

SEPTEMBER 25, 2017

BYLAWS

OF

UNITED STATES SKI MOUNTAINEERING ASSOCIATION

SECTION 1.

NAME AND STATUS

Section 1.1. Name.

The name of this organization shall be the United States Ski Mountaineering Association (referred to in these Bylaws as “USSMA”).

Section 1.2. Non-profit Status.

The USSMA shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Colorado. USSMA 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 ski mountaineering. USSMA shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

SECTION 2.

OFFICES

Section 2.1. Business Offices.

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

Section 2.2. Registered Office.

The registered office of USSMA required by the Colorado Revised Nonprofit Corporation Act (the “Nonprofit Corporation 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 USSMA, or to the extent permitted by the Nonprofit Corporation Act by the registered agent of USSMA. 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 USSMA shall be to promote and grow the sport of Ski Mountaineering racing in the United States.

The USSMA sanctions and governs competitive ski mountaineering racing in the United States and promotes and fosters recreational ski mountaineering through access, resources, education and community. It also endeavors to enable United States athletes to achieve competitive excellence in the sport of ski mountaineering.

SECTION 4.

MEMBERS

Section 4.1. Categories of Membership.

The USSMA shall have individual and organization membership categories as follows:

- a. Individual Membership Categories –
 1. Athlete members. Athlete members are those individuals who register as competitive athletes and are eligible for competition in ski mountaineering.
 2. Coach members. Coach members are those individuals who register as active coaches and who are certified as coaches by USSMA.
 3. Race jury members. Race jury members are those individuals who register as active race jury members and who are certified as race jury members by USSMA.
 4. Supporting members. Supporting members are those individuals who register as supporting members and who are interested in the purpose, programs, aims and objectives of USSMA.
- b. Organization Membership Categories –
 1. Club members. Club members are those ski mountaineering clubs that register as clubs and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USSMA.
 2. Affiliated Organization members. Affiliated Organization members are those amateur sports organizations that register as affiliated organizations and which conduct a ski mountaineering program or amateur athletic competition in ski mountaineering and which agree to conduct their programs and/or competitions in accordance with and agree to be bound by the rules and regulations of USSMA.

Section 4.2. Membership Requirements and Dues.

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

Section 4.3. 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 prior to termination. The USSMA may retain jurisdiction over any member who has pending financial obligations, or pending grievances against him/her, regardless of the status of membership.

Section 4.4. Transfer of Membership.

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

SECTION 5.

BOARD OF DIRECTORS

Section 5.1. General Powers.

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USSMA shall be managed by, its Board of Directors.

Section 5.2. Function of the Board.

The USSMA Board of Directors shall represent the interests of the ski mountaineering community for USSMA in the United States and its athletes by providing USSMA with policy, guidance and strategic direction. The Board shall oversee the management of USSMA and its affairs, but it does not manage USSMA. The Board shall elect a well-qualified member of the Board to act as President (the “President”). The Board shall also elect from its Board or hire a Chief Executive Officer. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer 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 USSMA, and to evaluate Board performance;
- b. selects, compensates, evaluates and may: (i) relieve the President of his/her duties at any time, and (ii) terminate the Chief Executive Officer, and plans for management succession;
- c. reviews and approves USSMA’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 USSMA;
- e. reviews and approves significant corporate actions;
- f. oversees the financial reporting process, communications with stakeholders, and USSMA’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, budget, and, upon the recommendation of the Financial Committee;

- j. monitors to determine whether USSMA's assets are being properly protected;
- k. monitors USSMA's compliance with laws and regulations and the performance of its broader responsibilities; and
- l. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

Section 5.3. Diversity of Discussion.

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

Section 5.4. 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 the State of Colorado.

A director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, (iii) be effective, in conjunction with the other directors, in collectively serving the long-term interests of USSMA, (iv) and have diverse experience in the key business, financial, and other challenges that face USSMA. 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 5.5. Number.

The Board of Directors shall consist of seven (7) – thirteen (13) directors, at least twenty (20) percent of whom shall be independent directors, at least twenty (20) percent of whom shall be athlete directors, and the rest of whom shall be drawn from appropriate representation in the United States ski mountaineering community, with no single constituency comprising a majority of directors.

Section 5.6. Election/Selection.

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

- a. Independent Directors. The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate, twenty (20) percent directors from among individuals considered to be independent, as that term is defined in Section 5.7.

- b. Athlete Directors. The athlete directors shall be directly elected by the Nominating and Governance Committee, using appropriate processes that preserve athlete involvement in the process and support direct athlete elections, the Athlete Directors for the NGB. At least 20% of the total number of directors shall be athlete directors.
- c. The Nominating and Governance Committee shall select the remaining approved members of the Board.

Section 5.7. Independence.

