



**RECOGNIZED SPORT
ORGANIZATION**

BYLAWS OF USA FOOTBALL (the "Corporation")

INTRODUCTION

USA Football ("Corporation" or "USAFB") is recognized by the International Federation of American Football and is a Recognized Sport Organization by the U.S. Olympic and Paralympic Committee and, as such, is responsible for the conduct and administration of the sport throughout the country. Those who choose to serve and represent the Corporation are held to a high standard of conduct. Compliance with all policies and procedures governing USA Football is critical to our organizational health. Strict adherence to the USAFB Conflict of Interest Policy is critical to ensuring an ethical environment and of paramount importance to the administration of our Bylaws.

ARTICLE I **Offices**

Section 1.01. Registered Office. The registered office of the Corporation shall be in the Commonwealth of Virginia. The Corporation may have such other offices either within or without the Commonwealth of Virginia as the Board of Directors may from time to time determine or as the business of the Corporation may require.

Section 1.02. Business Offices. The principal office of the Corporation shall be in Indianapolis, Indiana. The Corporation may at any time and from time to time change the location of its principal office. The Corporation may have such other offices, either within or outside Indiana, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

ARTICLE II
Offices

Section 2.01. Voting Members. The Corporation shall have no voting members. The Corporation may have one or more classes of non-voting members, all of whose rights and privileges shall be as determined from time to time by resolution of the Board of Directors.

Section 2.02 Membership. The Corporation shall have individual members as follows:

- (a) Individual Membership – Individual members include those who register and pay all required membership fees and are interested in the purpose, programs, aims, and objectives of the Corporation.

Section 2.03. Membership Requirements and Dues. Membership in the Corporation is a privilege and creates with it certain obligations and duties. The Board of Directors (also referred to herein as the “Board”) may establish such membership requirements and dues as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of the 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. The Corporation shall not have eligibility criteria that are more restrictive than the International Federation of American Football’s eligibility criteria.

Section 2.04. Suspension and Termination of Membership. The membership of any member may be terminated at any time with or without cause by the Board of Directors. A member shall have the right to a hearing prior to termination. A member may only resign if the member has paid all dues then payable.

Section 2.05. Transfer of Membership. Members may not transfer their membership in the Corporation. Members shall have no ownership rights or beneficial interests of any kind in the property of the Corporation.

ARTICLE III
Board of Directors

Section 3.01. Management of the Corporation. Subject to the rights of the Members and any limitations set forth elsewhere in these Bylaws or the Articles of Incorporation of the Corporation, the affairs of the Corporation shall be under the general direction of a Board, which shall administer, manage, preserve, and protect the property of the Corporation. The role, powers, and duties of the Board shall be to focus on the long-term growth and viability, objectives and impacts of the Corporation, make policy for the Corporation consistent with the goals and objectives stated within these Bylaws, to determine the membership of the Corporation as set forth herein, to recommend all dues and fix all fees to be paid by the members of the Corporation, to raise funds for the use and benefit of the Corporation, and to oversee implementation of policy of the Corporation. Further specific powers and responsibilities of the Board include, without limitation:

- (a) To select, hire, determine compensation, evaluate and terminate, as necessary, the Chief Executive Officer;
- (b) To formulate (in consultation with management), approve, and monitor the implementation of the strategic plan of the Corporation;
- (c) To approve and monitor the implementation of the annual business plan, operational plan, and budgets;
- (d) To oversee the activities of the standing and ad hoc committees, sub-committees and advisory groups of the Corporation;
- (e) To formulate and implement sound corporate governance practices and to ensure that the Corporation acts ethically and adheres to high standards of corporate behavior;
- (f) To provide for the preservation and effective use of the assets of the Corporation so as to ensure the long-term viability of the organization and the availability of its resources, when needed;
- (g) To oversee the financial activities throughout the fiscal year;
- (h) To ensure that the Corporation's financial statements are true, fair, and compliant with law, to review and approve annual reports and financial

and control policies, and to provide for an annual independent audit of the financial statements; and

- (i) Ensure that athlete safety rules, policies and procedures comply with the requirements of the U.S. Center for SafeSport and the USOPC.

Section 3.02. Board Composition.

- (a) Qualifications.
 - i. Each director of the Board of Directors must be a citizen of the United States and eighteen years of age or older.
 - ii. A director need not be a resident of Virginia or Indiana.
 - iii. A director shall have the highest personal and professional values, judgment and integrity, have demonstrated exceptional ability and judgment, and be effective in conjunction with the other members of the Board, in collectively serving the long-term interests of the Corporation.
 - iv. Directors shall possess an understanding of athletic competition and Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face the Corporation. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, legal affairs, communications, and sport.
 - v. At least one of the directors, who shall also serve on the Audit Committee, shall have financial expertise.
 - vi. Directors shall inform the Nominating 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 Director for continuing Board service.
- (b) There shall be fifteen (15) directors, in order to encompass a diversity of experiential backgrounds. Directors shall be elected at meetings of the Board of Directors as follows:
 - i. NFL Directors. Three (3) directors shall be appointed by the

Commissioner of the National Football League (the “NFL”). All appointments of directors by the NFL shall be made in writing to the Chair, with a copy to the Chief Executive Officer/Executive Director. Amendments to these Bylaws shall ensure that the NFL retains at least three directors on the Board of Directors.

