



**AMENDED & RESTATED BYLAWS  
OF USA CLIMBING**

**Updated:**

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## ARTICLE 1 NAME AND STATUS

### Section 1.1. Name.

The name of the corporation is USA Climbing. USA Climbing may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

### Section 1.2. Non-profit Status.

USA Climbing shall be a non-profit corporation licensed pursuant to the laws of the State of Utah. USA Climbing shall be operated for charitable and educational purposes, and it shall also have as its purpose to foster national and international sports competition in the sport of competition climbing. USA Climbing shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

## ARTICLE 2 OFFICES

### Section 2.1. Business Offices.

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

### Section 2.2. Registered Office.

The registered office of USA Climbing shall be maintained in such State in the United States as is approved by the Board of Directors. The registered office may be changed from time to time by the Board of Directors or by the officers of USA Climbing or to the extent permitted by the Nonprofit Corporation Act by the registered agent of USA Climbing. The registered office may be, but need not be, the same as the principal office.

## ARTICLE 3 MISSION

### Section 3.1. Mission.

The Mission of USA Climbing shall be to support the well-being, development, and competitive excellence of our athletes as we advance the accessibility and growth of the climbing community nationwide. In furtherance of its Mission, USA Climbing commits to the following core values:

***Athlete First.*** Support the well-being and development of climbers at all levels, abilities, and ages – from beginner to elite, including youth, collegiate, adult, and paraclimbing.

***Diversity & Inclusiveness.*** Promote diversity, equity, and inclusion as critical to our success, continuously champion these principles throughout the climbing community, and do not tolerate discrimination in any form.

***Integrity & Teamwork.*** Promote climbing's culture and ethos of camaraderie and sportsmanship to enrich lives and maximize the full potential of all participants.

***Environmental Stewardship.*** Encourage responsible use and the protection and preservation of, the natural environment.

***Inspiration & Excellence.*** Be the very best at what we do as an organization, continually challenge our

model, identify and adjust if we fall short, and finally celebrate our successes.

## **ARTICLE 4 RECOGNITION AS NATIONAL GOVERNING BODY**

### Section 4.1. Recognition as a National Governing Body.

USA Climbing shall maintain recognition by the United States Olympic & Paralympic Committee (“USOPC”) as the National Governing Body of competition climbing in the United States. In furtherance of that purpose, USA Climbing 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. as amended (the “Ted Stevens Act”) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements USA Climbing 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 competition climbing, and of only one (1) international sports federation recognized by the International Paralympic Committee as the worldwide governing body (if any) for the sport of paraclimbing;
- b. be autonomous in the governance of competition climbing 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 competition climbing relating to the development and well-being of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for the sport of competition climbing;
- 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 competition climbing or who have represented the United States in an international amateur athletic competition in competition climbing with such eligibility requirements as set forth under the Ted Stevens Act and under the Bylaws of the USOPC. USA Climbing shall maintain at least 33.3% athlete representation on its board, as further described in Section 7.6 below;
- f. provide for reasonable direct representation on its Board of Directors for any amateur sports organization which, in the sport of competition climbing 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 competition climbing in the United States;
- g. be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin, age, disability, gender, sexual orientation, or gender identity, with reasonable representation of gender diversity on the Board;
- h. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators,

and officials to participate in competition climbing competitions without discrimination on the basis of race, color, religion, disability, age, gender, sexual orientation or gender identity, 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 competition climbing upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Act or future applicable legislation;
- m. not have eligibility criteria relating to amateur status or to participation in the Olympic, Paralympic, Pan American or Parapan American Games that are more restrictive than those of the international sports federation for the sport of competition climbing recognized by the International Olympic Committee or the International Paralympic Committee as applicable;
- n. perform all other obligations and duties imposed by the Ted Stevens Act, future applicable legislation, and by the USOPC on a National Governing Body.

## **ARTICLE 5 MEMBERS**

### **Section 5.1. Categories of Membership.**

Membership shall be open to any individual who is an athlete, coach, routesetter, volunteer, official, supporter or is otherwise involved with and interested in the goals and objectives of USA Climbing. Membership shall be granted without discrimination on the basis of race, color, religion, age, disability, national origin, gender, sexual orientation, or gender identity. Members may register for membership in more than one category, so long as they meet eligibility requirements for each category. Participation in sanctioned events may require membership in a specific category or multiple categories and is subject to the limitations on Athlete voting rights set forth in these Bylaws in Sections 5.2, 7.6(b), Article 11, and Article 12.