The Board, through its Nominating and Governance Committee, shall affirmatively 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 USSMA, either directly or through an organization that has a material relationship with USSMA. 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 (2) years:

- a. the director was affiliated with or employed by USSMA’s outside auditor or outside counsel;
- b. an immediate family member of the director was affiliated with or employed by the USSMA’s outside auditor or outside counsel as a partner, principal or manager;
- c. the director was a member of any constituent group with representation on the Board;
- d. the director receives any compensation from USSMA, directly or indirectly; or
- e. the director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USSMA.

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 and Governance Committee.

Section 5.8. Staggered Board.

Directors of the Board shall be elected/selected so as to implement a staggered Board system. The initial Board for shall be comprised of some individuals who serve two (2)

year terms and some individuals who serve four (4) year terms. The Nominating and Governance Committee shall designate prior to election/selection of the initial Board whether a director is serving a two (2) or four (4) year term. Notwithstanding the foregoing, effective upon adoption of these Bylaws and in accordance with this Section 5, the term (either two (2) or four (4) years) of office for any director then sitting on the Board of Directors shall be mutually agreed upon between such Board member and the Nominating and Governance Committee as necessary to establish a staggered nature of the Board of Directors.

Section 5.9. Board Term.

Except as set forth in Section 5.8, the term of office for a director of the Board shall be four (4) years. A director's term shall end on June 31 of the even number year in which their Board term ends. However, a director shall hold office until the director's successor is elected/selected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.

Section 5.10. Board Term Limits.

No director of the Board shall serve more than three (3) consecutive terms.

For the initial Board, a term of two (2) or more years shall constitute a full term. Thus, a director elected/selected for a two (2) year term shall be eligible to serve only one (1) additional four (4) year term immediately following the two (2) year term.

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 5.11. Director Attendance.

Directors of the Board shall be expected to attend in person or via teleconference all regularly scheduled Board meetings. Directors shall be encouraged to attend at least one (1) of all regularly scheduled Board meetings in person.

Section 5.12. 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. Any director shall resign at any time by giving written notice to the President of USSMA, except the President's resignation shall be given to the Executive Committee. 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. Directors shall 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 (not including the voting power of the absent director). Directors shall also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the directors 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). 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). Any vacancy occurring in the Board shall be filled as set forth for the election of the director of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

No director 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 USSMA's Code of Ethics.

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

Section 5.13. Regular and Special Meetings.

The USSMA's Board shall meet at regularly scheduled meetings at least four (4) times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. One (1) such meeting shall be designated as the Board's "Annual Meeting." Special meetings of the Board shall be held upon the call of the President or upon the written request of not less than fifty (50) percent of the Board.

Section 5.14. Notice of Meetings.

Notice of each meeting of the Board of Directors stating the date, time, call-in number 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 President of the Board. Written notice will be delivered by electronic-mail to the director's electronic-mail address, as provided by the director for such purpose. Such notice shall be delivered no fewer than five (5) days before the date of the meeting and transmission of such notice shall be deemed to be given when the transmission is complete.

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

Section 5.15. Quorum.

The presence (including telephonically) of a majority of the directors of the Board of Directors at the time of any meeting shall constitute a quorum for the transaction of business, and the act of a majority of directors on the Board shall constitute the act 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 5.16. Action of the Board/Consent.

The act of a majority of directors on the Board 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 5.17. Voting by Proxy.

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

Section 5.18. 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 shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the individual acting as the Secretary of the Board before the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 5.19. 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; or (iii) abstains from voting. Each director who delivers a writing described in this Section 5.19. to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 5.20. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

The Board shall transact its business by mail, electronic-mail and telephone.

Section 5.21. Agenda.

The President, in consultation with the respective Chairs of the Board's committees, shall determine the agenda for Board meetings. Board directors shall be permitted to request items for inclusion on the agenda for Board meetings.

Section 5.22. Questions of Order and Board Meeting Leadership.

Questions of order shall be decided by the President of the Board unless otherwise provided in advance by the Board. The President shall lead meetings of the Board. If the President and Vice President (see, Section 6.4.b.) are absent from any meeting of the Board, then the President shall designate in writing in advance one (1) other director of the Board to preside. If the President 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 5.23. 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 the Bylaws or when a definite effective date is recited in the record of the action taken.

Section 5.24. Closed Meetings and Executive Meeting Sessions.

Ordinarily, all meetings of the Board of Directors shall be closed and only open to the CEO and other staff accompanying the CEO or attending at the request or direction of the Board. However, the President may deem it appropriate to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, at any time, during which the CEO and/or others attending as set forth above, will be excused. Further, the President of the Board may open a meeting of the Board to others with the consent of a majority of the directors of the Board in attendance.

Section 5.25. 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 USSMA's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USSMA in any other capacity (except active athletes who may receive athlete support payments or coaches who may receive standard payments for performing services).