- ii. **Athlete Directors.** At least thirty-three percent (33%) or five (5) of the directors shall be athlete representatives and shall be directly elected to serve on the Board as prescribed in the USAFB Athlete Advisory Council (AAC) Bylaws. The USAFB representative and alternate representative on the Team USA Athletes’ Commission shall serve as Athlete Directors.
- iii. **Amateur Football Organization Representative Director.** As required by Section 220522(12) of the Act, one (1) director representing those amateur sports organizations, if any, that conduct a national program or regular national amateur athletic competition in football on a level or proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competition. Such representation must reflect the nature, scope, quality, and strength of the programs and competitions in relation to all other programs and competitions in football in the United States. The Amateur Football Organization Representative Director shall be appointed by the national amateur sports organization or organizations. If a qualified affiliate organization is identified, the Board of Directors will determine what Remaining Director seat will be designated for the Amateur Football Organization Representative Director.
- iv. **Remaining Directors.** The remaining directors shall be elected by the directors then in office. The Nominating Committee shall select nominees to present to the full Board for election using appropriate processes that draw from the following constituencies in the discretion of the Board: from grass roots football organizations, from among individuals with significant football coaching or officiating, or playing experience, from the business community, and from among individuals

with significant government-related experience

- v. Independence. At least 1 member of the Board shall be independent.

The Board, through its Nominating Committee, shall make a determination as to the independence of each independent director, and disclose those determinations. Under the definition of “independence” adopted by the Board, an “independent director” shall be determined to have no material relationship with the Corporation, either directly or through an organization that has a material relationship with the Corporation. A relationship is "material" if, in the judgment of the Nominating and Governance 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 Committee.

A director shall not be considered independent if, within the preceding two years:

- a. the director was employed by or held any governance position (whether a paid or volunteer position) with the Corporation, the international federation of American football, the international regional sport entity of American football, or any sport family entity of American football;
- b. an immediate family member of the director was employed by or held any governance position (whether a paid or volunteer position) with the Corporation, the USOC, the international federation of football, any international, regional federation of football, or any sport family entity of football;
- c. the director was affiliated with or employed by the Corporation's outside auditor or outside counsel;
- d. an immediate family member of the director was affiliated with or employed by the Corporation's outside auditor or outside counsel as a partner, principal or manager;

- e. the director was a member of the Corporation's Athletes' Advisory Council (if any) or any constituent group with representation on the Board;
- f. the director receives any compensation from the Corporation, directly or indirectly;
- g. the director is an executive officer, controlling shareholder, or partner of a corporation, partnership, or other business entity that does business with the Corporation; or
- h. the director is/was the parent or close family member or coach of an athlete that has competed in a Protected Competition; or
- i. the director is/was a member of the Corporation in a membership category that participates in Protected Competition;
- j. the director was a member of the Corporation and was involved in an active role or identified with any constituent group.

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 Nominating Committee. A director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term, with exceptions related to their service on the board as follows;

- a. An independent director is excepted from the requirement prohibiting them from holding any governance position with the Corporation or IFAF, provided the only governance position held is their board position or related to their board position (e.g., board liaison to IFAF)
 - b. An independent director is excepted from the requirement prohibiting them from accepting any payment from the Corporation, provided that all payments received are reimbursements for approved expenses reasonably incurred as part of their board duties.
- vi. Any *ex officio*, non-voting members of the Board of Directors, including

but not limited to the Commissioner of the NFL and the Chief Executive Officer/Executive Director, shall not be included in any calculation of the total number of directors or total number of votes. The Commissioner of the NFL and the Chief Executive Officer/Executive Director are invited to attend and speak at meetings of the Board of Directors.

Section 3.03. Tenure. The term of office for a Director of the Board shall be three (3) years. Notwithstanding anything contained in these Bylaws to the contrary, each director shall hold office until a successor is elected and qualifies or until that director's earlier resignation, removal or death. The directors shall hold such election as soon thereafter as convenient.

Section 3.04. Term Limits. Each director may be elected to no more than two consecutive three-year terms. However, there shall be no limit on the number of non-consecutive terms a director may serve. The Board of Directors may, upon recommendation from the Nominating Committee and upon a 2/3 vote of a quorum in attendance at any Regular or Special Board meeting, elect a sitting member of the Executive Committee for one additional (third) consecutive three-year Board term where such election is deemed essential to maintain the continuity of Board leadership based on known or anticipated circumstances at the time of the vote. The non-NFL Director terms shall be staggered such that 1/3 of the non-NFL Directors shall be up for election each year.

Section 3.05. Board Vacancy. A director may resign at any time by giving written notice to the Chair of USA Football, and in the case of the NFL Directors, to the commissioner of the NFL with a copy to the Chair of USA Football. Whenever a vacancy exists on the Board of Directors, whether by expansion of the Board of Directors, death, incapacity, resignation or otherwise, the vacancy shall be filled by the affirmative vote of a majority of the directors then in office, except that any vacancy of a director appointed by the NFL shall be filled by the NFL and any vacancy of an Athlete Director shall be elected by qualified Athletes.

