), the USOPC bylaws, and/or the Sports Act. The specific procedures governing Grievances Against US Speedskating are set forth in Sections 14.8 through 14.10 of these Bylaws.

**(C) Complaints Against Another Member.** Complaints Against Another Member involve allegations made by one member of US Speedskating that another member

of US Speedskating has violated one or more of US Speedskating's rules, policies, procedures, and/or these Bylaws. The specific procedures governing Complaints Against Another Member are set forth in Sections 14.11 through 14.14 of these

**14.3 Items Not Subject to this Policy.** The following matters shall not be subject to adjudication under this Policy, and no claims or actions may be brought involving the following:

**(A)** The final decision of a referee or starter concerning disqualification or non-disqualification of any of the general and/or individual racing rules during a US Speedskating-sanctioned event, or any rulings involving a field of play decision (namely, a matter set forth in the racing rules to be within the discretion of the referee or starter) shall not be reviewable through the procedures for, or the subject of, this Grievance Policy unless the decision is: (i) outside the authority of the official to make, or (ii) the product of fraud, corruption, partiality, misapplication of a racing rule, or other serious misconduct of the referee.

**(B)** Claims involving specific action(s) or inaction(s) by the Board of Directors or the Executive Director involving corporate actions, or the direction and/or management of US Speedskating.

**(C)** Claims involving employment matters and/or contractual relationships with US Speedskating.

**(D)** Claims of misconduct or error on the part of USADA and/or WADA personnel, or laboratories utilized by either USADA or WADA; or otherwise arising from or related to the imposition of discipline (or failure to impose discipline) for any actual or alleged doping offense(s).

**(E)** Claims against US Speedskating or a member of US Speedskating that do not involve violations of one (1) or more of US Speedskating's rules, policies, procedures, and/or these Bylaws.

## **DISCIPLINARY MATTERS**

**14.4 Initial Review of Possible Violation(s).** If the Executive Director (or his or her designee) is alerted or determines on his/her own initiative that one or more members, or other individual participating in one or more activities or competitions sanctioned by US Speedskating, may have either (i) violated one or more of US Speedskating's rules, policies, procedures, and/or these Bylaws, or (ii) committed any acts or omissions involving malfeasance and/or conduct detrimental to the best interests of US Speedskating or the sport of speedskating, then the Executive Director (or his or her designee) shall gather such information as may be relevant. Such information gathering may include, without limitation, interviews with those individuals involved in the matter.

**14.5 Initial Determination.** After conducting the initial review, the Executive Director (or his or her designee, or in the event that the Executive Director has a conflict of interest, then the President) shall make an initial determination of whether a violation has occurred (the “Initial Determination”), and shall communicate the decision to the member(s) and/or individuals involved. The communication shall describe the allegations, the decision of the Executive Director (or his or her designee), and the proposed penalty to be imposed; provided, however, if the penalty to be imposed by the Executive Director (or his or her designee) involves suspension from US Speedskating, termination of membership in US Speedskating, or any period of ineligibility, then the matter shall be referred to a Hearing before the Judicial Committee as provided in Sections 14.15 through 14.28 of these Bylaws, unless the member or individual chooses to accept the proposed suspension, ineligibility or termination of membership, or the member/individual and US Speedskating otherwise agree on a penalty to be imposed.

**14.6 Dispute of Initial Determination.** A member or individual who has been found to have committed a violation described in Section 14.4 shall have thirty (30) days from the date of the notice of the Initial Determination in which to dispute the Initial Determination. A dispute must be filed on the appropriate form found on the US Speedskating’s website, [www.USSpeedskating.org](http://www.USSpeedskating.org), and must be received by US Speedskating by the applicable deadline. A properly filed dispute shall be referred to the Chair of the Judicial Committee for a Hearing as provided in Sections 14.15 through 14.28 of these Bylaws. If the member or individual fails to file a dispute by the deadline, then the Initial Determination, including any penalties imposed, shall be final and binding, subject to Section 14.28 of these Bylaws.

