

**REVISED BYLAWS
OF
USA SHOOTING, INC.
EFFECTIVE NOVEMBER 25,2024**

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SECTION 1.

NAME, STATUS AND DEFINITIONS

Section 1.1. Name.

The name of the corporation shall be USA Shooting, Inc. (referred to in these Bylaws as "USA Shooting"). USA Shooting 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.

Section 1.2. Non-Profit Status.

USA Shooting shall be a non-profit corporation incorporated and licensed pursuant to the laws of Colorado. USA Shooting 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 shooting. To the extent that anything within these Bylaws is inconsistent with Colorado laws, Colorado laws shall take precedents. USA Shooting shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

Section 1.3. Definitions.

As used in these Bylaws, the following terms shall have the meanings assigned to them as follows:

1. "USA Shooting 10 Year Athlete," as defined in the United States Olympic and Paralympic Committee (USOPC) Bylaws, means an athlete who qualifies as a USOPC 10 Year Athlete; or who has been selected to compete in competition as defined by the USA Shooting Athletes' Advisory Council (AAC) and approved by the National Governing Body (NGB) Athlete Representation Working Group, within the previous 10 years.
2. "USA Shooting 10 Year+ Athlete," as defined in the USOPC Bylaws, means an athlete who qualifies as a USOPC 10 Year+ Athlete; or who has been selected to compete in a competition as defined by the ACC and approved by the NGB Athlete Representation Working Group, but not within the previous 10 years.
3. "AAC" means Athletes' Advisory Council.
4. "USOPC 10 Year Athlete," as defined in the USOPC Bylaws, means an athlete who has been selected by their NGB to represent the United States in a Delegation Event or other International Qualifying Competition within the previous 10 years.
5. "USOPC 10 Year+ Athlete," as defined in the USOPC Bylaws, means an athlete who has been selected by their NGB to represent the United States in a

- Delegation Event or other International Qualifying Competition but not within the previous 10 years.
6. “Actively Engaged Athlete” means (i) an athlete who qualifies as a 10 Year Athlete or 10 Year+ Athlete; (ii) an athlete who has been actively engaged in 24 months prior to election/selection in a USA Shooting-Sanctioned competition (as defined by the USA Shooting’s AAC and approved by the USOPC), which may include events that categorize entrants in age-restricted classifications; and (iii) an Athlete Competition Partner, as defined in the IPC Accreditation Guide, who serves an athlete qualifying under (i) or (ii) above.
 7. “Affiliate Organization” means any Amateur Sports Organization that is a nationwide multi-sport or Shooting Sport organization, whose principal purpose is to regularly develop, sanction, oversee, and conduct broad-based national level programs and/or regular national level competitions in the Shooting Sports in the United States, in each case on a level of proficiency appropriate for the selection of Amateur Athletes to represent the United States in International Amateur Athletic Competition, which chooses to affiliate with USA Shooting as a member thereof, and which is determined to meet the criteria established for Affiliate Organizations standards established from time to time by USA Shooting. For purposes of clarity, an organization otherwise qualified that does not meet the criteria for designation as an Affiliate Organization, may become a recognized member of USA Shooting as a General Member.
 8. “Amateur Athlete” means any athlete who meets the eligibility standards established by USA Shooting, USOPC and Ted Stevens Act with respect to the sport of shooting
 9. “Amateur Athletic Competition” means a contest, game, meet, match, tournament, or other event in which Amateur Athletes compete.
 10. “Amateur Sports Organization” means a not-for-profit corporation, association, or other group organized in the United States that sponsors or arranges an Amateur Athletic Competition.
 11. “Board” or “Board of Directors” means the Board of Directors of USA Shooting.
 12. “Cause” means a serious and valid reason (e.g., violating a USA Shooting policy, poor behavior, criminal acts, lying, etc.).
 13. “Colorado Nonprofit Act” means the Colorado Revised Nonprofit Corporation Act, Col. Rev. Stat. §§7-121-101 et seq., as the same is amended from time to time.
 14. “Conflict of Interest” means an individual (or their close family member) has an actual, potential, or perceived relationship that could call into question the integrity of such individual’s decision making in their role with USA Shooting, as more fully detailed in USA Shooting’s Conflict of Interest policy [here](#).
 15. “Designated Committee” means the Audit, Finance, Ethics, Judicial, Nominating and Governance, Compensation and Selection, committees as well as any committee that prepares, approves or implements (i) expenditure of funds allocated to USA Shooting by USOPC, (ii) selection of international teams, or (iii) is otherwise designated by the USOPC as a “Designated Committee.”
 16. “Director” means a voting director of the Board of Directors of USA Shooting, unless the context otherwise requires.
 17. “Discipline” shall mean these groups of events: Rifle, Pistol and Shotgun.

18. "Duly Noticed" means reasonable notice of the date, time and location has been given. Notice need not be in writing.
19. "HPMO" means a High Performance Management Organization.
20. "Independent Director" has the definition set forth in Section 6.7.
21. "Internal Revenue Code" means the Internal Revenue Code of 1986, as amended.
22. "International Amateur Athletic Competition" means an Amateur Athletic Competition between one or more athletes representing the United States, either individually or as a team, and one or more athletes representing any foreign country.
23. "IF" means the International Federation that governs the Olympic and/or Paralympic sport of shooting with regard to the IOC and IPC, respectively.
24. "IOC" means the International Olympic Committee.
25. "ISSF" means International Shooting Sports Federation, which is the international governing body for Olympic Shooting, and which is sometimes commonly referred to as an "International Federation," or "IF" for Olympic Shooting.
26. "WSPS" means World Shooting Para Sport, which is the international governing body for Paralympic Shooting, and which is sometimes commonly referred to as an "International Federation," or "IF" for Paralympic Shooting.
27. "National Development Team" means the persons selected as having a high developmental potential in accordance with the procedures established from time to time by USA Shooting. Such persons are not members of the National Team.
28. "National Governing Body" or "NGB" means the National Governing Body of a sport, as certified as such by the USOPC.
29. "National Governing Bodies' Council" or "NGBC" means the Council comprised of all of the USOPC NGB representatives
30. "National Team" means the national team of USA Shooting, comprised of members of each discipline, who qualify under the selection procedures established from time to time by USA Shooting. The National Team does not include the National Development Team, or the Junior National Team members.
31. "Junior National Team" means the persons selected as having high developmental potential and meet the age requirements established by the ISSF and WSPS as a Junior category and qualify under the procedures established from time to time by USA Shooting.
32. "NGBC" means the USOPC National Governing Bodies' Council.
33. "Other Committees" means any USA Shooting committee other than the Designated Committees and the USA Shooting AAC.
34. "PSO" means a Paralympic Sports Organization.
35. "Protected Competition" means any International Amateur Athletic Competition between any athlete or athletes officially designated by USA Shooting as representing the United States, either individually or as part of a team, and any athlete or athletes representing any foreign country, where:
 - i. The terms of such competition require that the entrants therein be teams or individuals representing the respective nations; and

- ii. The athlete or group of athletes representing the United States are organized and sponsored by USA Shooting in accordance with its defined selection or tryout procedure that is open to all and officially announced in advance, except for domestic Amateur Athletic Competition which, by its terms, requires that entrants therein be expressly restricted to members of a specific class of amateur athletes designated as such in the USOPC Bylaws.

The term “Protected Competition” shall also include any domestic Amateur Athletic Competition or event organized and conducted by USA Shooting that is officially announced in advance as a selection competition where the results directly qualify the successful competitors therein as athletes representing the United States in a Protected Competition, but shall not include pre-qualifying events such as preliminary tryouts.

The term “Protected Competition” shall specifically include continental championships, all team selection events, and ISSF- or WSPS-sanctioned competitions including without limitation, the Olympic and Paralympic Games, the Pan American and Parapan American Games, and other competitions designated by USA Shooting.