- (a) A director elected to fill a vacancy shall hold office for the remainder of the unexpired term of his or her predecessor in office, subject to the power of removal stated in these Bylaws.
- (b) In order that an equal number of directors (or as close to equal number as possible) are elected each year, the Board may elect directors to newly-created

Board positions and Board vacancies for an initial term of less than three years.

- (c) A director elected for less than a three-year term subsequently may be elected to two consecutive three-year terms.
- (d) The administration of the Board selection must be handled fairly, consistently, and free of conflict of interest. The members must be selected without regard to race, color, religion, national origin, or sex. Procedures for filling a vacancy of the Board shall be as follows:
- Athlete Director vacancies shall be directly elected by the eligible voting pool of member athletes pursuant to the USAFB AAC Bylaws.
 - The Board shall have the right, but not the obligation, to provide the Nominating Committee with a written description of the qualifications, skills and experiences that the Board deems beneficial to the Corporation in filling a vacancy.
 - The Nominating Committee shall solicit, review and, if appropriate, interview candidates for a vacant Director position(s) and shall recommend candidates for Board consideration. The Nominating Committee's recommendations shall include a written description which sets forth the opinions of the Nominating Committee regarding each candidate's qualifications, skills and experiences.
 - The Nominating Committee shall ensure requirements for Independent Director nominations are satisfied consistent with 3.02(b)(v) and shall request Conflict of Interest Disclosure Forms for all candidates, including Athlete Director candidates, be completed and reviewed by the Ethics Committee.
 - At a duly noticed meeting, the Board shall consider Director nominations, with approval requiring a two-thirds vote.
 - In the event that the Board does not appoint a candidate to fill a vacancy, the Nominating Committee shall provide the Board with alternate candidates. This process shall continue until vacant positions are filled.

Section 3.06. Board Removal. A director may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the directors then in office, provided, however,

that a director appointed by the NFL may be removed only with cause.

Section 3.07. Amendment. This Article III may be amended only by the affirmative vote of at least two-thirds of the total number of directors. (For example, as there are fifteen director positions, regardless how many directors there are then in office, at least ten directors must vote *for* the amendment).

ARTICLE IV
Meetings of the Board of Directors

Section 4.01. Notice. Meetings of the Board of Directors, regular or special, may be held within or without the Commonwealth of Virginia upon not fewer than fourteen days' notice to each director, either personally or by mail, email, telephone or facsimile, subject to waiver of notice as provided in the Virginia Nonstock Corporation Act. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Regular meetings shall be held at least once each year or more often as established from time to time by resolution of the Board of Directors or as required by the business of the Corporation. Special meetings of the Board of Directors may be called by the Chair, the Chief Executive Officer/Executive Director, or the Executive Committee at any time and shall be called by the Chief Executive Officer/Executive Director upon the written request of a majority of (i) the directors then in office or (ii) the members of the Executive Committee.

Section 4.02. Quorum. A majority of the number of voting directors then in office shall constitute a quorum for the transaction of business. Unless otherwise specified in these Bylaws, the act of the majority of the voting directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 4.03. Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a consent in writing (consent by email or facsimile shall suffice), setting forth the action so taken, is signed by each director or committee member and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this Section shall have the effect of approval at a meeting and may be described as such in any document. For this purpose, a consent may be executed in more than one counterpart.

Section 4.04. Telephonic Participation. Any one or more members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4.05. Proxy Voting. Proxy voting shall not be allowed for any action of the Board of Directors, the Executive Committee, or any other committee which has the authority of the Board of Directors in the management of the Corporation.

Section 4.06. Attendance. Directors shall be expected to attend all Board meetings. Directors shall be required to attend no less than three-quarters (3/4) of all regularly scheduled Board meetings during any twelve-month (12-month) period. A Director not fulfilling this attendance requirement may be subject to removal.

Section 4.07. Conflict of Interest Disclosures. At the beginning of each Board of Director meeting, members must declare conflicts with any anticipated agenda item. Such disclosures must be recorded in the minutes along with the associated recusal from the applicable agenda item. This requirement does not supersede the Annual Disclosure requirement outlined in the USA Football Conflict of Interest Policy.

ARTICLE V **Committees**

Section 5.01. Committee Formation. Except as otherwise provided by law or these Bylaws, the Board of Directors, by resolution adopted by the affirmative vote of at least two-thirds of the total number of directors, may designate or appoint one or more committees. The Committees shall have the authority as set forth below or to the extent provided in the resolution creating the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

(a) **Designated Committees.** Designated Committees are defined in the USOPC Bylaws as any committee that makes recommendations or decisions directly impacting elite athletes. USAFB identifies the following as Designated Committees: Executive Committee, Nominating Committee, Audit Committee, Ethics Committee, and Judicial Committee. The Medical Advisory Panel and the Selection Committee, categorized as Advisory Committees, shall be subject to the requirements of a Designated Committee.