**14.7 Penalties Imposed by Other Entities.** US Speedskating shall honor the suspension(s) or other disciplinary action(s) imposed upon one (1) or more US Speedskating members or other individuals by the ISU, the USOPC, USADA and/or WADA. US Speedskating may, where appropriate, hold in abeyance a Disciplinary Matter proceeding pending a proceeding before the ISU, the USOPC, USADA and/or WADA. Nothing in this Section 14.7 shall prohibit or impede US Speedskating from holding a hearing on a matter that has been acted upon by another organization and imposing a penalty that is different than that imposed by the other organization.

## **GRIEVANCES AGAINST US SPEEDSKATING**

**14.8 Requirements for a Grievance Against US Speedskating.** A Grievance Against US Speedskating must be filed by a member, and must: (i) allege with particularity that US Speedskating has violated one (1) or more of US Speedskating’s, rules, policies, procedures and/or these Bylaws (this includes allegations that US Speedskating has violated the member’s opportunity to participate in a protected competition), the USOPC Bylaws, or the Sports Act, including the specific rules, etc. allegedly violated by US Speedskating; (ii) be submitted in writing to US Speedskating on the form found on US Speedskating’s website, [www.USSpeedskating.org](http://www.USSpeedskating.org); (iii) be accompanied by a filing fee of \$250 made payable to US Speedskating; and (iv) be submitted within one-hundred twenty (120) days of the date that the Complainant knows, or reasonably should have known, of the facts giving rise to the Grievance Against US Speedskating, except in the case of

allegations of a denial of an opportunity to participate, in which case the Complainant must file a Grievance Against US Speedskating within one hundred eighty (180) days of the date of the alleged denial. If the Grievance Against US Speedskating does not satisfy the requirements of this Section 14.8, the Executive Director (or his or her designee) may return the Complaint to the Complainant with a notice of the defective or missing items.

**(A) Affected Parties.** Where a complaint is filed involving selection of an individual to participate in a competition, the Complainant shall include with the Complaint a list of all other individuals that the Complainant believes could be directly affected by a decision rendered on the Complaint. US Speedskating shall likewise submit a list of individuals, together with their contact information, that could be directly affected by a decision rendered on the Complaint.

**(B) Special Rights of Those Alleging a Denial of The Opportunity to Participate.** Any member alleging the denial or threatened denial of the right of an opportunity to participate in the Olympic Games, a World Championship competition or such other “protected competition” as defined by the USOPC in its Bylaws has the right either to file a Grievance Against US Speedskating in accordance with the procedures set forth in Sections 14.8 through 14.10 of these Bylaws, or avail himself or herself of the rights and remedies available pursuant to Section 9 of the USOPC Bylaws. In this regard, the aggrieved athlete may wish to consult with the USOPC Athlete Ombudsman, whose contact information is readily available on the USOPC website, US Speedskating’s athlete representatives to the USOPC AAC, and/or another representative of his/her choice. If a member opts to pursue arbitration in accordance with Section 9 of the USOPC Bylaws, then the decision of the arbitration shall apply, and this Grievance Procedure shall no longer be available.

**14.9 Referral to Judicial Committee.** The Executive Director (or his or her designee) shall promptly forward to the Chair of the Judicial Committee any Grievance Against US Speedskating that is filed on the proper form and includes the proper filing fee. If a Grievance Against US Speedskating is not filed on the proper form or is not accompanied by the proper filing fee, the Executive Director shall return the Complaint to the Complainant with notice of the deficiencies. Within ten (10) days of receipt of a Grievance Against US Speedskating forwarded by the Executive Director, the Chair of the Judicial Committee shall review the Complaint and shall notify the Complainant of any deficiencies. In the case of a properly filed Grievance Against US Speedskating, the Chair of the Judicial Committee shall commence the process for a Hearing in accordance with Sections 14.15 through 14.28 of these Bylaws.

**14.10 Mediation of Grievance Against US Speedskating.** Where appropriate, the Executive Director of US Speedskating, or if the Executive Director is directly implicated in the Grievance Against US Speedskating, then the President of US Speedskating (or his designee), may seek to mediate the dispute with the Complainant.