36. “Quadrennium” means the four-year (4-year) period beginning on January 1 of the calendar year following the Summer Olympic and Paralympic Games and extending until December 31 of year following the next Summer Olympic and Paralympic Games. Quadrennium is commonly referred to and used interchangeably as “Quad.” The first calendar year of the Quadrennium is Year One of the Quadrennium, the second calendar year is Year Two, and so forth. If the Summer Olympic and Paralympic Games are delayed, cancelled or boycotted, the Quad shall end on December 31 of the year they were originally scheduled.
37. SafeSport or The U.S. Center for SafeSport is a nonprofit with the mission of ending abuse in Olympic and Paralympic sport.
38. “Shooting Sports” means (i) ISSF Shooting and WSPS Shooting; and (ii) other shooting sports serving as a pipeline to or relating to ISSF Shooting and WSPS Shooting and the sport disciplines recognized by the ISSF and WSPS including grassroots and developmental shooting sports. Notwithstanding the foregoing, USA Shooting shall only act as the NGB for the sport of ISSF Shooting and WSPS Shooting in the United States.
39. “Team USA Athletes’ Commission” (formerly known as the USOPC AAC) means the entity established and maintained that: (i) is composed of, and elected by, amateur athletes to ensure communication between the USOPC and currently active amateur athletes; and (ii) serves as a source of amateur athlete opinion and advice with respect to policies and proposed policies of the USOPC.
40. “Ted Stevens Olympic and Amateur Sports Act” means 36 USC §§220501 et seq., as the same is amended from time to time.
41. “USA Shooting AAC” means the USA Shooting Athletes’ Advisory Council.
42. “USA Shooting Disciplines” means Pistol, Rifle, and Shotgun.
43. “USADA” means the United States Anti-Doping Agency.

44. "USADA Protocol" means the USADA Protocol for Olympic and Paralympic Movement Testing.
45. "USOPC" means the United States Olympic & Paralympic Committee.
46. "WADA" means the World Anti-Doping Agency.

SECTION 2.

OFFICES

Section 2.1. Business Offices.

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

Section 2.2. Registered Office.

The registered office of USA Shooting required by the Colorado Nonprofit Act shall be maintained in Colorado. The registered office may be changed from time to time by the Board of Directors or by the officers of USA Shooting, or to the extent permitted by the Colorado Nonprofit Act by the registered agent of USA Shooting. The registered office may be, but need not be, the same as the principal office.

SECTION 3.

MISSION

Section 3.1. Mission.

The mission of USA Shooting shall be to empower American athletes for Olympic and Paralympic success; grow our community and inspire passion for the shooting sports.

SECTION 4.

CERTIFICATION AS NATIONAL GOVERNING BODY (NGB)

Section 4.1. Certification as an NGB.

USA Shooting shall seek and attempt to maintain certification by the USOPC as the NGB for the sport of shooting in the United States. In furtherance of that purpose, USA Shooting shall comply with the requirements for certification as an NGB as set forth in the Ted Stevens Olympic and Amateur Sports Act and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements USA Shooting shall:

- a) Governance and Compliance.
 - i. fulfill all responsibilities as an NGB as set forth in the Ted Stevens Olympic and Amateur Sports Act
 - ii. adopt and maintain governance and athlete representation policies complying with the requirements of these Bylaws
 - iii. adopt and maintain an Athletes Advisory Committee as a part of its overall governance structure
 - iv. adopt and maintain appropriate good governance practices
 - v. be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code
 - vi. adopt and enforce a code of conduct for its employees, members, board of Directors, and officers including clear conflicts of interest principles
 - vii. adopt and enforce ethics policies and procedures
 - viii. demonstrate an organizational commitment to diversity and inclusion
 - ix. submit to binding arbitration in any controversy involving--
 - a) its certification as an NGB, upon demand of the USOPC; and
 - b) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition, upon demand of the USOPC or any aggrieved amateur athlete, coach, training, administrator, or official
 1. Such arbitration shall be conducted in accordance with the standard commercial arbitration rules of an established major national provider of arbitration and mediation services based in the United States and designated by the USOPC with the concurrence of the Team USA Athletes' Commission and the National Governing Bodies Council.
 - x. satisfy such other requirements as are set forth by the USOPC

b) Financial Standards and Reporting Practices.

- i. demonstrate financial operational capability to administer its sport
- ii. be financially and operationally transparent and accountable to its members and to the USOPC
- iii. adopt a budget and maintain accurate accounting records in accordance with accounting principles generally accepted in the United States of America (GAAP)
- iv. submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the USOPC annually
- v. post on its website its current bylaws and other organic documents, its IRS Form 990 for the three most recent years, and its audited financial statements for the three most recent years
- vi. satisfy such other requirements as are set forth by the USOPC

c) Athlete Safety.

- i. comply with all applicable athlete safety and child protection laws
- ii. comply with the policies and requirements of the U.S. Center for SafeSport
- iii. maintain and enforce an athlete safety program consistent with the policy(ies) and standards directed by the USOPC
- iv. comply with the anti-doping policies of the USOPC and with the policies and procedures of USADA and WADA
- v. satisfy such other requirements as are set forth by the USOPC

d) Sport Performance.

- i. maintain and execute on a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence, and in growing the sport
- ii. establish clear athlete, team, and team official selection procedures approved by a Designated Committee (as defined in the USOPC Bylaws, and by the USOPC, for Delegation Event teams as applicable, and timely disseminate such procedures to the athletes and team officials
- iii. effectively conduct, in accordance with such selection procedures, a selection process, including any trials (as approved by the USOPC), to select athletes for Delegation Event teams
- iv. competently and timely recommend to the USOPC athletes, teams, and team officials for Delegation Event teams as applicable
- v. maintain and implement effective plans for successfully training Delegation Event athletes

- vi. satisfy such other requirements as are set forth by the USOPC

e) Operational Performance.

- i. demonstrate managerial capability to administer its sport
- ii. obtain and keep current insurance policies in such amount and for such risk management as appropriate
- iii. actively seek, in good faith, to generate revenue in addition to any resources that may be provided by the USOPC, sufficient to achieve financial sustainability
- iv. maintain and enforce grievance procedures that provide for prompt and equitable resolution of grievances and fair notice and an opportunity for a hearing before declaring an individual ineligible to participate;
- v. adopt, maintain, and enforce a whistleblower and anti-retaliation policy;
- vi. not interfere in any way with an investigation undertaken by the U.S. Center for SafeSport
- vii. cooperate with the USOPC in preventing the unauthorized use of the names and trademarks of the USOPC, the words “Olympic,” “Paralympic,” “Pan American,” “Parapan American” and their derivatives, as well as their symbolic equivalents
- viii. satisfy such other requirements as are set forth by the USOPC

4.2. NGB SafeSport and Anti-Doping Obligations.

- a. Compliance with the USOPC and U.S. Center for SafeSport Policies and Procedures. As a member NGB of the USOPC, USA Shooting shall adhere to the athlete safety rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.4.1(c)(ii) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the U.S. Center for SafeSport as that organization. The current safe sport rules, policies and procedures are available at the offices of USA Shooting or on-line at the following website: **www.safesport.org**. USA Shooting also shall adopt and maintain athlete safety policies and procedures consistent with the U.S. Center for SafeSport’s rules, policies, and procedures, as they may be modified or amended from time to time. USA Shooting’s current athlete safety rules, policies, and procedures are available at the offices of USA Shooting or online [here](#).
- b. Compliance with the USOPC and USADA Rules and Regulations. As a member NGB of the United States Olympic & Paralympic Committee, USA Shooting shall adhere to the anti-doping rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.4.1(c)(iv) provides that, as a condition of

membership in the USOPC, each NGB shall comply with the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations. The USOPC has designated USADA as that organization. The current anti-doping rules, policies and procedures are available at the offices of USA Shooting or on-line at the following website: ***www.usada.org***.

SECTION 5.

MEMBERS

Section 5.1. Categories of Membership.

USA Shooting membership shall be open to any individual who is an athlete, coach, trainer, official, club director, administrator, volunteer or official active in the sports of shooting, or to any other individual supporter or fan who is interested in the goals and objectives of USA Shooting.

Membership shall be granted without discrimination based on race, color, religion, age, national origin, sex, sexual orientation, veteran status, or disability. For the purposes of the Colorado Nonprofit Act, the members described in these Bylaws shall not be considered “voting members” and shall have only those voting rights as specifically set forth herein.

USA Shooting shall have individual and organization membership categories as follows:

General Members. Any individual or organization who purchases or receives a USA Shooting membership of a year or more will be a General Member.

Competing Athlete Members. Any individual who is currently competing or wants to compete in a USA Shooting event. This category is comprised of the following subcategories:

- 10 Year Athletes
- 10 Year+ Athletes
- Actively Engaged Athletes
- The National Teams members
- Junior Athletes
- Other athletes

Affiliate Organization Members. Affiliate Organization members are those amateur sports organizations that meet the definition. Section 5.2. Voting.

Section 5.2 Voting.

Individuals may only vote for one category of Director. Members meeting the Athlete Director qualification standards set forth in Section 6.6 shall vote for Athlete Director positions. General Members as defined in Section 5.1 and Competing Athlete Members who do not meet the Athlete Director qualification standards set forth in Section 6.6 shall vote for At Large Director positions. Any Affiliate Organization Members may vote for the Affiliate Organization representative position.