- i. **Athlete Representation.** Athlete representation will equal thirty-three percent of all Designated Committees and shall be selected pursuant to the USAFB AAC Bylaws.
- ii. **Membership Number.** Designated Committees shall consist of three members with the exception of the executive committee which shall consist of five members.
- iii. **Terms and Term Limits.** Designated Committee members shall serve a three-year term. No committee member shall serve more than three consecutive terms.

Section 5.02. Executive Committee. There shall be an Executive Committee. The Executive Committee shall consist of five directors.

- (a) The members of the Executive Committee shall be selected as follows:
 - i. Each year the Chair shall recommend Directors to serve as Officers and at-large members of the Executive Committee for approval at a meeting of the Board of Directors.
 - ii. The Chair, and any Vice Chair, Secretary and/or Treasurer as elected

under Section 6.01, shall be appointed, *ex officio*, to the Executive Committee;

- iii. At least thirty-three percent of the Executive Committee positions shall be filled by Athlete Directors; and
 - iv. The Chair shall appoint, subject to the Board's approval, at least two of the three directors appointed by the NFL to serve on the Executive Committee, either as an Officer or as a member at-large.
 - v. In addition to the appointed or elected voting members of the Executive Committee, the Chief Executive Officer/Executive Director shall be an *ex officio*, non-voting member of the Executive Committee. The Chief Executive Officer/Executive Director shall be invited to attend and speak at Executive Committee meetings, but shall not be counted in calculations of Executive Committee membership, meeting attendance or votes, and may not vote on Executive Committee actions.
- (b) The Executive Committee shall be solely responsible for (i) hiring and removing the Chief Executive Officer/Executive Director; and (ii) setting the compensation of the Chief Executive Officer/Executive Director of the Corporation. In addition, the Executive Committee shall provide strategic counsel to the staff between meetings of the Board of Directors.
- (c) All decisions of the Executive Committee require the affirmative vote of at least two-thirds of the members of the Executive Committee, except that decisions relating to the hiring and removing of an Chief Executive Officer/Executive Director require only the affirmative vote of a majority of the members of the Executive Committee.

Section 5.03. Nominating Committee. There shall be a Nominating Committee. Each year for which a seat on the Board of Director is up for election, the Nominating Committee shall present to the Board of Directors a slate of candidates for election to the Board of Directors. The Nominating Committee shall consist of a committee chair and two voting members of the Board of Directors. The members of the Nominating Committee shall be selected as follows:

- (a) The Chair of the Board shall appoint the members of the Nominating Committee and its chair, with approval of the Board and may include non-

voting members of the Board of Directors.

- (b) The Chair of the Board shall be appointed, *ex officio*, to the Nominating Committee; and
- (c) At least thirty-three percent of the Nominating Committee positions shall be filled by Athlete Directors.

The responsibilities of the Nominating Committee shall be as follows:

- (a) Identify and evaluate prospective candidates for the Board of Directors;
- (b) Recommend as requested by the Board, individuals to serve on various committees and advisory councils;
- (c) Consult with the Ethics Committee with respect to vetting all nominations for potential conflicts of interest or other problematic background issues;
- (d) Perform such other duties as assigned by the Board.

Section 5.04. Audit Committee. There shall be an Audit Committee. The Audit Committee shall consist of an Audit Committee chair, and at least two voting independent members of the Board of Directors.

The Audit Committee shall consist of three independent members of the Board.

- (a) The members of the Audit Committee shall be selected as follows:
 - i. The chair of the Audit Committee shall be the Treasurer.
 - ii. The Chair of the Board shall be an *ex officio* member of the Audit Committee and shall appoint the remaining members of the Audit Committee with approval of the Board.
 - iii. The Audit Committee shall include at least one Athlete Director.
 - iv. Members of the Audit Committee should be financially literate and at least one member shall have accounting or financial management expertise.
- (b) The purpose of the Audit Committee shall be to assist the Board in its oversight of:
 - v. the integrity of the financial statements of the corporation;
 - vi. the Corporation's compliance with legal and regulatory requirements relating to corporation finances and reporting thereof;
 - vii. the Corporation's compliance with the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 *et seq.*, these Bylaws, contracts and agreements, and applicable laws and regulations;

- viii. the independence and qualifications of the independent auditor; and
 - ix. the performance of the Corporation's internal audit function and independent auditors.
- (e) The responsibilities of the Audit Committee shall include the following:
- i. to discuss with staff management the annual audited financial statements and quarterly financial statements including matters required to be reviewed under applicable legal, regulatory or other requirements;
 - ii. to approve the Corporation's financial statements prior to publication;
 - iii. to discuss with staff management and the independent auditor, as appropriate, press releases containing financial information and financial information provided to the public;
 - iv. to select the independent auditor to examine the Corporation's accounts, controls and financial statements (the Audit Committee shall have the sole authority to approve all audit engagement fees and terms and the Audit Committee must pre-approve any non-audit service provided to the Corporation by the Corporation's independent auditor);
 - v. to discuss with staff and the independent auditor, as appropriate, any audit problems or difficulties and staff management's response, and the Corporation's risk assessment and risk management policies, including the Corporation's major financial risk exposure and steps taken by staff management to monitor and mitigate such exposure;
 - vi. to review the Corporation's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the Corporation's financial statements, including alternatives to, and the rationale for, the decisions made;
 - vii. to review and approve the internal audit staff functions, including (i) purpose, authority and organizational reporting lines and (ii) annual audit plan, budget and staffing;
 - viii. to periodically review with the independent auditor the qualifications and performance of the Corporation's finance personnel as observed by the independent auditor;