### **Section 5.2. Voting by Members and Others; No Annual Meeting of Members.**

- a. No voting privileges are conferred upon members or others except as otherwise explicitly set forth in these Bylaws such as for members of the Board of Directors to cast a vote as Board members, for members of Committees to cast a vote as members and for Athlete members to vote in accordance with Sections 7.6(b) (Election of Athlete Directors), Article 11 (USA Climbing Athletes' Advisory Committee), and Article 12 (USOPC Athletes' Advisory Council). There is no requirement for annual meetings of any members.
- b. An Athlete eligible to vote may cast only one vote, even if registered as an Athlete in multiple categories (e.g., an 18-year-old Athlete registered as a Competitor member and as a Collegiate

and/or Paraclimbing member).

- c. An Athlete may have voting privileges only if they meet the eligibility requirements under Section 11.8(a) below.
- d. In the case of any election, an Athlete individual shall be a member of USA Climbing in good standing in order to be eligible to vote in such an election or be eligible for nomination of an elected position except that for purposes of the election described in Article 12 below (USOPC Athletes' Advisory Council), voting is also open to individuals who are not members of USA Climbing, provided that such individuals can document their eligibility to vote pursuant to the Bylaws of the USOPC.

### Section 5.3. Membership Requirements, Privileges and Dues.

- a. Membership in USA Climbing 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. The Board of Directors also may restrict certain privileges to subsets of members who meet criteria established by USA Climbing in consultation with the Board of Directors as outlined in policy and/or on the USA Climbing website.
- b. It is the duty of each USA Climbing member to comply with all anti-doping rules of the International Federation of Sport Climbing ("IFSC"), the World Anti-Doping Agency ("WADA"), the USOPC including the USOPC National Anti-Doping Policy, and 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 the IFSC, WADA, the USOPC, and USADA. Members agree to submit to drug testing by the IFSC and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that a member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the IFSC and/or USA Climbing, if applicable or referred by USADA.
- c. As a condition of membership in USA Climbing and a condition for participation in any competition or event sanctioned by USA Climbing or its member organizations, if any, each member of USA Climbing, each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, judge, routesetter, official and other person who participates in USA Climbing or USA Climbing events (whether or not a USA Climbing member), agrees to comply with and be bound by the SafeSport rules, policies and procedures of the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for SafeSport for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time. To the extent any USA Climbing rule is inconsistent with the rules of the U.S. Center for SafeSport, such rule is hereby superseded.
- d. These Bylaws, or a USA Climbing policy, may require that USA Climbing members holding or seeking certain USA Climbing appointed or elected positions, including leadership positions, be required to satisfy additional criteria for gaining and holding such positions and/or be free of disqualifying criteria. Similarly, third parties such as the USOPC and the IFSC individual seeking to gain or retain such a position must make disclosure upon the existence or occurrence of any disqualifying condition, and also must make disclosure upon becoming aware of any pending allegation, charge, or investigation that, if decided unfavorably to the individual, would render

the individual ineligible to serve in such position under these Bylaws, applicable USA Climbing policies, or applicable third party requirements, together with disclosure of the existence or occurrence of any Private Interest under the USAC Code of Ethics/Conflicts of Interest Policy (collectively, "Background Disclosure"). The individual making Background Disclosure must make or permit to be made available the Background Disclosure to those who are assessing the individual's qualifications for election, appointment, or retention and whose input is sought in connection with such assessment, including without limitation the Nominating Committee, athlete voters, the Board, relevant USA Climbing staff, and other relevant committees.

#### Section 5.4. 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 such termination per process outlined in the USA Climbing Grievance Policy.

#### Section 5.5. Transfer of Membership.

Membership is for the named member and is non-transferable. Members shall have no ownership rights or beneficial interests of any kind in the property of USA Climbing.

### **ARTICLE 6 REGIONS AND DIVISIONS**

#### Section 6.1. Regions and Divisions.

The Board of Directors may oversee and approve the division of The United States into geographic Regions and Divisions as the Board determines, in its sole discretion, will best serve the interests of competition climbing and USA Climbing. The Board may change the geographic Regions and Divisions at its discretion and if such changes could not reasonably be expected to have a material adverse impact on the qualification cycle for international competition. The Regions and Divisions shall be an extension of USA Climbing and not separate entities.

### **ARTICLE 7 BOARD OF DIRECTORS**

#### Section 7.1. General Powers.

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USA Climbing shall be governed by its Board of Directors (the "Board of Directors" or the "Board").

#### Section 7.2. Function of the Board.

The USA Climbing Board of Directors shall represent the interests of the competition climbing community for USA Climbing in the United States and its athletes by providing USA Climbing with policy guidance and strategic direction.