SECTION 6.

OFFICERS

Section 6.1. Designation.

The officers of USSMA shall be a President, Vice President, Treasurer and the Secretary. Unless the Secretary is a member of the Board, the person holding this position shall not have any voting power.

Section 6.2. Election/Selection.

The President and Vice President shall be elected from among the directors of the Board.

The Treasurer shall be selected as set forth in Section 7.11.

The President shall select a director of the Board or another individual of the staff or otherwise employed by USSMA to serve as USSMA's corporate Secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings.

Section 6.3. Term.

The term of office of the President and Vice President of the Board and of the Treasurer shall be four (4) years, unless such individual's Board position expires prior to the term limit on this position. The newly elected President and Treasurer shall take office immediately. The President and Treasurer shall hold office until the President or Treasurer's successor is elected and qualified, or until the President or Treasurer's earlier resignation, removal, incapacity, disability or death.

If the Secretary is not a Board member, the term of office of the Secretary is unlimited.

Section 6.4. Authority and Duties of Officers.

The officers of USSMA 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. President of the Board. The President 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; (iv) be custodian of the corporate records; and (v) exercise such powers and perform such other duties as from time to time may be assigned by the Board.

b. Vice President of the Board. The Vice President shall: (i) assume the duties of the President in the President's absence, (ii) assume the duties of the

President in the event of the President's resignation, removal, incapacity or death until the Board elects a new President, (iii) assume the duties of the Treasurer of the Board in the absence of the Treasurer and (iv) assume the duties of the Treasurer in the event of the Treasurer's resignation, removal, incapacity or death until the Board elects a new President. In the event of (iii) and (iv) above, the Vice President shall only assume the role of Treasurer if such Vice President has a financial background. In the event the Vice President of the Board does not have a financial background, the Chair of the Financial Committee will assume the Treasurer's duties.

c. Treasurer. The Treasurer shall: (i) have some experience with the finances of a company, (ii) have general oversight of the financial affairs of the USSMA, including preparation of the annual budget, (iii) present quarterly financial reports to the Board as the Board may request; (iv) ensure that an annual audit is conducted of the USSMA, (v) per Section 7.11, Chair the Financial Committee and (vi) 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; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) perform all duties incident to the office of Secretary; and (iv) perform such other duties as from time to time may be assigned to the Secretary by the Chief Executive Officer or by the Board.

Section 6.5. Restrictions.

Officers of USSMA shall perform their functions with due care.

Section 6.6. Resignation, Removal and Vacancies.

An officer's position with USSMA may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The President of the Board or Treasurer may resign at any time by giving written notice to the Board. The Secretary may resign at any time by giving written notice to the President. 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 President, Vice President, or the 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 President, Vice President or the 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). The Secretary may be removed by the President, with or without cause.

Any vacancy occurring in the President, Vice President or the Treasurer shall be filled by the Board, by majority vote. A President, Vice President or Treasurer elected to fill a vacancy shall be elected for the unexpired term of such President, Vice President or Treasurer's predecessor in office. A vacancy in the office of Secretary shall be filled by the Chief Executive Officer. Any individual selected to fill a vacancy in the office of Secretary shall be approved by the Board.

Section 6.7. Compensation.

Neither the President, Vice President, or the Treasurer shall not receive compensation for his or her service as President, Vice President or Treasurer, although the reasonable expenses of the President, Vice President or Treasurer may be paid or reimbursed in accordance with USSMA's policies. The President, Vice President and Treasurer are disqualified from receiving compensation for services rendered to or for the benefit of USSMA in any other capacity. Notwithstanding the foregoing, any of the above officers may receive standard compensation for their role as a coach, route setter, judge and/or official, and athletes may receive support payments, if customary.

SECTION 7.
COMMITTEES

Section 7.1. Designation.

Except for the Executive Committee, there shall be no 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.

USSMA shall have at least the following standing committees: Ethics Committee, Financial Committee, a Nominating and Governance Committee, and an Executive Committee.

Section 7.2. Appointments and Assignments.

Except as set forth in the next paragraph, Committee appointments, including the designation of standing committee Chairs, shall be made annually by the Board. Appointments shall be made based on a combination of factors including each individual member’s expertise and the needs of USSMA, and these Bylaws. Committee assignments and agendas shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of other directors. Committee members shall be expected to attend in person or via teleconference all regularly scheduled committee meetings. Each Committee Chair shall make a report on committee matters to the Board at the next regularly scheduled Board meeting.

The Treasurer shall be the Chair of the Financial Committee. Recognizing the significance of the Treasurer in financial matters, the Treasurer shall have a financial experience enabling him or her to fulfill the duties of Treasurer.

The Financial Committee shall periodically meet separately in executive session with management, USSMA’s financial staff, and any USSMA’s auditor. In addition, the Financial Committee shall review annual financial statements and tax filings.