- to establish practices or procedures alone or in conjunction with the Chief Executive Officer/Executive Director and or the Ethics Committee as appropriate, providing effective mechanisms for employees and others to make complaints relating to accounting practices, internal accounting controls, or audit matters, with provisions for confidential anonymous submission by employees and others (the Audit Committee shall be provided with an analysis of all financial, accounting and audit related complaints and their disposition, and shall provide safeguards against retaliation against employees and others who make such complaints); and
- ix. the Audit Committee shall perform those duties normally performed by a finance committee.

Section 5.05. Ethics Committee. There shall be an Ethics Committee. The Ethics Committee shall consist of three members, all of whom shall be independent members of the Board.

(a) The members of the Ethics Committee shall be selected as follows:

- i. The Chair shall be an *ex officio* member of the Ethics Committee and shall appoint the remaining members of the Ethics Committee with approval of the Board.
- ii. The Ethics Committee shall include at least one Athlete Director.

(b) The responsibilities of the Ethics Committee shall include the following:

- i. oversee implementation of, and compliance with, the Code of Ethics and the Conflict of Interest Policy;
- ii. report to the Board on all ethical issues;
- iii. develop, and review on an annual basis, a Code of Ethics for the Board, officers, committee and task force members, volunteers, staff and member organizations for adoption by the Board;
- iv. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
- v. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and the Corporation members; and
- vi. perform such other duties as assigned by the Board.

Section 5.07. Judicial Committee. The Judicial Committee shall be appointed and have the responsibilities as follows.

- (a) The Chair shall appoint the chair and members of the Judicial Committee with approval of the Board. The Judicial Committee shall consist of three members, none of whom shall be members of the Board. The Judicial Committee shall include at least one Athlete representative. Members of the Judicial Committee shall satisfy the standards of independence for “independent directors” as set forth in these Bylaws.
- (b) The Judicial Committee shall –
 - i. generally administer and oversee all administrative grievances and right to compete matters filed with the Corporation;
 - ii. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
 - iii. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters; and
 - iv. perform such other duties as assigned by the Board.

Section 5.08. Advisory Councils and Committees. In the event that the Board of Directors creates one or more committees to advise the Board of Directors in the management of the Corporation and that do not have the authority to act on behalf of the Board of Directors in the management of the Corporation (which committees shall be known as “Advisory Councils and Committees”), such Advisory Councils and Committees may be required to report to the Board, or if requested by the Board, to the Executive Committee or Chief Executive Officer/Executive Director, at such times and in such manner as reasonably requested. Such Advisory Councils and Committees may be comprised of board members and non-board members. Athletes shall comprise at least 33% of the membership of Advisory Committees and shall be selected pursuant to the USAFB AAC Bylaws. Advisory Councils and Committees shall be governed by the USAFB’s Governing Rules of Order.

Section 5.09. Attendance. Committee members are expected to attend all regularly scheduled committee meetings of which they are a member. Each committee member must attend a minimum of three-quarters (3/4) of the committee meetings of which they are a member during any twelve-month period.

Section 5.10. Resignation and Removal. A committee member’s position may be

declared vacant upon the committee member's resignation, removal, incapacity or death. A committee member may resign at any time by giving written notice to the Chief Executive Officer/Executive Director. Unless a committee member is able to demonstrate that the presence of exigent circumstances caused and excused his or her absences, committee members may be removed by the Board of Directors if they fail to attend at least three-quarters of the regularly scheduled committee meetings during any twelve-month period. In such circumstances, the absent committee member shall be removed upon the affirmative vote of a majority of the voting power of the Board of Directors.

Section 5.11. Amendments. This Article V may be amended only by the affirmative vote of at least two-thirds of the total number of directors.

ARTICLE VI
Officers

Section 6.01. Election of Officers. The officers of the Corporation shall be elected by the affirmative vote of a majority of the directors then in office and shall consist of a Chair, up to two Vice Chair, a Secretary and a Treasurer, and may include such other officers and assistant officers as may from time to time be deemed necessary. The Chair shall be chosen from a slate that includes at least one candidate proposed to the Board by the NFL and at least one candidate proposed to the Board by the Executive Committee. No officer may concurrently serve as an officer of any other amateur sports organization recognized by the United States Olympic and Paralympic Committee (USOPC) as a national governing body.

Section 6.02. Bonding. The Board of Directors may require any of the officers or employees of the Corporation to give bond to the Corporation with sufficient sureties, conditioned upon the faithful performance of the duties of their respective offices or employments.

Section 6.03. Removal of Officers. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the directors then in office. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors. An office may be held by the same individual for two or more consecutive terms.

Section 6.04. The Chair. The Chair shall have such duties and responsibilities and such general and supervisory authority over the Chief Executive Officer/Executive Director and the affairs of the Corporation and shall directly assist and counsel the Chief Executive Officer/Executive Director as the Board of Directors shall from time to time. He or she shall have an *ex officio* seat on each committee of the Corporation that permits Board member participation. He or she shall be an individual having demonstrated effective leadership and having achieved significant stature in his or her career.