## COMPLAINTS AGAINST ANOTHER MEMBER

**14.11 Requirements for a Complaint Against Another Member.** A Complaint Against Another Member must be filed by a member and must: (i) allege with particularity that another member has violated one or more of US Speedskating's rules, policies, procedures, and/or these Bylaws, including the specific rules, etc. allegedly violated; (ii) specifically identify the member(s) alleged to have committed the violation; (iii) submit the Complaint in writing to US Speedskating on the form found on US Speedskating's website, [www.USSpeedskating.org](http://www.USSpeedskating.org); (iv) be accompanied by a non-refundable filing fee of \$500 made payable to US Speedskating; and (v) be submitted within one-hundred and eighty (180) days of the date that the Complainant knows, or reasonably should have known, of the facts giving rise to the Complaint Against Another Member. If the Complaint Against Another Member does not satisfy the requirements of this Section 14.11, the Executive Director (or his or her designee) may return the Complaint to the Complainant with a notice of the defective or missing items.

**14.12 Review by Executive Director.** The Executive Director (or his or her designee) shall review the Complaint within fifteen (15) days of receipt. The review shall include, where appropriate, a discussion with the Complainant and the member(s) named in the Complaint. If the Executive Director (or his or her designee) determines as part of the review process that a violation of one (1) or more rules, policies, procedures, and/or these Bylaws has occurred, or an act or omission has occurred involving malfeasance and/or conduct detrimental to the best interests of US Speedskating or the sport of speedskating, then the Executive Director (or his or her designee) may treat the Complaint as a Disciplinary Matter pursuant to the procedures described in Sections 14.4 through 14.7 of these Bylaws, and the Executive Director (or his or her designee) shall so notify in writing the Complainant and the member(s) involved.

**14.13 Referral to Judicial Committee.** If the Executive Director (or his or her designee) does not choose to treat a Complaint Against Another Member as a Disciplinary Matter, then he or she shall refer the Complaint to the Judicial Committee for a Hearing pursuant to Sections 14.15 through 14.28 of these Bylaws. In such a Hearing, the Complainant shall serve as the prosecutor of the claim at his or her sole expense, and US Speedskating shall in no way be required to prosecute or defend, or fund the prosecution or defense of, the claims set forth in the Complaint.

**14.14 Assessment of Attorneys' Fees and Costs.** If a Complaint Against Another Member is referred to the Judicial Committee for a Hearing, the Hearing Panel may (but shall not be required to) award attorneys' fees and costs under the following circumstances: (i) attorneys' fees and costs may be awarded only to the prevailing party/parties and only against the non-prevailing party/parties, and (ii) attorneys' fees and costs may be awarded only after the Hearing Panel has received argument and supporting documentation from the parties on the issue of fees and costs.

## JUDICIAL COMMITTEE PROCESS AND HEARING

**14.15 Administration of Matter Referred to Judicial Committee.** The Judicial Committee shall administer and oversee matters referred to it under this Grievance Policy (a "Referral") according to the procedures set forth below.

**14.16 Appointment of Hearing Panel.** Within ten (10) days after receipt of a Referral, the Chair of the Judicial Committee shall (i) appoint a Hearing Panel consisting three (3) disinterested and impartial individuals, at least one of whom must be an athlete meeting the definition for "Elite Athlete" as set forth in Section 5.1(A)(i) of these Bylaws (the "Hearing Panel") to hear the Administrative Grievance, and (ii) name one (1) of the individuals of the Hearing Panel as Chair of the Hearing Panel (the "Chair").

**(A) Impartial Panel.** If any party with a direct interest in the outcome believes that a Hearing Panel member is neither disinterested nor impartial, that party may challenge the participation of that Hearing Panel member to the Executive Director (or his or her designee). The Hearing Panel member in question shall thereafter be presented with the challenge and may, upon review, recuse himself or herself. If the Hearing Panel member in question does not recuse himself or herself, then the Executive Director (or his or her designee) shall review the objection and comments, if any, of the Hearing Panel member in question. If the Executive Director (or his or her designee) determines in his or her sole discretion that the Hearing Panel member's service on the Hearing Panel may pose an appearance of impropriety, he or she may replace that member.