Section 7.3. Number.

Membership on standing committees shall not exceed five (5) individuals. USSMA 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 shall not exceed five (5) individuals.

Section 7.4. Athlete Representation.

There shall be one (1) athlete representative on the Ethics Committee and the Nominating and Governance Committee.

To be eligible to serve on Committees other than Designated Committees, athlete representatives must have within the twenty-four (24) months preceding election, demonstrated that they are actively engaged in amateur athletic competition, as determined by the NGB.

Section 7.5. Term Limits.

Except for the Nominating and Governance Committee, there are no term limits for service on a Committee.

Section 7.6. Committee Member Attendance.

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

Section 7.7. Resignation, Removal and Vacancies.

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

Committee members may be removed by the Board if they fail to attend more than one half (1/2) of the regular committee meetings during any twelve-month period, unless they are able to demonstrate to the directors of the Board, or to the Chief Executive Officer, if appointed by the Chief Executive Officer, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. 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 Chief Executive Officer, if appointed by the Chief Executive Officer. 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 Chief Executive Officer, if appointed by the Chief Executive Officer.

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

Section 7.8. Procedures.

Each committee shall establish procedures for conducting its business and affairs.

Section 7.9. Minutes of Meetings.

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

Section 7.10. 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 USSMA'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 USSMA in any other capacity, provided the Board gives explicit approval.

Section 7.11. Financial Committee.

The Financial Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Financial Committee and its Chair, all of whom shall be directors of the Board. The Chair shall also serve as the Treasurer. (Athlete representatives shall be selected and approved according to Section 7.4.)
- b. The Financial Committee shall –
 1. review financial reports and any management letters, and recommend action as needed;
 2. investigate matters of financial controls and disclosure and such other matter as directed by the Board; and
 3. Assist Treasurer in creating of the annual budget;
 4. Review and approve the quarterly financial report;
 5. perform such other duties as assigned by the Board.

Section 7.12. Ethics Committee.

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

- a. The Board of Directors shall appoint the members of the Ethics Committee and its chair, except that athlete representatives shall be selected and approved according to Section 9.4. Members of the Ethics Committee shall satisfy the standards of independence for “independent directors” as set forth in these Bylaws. No more than one director of the Board shall be appointed to the Ethics Committee.
- b. The Ethics Committee shall –
 1. oversee implementation of, and compliance with, the USSMA Code of Ethics;
 2. report to the Board on all ethical issues;
 3. develop, and review on an annual basis, a Code of Ethics for the Board, officers, staff members, committee and task force members, volunteers, and member organizations for adoption by the Board;
 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 USSMA members; and
 6. perform such other duties as assigned by the Board.

Section 7.13. Judicial Committee (which for the avoidance of doubt is separate from a race jury that presides over individual race infractions and issues)

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

- a. The Board of Directors shall appoint the members of the Judicial Committee and its chair, except that athlete representatives shall be selected and approved according to Section 7.4. Members of the Judicial Committee shall satisfy the standards of independence for “independent directors” as set forth in these Bylaws. No director of the Board shall be appointed to the Judicial Committee.
- b. The Judicial Committee shall –
 1. generally administer and oversee all administrative grievances and right to compete matters filed with USSMA;
 2. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;

3. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters; and
4. perform such other duties as assigned by the Board.

Section 7.14. Nominating and Governance Committee.

The Nominating and Governance Committee shall be elected/selected and have the responsibilities as follows:

- a. The Nominating and Governance Committees shall be selected as follows:
 1. The President and one other board member selected by the Board, shall serve on the Nominating and Governance Committee;
 2. one (1) individual who is independent as that term is defined in these Bylaws and who is selected by the previous Nominating and Governance Committee;
 3. one (1) athlete selected and approved according to Section 7.4; and
 4. one (1) individual who shall be selected from the other appropriate USSMA membership groups as defined by the USSMA.

The members of the Nominating and Governance Committee shall elect the Chair of the Committee from the above listed individuals.

- b. The members of the Nominating and Governance Committee shall serve for terms of four (4) years, unless an individual is a Board member and such individual's Board position expires prior to the term limit on this position. An individual shall not serve on the Nominating and Governance Committee for more than three (3) consecutive terms.
- c. The Nominating and Governance Committee shall:
 1. identify and evaluate prospective candidates for the Board;
 2. select individuals to serve on the Board as provided in these Bylaws;
 3. recommend as requested by the Board individuals to serve on various committees;
 4. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
 5. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees; and

6. perform such other duties as assigned by the Board.
- d. 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 the USSMA;
 2. any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment;
 3. whether the candidate continues to bring relevant experience to the Board;
 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; and
 6. 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 7.15. Executive Committee.