Section 6.05. The Vice-Chair(s). The Board may elect up to two Vice Chairs from among the directors then in office. Such Vice Chair(s) shall assist and counsel the Chair and the Chief Executive Officer/Executive Director and shall have such other duties and responsibilities as the Board of Directors shall from time to time direct. He or she shall be an individual having demonstrated effective leadership and having achieved significant stature in his or her career.

Section 6.07. The Secretary. The Secretary shall keep the minutes of all meetings of the

Board of Directors and of the Executive Committee. He or she shall give, or cause to be given, such notice of all meetings of the Board of Directors and of the Executive Committee as may be required by these Bylaws and shall perform such other duties as shall be assigned to him or her from time to time by the Board of Directors or by the Chair.

Section 6.08. The Treasurer. The Treasurer shall chair the Audit Committee, review the Corporation's financial statements, make periodic reports to the Board on the Corporation's financial condition, oversee the annual audit, and perform such other duties as shall be assigned to him or her from time to time by the Board of Directors or the Chair.

Section 6.09. No individual may serve simultaneously as an Officer of USAFB and as an Officer of another amateur sports organization that is recognized by the USOPC as a National Governing Body.

ARTICLE VII

Chief Executive Officer/Executive Director

Section 7.01. The Chief Executive Officer/Executive Director. The Chief Executive Officer/Executive Director shall be the chief executive officer of the Corporation; he or she shall have authority for the general and active management of the affairs and property of the Corporation, shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall report to the Board of Directors and the Executive Committee as the Board of Directors shall from time to time direct or authorize. The Chief Executive Officer/Executive Director shall be responsible for all staff functions. The Chief Executive Officer/Executive Director shall oversee 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 the Corporation. The Chief Executive Officer/Executive Director shall, either directly or by delegation, manage all staff functions; determine the size and compensation of, hire and terminate the professional staff in accordance with the Corporation's compensation policies and guidelines (established by the Board); develop a strategy for approval by the Board; be responsible for resource generation and allocation; coordinate international activities; act as the Corporation's spokesperson (with the Chair); prepare and submit budgets to the Board; and perform all functions as usually pertain to the office of chief executive officer.

- (a) The Chief Executive Officer/Executive Director shall be an *ex officio*, non-voting member of the Board of Directors and the Executive Committee. As an *ex officio*, non-voting member, he or she will not be counted in calculations of membership, meeting attendance or votes associated with the Board of Directors or Executive Committee.
- (b) The Chief Executive Officer/Executive Director shall serve as Secretary General of the Corporation and in that capacity shall represent the Corporation in relations with the International Federation for American Football ("IFAF") recognized by the International Olympic Committee and at international American football functions and events.

ARTICLE VIII
Grievance Procedures

Section 8.01. Designation of Grievances. The following kinds of complaints may be filed with USA Football:

- (a) **Administrative Grievance.** The Corporation or any member of the Corporation may file a grievance pertaining to any matter within the cognizance of the, including but not limited to any alleged violation of or grievance concerning: (i) any Corporation policy, rule or regulation, (ii) any provision of the Corporation's Bylaws, (iii) alleged non-compliance of USOPC Bylaws or non-compliance with the USOPC's Compliance Standards for National Governing Bodies, or (iv) any provision of the Ted Stevens Olympic and Amateur Sports Act.
- Exception: Allegations of emotional, physical and sexual misconduct are subject to the policies and protocols in the Corporation's Athlete Safety Policy and the U.S. Center for SafeSport.**
- (b) **Right to Compete.** Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individuals opportunity to compete in a Protected Competition or a competition sanctioned by the Corporation.

Section 8.02. Manner of Filing. Pursuant to the Grievance Procedures, the complainant (or complainant's parent or legal guardian if a minor) shall file the grievance via the Notice of Grievance Form.

Section 8.04. Statute of Limitations. A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny.

Section 8.06. Administration. The Judicial Committee shall generally administer and oversee all administrative grievances and right to compete matters filed with the Corporation. The Judicial Committee shall adhere to the Corporation's Grievance Procedures for the effective and fair administration of grievances filed with the Corporation.

Section 8.12. Arbitration. Any party may appeal a decision of the hearing panel to the American Arbitration Association. The arbitrator appointed by the American Arbitration Association shall have the authority to hear the matter anew or if requested by a party to render a

decision on a more limited review. Either party may submit the decision of the hearing panel to the arbitrator for the arbitrator's consideration. The arbitrator may give whatever weight or authority to the hearing panel's decision as the arbitrator deems appropriate.

ARTICLE IX
Sanctioning Events

Section 9.01. Prompt Review of Request. The Corporation shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request: (i) to hold an international or national amateur athletic competition in the United States, or (ii) to sponsor United States football athletes to compete in an international athletic competition held outside the United States.

Section 9.02. Standard for Review. If the Corporation, as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of United States football, and (ii) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then Corporation shall grant the sanction requested by the amateur sports organization or person.