**14.17 Documents Provided to Panel.** Within ten (10) days of the appointment of the Hearing Panel, the Executive Director (or his or her designee) will provide to the Chair of the Hearing Panel a copy of each of the following documents: (i) the Complaint; (ii) all materials filed with the Complaint, if any; (iii) any written response or other materials previously submitted by the Respondent(s), if any; and (iv) any relevant documents in the possession of US Speedskating.

**14.18 Provision of Complaint and Materials.** The Hearing Panel shall ensure that all relevant parties have been provided with the relevant materials described in Section 14.17 of these Bylaws. These materials may be provided by: (i) hand delivery; (ii) mailing by certified U.S. mail, return receipt requested, postage prepaid, to the current address of the party(ies) served as reflected in the records of US Speedskating; (iii) by overnight delivery by a recognized courier that maintains a record of the delivery to the current address of the party served as reflected in the records of US Speedskating; or (iv) via email to the current email addresses of the parties as reflected in the records of US Speedskating. For purposes of this Policy, service shall be deemed complete, as appropriate, as follows: (i) at the time of personal hand delivery or delivery of the email; (ii) three (3) business days after deposit of the certified envelope in the U.S. mail, postage prepaid; or (iii) one (1) business day after depositing for shipment by overnight courier.

**(A) Affected Parties.** The Hearing Panel shall ensure that any affected parties described in Section 14.8(A) are provided with the relevant materials described in

Section 14.16. The Hearing Panel may also determine that individuals not listed by either the Complainant or US Speedskating as an affected party shall be given notice. Any party named as an affected party shall be eligible to participate fully in the Grievance Process, including the Hearing. Any party notified of the Complaint as a potentially affected party shall be bound by the decision of the Hearing Panel, even if he or she chooses not to participate.

**(B) Possible Dismissal of Complaint.** The Hearing Panel shall have the authority to dismiss a Complaint if it determines that the Complaint is not appropriate for the Hearing process, including without limitation a lack of jurisdiction or inappropriate subject matter for the Grievance Policy.

**14.19 Discovery; Exchange of Documents, Witness Lists and Evidence.** The Hearing Panel shall determine whether, and to what extent, discovery and exchange of documents will be allowed or required, subject to the understanding that the Hearing process is meant to be efficient and streamlined. The Hearing Panel shall also set the deadline for the exchange of witness lists and evidence to be presented at the Hearing.

**14.20 Time and Place of Hearing.** The Chair of the Hearing Panel will select the time and place for the Grievance Hearing so as to have the Hearing occur at the earliest convenient date consistent with the need to provide the parties with adequate time to prepare. In any event, the Hearing shall be scheduled not fewer than fifteen (15) days, nor more than ninety (90) days, after appointment of the Hearing Panel, unless the Hearing is to be expedited or the Hearing Panel specifically determines that a longer period is necessary in the interests of justice. The Hearing Panel shall also shorten all time periods as it deems necessary and appropriate in order to render a decision in a timely manner under the circumstance of the Grievance and taking into consideration any related deadline(s), forthcoming competition(s) or event(s).

**14.21 Manner of Hearing.** The Chair will conduct the Hearing in person, by telephonic conference call, video conference or other similar electronic means whereby all parties participating (namely, the Complainant and Respondent) may hear each other during the Hearing. The Chair will communicate information about the Hearing schedule to the Executive Director (or his or her designee) and all interested parties. An in-person Hearing shall not be mandatory. Unless the Hearing Panel, in its sole discretion, determines an in-person Hearing is required, Hearings may be held by telephonic or video conference where practical.

**14.22 Minimum Standards for Hearing.** The procedures to be followed at the Hearing shall, at a minimum, include the opportunity for each party to (i) be represented by counsel (at that party's expense), (ii) present oral or written evidence, (iii) cross-examine witnesses, and (iv) present such factual or legal claims as may be relevant to their respective claim(s) or defense(s).