An individual shall be a citizen of the United States and at least eighteen (18) years of age in order to be eligible to vote in an election. Notwithstanding these restrictions on voting, membership in USA Shooting is open to individuals who are less than eighteen (18) years of age and to individuals who are not citizens of the United States. An individual shall be a member of USA Shooting at least sixty (60) days prior to the date of the election in order to be eligible to vote in an election.

All other individuals and organizations have no voting privileges.

Section 5.3. Membership Requirements and Dues.

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

Section 5.4. Membership SafeSport and Anti-Doping Obligations.

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

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

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

Section 5.5. Termination of Membership.

The membership of any member may be terminated at any time with Cause by the Board of Directors. A member shall have the right to fair notice and a hearing before the Judicial Committee prior to termination. USA Shooting may retain jurisdiction over any member who has pending financial obligations, or pending grievances against him/her, regardless of the status of membership.

Section 5.6. Transfer of Membership.

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

SECTION 6.
BOARD OF DIRECTORS

Section 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 USA Shooting shall be managed by, its Board of Directors.

Section 6.2. Function of the Board.

The USA Shooting Board of Directors shall represent the interests of the shooting community for USA Shooting in the United States and its athletes by providing USA Shooting with policy, guidance, and strategic direction. The Board shall oversee the management of USA Shooting and its affairs, but it does not manage USA Shooting. The Board shall select a well-qualified Chief Executive Officer (CEO) and oversee the CEO in the operation of USA Shooting. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the CEO to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- a. implements procedures to orient new Board Directors, to educate all Directors on the business and governance affairs of USA Shooting, and to evaluate Board performance;
- b. selects, compensates, evaluates and may terminate the CEO, and plans for management succession;
- c. reviews and approves USA Shooting's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USA Shooting;
- e. reviews and approves significant corporate actions;
- f. oversees the financial reporting process and financial activities throughout the fiscal year, communications with stakeholders, and USA Shooting's legal and regulatory compliance program;
- g. oversees effective corporate governance;
- h. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- i. reviews and approves financial statements, annual reports, financial and control policies, and, upon the recommendation of the Audit and Finance Committee, selects independent auditors;

- j. monitors to determine whether USA Shooting's assets are being properly protected;
- k. monitors USA Shooting's compliance with laws and regulations and the performance of its broader responsibilities;
- l. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis; and
- m. ensures that USA Shooting adopts and maintains athlete safety rules, policies, and procedures that comply with the requirements of the USOPC and U.S. Center for SafeSport.

Section 6.3. Diversity of Discussion.

USA Shooting's Board shall be sensitive to the desirability of diversity at all levels of USA Shooting, including among its athletes. USA Shooting Board shall encourage diversity at all levels of USA Shooting, supported by meaningful efforts to accomplish that diversity. USA Shooting Board shall develop norms that favor open discussion and favor the presentation of different views.

Section 6.4. Qualifications.

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

A Director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other Directors, in collectively serving the long-term interests of USA Shooting. Each Director shall have passed a background check, completed SafeSport education and training, and have no record of SafeSport violations. Directors shall possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USA Shooting. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent Directors, who shall also serve on the Audit and Finance Committee, shall ideally have financial expertise.

In addition to the above, Athlete Directors must also meet the applicable eligibility requirements, conflict of interest policies, and codes of conduct of bodies they belong to related to their board service (i.e., the Team USA Athletes' Commission and/or U.S. Olympians and Paralympians Association).

Directors shall inform the Nominating and Governance Committee of any changes in their employment responsibilities or other constraints on their time in order for the

Nominating and Governance Committee to determine whether it is appropriate to nominate the Board Director for continuing Board service.

Section 6.5. Number.

The Board of Directors shall consist of twelve (12) Directors, at least five (5) of whom shall be Independent Directors, two (2) of whom shall be At Large Directors, one (1) of whom shall be the Senior, or otherwise designated, ISSF Representative, and at least one-third (1/3) of whom shall be Athlete Directors.

Section 6.6. Election/Selection.

The USA Shooting Board of Directors shall be elected/selected as follows:

- a. *Independent Directors.* The Nominating and Governance Committee shall nominate, using whatever process the Board determines to be appropriate, at least two (2) individuals for each open Director position from among individuals considered to be Independent Directors, as that term is defined in Section 6.7 who shall stand for election by the Board. The individuals with the highest vote total will be elected.
- b. *Athlete Directors.* At least one-third (1/3) of the total number of Directors shall be Athlete Directors. All Athlete Directors shall be directly elected by the voting pool of member athletes that meet 10 Year Athlete eligibility in a manner consistent with the directives promulgated by the Team USA Athletes' Commission. The USA Shooting AAC and the Nominating and Governance Committee shall jointly develop a process to identify and vet candidates to serve as Athlete Directors. *Such Athlete Directors will include:*
 1. USA Shooting's representative to the Team USA Athletes' Commission shall be one of the Athlete Directors on the Board of Directors.
 2. USA Shooting alternate representative to the Team USA Athletes' Commission, who is of a different discipline from the Team USA Athletes' Commission representative, shall be one of the Athlete Directors on the Board of Directors. If the alternate is of the same discipline as the Team USA Athletes' Commission representative, the alternate shall be an ex officio member of the Board of Directors.
 3. No less than 20% of the total board representation which shall be 10 Year Athletes, as defined in the USOPC Bylaws. The remaining Athlete Directors may be comprised of 10+ Year Athletes, as defined in the USOPC Bylaws. The USA Shooting representative to the Team USA Athletes' Commission shall count towards the 20% 10 Year Athlete requirement. The USA Shooting alternate to the Team USA Athletes' Commission shall only count towards the 20% 10 Year Athlete requirement if they are an Athlete Director. If the alternate is an ex officio

board member, then they shall not count towards the 20% 10 Year Athlete requirement.

- i. An athlete who is a 10 Year Athlete at the time of their election shall remain a 10 Year Athlete for the purposes of calculating the percentage representation on the board for the full duration of their term as an Athlete Director, even if the athlete no longer meets the requirement at some point during their term (i.e., the athlete's most recent qualifying competition ages beyond the ten year mark during their term).
 - ii. An Athlete Director elected as a 10 Year Athlete whose most recent qualifying competition was more than ten years prior shall not remain a 10 Year Athlete for the purposes of this requirement in a subsequent term if they continue to serve beyond the term where they were first elected as a 10 Year Athlete.
 4. At least half of the Athlete Directors shall have obtained 10 Year or 10 Year+ eligibility through competing in an event that is on the program of a Delegation Event, as defined by the USOPC Bylaws, at the time of their election.
 5. Of the Athlete Directors, at least one (1) Athlete Director shall have obtained 10 Year or 10 Year+ eligibility by contesting their most recent qualifying competition as follows:
 - i. As a female
 - ii. As a male
 - iii. In an Olympic competition
 - iv. In a Paralympic competition
 - v. In a pistol competition
 - vi. In a rifle competition
 - vii. In a shotgun competition
- c. *At Large Directors.* The Board shall determine candidate criteria and will send the criteria to the Nominating and Governance Committee to vet and recommend a slate of candidates for member vote. The Nominating and Governance Committee shall solicit nominations for At Large Directors and then vet the same. The nominee pool will be considered by the Nominating and Governance Committee. The Nominating and Governance Committee shall nominate at least two (2) individuals for each open Director position from the nominating pool, who shall then be placed on the ballot for a vote by membership. The individual(s) with the highest vote total will be elected.
- d. *ISSF Representative Director.* If there are USA Shooting members on the ISSF executive committee, the Board will appoint one (1) such person to this board seat. If USA Shooting does not have a member on the ISSF executive committee, the Board shall appoint this board seat from the USA Shooting members who hold ISSF seats. If there aren't any ISSF seats held by USA Shooting members, the Board may keep this seat vacant. Should this role be vacant, the seat will not count toward the total membership of the Board of

Directors for the purposes of calculating one-third (1/3) athlete composition nor for calculation of a quorum.

- e. *Affiliate Organization Director.* If USA Shooting has an Affiliate Organization member, such organization shall represent the nature, scope, quality, and strength of the programs and competitions of the Affiliate Organization members in relation to all other programs and competitions in shooting in the United States.

If there are no Affiliate Organization members, then the Affiliate Organization Director seat shall be vacant. If there is one (1) Affiliate Organization member, then that organization shall select a qualified individual to serve as the Affiliate Organization Director. If there is more than one (1) Affiliate Organization member, then the Affiliate Organizations as a group shall select a qualified individual to serve as the Affiliate Organization Director.