- a. The Executive Committee shall:
 1. be empowered to act upon all matters requiring Board attention between meetings of the full Board;
 2. have authority to act for the Board only in meetings in which all voting Executive Committee members are participating (either personally or via teleconference), and during such times the Executive Committee shall possess the same powers, authority and responsibilities as the Board.
 3. consist of three (3) voting members, including the President; the Vice President; and the Treasurer. The President shall chair the committee. The CEO shall be a non-voting ex officio member of the Executive Committee, and shall participate in all meetings.
 4. have all of its actions ratified at the next Board meeting where a quorum is present, and if not so ratified, fail and measures taken in support of the action should be reversed to the extent reasonably possible

All members shall serve on the Executive Committee as long as they hold their respective positions.

SECTION 8.

CHIEF EXECUTIVE OFFICER

Section 8.1. Designation.

USSMA shall have a Chief Executive Officer, who shall be the leader of management and vested with the authority to make decisions on behalf of management. Chief Executive Officer shall not be a voting director of the Board; provided, however, unless and until USSMA hires a Chief Executive Officer, the President of the Board shall serve as the “Acting” Chief Executive Officer.

The Board shall hire and oversee the Chief Executive Officer, who shall be responsible as outlined below in Section 8.4. 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 USSMA. determine the size and compensation of, hire and terminate the professional staff in accordance with USSMA compensation policies and guidelines (established by the Board);

Section 8.2. Tenure.

The Chief Executive Officer shall be employed by the Board of Directors for whatever term the Board deems appropriate. The Chief Executive Officer 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 Chief Executive Officer. If the Chief Executive Officer has a contract of employment with USSMA, the contract shall provide that the Chief Executive Officer’s employment may be terminated by the Board with or without cause. In the event USSMA has not hired a Chief Executive Officer by the time the President’s Board term expires under Section 5.10, the President then elected by the Board shall continue the duties.

Section 8.3. Secretary General.

The Chief Executive Officer shall serve as Secretary General of USSMA and in that capacity shall represent the USSMA in relations with the International Ski Mountaineering Federation, which is recognized by the International Olympic Committee and at international ski mountaineering functions and events.

Section 8.4. Responsibilities.

The Chief Executive Officer shall:

- a. develop a strategy for achieving USSMA’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 USSMA compensation policies and guidelines

(established by the Board) to effectively carry out USSMA's mission, goals and objectives;

- c. work with the Treasurer to prepare and submit annual budgets to the Board for approval;
- d. work with the Treasurer to prepare and present quarterly financial reports to the Board;
- e. either directly or by delegation manage all staff functions;
- f. be responsible for resource generation and allocation of resources;
- g. coordinate USSMA's international activities;
- h. with the President of the Board, act as the USSMA's spokesperson; and
- i. perform all functions as usually pertain to the office of Chief Executive Officer.

SECTION 9.

COMPLAINT PROCEDURES

Section 9.1. Designation of Complaints.

The following kinds of complaints may be filed with USSMA:

- a. **Administrative Grievance.** The USSMA or any member of USSMA may file a complaint pertaining to any matter within the cognizance of the USSMA, including but not limited to any alleged violation of or grievance concerning: (i) any USSMA rule or regulation, (ii) any USSMA program or service, (iii) any provision of USSMA's Bylaws, or (iv) any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USSMA's recognition as a National Governing Body;
- b. **Disciplinary Proceeding.** The USSMA or any member of the USSMA may file a complaint against another member of the USSMA, or former member of the USSMA if the action occurred while the individual was a member, regarding any alleged violation of the USSMA Code of Conduct, USSMA SafeSport Policy, or any other rule or regulation relating to conduct.
- c. **Right to Participate.** 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 participate in a USSMA sanctioned competition or protected competition.

Section 9.2. Jurisdiction.

Any member of USSMA, by reason of membership, agrees to be subject to these complaint procedures and agrees to be bound by any decision rendered pursuant to these complaint procedures.

Section 9.3. Manner of Filing.

The complainant shall file the complaint with the Judicial Committee. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny, and (ii) the remedy requested. The complainant shall sign the complaint.

Section 9.4. Filing Fee.

A complaint filed by an individual shall be accompanied with a \$250.00 filing fee. A complaint filed by an organization shall be accompanied with a \$500.00 filing fee, except that the USSMA is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such

request is made, the Judicial Committee shall determine whether or not to reduce or waive the filing fee.

Section 9.5. 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 of opportunity to participate. There shall be no time bar for actions regarding SafeSport disciplinary proceedings.

Section 9.6. Field of Play Decisions.

The final decision of a race jury during an individual competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the race jury) shall not be reviewable through, or the subject of these complaint procedures unless the decision is: (i) outside the authority of the race jury to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the race jury. For purposes of this Section, the term “race jury” shall include any individual with discretion to make field of play decisions.

Section 9.7. Administration.