The Board shall select a well-qualified and ethical President & CEO (defined and further described in Section 14.1 below). The Board shall diligently oversee the President & CEO in the management and operation of USA Climbing. The Board shall focus on long-term objectives and hold the President & CEO accountable for the management of the organization.

Specifically, the Board performs the following functions, among others:

- a. implements procedures to orient new Board Directors, to educate all Directors on the business and governance affairs of USA Climbing, and to evaluate Board performance;

- b. selects, compensates, evaluates, and terminates the President & CEO, and supports them in developing staff and plans for management succession;
- c. creates, develops, reviews, and approves USA Climbing's strategic plan; reviews and approves the annual operating plans, budget, business plans, and corporate performance;
- d. sets policy direction in accordance with USA Climbing's strategic plan to support management on significant issues facing USA Climbing;
- e. in collaboration with the President & CEO, establishes and oversees membership requirements and dues as appropriate.
- f. reviews and approves significant corporate actions as determined by the board;
- g. oversees the financial reporting process and USA Climbing's legal and regulatory compliance program;
- h. oversees effective corporate governance;
- i. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- j. reviews and, upon the recommendation of the Audit & Compensation Committee, approves financial statements, annual reports, annual budgets, audit and control policies, and selection of independent auditors;
- k. monitors, in consultation with the Audit & Compensation Committee, to determine whether USA Climbing's assets are properly protected;
- l. monitors USA Climbing's compliance with laws and regulations and the performance of its broader responsibilities;
- m. ensures that the Board and management are properly structured, aligned, and prepared to act in case of an unforeseen corporate crisis;
- n. ensures that athlete safety rules, policies, and procedures comply with the requirements of the USOPC and U.S. Center for SafeSport;
- o. reviews and approves the Nominating Committee's recommendations for new Directors (other than athlete Directors) in accordance with the procedures set forth in Section 7.5 below.

**Section 7.3. Diversity of Representation and Discussion.**

USA Climbing's Board shall seek diversity across all aspects of USA Climbing. As described below in Section 9.16(e), the Nominating Committee shall take diversity into account when selecting Board members under Section 7.6 below. Further, the Board shall develop and implement policies and procedures to maintain norms that favor open discussion and presentation of different views across all aspects of USA Climbing, supported by efforts to accomplish that diversity.

Board Directors must be selected without regard to race, color, religion, age, disability, national origin, gender, sexual orientation, or gender identity. Specifically, USA Climbing shall have reasonable representation of all

genders on the Board of Directors.

#### Section 7.4. 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 Utah. Each Director must be a member in good standing of USA Climbing and must support the mission of USA Climbing. A Director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USA Climbing. Directors shall possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic and Paralympic ideals, and have diverse experience in the key business, financial, and other challenges that face USA Climbing. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in areas such as finance, marketing, fundraising, audit, management, communications, and sport.

An individual is ineligible to serve on the Board of Directors if such individual has a felony conviction or any other violation that would disqualify the individual under USA Climbing's Background Check Policy. When expressing interest in serving on the Board, an individual must make Background Disclosure as required under Section 5.3(d) and such other disclosure as requested by the Nominating Committee. Directors shall inform the Nominating Committee of any material changes in their independence (within the meaning of Section 7.7 below), employment responsibilities or other constraints on their time in order for the Nominating Committee to determine whether it is appropriate to nominate the Director for continuing Board service.

#### Section 7.5. Composition.

The Board of Directors shall consist of fifteen (15) total voting Directors: at least three (3) of whom shall be Independent Directors (as defined in Section 7.7 below), and at least five (5) of whom shall be Athlete Directors. Athlete Directors must meet the requirements of Section 7.6(b) below. The President & CEO shall serve as a non-voting Ex-Officio Director of the Board.

The Chair of the USA Climbing Foundation Board, or their designee if an officer or Director of the Foundation, and the Chair of the Nominating Committee are permitted to attend meetings of the USA Climbing Board of Directors as non-voting observers provided that such observers meet all other eligibility requirements for a Director of USA Climbing.

#### Section 7.6. Election/Selection.

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

- a. RESERVED.
- b. Selection Process and Criteria:
  - i. Independent Directors. The Nominating Committee shall recommend Independent Directors, as outlined in Article 7 hereof.
  - ii. Athlete Directors. Athlete Directors on the Board shall meet the eligibility requirements as outlined in Article 7 hereof and Article 11. In addition:
    - a. At least three (3) of the five (5) Athlete Directors must be Ten (10)-Year Athlete Representatives, and the others may be Ten (10)-Year or Ten (10)-Year + Athlete Representatives, each as defined in Article 11 below.