Should the Affiliate Organization Director position be vacant, the seat will not count toward the total membership of the Board of Directors for the purposes of calculating one-third (1/3) athlete composition nor calculation of quorum. The seat will be immediately filled and count towards the calculation of the proportion of athlete composition and quorum requirements upon the identification of a qualified Affiliate Organization member. If the role is filled, the Board will add another athlete representative to ensure appropriate levels of athlete representation.

All Directors shall be selected without regard to race, color, religion, national origin, or sex, except insofar as USA Shooting seeks to provide reasonable representation of both males and females on the Board of Directors for Athlete Directors from the separate male and female sports programs of USA Shooting.

Section 6.7. Independent Director(s)

The Nominating and Governance Committee in conjunction with the Ethics Committee, shall affirmatively make a determination as to the independence of each Director, and disclose those determinations to the Board. Under the definition of "independence" adopted by the Board, an "independent Director" shall be determined to have no material relationship with USA Shooting, either directly or through an organization that has a material relationship with USA Shooting. A relationship is "material" if, in the judgment of the Nominating and Governance Committee in conjunction with the Ethics Committee, it would interfere with the Director's independent judgment. To assist it in determining whether a Director is independent, the Board shall adopt the guidelines set forth below, which shall be applied on a case-by-case basis by the Nominating and Governance Committee.

A Director shall not be considered independent if, within the preceding two (2) years:

- a. the Director was employed by or held any governance position (whether a paid or volunteer position) with USA Shooting, the ISSF or WSPS, other shooting organizations, or any sport family entity of shooting;
- b. an immediate family member of the Director was employed by or held any governance position (whether a paid or volunteer position) with USA Shooting, the ISSF or WSPS, other shooting organization, or any sport family entity of shooting;
- c. the Director was affiliated with or employed by USA Shooting's outside auditor or outside counsel;
- d. an immediate family member of the Director was affiliated with or employed by USA Shooting's outside auditor or outside counsel as a partner, principal or manager;
- e. the Director was a member of USA Shooting's Athletes' Advisory Council or any constituent group with representation on the Board;
- f. the Director receives any compensation from USA Shooting, directly or indirectly;
- g. the Director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Shooting;
- h. the Director is a member of USA Shooting in a membership category that participates in competitions; or
- i. the Director is the parent, close family member, or coach of an athlete that competed in a Protected Competition in the last two years.

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

The Director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term with the exception of (a) and (f), provided that the only governance position they hold is their board position or related to their board position and that all payments are reimbursement of expenses reasonably incurred as part of their board duties.

Individuals serving as an independent member of a USA Shooting committee may continue to be considered as having an independent perspective if they stand for election to a board seat reserved for a member with an independent perspective following committee service without stepping away from the USA Shooting for two (2) years if they have continued to meet all other criteria for an independent perspective.

Section 6.8. Staggered Board.

Directors of the Board shall be elected/selected so as to implement a staggered Board system, which may include altering the term of office of a Board seat prior to election to accomplish the staggering. The Nominating and Governance Committee shall designate prior to election/selection of any Board member whether a Director is serving a two (2) or four (4) year term or completing the term of a predecessor Director, if necessary to accomplish a staggered board.

Section 6.9. Board Term.

The term of office for a Director of the Board shall be four (4) years. A Director's term shall end on December 31 of a year and new Director's term shall begin on January 1 of the following year. USA Shooting shall nominate and elect a successor Director within sixty (60) days of the end of a Director's term, or by the next regularly scheduled meeting of the Board, whichever is earlier. A Director therefore may hold office for a maximum of sixty (60) days beyond the end of his or her four (4) year term to permit time for USA Shooting to identify and elect a successor Director. USA Shooting shall also nominate and elect a successor Director within sixty (60) days of the date of a Director's resignation, removal, incapacity, disability or death, or, at the latest, shall elect a successor Director at the next regularly scheduled Board meeting.

Section 6.10. Board Term Limits.

No Director of the Board shall serve more than two (2) consecutive terms.

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

Section 6.11. Director Attendance.

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

Section 6.12. Resignation, Removal and Vacancies.

A Director's position on the Board shall be declared vacant upon the Director's resignation, removal, incapacity, disability or death, or upon the expiration of the Director's term. Any Director may resign at any time by giving written notice to the

Board or by resigning verbally to a quorum of the Directors. Such resignation shall take effect at the time specified in the written notice, and unless otherwise specified in the written notice, the acceptance of such resignation shall not be necessary to make it effective.

Except for Athlete Directors, all other Directors may be removed by the Board if they fail to attend more than one half (1/2) of the regular meetings of the Board during any twelve (12)-month period, unless they are able to demonstrate to the other Directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent Directors shall be removed by the affirmative vote of a majority of the voting power of the Board present at the meeting (not including the voting power of the absent Director and any vacancies).

Directors shall also be removed for Cause at any Duly Noticed (i.e., reasonable notice of the date, time and location) meeting of the Board, and after being provided an opportunity for the Director 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 and any vacancies).

Directors shall also be removed without Cause at any Duly Noticed meeting of the Board, upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question and any vacancies).

Any vacancy occurring in the Board shall be filled as set forth for the election of the Director of the Board in Section 6.6. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

Athlete Director and AAC positions may only be removed by 10 Year Athletes; provided, however, the Board may provide a recommendation to the AAC for such removal. For the Athlete Director position, if the Athlete Director who is the Team USA Athletes' Commission representative or alternate is removed by the AAC or their seat becomes vacant, then the vacated seat will remain vacant until such time that a new Team USA Athletes' Commission representative/alternate is elected by the AAC.

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

Athlete representative positions on committees may only be appointed and removed by the AAC provided, however, the Board and/or relevant committee may provide a recommendation to the AAC for such removal.

Section 6.13. Regular and Special Meetings.

USA Shooting's Board shall meet at regularly scheduled meetings at least four (4) times per year, and such meetings shall be spaced throughout the year. Directors shall

participate in regularly scheduled Board meetings in-person or via remote means, unless pre-approved by the Board Chair based on exigent circumstances, in which case participation by telephone is permitted. These quarterly meetings shall generally be open to the membership of USA Shooting.

Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the Board as needed. Directors may participate in special meetings of the Board by remote means. For special meetings for the purpose of a Board vote, the meeting and voting may take place at the meeting, by electronic mail or other electronic voting mechanism. These meetings are closed to the membership of USA Shooting.

Section 6.14. Notice of Meetings.

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each Director of the Board by or at the direction of the Chair of the Board. Notice may be given either in writing or orally. Written notice may be delivered either personally, by registered mail, by private carrier or by electronic mail. Such notice shall be delivered to the Director's business or residential address (or to such other address provided by the Director for such purpose), to the Director's mobile device, facsimile, telephone number or to the Director's email address. Written notice shall be delivered at least five (5) days before the date of the meeting. If mailed, such notice shall be sent via registered mail. If delivered via overnight service by private carrier, such notice is deemed delivered one day after deposit with the carrier. If transmitted by facsimile or electronic mail such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the Director (or to such other individual provided by the Director for such purpose). Oral notice for a remote meeting may be delivered at least two (2) days before the date of the meeting. Oral notice is effective when communicated. The method of notice need not be the same as to each Director.

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

Section 6.15. Quorum.

A simple majority of the Directors of the Board in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present at a meeting, a majority of the Directors present at the meeting may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 6.16 Action of the Board/Consent.

The act of a majority of Directors on the Board present at a duly called meeting in which a quorum is established shall constitute an act of the Board.

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

Section 6.17. Voting by Proxy.

No Director may vote or act by proxy at any meeting of the Board.

Section 6.18. Presumption of Assent.

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

Section 6.19. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every Director of the Board in writing either:

- (i) votes for such action;
- (ii) votes against such action;
- (iii) abstains from voting; or
- (iv) does not respond to the vote in a reasonable amount of time.

Each Director who delivers a written response described above to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 6.20. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

The Board shall have the power to transact its business by registered mail, electronic-mail, telephone, or facsimile, if in the judgment of the Chair of the Board the urgency of the case requires such action.

Section 6.21. Agenda.

The agenda for a meeting of the Board shall be set by the Chair of the Board after consultation with the CEO. A Director may request that items be placed on the Board agenda.

Section 6.22. Questions of Order and Board Meeting Leadership.

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

Section 6.23. Effectiveness of Actions.

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

Section 6.24. Executive Meeting Sessions.

The Chair of the Board may convene an executive session at any time to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matters.

Similarly, the majority of the Board members present at any meeting may vote to convene an executive session for the aforementioned reasons.

For an executive session, the meeting minutes should capture the high level topics covered in the course of that session, but the content of the discussions shall be confidential.