The Judicial Committee shall generally administer and oversee all administrative grievances and right to participate matters filed with USSMA. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. Respondents shall be afforded basic due process rights. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USSMA.

Section 9.8. Hearing Panel.

Upon the filing of a complaint, the chair of the Judicial Committee, after consultation with the other Committee members, shall appoint a hearing panel consisting of three (3) individuals to hear the complaint. The Judicial Committee shall also appoint a chair of the hearing panel from the three individuals selected. Judicial Committee members may be appointed to and serve on the hearing panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the hearing panel. At least one (1) member of the hearing panel shall be an athlete. Members of the panel need not be members of USSMA or involved in the sport of ski mountaineering.

Section 9.9. Conduct of the Proceeding.

The Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the hearing panel shall hold a hearing on the complaint. The hearing panel shall set such timelines and other rules regarding the proceeding and

the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath.

The hearing may be conducted by teleconference, if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.

Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter. Any transcript shall be paid for by the party requesting the transcript.

Section 9.10. Expedited Procedures.

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

Section 9.11. Complaints Involving Selection to Participate in a Competition.

Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The adverse party to the complaint shall also submit a list of individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The hearing panel shall determine those individuals who must receive notice of the complaint. The complainant shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the hearing panel even though the individual chose not to participate as a party.

Section 9.12. Decision.

A decision shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties.

Section 9.13. 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.

SECTION 10.

SANCTIONING EVENTS

Section 10.1. Prompt Review of Request.

USSMA 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 ski mountaineering athletes to compete in an international athletic competition held outside the United States.

Section 10.2. Standard for Review.

If USSMA, 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 ski mountaineering, and (ii) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in the USSMA "Race Director Guidelines," as updated by USSMA from time to time, then USSMA shall grant the sanction requested by the amateur sports organization or person.

Section 10.3. 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 USSMA, an application to hold such competition;
- b. pays to USSMA the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits an event budget to USSMA created by the organization or person; and
- d. demonstrates that –
 1. 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;
 2. appropriate provision has been made for validation of records which may be established during the competition;
 3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 4. the competition will be conducted by qualified officials;

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

Section 10.4. Requirements for Sponsoring United States Ski Mountaineering 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 ski mountaineering 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 USSMA, an application to hold such competition;
- b. pays to USSMA 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 –
 1. 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;
 2. appropriate provision has been made for validation of records which may be established during the competition;
 3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 4. the competition will be conducted by qualified officials;
 5. proper medical supervision will be provided for athletes who will participate in the competition; and
 6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

SECTION 11.

RECORDS OF THE CORPORATION

Section 11.1. Minutes.

USSMA 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 11.2. Accounting Records.

The USSMA shall maintain appropriate accounting records.

Section 11.3. Membership List.

USSMA 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 11.4. Records In Written Form.

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

Section 11.5. Website.

USSMA shall maintain a website for the dissemination of information to its members. USSMA shall publish on its website (i) its Bylaws, (ii) its rules and regulations (as detailed below)*, (iii) a procedure for communicating with the Chair of the Financial Committee regarding accounting or internal accounting controls; (iv) its three (3) most recent annual reports; and (v) its 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, USSMA shall publish on its website a mailing address and an e-mail address for communications directly with the USSMA.

*USSMA shall post on its website links to: any rules or regulations adopted by the Board of Directors pertaining to the administration of the sport of ski mountaineering; and rules and regulations that govern the technical conduct of ski mountaineering's events in the United States as USSMA Board and Chief Executive Officer determine is appropriate in their sole discretion ski mountaineering.

Section 11.6. Records Maintained at Principal Office. USSMA shall keep a copy of each of the following records at its principal office:

- a. the articles of incorporation;
- b. these Bylaws;

- c. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
- d. a list of the names and business or home addresses of the current directors and officers;
- e. a copy of the most recent corporate report delivered to the State of Colorado secretary of state;
- f. USSMA's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and all other documents or records required to be maintained by USSMA at its principal office under applicable law or regulation.

Section 11.7. Inspection of Records by Members.

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

- a. **Records Maintained at Principal Office.** A member shall be entitled to inspect and copy, during regular business hours at USSMA's principal office, any of the records of the USSMA described in Section 11.6., provided that the member gives USSMA 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, USSMA shall electronic-mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- c. **Membership List.**
 - 1. **Preparation of Membership Voting List.** After determining the members entitled to vote in an election USSMA shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.
 - 2. **Right of Inspection.** A member shall be entitled to inspect and copy, during regular business hours at USSMA's principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least sixty (60) days immediately preceding the demand to inspect or copy, (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (iii) the member gives USSMA written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list, (iv) the member describes with reasonable particularity the purpose for the inspection, and (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in

the form as approved by USSMA limiting the use of such list in accordance with Section 11.7.c.3.