Section 9.03. Requirements for Holding an International or National Amateur Athletic Competition in the United States. An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States shall comply with the following requirements:

- (a) submits, in the form required by the Corporation, an application to hold such competition;
- (b) pays to the Corporation the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- (c) submits to the Corporation an audited or notarized financial report of similar events, if any, conducted by the organization or person; and
- (d) demonstrates that –
 - i. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 - ii. appropriate provision has been made for validation of records which may be established during the competition;
 - iii. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 - iv. the competition will be conducted by qualified officials;

- v. proper medical supervision will be provided for athletes who will participate in the competition; and
- vi. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 9.04. Requirements for Sponsoring United States Football Athletes to Compete in an International Athletic Competition Held Outside the United States. An amateur sports organization or person requesting a sanction to sponsor United States football athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

- (a) submits, in the form required by the Corporation, an application to hold such competition;
- (b) pays to the Corporation the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- (c) submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and
- (d) submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that –
 - i. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 - ii. appropriate provision has been made for validation of records which may be established during the competition;
 - iii. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 - iv. the competition will be conducted by qualified officials;
 - v. proper medical supervision will be provided for athletes who will participate in the competition; and
 - vi. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

ARTICLE X
Records of the Corporation

Section 10.01. Minutes. The Corporation shall keep, as permanent records, minutes of all meetings of the members and the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all waivers of notices of meetings of the Board of Directors.

Section 10.02. Accounting Records. The Corporation shall maintain appropriate accounting records.

Section 10.03. Membership List. The Corporation 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 10.04. Records In Written Form. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 10.05. Website. The Corporation shall maintain a website for the dissemination of information to its members. The Corporation shall publish on its website (i) the Corporation's bylaws, rules, and regulations; (ii) a procedure for communicating with the Chair of the Audit Committee regarding accounting, internal accounting controls, or audit-related matters; (iii) its most recent annual financial statement; and (iv) its most recent 990 Form filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, the Corporation shall publish on its website a mailing address and an e-mail address for communications directly with the Board.

Section 10.06. Records Maintained at Principal Office. The Corporation shall keep a copy of each of the following records at its principal office:

- (a) the Articles of Incorporation;
- (b) these Bylaws shall govern the conduct of the Corporation, the Corporation's Board and Committees and the Corporation's members;
- (c) rules and regulations that govern the technical conduct of football's events in the United States as the Corporation Board and Chief Executive Officer determine is appropriate in their sole discretion;
- (d) the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
- (e) all written communications within the past three (3) years to the members

generally as the members;

- (f) a list of the names and business or home addresses of the current directors and officers;
- (g) a copy of the most recent corporate report delivered to the Virginia secretary of state;
- (h) all financial statements prepared for periods ending during the last three (3) years;
- (i) The Corporation'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 the Corporation at its principal office under applicable law or regulation.

Section 10.07. Inspection of Records by Members. The following rights and restrictions shall apply to the inspection of records by members:

- (a) Records Maintained at Principal Office. A member shall be entitled to inspect and copy, during regular business hours at the Corporation's principal office, any of the records of the Corporation described in Section 10.06, provided that the member gives the Corporation written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.
- (b) Financial Statements. Upon the written request of any member, the Corporation shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- (c) Scope of Members' Inspection Rights.
 - i. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
 - ii. Right to Copy. The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.
 - iii. Reasonable Charge for Copies. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies

of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.

- iv. Litigation. Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with the Corporation, or the power of a court to compel the production of corporate records for examination.

ARTICLE XI
Compensation of Directors, Officers &
Committee Members

Section 11.01. Compensation. The directors, officers and committee members of the Corporation shall receive no compensation for their service to the Corporation as directors but may be reimbursed for their expenses, if any, incurred in carrying out the purposes of the Corporation, provided that such reimbursement in no way adversely affects the Corporation's qualification under section 501(c)(3) of the Code.

Section 11.02. Athlete Directors. Travel costs for Athlete Directors and/or athlete representatives to Board of Director meetings will be covered by USA Football.

ARTICLE XII
Fiscal Year and Budget

Section 12.01. Fiscal Year. The fiscal year of the Corporation shall end on March 31 of each calendar year.

Section 12.02. Budget. The Board of Directors shall be responsible for approving the annual budget of the Corporation.

ARTICLE XIII
Amendments

Section 13.01. Amendments. Except as otherwise provided herein, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the directors then in office at any regular or special meeting upon 72 hours written notice of any proposed changes to the Bylaws; provided that any such alteration, amendment, repeal or adoption shall be consistent with the requirements of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and the Virginia Nonstock Corporation Act.

ARTICLE XIV
Indemnification

Section 14.01. Indemnification. The Corporation shall indemnify each director, officer, employee or agent of the Corporation who is a natural person, and/or his or her estate or personal representatives, by reason of the fact that he or she is or was serving in such capacity for the Corporation, to the fullest extent permitted by the Virginia Nonstock Corporation Act, against all expenses (including attorneys' and other experts' fees and disbursements), judgments, fines and amounts actually and reasonably incurred by him or her in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with any appeal therein, or otherwise, arising from, or in connection with, his or her serving the Corporation.