Section 6.25. Minutes of Meetings.

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

Section 6.26. Compensation.

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

USA Shooting shall also cover the costs and expenses of Athlete Directors who travel to a meeting of the Board of Directors held in-person. If the budget allows, USA Shooting will reimburse reasonable expenses of other Directors, if requested.

SECTION 7.

OFFICERS

Section 7.1. Designation.

The officers of USA Shooting shall be a Chair and Vice Chair of the Board, a Treasurer and a Secretary.

Section 7.2. Election/Selection.

The Chair and Vice Chair of the Board shall be elected from among the Directors of the Board by a majority of the Directors at the first meeting of the Directors after a new board has been seated and/or as necessary in the event of a vacancy.

Recognizing the significance of the Chair in international matters, the Chair shall exercise ceremonial or representational functions in the international context, but the CEO, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to the ISSF and the USOPC.

The Treasurer shall be elected from among the Directors of the Board. Recognizing the significance of the Treasurer in financial matters, the Treasurer shall ideally have a financial background enabling them to fulfill the duties of Treasurer.

The Board may: (i) elect a Secretary from among the Directors of the Board, (ii) designate counsel to serve as USA Shooting's corporate Secretary, or (iii) authorize the CEO to recommend one member of the staff to serve as USA Shooting's corporate Secretary. The Secretary shall handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings.

Section 7.3. Term.

The term of office of the Chair and Vice Chair of the Board and of the Treasurer and Secretary shall be two (2) years. While the Secretary does not have a term limit, the other offices are limited to two (2) consecutive terms. The newly elected Chair, Vice Chair Treasurer, and Secretary, if elected from among the Directors, shall take office immediately. Each officer shall hold office until their successor is elected and qualified, or until the Chair, Vice Chair, Treasurer, or Secretary's earlier resignation, removal, incapacity, disability or death. USA Shooting's Board members shall nominate and elect successor officers of each position within twenty (20) days of the new Board being seated to ensure that successor officers are able to take office immediately and serve the needs of the organization.

Section 7.4. Authority and Duties of Officers.

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

- a. *Chair of the Board.* The Chair shall: (i) set all meeting and meeting agendas, (ii) preside at all meetings of the Board, (iii) see that all Board Commitments, resolutions and oversight are carried into effect and (iv) exercise such powers and perform such other duties as from time to time may be assigned by the Board.
- b. *Vice Chair of the Board.* The Vice Chair shall perform such duties as the Chair assigns and shall act as the Chair in preparation for and in Board Meetings when the Chair is not available.
- c. *Treasurer.* The Treasurer shall: (i) have general oversight of the financial affairs of USA Shooting, including preparation of the annual budget, (ii) ensure the preparation of USA Shooting's financial reports on an annual or more frequent basis; (iii) present financial reports to the Board as the Board may request; (iv) ensure that an annual audit is conducted of USA Shooting, and (v) in general, perform all duties incident to the office of Treasurer.
- d. *Secretary.* The Secretary shall: (i) Keep the minutes of the proceedings of the Board and ensure that such meeting minutes are published to the USA Shooting website; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; (iv) perform all duties incident to the office of Secretary.

Section 7.5. Restrictions.

Officers of USA Shooting shall perform their functions with due care. No individual may serve simultaneously as an officer of USA Shooting and as an officer of an organization holding membership in USA Shooting or as an officer, director, or employee of another amateur sports organization that is recognized by the USOPC as an NGB.

Section 7.6. Requirements.

Except for the Secretary, all other officer positions must be held by a Director and so if their position as a Director terminates, then their position as an officer will also terminate.

Section 7.7. Resignation, Removal and Vacancies.

An officer's position with USA Shooting may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair and Vice Chair of the Board, the Treasurer or the Secretary may resign at any time by giving written notice

to the Board or by resigning verbally to a quorum of the Directors. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Chair, Vice Chair or Treasurer may be removed for Cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Director in question). The Chair, Vice Chair or Treasurer may also be removed not for Cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question). If the Secretary is a Director, they may be removed for Cause or not for Cause similar to the requirements above for the other officers. If the Secretary is counsel or staff, they may be removed from this position with or without Cause on the affirmative vote by a majority of the voting power of the Board. The removal of an officer from his or her position as officer does not necessarily require removal from his or her position on the Board.

If a Chair, Vice Chair, Treasurer or Secretary resigns, is removed from office, is incapacitated or disabled, or dies prior to the end of the term, then the Board shall nominate and elect by majority vote a successor Chair, Vice Chair, Treasurer or Secretary within sixty (60) days of the date of the officer's resignation, removal, incapacity, disability or death, or, at the latest at the next regularly-scheduled Board meeting. A Chair, Vice Chair, Treasurer, or Secretary elected to fill a vacancy shall be elected for the unexpired term of such Chair, Vice Chair, Treasurer or Secretary's predecessor in office.

Section 7.8. Compensation.

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

SECTION 8.

COMMITTEES

Section 8.1. Designation.

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

USA Shooting shall have the following Designated Committees:

1. Finance
2. Audit
3. Ethics
4. Judicial
5. Nominating and Governance
6. Compensation]
7. Selection

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

Section 8.2. Appointments.

Committee appointments, including the Designated Committee Chairs, shall be made every two (2) years by the Board. Appointments shall be made based on a combination of factors including each individual member’s expertise and the needs of USA Shooting, and these Bylaws. All committee members must complete an annual conflict of interest disclosure and abide by USA Shooting’s requirements regarding background checks and SafeSport training. Committee meetings and agendas shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of Board members if appropriate. The Committee Chair should schedule at least one (1) meeting per quarter, which may occur telephonically, by videoconference or in person, if practical.

The Board may require reports from any or all committees at any Board meeting.

Section 8.3. Number.

Membership on Designated Committees should include at least three (3) individuals and will not exceed six (6) individuals. USA Shooting committees shall be of the minimum number and size possible to permit both conduct of the sport and appropriate board governance. Membership on other committees and task forces should include a minimum of three (3) individuals, and not exceed nine (9) individuals

Athlete representatives shall equal at least one-third (1/3) of the membership on all Designated Committees, unless the USOPC has specifically exempted it.

Athlete members of these committees should be representative of gender, discipline and Olympic/Paralympic programs within USA Shooting.

Section 8.4. Athlete Representation Qualifications.

At least half (1/2) of the athlete representatives on Designated Committees (and those committees that prepare, approve or implement (1) expenditure of funds allocated to NGB by USOPC, or (2) selection of international teams) must be 10 Year Athletes; the remainder may be 10 Year Athletes or 10 Year+ Athletes.

To be eligible to serve on Committees other than Designated Committees, athlete representatives must meet the Actively Engaged Athlete eligibility requirements.

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

Section 8.5 Paralympic Athlete Representation.

Paralympic athlete representatives shall equal at least half of the required athlete representation of any "Designated Committee" that prepares, approves or implements selection to an IPC-recognized event, Paralympic Games or Parapan American Games Team. This can either be accomplished by including half Paralympic athlete representation on an existing committee or by creating a new committee with the appropriate representation. Eligibility requirements for Paralympic athlete representatives to serve on such a Designated Committee must comply with the Athlete Representation Qualifications set forth in Section 8.4 above.

Section 8.6. Term.

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

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

Section 8.7. Term Limits.

A member of a USA Shooting advisory task force or committee shall be permitted to serve up to four (4) two (2) year terms, after which they are ineligible for service on such task Force or committee for a period of two (2) years. After the two (2) year gap, the individual shall be eligible for reappointment to the task force or committee.

Section 8.8. Committee Member Attendance.

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

Section 8.9. Resignation, Removal and Vacancies.

A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability or death. A committee member may resign at any time by giving written notice to the Board, or by resigning verbally to a quorum of the committee members. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee or task force members may be removed by the Board if they fail to attend in person or via remote means more than one half (1/2) of the regular committee or task force meetings during any twelve (12) month period, unless they are able to demonstrate to the Directors of the Board, or to the CEO, if appointed by the CEO, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a Director), or upon the determination of the CEO, if appointed by the CEO. Committee members may also be removed for Cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a Director), or upon the determination of the CEO, if appointed by the CEO. Committee members may also be removed not for Cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question, if also a Director), or upon the determination of the CEO, if appointed by the CEO.

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

Section 8.10. Procedures.

Each committee and task force shall establish procedures for conducting its business and affairs, based on the Board of Directors Policy template outlining the board policy and procedures for all committees.

Section 8.11. Open and Executive Meeting Sessions.