**14.23 Conduct of the Hearing.** The Chair of the Hearing Panel shall preside over the Hearing, and shall make evidentiary rulings and otherwise control the conduct of the Hearing. The testimony of witnesses shall be taken under oath administered by the

Chair of the Hearing Panel. The rules of evidence applicable to court proceedings shall not be strictly enforced, but the Panel shall give lesser weight to hearsay testimony, if admitted into evidence. The Chair of the Hearing Panel, in consultation with the other members of the Hearing Panel, shall set such time-lines and such other rules regarding the conduct of the Hearing as he or she deems appropriate and/or necessary. Testimony at a Hearing shall be taken under oath.

**14.24 Recording the Hearing.** Any party to a Hearing may cause the Hearing to be stenographically or electronically recorded. The cost thereof shall be borne by the party or parties requesting the recordation, and the nature of the recording process shall be announced on the record at the beginning of the Hearing. The recording or transcript shall be made available to every other party upon reimbursement of a pro rata share of the recording and transcription expense, and to the Executive Director (or his or her designee) and the Hearing Panel at no cost. No person may secretly record a Hearing, or cause a Hearing to be secretly recorded, in any form.

**14.25 Burden of Proof.** In the conduct of a Hearing, the burden of proof shall be upon the Complainant to prove his or her allegations by a preponderance of the evidence, except in the case of a Disciplinary Matter that is being disputed by a member, in which case the burden of proof shall be on US Speedskating to prove the allegations by a preponderance of the evidence. For purposes of these Bylaws, “preponderance of the evidence” means superiority in weight of evidence that is more convincing (even if minimally) than the evidence presented by the other party.

**14.26 Decision of the Panel.** Decisions on the merits of the Grievance and the form of remedies, including the nature and extent of discipline, shall be determined by a majority vote of the Hearing Panel. In the case of a Grievance Against US Speedskating, the Hearing Panel may (but is not required to), as part of its determination, order US Speedskating to refund all or a portion of the filing fee(s) described in Section 14.8. The Hearing Panel shall report its decision on the merits in writing within twenty (20) business days of the conclusion of the Hearing; provided, however, that if necessary due to time constraints, the Hearing Panel may render its decision orally, or in writing without reasoning, to be followed by a written decision as soon as practicable. The decision shall be sent to the parties and to the Executive Director (or his or her designee).

**14.27 Legal Fees.** Every party has the right to be represented by an attorney or other representative of his or her own selection in any proceeding under this Policy. However, each party shall pay his/her/its own legal and/or representation fees and costs in all proceedings under this Policy, unless such fees and costs are awarded by a Hearing Panel as provided in Section 14.14 of these Bylaws.

**14.28 Appeal.** Without limiting the ability of a member who is claiming that (i) his or her opportunity to participate has been denied to avail himself/herself of the process set forth in Section 9 of the USOPC Bylaws, (ii) US Speedskating is not in compliance with the requirements of Section 8 of the USOPC Bylaws and/or §§ 220522-220525 of the Sports Act as described in Section 10 of the USOPC Bylaws, and/or (iii) US Speedskating’s recognition as a National Governing Body should be revoked as set forth in

Section 11 of the USOPC Bylaws, a decision made by the Hearing Panel shall be final and binding and may not be appealed within US Speedskating.

**ARTICLE 15.  
CODE OF ETHICS AND CODE OF CONDUCT**

**15.1 Code of Ethics and Code of Conduct.** US Speedskating shall adopt a Code of Ethics, an Ethics and Conflicts of Interest Policy and a Code of Conduct (the “Codes”) applicable to all US Speedskating Members, employees, Directors of the Board, Officers, and Standing Committees, other Committees, Task Force and/or Commission Members (the “Individuals Subject to the Codes”). The Individuals Subject to the Codes shall (i) annually certify compliance with the Codes. All US Speedskating employees, Directors of the Board, Officers, and Standing Committees, other Committees, Task Force and/or Commission Members shall execute Conflict of Interest disclosure statements within a timeframe to be determined by US Speedskating.