3. **Limitation on Use of Membership Voting List.** Without consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.
- d. **Scope of Members' Inspection Rights.**
 1. **Agent or Attorney.** The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
 2. **Right to Copy.** The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.
 3. **Reasonable Charge for Copies.** USSMA may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.
 4. **Litigation.** Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with USSMA, or the power of a court to compel the production of corporate records for examination.

SECTION 12.

CODE OF ETHICS

Section 12.1. Code of Ethics.

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

SECTION 13.

FIDUCIARY MATTERS

Section 13.1. Indemnification.

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

Section 13.2. 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 USSMA.

Section 13.3. Conflicts of Interest.

If any director of the Board, officer or committee member has a financial interest in any contract or transaction involving USSMA, or has an interest adverse to USSMA'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.

Section 13.4. Prohibited Loans.

No loans shall be made by USSMA to the President or Vice President of the Board, to any director of the Board or to any committee member or to any USSMA employee.

SECTION 14.

FINANCIAL MATTERS

Section 14.1. Fiscal Year.

The fiscal year of USSMA shall commence September 1 and end on August 31 each year.

Section 14.2. Budget.

USSMA shall have an annual budget.

Section 14.3. Annual Budget Review

Each year the Treasurer and Financial Committee will create an annual budget report and present it to the Board. The Board will review and approve the report to close out the annual financials. If requested by an incoming Chief Executive Officer, USSMA will have an independent financial review performed.

Section 14.4. 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 USSMA pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 14.5. Irrevocable Dedication and Dissolution.

The property of USSMA is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USSMA shall inure to the benefit of private persons. Upon the dissolution or winding up of USSMA, its assets remaining after payment, or provision for payment, of all debts and liabilities of USSMA, 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 15.

MISCELLANEOUS PROVISIONS

Section 15.1. Severability and Headings.

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

Section 15.2. 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 16.

AMENDMENTS OF BYLAWS

Section 16.1. 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.

Notwithstanding the foregoing, in the event USSMA becomes a USOC Recognized Sport Organization and/or National Governing Body, the provisions attached hereto as Appendix A shall automatically apply.

SECTION 17.

EFFECTIVE DATE AND TRANSITION

Section 17.1. Effective Date and Election/Selection of New Board.

These Bylaws shall be effective when adopted by the current Board of Directors. Immediately upon adoption, the current Board shall continue to serve as the Board with full authority to conduct all affairs of USSMA as set forth in these Bylaws.

Appendix A
Additional Provisions

The following provisions shall apply once USSMA has achieved the status of a National Governing Body for the sport of ski mountaineering as determined by the United States Olympic Committee:

SECTION 5.

BOARD OF DIRECTORS

Section 5.26. Minutes of Meetings.

The minutes of all meetings of the Board of Directors shall be published on USSMA's website. Every reasonable effort will be made to publish the minutes within thirty (30) days after completion of the meeting.

SECTION 9.

COMPLAINT PROCEDURES

Section 9.14. Doping Decisions.

A decision concerning a doping violation adjudicated by the independent anti-doping organization designated by the USOC to serve as the U.S. National Anti-Doping Organization (currently the United States Anti-Doping Agency) shall not be reviewable through, or the subject of, these complaint procedures.

Section 9.15. Safe Sport Decisions.

A decision concerning a safe sport violation of a sexual nature adjudicated by the independent safe-sport organization designated by the USOC (currently the United States Center for Safe Sport) shall not be reviewable through, or the subject of, these complaint procedures.

SECTION 18.

RECOGNITION AS A NATIONAL GOVERNING BODY

Section 18.1. Recognition as a National Governing Body.

USSMA shall seek and attempt to maintain recognition by the United States Olympic Committee as the National Governing Body for the sport of ski mountaineering in the

United States. In furtherance of that purpose, USSMA 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 – 220529) and as mandated by the United States Olympic Committee (“USOC”) as such requirements are promulgated or revised from time to time. In fulfilling those requirements USSMA shall:

- a. be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee as the worldwide governing body for the sport of ski mountaineering, which is the International Ski Mountaineering Federation;
- b. be autonomous in the governance of the sport of ski mountaineering 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 ski mountaineering 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 the sport of ski mountaineering;
- d. provide for individual and/or 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 athletic competition in ski mountaineering or who have represented the United States in an international amateur athletic competition in ski mountaineering 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 or other governance body;
- f. provide for reasonable direct representation on its Board of Directors for any amateur sports organization that: (i) conducts a national program or regular national amateur competition in the sport ski mountaineering on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, and (ii) ensures 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 ski mountaineering in the United States;
- g. be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin, or gender, 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 ski mountaineering competitions

without discrimination on the basis of race, color, religion, age, gender, or national origin;

- i. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOC 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 ski mountaineering, 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 Ski Mountaineering Federation, which is recognized by the International Olympic Committee;
- n. perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOC on a National Governing Body.