Committee and task force meetings need not be open to USA Shooting members. In the event that a majority of the committee or task force members in attendance deem it appropriate to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matters, then the chair may specifically designate and call an executive session. Further, the Chair may open a meeting of the committee or task force to non-committee and/or task force members, with the consent of a majority of the members of the committee or task force in attendance.

Section 8.12. Minutes of Meetings.

Each committee and task force shall take minutes of its meetings, and will provide such minutes to the Secretary and the Board Chair within thirty (30) days of the committee meeting.

Section 8.13. Compensation.

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

Section 8.14. Finance Committee.

The Board of Directors shall appoint the members of the Finance Committee and its chair, at least one (1) of whom shall be a Director of the Board. The three (3) members shall include: One (1) Athlete representative selected and approved according to Section 8.4.; One (1) Independent Director with financial experience, if possible; and One (1) member with financial expertise who shall satisfy the standards of independence of "independent Directors" as set forth in these Bylaws.

The Finance Committee shall:

1. Be responsible, in cooperation with the Treasurer and CEO, for recommending the annual budget for operations of USA Shooting, reviewing

monthly financial statements, internal financial policies and procedures, and for making recommendations for investment of excess operating funds; investigate matters of financial controls and disclosure and such other matter as directed by the Board; and

2. Perform such other duties as assigned by the Board.

The Finance Committee shall periodically meet separately in executive session individually with management, and USA Shooting's financial staff.

Section 8.15. Audit Committee.

The Board of Directors shall appoint the members of the Audit Committee and its chair. The three (3) members shall include: One (1) Athlete Board member selected and approved according to Section 8.4, and Two (2) members who shall satisfy the standards of independence of "Independent Directors" as set forth in these Bylaws, at least one (1) of whom is not a member of the Board, and ideally has financial expertise.

The Audit Committee shall:

1. Recommend the independent auditors of USA Shooting for Board approval, review the report of the independent auditors and management letter, and recommend action as needed;
2. Investigate matters of financial controls and disclosure and such other matter as directed by the Board; and
3. Perform such other duties as assigned by the Board.

The Audit Committee shall periodically meet separately in executive session individually with USA Shooting's outside auditor. In addition, the Audit Committee, or a designated representative of the Committee, shall meet with the outside auditor prior to the release of USA Shooting's annual audited financial statements and tax filings, to review such materials.

Section 8.16. Ethics Committee.

The Board of Directors shall appoint the members of the Ethics Committee and its chair. The five (5) members shall include: Two (2) Athlete representatives selected and approved according to Section 8.4.; and Three (3) members who shall satisfy the standards of independence of "independent Directors" as set forth in these Bylaws. No Director of the Board may serve on the Ethics Committee.

The Ethics Committee shall:

- a. The Ethics Committee shall:

1. Oversee implementation of, and compliance with, USA Shooting's Code of Conduct and Conflict of Interest Policy;
2. Oversee the development, and review for Board approval, on an annual basis, a Conflict of Interest Policy for the Board, officers, staff members, committee and task force members, volunteers, and member organizations for adoption by the Board;
3. Report to the Board on all ethical issues;
4. Review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
5. Review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USA Shooting members;
6. Oversee the review annual and periodic Conflict of Interest disclosure forms and determine if a conflict of interest exists as to any particular transaction, relationship, or matter involving USA Shooting;
7. Evaluate requests for approval under USA Shooting's Gift and Entertainment Policy; and
8. Perform such other duties as assigned by the Board.

The Ethics Committee will determine whether a complaint submitted to it falls within its jurisdiction, whether it should be handled by the Judicial Committee, or some other jurisdictional entity (e.g., US Center for SafeSport, USADA).

Section 8.17. Judicial Committee

The Board of Directors shall appoint the members of the Judicial Committee and its chair. The five (5) members shall include: Two (2) Athlete representative selected and approved according to Section 8.4.; and Three (3) members who shall satisfy the standards of independence of "independent Directors" as set forth in these Bylaws. No Director of the Board may serve on the Judicial Committee.

The Judicial Committee shall:

1. Generally, administer and oversee all administrative grievances, right to compete matters, and disciplinary matters filed with USA Shooting;
2. Generally, administer and oversee all grievances related to any alleged violation of the U.S. Center for SafeSport's rules, policies, and procedures over which the U.S. Center for SafeSport has not exercised jurisdiction, pursuant to the procedures set forth in USA Shooting's Complaint Procedures;

3. Generally, administer and oversee all grievances related to any alleged violation of USA Shooting's Athlete Safety Policy over which the U.S. Center for SafeSport has not exercised jurisdiction;
4. Identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on Hearing Panels;
5. Appoint Hearing Panels, a panel of independent individuals to hear and render a decision, on grievances and disciplinary matters;
6. If disinterested, sit on Hearing Panels; and
7. Perform such other duties as assigned by the Board.

Section 8.18. Nominating and Governance Committee.

The Board of Directors shall appoint the members of the Nominating and Governance Committee and its chair. The five (5) members shall include: Two (2) Athlete representatives selected and approved according to Section 8.4.; One (1) Independent Director of the Board, ideally who is serving in their last qualified term on the Board; and Two (2) members who shall satisfy the standards of independence of "Independent Directors" as set forth in these Bylaws. No more than one (1) Director of the Board may serve on the Nominating and Governance Committee.

No individual, other than the Independent Director, may serve or be eligible to serve on the Board of Directors. Members of the Nominating and Governance Committee shall be precluded from serving as a Board Director or in any other USA Shooting capacity, whether governance or on staff, for a period of two (2) years after their service on the Nominating and Governance Committee ends.

a. The Nominating and Governance Committee shall:

1. Identify, review and evaluate prospective candidates for the Board positions, assessing competency and contribution based on Board guidelines and needs in order to nominate individuals to be recommended for election/selection to serve on the Board as provided in Section 6.6 and Section 6.7 of these Bylaws;
2. Review the applications of prospective candidates for Board positions to ensure eligibility of candidates in relation to these Bylaws, the Ted Stevens Olympic and Amateur Sports Act or USOPC regulation.
3. Review the applications of prospective candidates for Board positions to assess competency
4. Recommend, as requested by the Board, individuals to serve on various committees and task forces;

5. Consult with the Ethics Committee with respect to the Ethics Committee vetting all Board and committee nominations for potential conflict of interest or other problematic background issues;
6. Develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces;
7. Review policies and governance practices and make recommendations to the Board for ongoing improvement, as appropriate and/or requested by the Board; and
8. Perform such other duties as assigned by the Board.

b. In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:

1. The candidate's contribution to the effective functioning of USA Shooting;
2. Any potential or impending change in the candidate's principal area of responsibility with his or her company or in their employment that will impact the conflict questions;
3. Whether the candidate will continue to bring relevant and needed experience to the Board, over time
4. Whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
5. The candidate's reputation for personal integrity and commitment to ethical conduct;
6. Whether the candidate has passed a mandatory background check and SafeSport training as/if required; and
7. 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.

Section 8.19. Compensation Committee.

The Board of Directors shall appoint the members of the Compensation Committee and its chair, all of whom shall be Directors of the Board. The three (3) members shall include: One (1) Athlete representative selected and approved according to Section 8.4.; and Two (2) members who shall satisfy the standards of independence of "Independent Directors" as set forth in these Bylaws.

The Compensation Committee shall:

1. Design, oversee, and optimize the CEO's compensation package, with the goal is to ensure that the compensation is fair and reasonable, while also aligning with the company's strategy and goals;
2. Set CEO performance expectations annually, at a minimum, for board approval and communication to the CEO;
3. Evaluate the CEO's performance annually, at a minimum, and make recommendations to the board with regard to compensation adjustments in base salary and/or bonus, if such opportunity exists; and
4. Perform such other duties as assigned by the Board.

Section 8.20. Selection Committee.

The Board of Directors shall appoint the members of the Selection Committee and its chair. The five (5) members shall include: Two (2) Athlete representatives selected and approved according to Section 8.4., and who do not have any conflicts of interest; and Three (3) members who shall satisfy the standards of independence of "Independent Directors" as set forth in these Bylaws. No Director of the Board may serve on the Selection Committee.

The Selection Committee shall:

1. Generally, deal with the process of the selection of athletes, coaches and staff who will represent the USA Shooting in international events, including the Olympic and Paralympic Games and other Protected Competitions;
2. Review selection procedures developed by staff and presented by the CEO; provide recommendations for the enhancement of such procedures; avoid any appearance of impropriety, ensure fairness and integrity of the selection process, and ultimately recommend such procedures for review and approval by the Board;
3. Perform such other duties as assigned by the Board.