**ARTICLE 16.  
FIDUCIARY MATTERS**

**16.1 Indemnification.**

**16.1.1. Scope of Indemnification.** US Speedskating shall indemnify each Director, Officer, Employee and volunteer of US Speedskating to the fullest extent permissible under the laws of the State of Missouri, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 16.1.1. US Speedskating shall have the right, but shall not be obligated, to indemnify any agent of US Speedskating not otherwise covered by this Section 16.1.1 to the fullest extent permissible under the laws of the State of Missouri.

**16.1.2. Savings Clause: Limitation.** If any provision of the Nonprofit Corporation Act or these Bylaws dealing with indemnification shall be invalidated by any court on any ground, then US Speedskating shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Nonprofit Corporation Act or these Bylaws that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, US Speedskating shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of US Speedskating as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

**16.2 General Standards of Conduct.**

**16.2.1. Discharge of Duties.** Each Director, Officer and member of a Standing Committee or other Committee, Commission or Task Force shall discharge his or her duties in that position, (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; (iii) in a manner maintaining

the confidentiality of proprietary and/or confidential information; and (iv) in a manner the individual reasonably believes to be in the best interests of US Speedskating.

**16.2.2. Reliance on Information, Reports, Etc.** In discharging his or her duties, a Director, Officer or member of a Standing Committee or other Committee, Commission or Task Force is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one (1) or more Officers or employees of US Speedskating whom the individual reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, certified public accountants or other persons as to matters the individual reasonably believes are within the persons' professional or expert competence; or (iii) in the case of a Director, a Standing Committee or other Committee, Commission or Task Force of which the Director is not a member, as to matters within its jurisdiction, if the Director reasonably believes the Committee merits confidence. A Director, Officer or member of a Standing Committee or other Committee, Commission or Task Force is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 16.2.2 unwarranted.

**16.2.3. Director Not Deemed to Be a "Trustee"**. A Director, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to US Speedskating or with respect to any property held or administered by US Speedskating including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

### **16.3 Conflicts of Interest.**

**16.3.1. Definition of Conflict of Interest.** A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has an "interest adverse to the corporation." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of the corporation, and specifically includes, without limitation, directors and officers of the corporation. A "party related to a responsible person" includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. "An interest adverse to the corporation" includes any interest in any contract, transaction or other financial relationship with the corporation, and any interest in an entity whose best interests may be impaired by the best interests of the corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the corporation, an entity in which the corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the corporation.

**16.3.2. Disclosure.** If a responsible person is aware that US Speedskating is about to enter into any transaction or make any decision involving a conflict of interest, (a "conflicting interest transaction"), such person shall: (i) immediately inform those charged

with approving the conflicting interest transaction on behalf of US Speedskating of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person's knowledge that bear on the advisability of US Speedskating entering into the conflicting interest transaction; and (iii) in the case of a person who is directly involved in the conflicting interest transaction, not be entitled to vote on the decision to enter into such transaction.

**16.3.3. Approval of Conflicting Interest Transactions.** US Speedskating may enter into a conflicting interest transaction provided:

(A) the material facts as to the responsible person's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or to a Committee of the Board of Directors that authorizes, approves or ratifies the conflicting interest transaction, and the Board or Committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors on the Board or Committee, even though the disinterested Directors are less than a quorum; or

(B) the material facts as to the responsible person's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

(C) the conflicting interest transaction is fair as to US Speedskating.

#### **16.4 Liability of Directors for Unlawful Distributions.**

**16.4.1. Liability to US Speedskating.** A Director who votes for or assents to a distribution made in violation of the Nonprofit Corporation Act shall be personally liable to US Speedskating for the amount of the distribution that exceeds what could have been distributed without violating the Nonprofit Corporation Act if it is established that the Director did not perform the Director's duties in compliance with the general standards of conduct for Directors set forth in Section 16.2 of these Bylaws.

**16.4.2. Contribution.** A Director who is liable under Section 16.4.1 for an unlawful distribution is entitled to contribution: (i) from every other Director who voted for or assented to the distribution without relying on information described in Section 16.2 of these Bylaws; and (ii) from each person who received an unlawful distribution for the amount of the distribution whether or not the person receiving the distribution knew it was made in violation of the Nonprofit Corporation Act, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Nonprofit Corporation Act or the Articles of Incorporation.