- (a) To the fullest extent permitted by the Virginia Nonstock Corporation Act, as it now exists or may hereafter be amended, no director, officer, employee or agent of the Corporation shall be liable for damages in any proceeding brought by or in the right of the Corporation or by or on behalf of members of the Corporation, or in connection with any claim, action, suit, or proceeding to which he or she may be or is made a party by reason of being or having been a director, officer, employee or agent of the Corporation.
- (b) The Corporation may extend funds, upon request of a director, officer, employee or agent, to cover the anticipated reasonable costs of defending against any actual or threatened action, suit, or proceeding to which he or she would be entitled to indemnity hereunder.
- (c) Notwithstanding anything to the contrary herein, a director, officer, employee or agent shall not be entitled to indemnity, extension of funds, or release from liability in any instance when (i) such relief is inconsistent with any provision of the Code applicable to corporations described in section 501(c)(3) of the Code, (ii) such person breached his or her duty of loyalty to the Corporation, (iii) such person's acts or omissions involved intentional misconduct, (iv) in the case of any criminal proceeding, he or she had reasonable cause to believe that his or her conduct was unlawful, or (v) such person derived improper personal benefit from the transaction.

Except with regard to the limits set forth in subsection (d) above, no provision

of these Bylaws is intended to be construed as limiting, prohibiting, denying, or abrogating any of the general or specific powers or rights conferred under the Virginia Nonstock Corporation Act upon the Corporation to furnish, or upon any court to award, such limitation of liability, indemnification, or limitations or indemnifications as otherwise authorized pursuant to the Virginia Nonstock Corporation Act or any other law now or hereafter in effect.

Section 14.02. Non-exclusive right. The indemnification and advancement of expenses provided herein shall not be deemed to be exclusive of any other rights to which persons seeking indemnification or advancement of expenses may be entitled under any agreement with the Corporation or otherwise, including rights under any insurance policy that may be purchased by the Corporation.

Section 13.03. Insurance. The Corporation may, but shall not be obligated to, purchase and maintain, to the fullest extent permitted by the laws of the Commonwealth of Virginia as they presently exist or may hereafter be amended, insurance on behalf of any director, officer, employee or agent of the Corporation and any person who is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her or incurred by him or her in that capacity or status.

Section 14.04. Amendments. Any repeal, amendment, or alteration of this Article X that reduces or limits the indemnification of the persons referred to herein shall apply prospectively only and shall not be given retroactive effect.

ARTICLE XV
Recognition as a National Governing Body

Section 15.01. Recognition as a National Governing Body. The Corporation shall seek recognition by the United States Olympic & Paralympic Committee (“USOPC”) as the National Governing Body (“NGB”) for the sport of football in the United States. If so recognized by the USOPC as an NGB, the Corporation shall attempt to maintain such recognition. In furtherance of that purpose, the Corporation shall comply with the requirements for recognition as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 *et seq.* and as mandated by the United States Olympic & Paralympic Committee as such requirements are promulgated or revised from time to time, including:

- (a) be a member of only one international sports federation, which is recognized by the International Olympic Committee as the worldwide governing body for the sport of football;
- (b) be autonomous in the governance of the sport of football by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- (c) maintain the managerial and financial competence and capability to establish national goals for the Corporation relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for football;
- (d) provide for individual and organizational membership;
- (e) ensure that its Board of Directors, and any other governance body, has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur football competition or who have represented the United States in an international amateur football competition within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than twenty (20) percent of the voting power held in its Board of Directors or other governance body;
- (f) provide for reasonable direct representation on its Board of Directors for any

amateur sports organization which, in the sport of football, conducts on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, a national program, or regular national amateur athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in the sport of the Corporation in the United States;

- (g) be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin, sexual orientation or sex, with reasonable representation on the Board of both males and females;
- (h) provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in the Corporation competitions without discrimination on the basis of race, color, religion, age, sex, sexual orientation, or national origin;
- (i) not have an officer who is also an officer of another amateur sports organization that is recognized by the USOPC as a National Governing Body;
- (j) provide procedures for the prompt and equitable resolution of grievances of its members;
- (k) provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
- (l) agree to submit to binding arbitration in any controversy involving:
 - i. its recognition as a National Governing Body, or
 - ii. the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in the Corporation, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Olympic and Amateur Sports Act;

- (m) not have eligibility criteria relating to amateur status or to participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for American Rules football recognized by the International Olympic Committee;
- (n) Ensure that athlete safety rules, policies and procedures comply with best practices; and
- (o) perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOPC on a National Governing Body.

Section 15.02. Anti-Doping Policy.

Individual Members: It is the duty of individual members of USAFB to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), the IFAF, the USOPC including the USOPC National Anti-Doping Policy, and of the US Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the IFAF, the USOPC and USADA. Athlete members agree to submit to drug testing by IFAF 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 no 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 IFAF, if applicable or referred by USADA.

Organization Members: 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 USAFB, participation on a national team, utilization of a USOPC Training Center, receipt or benefits from the USOPC or USAFB, 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 IFAF, the USOPC and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by

WADA, the IFAF, 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 IFAF, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the IFAF 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.