USA Shooting shall publicly publish and distribute the selection procedures and any changes in selection procedures to ensure that athletes are given adequate notice of the amended procedures.

SECTION 9.

ANNUAL MEMBER MEETING

Section 9.1. Purpose.

There shall be an annual USA Shooting Member Meeting at which all individual and organization members and other USA Shooting constituencies in the United States shooting family shall gather, in person or via remote means, and provide input to the Board and Staff on important issues confronting the organization. At USA Shooting's Annual Member Meeting, the Board or CEO shall provide a report on the "State of USA Shooting," addressing the issues of concern and importance to USA Shooting. Individual and organizational members and other constituencies may be permitted to pose questions to the CEO and Board for response. The annual USA Shooting Member Meeting shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, though it, or some of it, may be involved in some appropriate way in the nomination of individuals to serve on the Board as otherwise set forth in these Bylaws. The Board and CEO shall determine the agenda of the Annual Member Meeting.

Section 9.2. Place.

The Annual USA Shooting Member Meeting can be held in conjunction with a meeting of the Board.

Section 9.3. Notice.

Notice of the Annual Member Meeting stating the place, date and time of the event shall be posted on the website of USA Shooting at least thirty (30) days before the date of the meeting.

SECTION 10.

USA SHOOTING ATHLETES' ADVISORY COUNCIL

Section 10.1. Duties

The USA Shooting Athletes' Advisory Council (AAC) exists to support the mission of USA Shooting, with the primary focus of ensuring productive and open communication between athletes and USA Shooting staff and Board members.

The AAC shall seek to achieve these objectives and support the mission of the USA Shooting by:

- a. *maintaining positive relationships with USA Shooting athletes, staff, and Board members;*
- b. *representing an accurate and aggregated athlete voice to inspire and drive positive change;*
- c. *staying current with USOPC and USA Shooting resources and enhancing athlete awareness of the resources available to them;*
- d. *protecting the interests of athletes and advocating for their interests;*
- e. *reporting to the Board on its activities;*
- f. *providing input to USA Shooting policies, procedures, athlete representation on committees and/or other matters as requested by USA Shooting committees, staff and Board; and,*
- g. *staying faithful to the Team USA ideals of excellence, friendship, and respect.*

The AAC will operate in accordance with Bylaws adopted by the members of the AAC. The AAC bylaws can be found [here](#).

Section 10.2. Composition.

USA Shooting shall have an AAC consisting of ten (10) individuals, as follows:

- a. One (1) Elected Team USA Athletes' Commission representative
- b. One (1) Elected Team USA Athletes' Commission alternate
- c. A Primary and Secondary Discipline Representative in each USA Shooting discipline, Para, Pistol, Rifle and Shotgun

At least two (2) of the seats on the AAC must be designated as Paralympic representation seats and all representatives must be eighteen years of age or older and a US Citizen.

At least 80% of the AAC membership shall be USA Shooting 10 Year Athletes and the remainder may be USA Shooting 10 Year or 10 Year+ Athletes.

Section 10.3. Election.

Athlete representatives on the AAC shall be directly elected by 10 Year Athletes. The USA Shooting AAC and the Nominating and Governance Committee shall jointly develop a process to identify and vet nominees to develop a slate of candidates for 10 Year Athlete vote, taking into consideration the representation requirements enumerated above and the staggered council requirements below.

Ideally, at least two (2) individuals shall be placed on the ballot for each open AAC position. All candidates and voters shall be a citizen of the United States and at least eighteen (18) years of age at the time of the election.

The elections shall take place after the scheduled conclusion of the Summer Olympic and Paralympic Games, but prior to January 1 of the year following the scheduled conclusion of the Summer Olympic and Paralympic Games, as required by the Team USA Athletes' Commission; and on an alternate two (2) year cycle, as outlined below.

The USA Shooting AAC elections will be conducted according to the Team USA Athletes' Commission Bylaws and the USA Shooting AAC Bylaws; provided, however, in the case where they conflict with the USA Shooting Bylaws, the USA Shooting Bylaws shall control. Similarly, where such election procedures require unreasonable funding or expenditures by USA Shooting, such elements may not be followed by USA Shooting.

Section 10.4. Staggered Council.

Members of the AAC shall be elected so as to implement a staggered committee, which may include altering the term of a council seat prior to election to accomplish the staggering.

The Team USA Athletes' Commission representative and alternate will be elected after the conclusion of the Summer Olympic and Paralympic Games, as required by the Team USA Athletes' Commission. Similarly, four (4) additional AAC members shall be elected at this time. Four (4) additional AAC members will be elected on the alternate two (2) year cycle.

Section 10.5. Term.

The term for members of the AAC shall be four (4) years.

When an AAC member is elected/selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of an AAC member, and the remaining term is

for two (2) or more years, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, the AAC member may serve one additional four (4) year term immediately following the two (2) year term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term. Thus, the AAC member shall be able to serve two (2) additional four (4) year terms following completion of the filled vacancy term.

Elected athletes will serve until their successors are elected unless removed for cause or not for cause pursuant to the AAC Bylaws.

Section 10.6. Term Limits.

No AAC member shall serve for more than two (2) consecutive terms.

Section 10.7. Attendance.

AAC members are expected to attend in person or via remote means all regularly scheduled AAC meetings. Each member must attend a minimum of at least one half (1/2) of the AAC meetings of which they are a member during any twelve (12) month period, except in exigent circumstances.

Section 10.8. AAC Leadership.

The AAC Bylaws will outline the election procedures for its leadership team including a chair and vice chair. These procedures must be based on elections of candidates solely from among AAC members, a full and fair opportunity for candidates to make their candidacies known and understood to all AAC members, and a full and fair vote conducted among all such members.

The term for members of the AAC chair and vice chair shall be two (2) years.

The leaders of the AAC may serve in their elected role for four (4) terms.

Section 10.9. Resignation, Removal and Vacancies.

An AAC member's position with USA Shooting may be declared vacant upon the member's resignation, removal, incapacity or death. Any member may resign at any time by giving written or verbal notice to the Chair or by resigning verbally to a quorum of the members. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any member of the AAC may be removed for Cause, after being provided an opportunity to be heard by the AAC, and upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the AAC, excluding the voting power of the member in question. An AAC member may also be removed not for Cause upon the affirmative

vote of at least three-fourths (3/4) of the total voting power of the AAC (excluding the voting power of the member in question).

No member shall be subject to removal based on how they vote as a member of the AAC.

The AAC member elected to fill a vacancy shall be elected for the unexpired term of such predecessor in office.

Section 10.10. Procedures.

The AAC shall establish procedures for conducting its business and affairs in the USA Shooting AAC Bylaws. Such procedures shall be published and available on USA Shooting's website [here](#).

Section 10.11. Notice of Meetings.

The AAC will send USA Shooting 10 Year Athletes an invitation to all Open AAC meetings at least seven (7) days in advance, which will include an agenda.

Section 10.12. Open and Executive Meeting Sessions.

Ordinarily, all AAC meetings shall be declared open to USA Shooting athlete members, and where appropriate non-athlete members. However, the AAC Chair may, with the consent of a majority of AAC members in attendance, deem it appropriate to declare the meeting closed or convene an executive session.

Section 10.13. Compensation.

AAC members shall not receive compensation for their services as USA Shooting AAC members. USA Shooting shall pay for the reasonable expenses of all AAC members to attend in person AAC meetings, assuming prior consultation and written approval by the CEO of USA Shooting. While members of USA Shooting's AAC shall not receive compensation for their services as AAC members, they shall be entitled to obtain compensation from USA Shooting in connection with their capacity as athletes, including, but not limited to, compensation in the form of Direct Athlete Support or in connection with Operation Gold. Each member of the AAC shall be bound by USA Shooting's Conflicts of Interest Policy, confidentiality and fiduciary obligations.

SECTION 11.

TEAM USA ATHLETES' COMMISSION

Section 11.1. Designation.

USA Shooting shall have a representative and an alternate representative to the Team USA Athletes' Commission.

Section 11.2. Qualifications.

To be eligible to serve on the Team USA Athletes' Commission, athlete representatives must meet the qualifications set forth in the Team USA Athletes' Commission Bylaws found [here](#).

Section 11.3. Election.

Athlete representatives on the Team USA Athletes' Commission shall be directly elected by athletes who are eligible to run.

USA Shooting and the USA Shooting AAC shall adhere to the election procedures contained in the Team USA Athletes' Commission Member Election and Voting Policy; whereby eligible athletes shall elect a representative and an alternate representative to the Team USA Athletes' Commission; provided, however, in the case where they conflict with the USA Shooting Bylaws, the USA Shooting Bylaws shall control. Similarly, where such election procedures require unreasonable funding or expenditures by USA Shooting, such elements may not be followed by USA Shooting. The election shall take place after the conclusion of the Summer Olympic and Paralympic Games, but prior to January 1 of the year following the Summer Olympic and Paralympic Games.