**16.5 Loans to Directors and Officers.** No loans shall be made by US Speedskating to any of its Directors, Officers, employees or members of its Standing Committees, other Committees, Commissions and/or Task Force. Any US Speedskating Director, Officer, employee or member of a Standing Committee, other Committee,

Commission and/or Task Force who assents to or participates in the making of any such prohibited loan shall be liable to US Speedskating for the amount of such loan until the repayment thereof.

## **ARTICLE 17. RECORDS OF US SPEEDSKATING**

**17.1 Minutes, Etc.** US Speedskating shall keep the following information as permanent records: (i) minutes of all meetings of the members and Board of Directors; (ii) a record of all actions taken by the members or Board of Directors without a meeting; (iii) a record of all actions taken by a Committee of the Board of Directors in place of the Board of Directors on behalf of US Speedskating; and (iv) a record of all waivers of notices of meetings of the members and of the Board of Directors or any Committee of the Board of Directors.

**17.2 Accounting Records.** US Speedskating shall maintain appropriate accounting records.

**17.3 Membership List.** US Speedskating, or its agent, shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order.

**(A)** US Speedskating shall comply with a member's demand to inspect the record of members pursuant to the requirements set forth in Section 17.6.2 of these Bylaws by providing the member with a list of US Speedskating's members that was compiled no earlier than the date of the member's demand.

**(B)** Without consent of the Board of Directors, a membership list or any part thereof 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 foregoing, without consent of the Board of Directors, a membership list or any part thereof may not be:

(i) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election to be held by US Speedskating;

(ii) used for any commercial purpose; or

(iii) sold to or purchased by any person.

**17.4 Records In Written Form.** US Speedskating shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

**17.5 Records Maintained at Principal Office.** US Speedskating shall keep a copy of each of the following records at its principal office:

(A) its Articles of Incorporation or Restated Articles of Incorporation and all amendments to them currently in effect;

(B) its Bylaws or Restated Bylaws and all amendments to them currently in effect;

(C) resolutions adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of the members or any category of members;

(D) the minutes of meetings of the members and records of all actions approved by the members for the past three (3) years;

(E) all written communications to all members generally within the past three (3) years, including the financial statements furnished for the past three (3) years;

(F) a list of the names and business or home addresses of its current Directors and Officers;

(G) a copy of its most recent corporate registration report delivered to the Missouri Secretary of State; and

(H) appropriate financial statements of all income and expenses.

#### **17.6 Inspection of Records by Members.**

**17.6.1. Inspection of Records Maintained at Principal Office.** A member shall be entitled to inspect and copy, during regular business hours at US Speedskating's principal office, any of the records of US Speedskating described in Section 17.5 of these Bylaws, provided that the member gives US Speedskating written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.

**17.6.2. Written Demand.** A member may inspect and copy the records identified in Section 17.5 of these Bylaws only if:

(A) the member describes with reasonable particularity the purpose and the records the member desires to inspect; and

(B) the records are directly connected with this purpose.

**17.6.3. Financial Statements.** Upon the written request of any member, US Speedskating shall mail to such member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

#### **17.6.4. Scope of Members' Inspection Rights.**

(A) **Agent or Attorney.** The member's agent or attorney has the same inspection and copying rights as the member the agent or attorney represents.

(B) **Right to Copy.** The right to copy records under this Article 17 includes, if reasonable, the right to receive copies made by photographic, xerographic, or other means.

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

(D) **Litigation.** Nothing in this Article 17 shall affect (i) the right of a member to inspect records, if the member is in litigation with US Speedskating, to the same extent as any other litigant, or (ii) the right of a court to compel the production of corporate records for examination.

**17.7 US Speedskating Website.** US Speedskating shall maintain a website for the dissemination of information to its members. US Speedskating shall at all times publish the following information and documents on its website:

- (A) these Bylaws;
- (B) the documents set forth in Section 19.5(A)(i), (iii) and (iv) of these Bylaws;
- (C) its most recent annual financial statement; and
- (D) its most recent Form 990 filed with the Internal Revenue Service.