- b. At least one (1) of the five (5) Athlete Directors must be USA Climbing's USOPC AAC Representative as defined in Article 12 below (or in the event of such person's ineligibility, then USA Climbing's USOPC AAC Alternate), and this person will be counted as one of the three (3) Ten (10)-Year Athlete Representatives on the Board.
- iii. Athlete Director Election. The Athlete Director(s) on the Board shall be directly elected by Athletes eligible to vote as follows. Notwithstanding that USA Climbing's Amended & Restated Articles of Incorporation, Article IV, call for the entire voting power of USA Climbing to rest with the Board of Directors, with members having no voting rights, Athletes shall have the limited voting rights described in this Section 7.6(b)(iii) for the limited purpose of selecting Athlete Directors. An Athlete Director serving as both USA Climbing's USOPC AAC Representative (or USOPC AAC Alternative) and USA Climbing Athlete Director on the Board shall be directly elected by Athletes under Article 12 hereof. Other Athlete Directors will be elected as set forth in 7.6(b)(iii)(a) and (b) and 7.6(b)(iv) below.
- a. Invitation for Athlete Participation. In connection with vacancies or anticipated vacancies for Athlete Directors on the Board, the Board, the Nominating Committee, or the President & CEO shall send, or cause to be sent, an invitation for Athlete candidacy. Such invitation may be sent by electronic communication, including by email or by posting on the website of USA Climbing.
- b. Expression of Interest. An individual eligible to vote in the election under Sections 5.2 above and 11.8(a) below, eligible to stand for election under Section 7.6(b)(ii) above, eligible to serve as a Director under Section 7.4 above, and who wishes to run for election to the Board and to be placed on the ballot shall indicate such interest in writing (which may include electronic communication) whereupon the individual shall be considered an athlete candidate ("Athlete Candidates"). Because an individual is ineligible to serve on the Board of Directors if such individual has a felony conviction or any other violation that would disqualify the individual under USA Climbing's Background Check Policy, and so that voters can assess a candidate's skills and qualifications, an Athlete Candidate expressing interest in standing for election to the Board must make Background Disclosure as required under Section 5.3(d) and must permit such Background Disclosure to be disclosed to voters in the election.
- iv. Election. The Athlete Candidates shall stand for election by vote of Athletes who meet the eligibility requirements under Sections 5.2, 7.4 and 7.6(b)(ii) above and 11.8(a) below. The Athlete with the highest vote total is elected (subject to the requirements for Ten (10)-Year and Ten (10)-Year + Athlete Representatives in Section 7.6(b)(ii) above), and the second vacancy, if applicable, is filled by the Athlete with the next highest vote total who is *not*, as of the date that candidates first stood for the election, identifying as the gender of the Athlete with the highest vote total (subject to the requirements of Section 7.6(b)(ii) above). The third vacancy, if applicable, is filled by the Athlete with the next highest vote total who is a Paraclimbing Athlete if a Paraclimbing Athlete is not otherwise seated on the Board. Additional vacancies, if any, will follow according to vote total subject to Section 7.6(b)(ii).

*By way of example, if there are no vacancies on the Board that could be filled by a Ten (10)-Year + Athlete Representatives, then a Ten (10)-Year + Athlete may not be a candidate in the election. If there is one vacancy on the Board that could be filled by a Ten (10)-Year + Athlete, then the Nominating Committee will permit*

*Ten (10)-Year + Athletes to run in the election. If the highest vote total is obtained by a Ten (10)-Year + Athlete Representative, then that Athlete will be seated on the Board. If the next highest vote winner also is a Ten (10)-Year + Athlete, then such person will not be seated on the Board, even if satisfying the alternating gender requirement, if there are no vacancies remaining for a Ten (10)-Year + Athlete Representative. In such case, consideration will move to the next highest vote-winning Athlete who meets the criteria for seating on the Board.*

In the case of a tie among candidates with a vote total that would result in the filling of a Board seat but for the tie, a runoff election shall be conducted consisting only of such tied candidates. Notwithstanding the foregoing, if an Athlete Director has been elected to serve for one term, they may choose to stand for a vote of retention for a second term, and in such event, the USAC AAC (as defined in Article 11 below but without participation by the Athlete Director if they are a member of the USAC AAC) will have authority to vote as to whether such Athlete Director will be so retained as a Director. When expressing interest in standing for a vote of the USAC AAC for retention, the Athlete Director must make Background Disclosure to the USAC AAC as required under Section 5.3(d).