The individual with the highest vote total will be elected as the representative to the Team USA Athletes' Commission. The individual with the second highest vote total shall be elected as the alternate representative. Both the representative and the alternate representative shall automatically become members of the AAC and members of the USA Shooting Board of Directors, as outlined in Section 6.6.b.2 of these bylaws.

Section 11.4. Term.

The term for all representatives and alternates to the Team USA Athletes' Commission shall be four (4) years, to start on January 1 of the year following the year in which the Summer Olympic and Paralympic Games is scheduled to be held, and end on December 31 of the year in which the next edition of Summer Olympic and Paralympic Games is scheduled to be held.

Any vacancies shall be filled immediately, or as soon as practicable.

Section 11.5. Term Limits.

No representative to the Team USA Athletes' Commission shall serve for more than two (2) consecutive terms.

SECTION 12.

USOPC NATIONAL GOVERNING BODIES' COUNCIL

Section 12.1. Designation.

USA Shooting shall have a representative and an alternate representative to the USOPC National Governing Bodies' Council (NGBC).

Section 12.2. Election/Selection.

The CEO shall be USA Shooting's representative to the USOPC National Governing Bodies' Council. The Chair of the Board, or his or her designee shall be USA Shooting's alternate representative to the USOPC National Governing Bodies' Council.

SECTION 13.

CHIEF EXECUTIVE OFFICER

Section 13.1. Designation.

USA Shooting shall have a CEO, who shall be the leader of management and vested with the authority to make decisions on behalf of management. The CEO shall not be a Director of the Board, but shall be permitted and expected to attend Board meetings.

The Board shall hire and oversee the CEO, who shall be responsible as outlined below in Section 13.4, in addition to overseeing the hiring and firing of all staff and the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of USA Shooting, determine the size and compensation of, hire, and terminate the professional staff, in accordance with USA Shooting compensation policies and guidelines (established by the Board).

Section 13.2. Tenure.

The CEO shall be employed by the Board of Directors for whatever term the Board deems appropriate. The CEO 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 CEO. If the CEO has a contract of employment with USA Shooting, the contract shall provide that the CEO's employment may be terminated by the Board with or without Cause.

Section 13.3. Secretary General.

The CEO shall serve as Secretary General of USA Shooting and in that capacity shall represent USA Shooting in relations with the international sports federation for shooting recognized by the International Olympic Committee and at international shooting functions and events.

Section 13.4. Responsibilities.

The CEO shall:

- a. Develop a strategy for achieving USA Shooting's mission, goals, and objectives and present the strategy to the Board of Directors for approval;
- b. Determine the size and compensation of, hire, and terminate the professional staff in accordance with USA Shooting compensation policies and guidelines (established by the Board in conjunction with the CEO, as appropriate) to effectively carry out USA Shooting's mission, goals and objectives;

- c. Prepare and submit quadrennial and annual budgets to the Board for approval;
- d. Either directly or by delegation manage all staff functions;
- e. Be responsible for resource generation and allocation of resources;
- f. Coordinate USA Shooting's international activities;
- g. With the Chair of the Board, act as the USA Shooting's spokesperson; and
- h. Perform all functions as usually pertain to the office of CEO.

SECTION 14.

COMPLAINT FORM AND HEARING PROCEDURES

Section 14.1. Complaint Form and Hearing Procedures.

USA Shooting shall adopt documents related to the types of complaints that USA Shooting may be asked to resolve, the processes and procedures for hearing and resolving such complaints, and the remedies and sanctions available.

USA Shooting's Complaint Form is available [here](#). USA Shooting's Hearing Procedures are available [here](#).

SECTION 15.

RECORDS OF THE CORPORATION

Section 15.1. Minutes.

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

Section 15.2. Accounting Records.

The USA Shooting shall maintain appropriate accounting records.

Section 15.3. Membership List.

USA Shooting shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class.

Section 15.4. Records In Written Form.

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

Section 15.5. Website.

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

Section 15.6. Records Maintained at Principal Office.

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

- a. The articles of incorporation;
- b. These Bylaws;
- c. Rules or regulations adopted by the Board of Directors pertaining to the administration of the sport of shooting;
- d. Rules or regulations that govern the conduct of USA Shooting, the USA Shooting Board and Committees and the USA Shooting members;

- e. Rules and regulations that govern the technical conduct of shooting's events in the United States as USA Shooting Board and CEO determine is appropriate in their sole discretion;
- f. The minutes of all regular meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
- g. A copy of the most recent corporate report delivered to the Colorado secretary of state;
- h. All financial statements prepared for periods ending during the last three (3) years;
- i. USA Shooting's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- j. All other documents or records required to be maintained by USA Shooting at its principal office under applicable law or regulation.

Section 15.7. Inspection of Records by Members.

Members of USA Shooting may inspect and copy records if they meet the criteria set forth in Colorado Revised Statutes Section 7-136-102.

SECTION 16.

POLICIES

Section 16.1. Gift & Entertainment Policy.

USA Shooting shall adopt a Gift & Entertainment Policy applicable to all USA Shooting employees, board members, officers, committee members, task force members, hearing panel members, and volunteers.

Section 16.2. Conflicts of Interest Policy.

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

Section 16.3. Code of Conduct.

USA Shooting shall adopt a general Code of Conduct applicable to all USA Shooting members, employees, Directors of the Board, committee members, task force members, volunteers, coaches and athletes, with specific provisions for the following constituent groups: (i) Athletes; and (ii) Coaches.

Section 16.4. Safe Sport Policies and Procedures.

USA Shooting shall adopt Safe Sport Policies and Procedures applicable to all USA Shooting members, employees, Directors of the Board, committee members, task force members, and volunteers, which policy must satisfy the minimum standards mandated by the USOPC.

Section 16.5. Complaint Form and Hearing Procedures.

USA Shooting shall adopt a Complaint Form and Hearing Procedures as set forth in Section 14 above.

Section 16.6. Event Sanctioning Policy.

USA Shooting shall adopt and maintain an Event Sanctioning Policy, which policy must satisfy the minimum standards mandated by the USOPC.

Section 16.7. Procedures on Website

The policies stated in Section 16.1 through 16.6 shall be placed on the USA Shooting website.

Section 16.8. Other Policies.

USA Shooting shall adopt other relevant policies to effectively run and govern the organization.

SECTION 17.

FIDUCIARY MATTERS

Section 17.1. Indemnification.

USA Shooting shall defend, indemnify and hold harmless each Director of the Board and each officer from and against all claims, charges and expenses which they incur as a result of any action or lawsuit brought against such Director or officer arising out of the latter's performance of his or her duties with USA Shooting, unless such claims, charges and expenses were caused by fraud, gross negligence, or willful misconduct on the part of said officer or Director.

Section 17.2. Discharge of Duties.

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

Section 17.3. Conflicts of Interest.

If any Director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving USA Shooting, or has an interest adverse to USA Shooting's business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest; (ii) not participate in the evaluation of the contract, transaction or business affair; and (iii) not vote on the contract, transaction or business affair, unless the procedures set forth in USA Shooting's Conflict of Interest Policy are followed.

Section 17.4. Prohibited Loans.

No loans shall be made by USA Shooting to the Chair of the Board, to any Director of the Board, to any officer of USA Shooting, or to any committee or task force member or to any USA Shooting employee.

SECTION 18.
FINANCIAL MATTERS

Section 18.1. Fiscal Year.

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

Section 18.2. Budget.

USA Shooting shall have an annual budget approved by the Board of Directors.

Section 18.3. Audit

Each year USA Shooting shall have an annual audit of its books and accounts prepared by an independent certified public accountant.

Section 18.4. Individual Liability.

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

Section 18.5. Irrevocable Dedication and Dissolution.

The property of USA Shooting is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USA Shooting shall inure to the benefit of private persons. Upon the dissolution or winding up of USA Shooting, its assets remaining after payment, or provision for payment, of all debts and liabilities of USA Shooting, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

SECTION 19.

MISCELLANEOUS PROVISIONS

Section 19.1. 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. The headings in these Bylaws are for the purpose of reference only and shall not limit or define the meaning of any provision hereof.

Section 19.2. Saving Clause.

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

Section 19.3. Applicable Law

These Bylaws shall be governed by the laws of the State of Colorado.

SECTION 20.

AMENDMENTS OF BYLAWS

Section 20.1. Amendments

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