So as to facilitate the ability of interested parties to communicate their concerns or questions, US Speedskating shall publish on its website a mailing address and an e-mail address for communications directly to the Board of Directors.

## **ARTICLE 18. FINANCIAL MATTERS**

**18.1 Fiscal Year.** The fiscal year of US Speedskating shall commence June 1 and end of May 31 each year.

**18.2 Budget.** US Speedskating shall have an annual budget.

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

**18.4 Personal Liability.** Subject to Section 16.4 of these Bylaws and the Nonprofit Corporation Act, no Director or Officer of US Speedskating shall be personally liable for the acts, debts, liabilities or obligations of US Speedskating.

## **ARTICLE 19. REGISTRATIONS**

**19.1 Registration.** US Speedskating may require certain registration requirements in order to compete or participate in US Speedskating-sanctioned events or activities as determined by the Executive Director or the Board of Directors.

**19.2 Registration Duration.** Registration annually will cover the period from June 1 through May 31, or such other time as is set by US Speedskating.

**19.3 Registration Fee.** The membership fee in US Speedskating shall be determined by the staff of US Speedskating.

**19.4 Anti-Doping.** As a condition of membership in US Speedskating, every member agrees to comply with the requirements of USADA, the USOPC, WADA, ISU, and the IOC prohibiting doping in sport. Every registered skater agrees as a condition of membership to comply with and consent to the in-competition, out-of-competition, and other testing, investigation, and procedural requirements of these anti-doping agencies. Members who fail to comply with these requirements face suspension or termination of their membership by US Speedskating.

**19.5 Safesport.** As a condition of membership in US Speedskating and a condition for participation in any competition or event sanctioned by US Speedskating or its member organizations, each member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official, and other person who participates in US Speedskating or US Speedskating events (whether or not a US Speedskating member), agrees to comply with and be bound by the safe sport rules, policies, and procedures of the U.S. Center for Safe Sport and to submit, without reservation or condition, to the jurisdiction and rules, policies, and procedures of the U.S. Center for Safe Sport for the resolution of any alleged violations of those rules, policies, or procedures, as they may be amended from time to time. To the extent any US Speedskating rule is inconsistent with the rules of the U.S. Center for Safe Sport, such rule is hereby superseded. The current safe sport rules are available at the office of US Speedskating or on-line at the following website: <https://safesport.org/>.

**19.6 Members Subject to Discipline.** Each member is subject to suspension, ineligibility or disciplinary action (subject to the member's right to a hearing as set forth in Article 14 of these Bylaws) for any or all of the following:

(A) the violation of or failure to comply with (i) the Short Track Rules and Regulations, Long Track Rules and Regulations, and Racing Rules for Age Group Competitions of US Speedskating; (ii) these Bylaws; (iii) the written policies of US

Speedskating; (iv) the US Speedskating Code of Conduct, Code of Ethics, or conflicts of interest rules; and (v) any other rules or policies of US Speedskating.

**(B)** participating in or committing actions that bring disrepute upon and/or result in damage to US Speedskating or its programs;

**(C)** fraud in any form;

**(D)** failure to fully cooperate with the Judicial Committee; and/or

**(E)** taking action(s) detrimental to the welfare of the sport of speedskating and/or to US Speedskating.

## **ARTICLE 20. AMENDMENT OF BYLAWS**

**20.1 Amendment.** These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority vote of the entire Board of Directors at any meeting duly called and at which a quorum is present.

## **ARTICLE 21. MISCELLANEOUS PROVISIONS**

**21.1 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.

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

## **ARTICLE 22. EFFECTIVE DATE AND TRANSITION**

**22.1 Effective Date and Transition.** These Bylaws shall be effective when adopted by the current Board of Directors; provided, however, that certain provisions will be implemented over time. For example, a new Board of Directors will not be elected until the Spring of 2014 (and new Elite Athlete Directors will not be elected until 2016). Once adopted, these Bylaws shall supersede all previous versions of US Speedskating Bylaws and any amendments thereto.