SECTION 19.

ANNUAL SKI MOUNTAINEERING ASSEMBLY

Section 19.1. Purpose.

There shall be an annual USSMA Assembly at which all individual and organization members and other USSMA constituencies in the United States ski mountaineering family shall gather and provide input to the Board on important issues confronting the organization. At USSMA's Assembly, the Board shall provide a report on the "State of the USSMA." The Chief Executive Officer shall provide a managerial report addressing issues of concern and importance to USSMA. Individual and organization members and other constituencies may be permitted to pose questions to the Board and Chief Executive Officer for response. The annual USSMA Assembly 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 shall determine the agenda of the annual USSMA Assembly.

Section 19.2. Place.

The annual USSMA Assembly shall be held in conjunction with a meeting of the Board. The Board meeting shall take place after the annual USSMA Assembly. If practicable, the annual USSMA Assembly shall also be held in conjunction with a major USSMA competition.

Section 19.3. Notice.

Notice of the annual USSMA Assembly stating the place, date and time of the Assembly shall be posted on the website of USSMA no fewer than thirty (30) days before the date of the meeting.

SECTION 20.
USSMA ATHLETES' ADVISORY COUNCIL

Section 20.1. Designation.

The USSMA shall have an Athletes' Advisory Council consisting of five (5) individuals.

Section 20.2. Qualifications.

To be eligible to serve on the NGB Athletes' Advisory Council, athlete representatives must have, 1) within the ten (10) years preceding election, represented the United States in the Olympic, Pan American, or Paralympic Games, or World Championships, or event designated as an Operation Gold event, or, in a team sport, an international championship recognized by the IF of the NGB, or 2) within the twenty-four (24) months preceding election, demonstrated that they are actively engaged in amateur athletic competition, as determined by the NGB. Additionally, in order to be eligible to run for election (see Section 20.3 below), an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.

Section 20.3. Election.

Athlete representatives on the NGB Athletes' Advisory Council shall be directly elected by athletes who are eligible to run.

The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.

Section 20.4. Term.

The term for members of the Athletes' Advisory Council shall be for four (4) years. A member shall remain on the Athletes' Advisory Council until the member's successor is

elected and qualified, or until the member's earlier resignation, removal, incapacity, disability or death.

Section 20.5. Term Limits.

No Athletes' Advisory Council member shall serve for more than two (2) consecutive terms.

Section 20.6. Chair.

The Athletes' Advisory Council shall elect from among its members, by majority vote, a chair. The term of office of the chair shall be four years. The newly elected chair shall take office immediately. The chair shall hold office until the chair's successor is elected and qualified, or until the chair's earlier resignation, removal, incapacity, disability or death.

Section 20.7. Procedures.

The Athletes' Advisory Council shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on USSMA's website.

Section 20.8. Open and Executive Meeting Sessions.

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

Section 20.9. Compensation.

Athletes' Advisory Council members shall not receive compensation for their services as Athletes' Advisory Council members. USSMA shall pay for the reasonable expenses of all members of the Athletes' Advisory Council to attend Athletes' Advisory Council meetings. In addition, USSMA shall pay for the reasonable expenses of the athlete Board directors to attend USSMA Board meetings.

SECTION 21.

USOC ATHLETES' ADVISORY COUNCIL

Section 21.1. Designation.

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

Section 21.2. Qualifications.

To be eligible to serve on the USOC Athletes' Advisory Council, athlete representatives must have, within the ten (10) years preceding election, represented the United States in the Olympic, Pan American, or Paralympic Games, or World Championships, or event designated as an Operation Gold event, or, in a team sport, an international championship recognized by the IF of the NGB.

Section 21.3. Election.

Athlete representatives on the USOC Athletes' Advisory Council shall be directly elected by athletes who are eligible to run.

USSMA shall adopt and submit to the AAC, consistent with policies established by the AAC, a procedure whereby eligible athletes shall elect a representative and an alternate representative to the USOC Athletes' Advisory Council.

The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.

The individual with the highest vote total will be elected as the representative to the USOC Athletes' Advisory Council. The individual with the second highest vote total of the opposite gender (as is required by the USOC Athletes' Advisory Council), is elected as the alternate representative to the USOC Athletes' Advisory Council.

Section 21.4. Term.

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

A representative shall remain on the USOC Athletes' Advisory Council until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death. Any vacancies shall be filled immediately, or as soon as practicable.

Section 12.5. Term Limits.

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

SECTION 22.

USOC NATIONAL GOVERNING BODIES' COUNCIL

Section 22.1. Designation.

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

Section 22.2. Election/Selection.

The Chief Executive Officer shall be USSMA's representative to the USOC National Governing Bodies' Council. The President of the Board shall be USSMA's alternate representative to the USOC National Governing Bodies' Council.