- v. Other Directors. The Nominating Committee shall recommend the remaining Directors as required by Section 7.5.
  - a. If in the future there are amateur sports organizations that are permitted under amended versions of these Bylaws to register as affiliated organizations and which conduct a national competition climbing program, or regular national amateur climbing competitions, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur climbing competitions, then the Board shall consider, adhering to any applicable requirements under the Ted Stevens Act, whether to admit such organizations as USA Climbing members in a category appropriate therefor, and the Board shall consider amending these Bylaws to add or reserve a seat on the Board for one Board member to represent the collective interests of any and all such organizations.

#### Section 7.7. Independence.

The Board of Directors, in consultation with the Nominating Committee, shall affirmatively determine the independence of each Independent Director. An Independent Director shall be determined to have no material relationship with USA Climbing, either directly or through an organization that has a material relationship with USA Climbing. A relationship is "material" if, in the judgment of the Board of Directors, it could interfere with the Director's independent judgment. In determining whether a Director is independent, the guidelines set forth below shall be applied on a case-by-case basis. However, the Board of Directors shall presume a Director or proposed Director to lack independence (which presumption may be rebutted under facts and circumstances to be considered by the Board of Directors) if, within the preceding four (4) years before the start date of the Director's term or during the Director's tenure on the Board, one or more of the following is true:

- a. the Director or an immediate family member of the Director was employed in a paid or volunteer role by USA Climbing or the IFSC (other than their Director role and other governance roles with USA Climbing and/or the IFSC and the reimbursement of related expenses thereto), or the IFSC Pan American Council;
- b. The Director or an immediate family member of the Director was or is active as an Athlete member of USA Climbing;

- c. the Director was employed by USA Climbing's outside auditor or outside counsel;
- d. an immediate family member of the Director was employed by USA Climbing's outside auditor or outside counsel as a partner, principal, or manager;
- e. the Director was or is a member of USA Climbing's Athletes' Advisory Committee or is an immediate family member of an Athlete Director(s) on the Board;
- f. the Director was or is a member of any constituent group with representation on the Board;
- g. the Director receives any compensation from USA Climbing, directly or indirectly, excluding any cost or expense reimbursement;
- h. the Director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Climbing, provided that active involvement by an individual or an individual's immediate family member with the Foundation, including, without limitation, as a member of the board of Directors or an officer of the Foundation, shall not, in and of itself, undermine an individual's independence;
- i. the Director is the parent or close family member or coach of an athlete that has competed in a USA Climbing protected competition as outlined in these Bylaws; or
- j. the Director is a member of USA Climbing in a membership category that participates in protected competitions.

The Independent Director must maintain an independent perspective by continuing to adhere to the requirements for independence outlined above for their entire term and any successive term. Should one or more of the guidelines listed above become applicable to an independent Director during the Director's term, the Director shall be presumed to have lost independence (which presumption may be rebutted by facts and circumstances considered by the Board of Directors). In such event, the Board shall, at its discretion, either reclassify the Director as non-independent or remove the Director from the Board. 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 Board in consultation with the Nominating Committee. A Director's independence shall not be affected by their service as an independent on a USA Climbing committee.

**Section 7.8. Tenure.**

Effective upon adoption of these amended and restated Bylaws and in accordance with Section 7.6(b) above, the term of office for a Director of the Board of Directors shall be four (4) years. The Board shall have the discretion to modify at any time the term of any Director by no more than one year as necessary to maintain the staggered nature of the Board of Directors. A Director shall hold office until the Director's successor is elected and qualified, or until the Director's earlier resignation, removal, incapacity, disability, or death.

**Section 7.9. Staggered Board.**

Effective upon adoption of these amended and restated Bylaws and in accordance with Section 7.6(b) above, Directors of the Board shall be elected to staggered four (4) year terms commencing on the 1<sup>st</sup> of January in odd years.

**Section 7.10. Term Limits.**

No Director of the Board of Directors shall serve more than two (2) consecutive terms, except where the

Chairperson and/or Vice Chairperson are elected by the Board of Directors to a full four-year term regardless of any remaining term length.

*For example, a Director nominated as Chairperson with only two (2) years remaining in their term is automatically extended to a full four-year term.*

A Director of the USA Climbing Board may be approved for a second term by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the renewing Director).

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

A person who previously served as a Director shall be eligible to serve again as a Director if at least two (2) years have elapsed since the person last served as a Director.

#### Section 7.11. Director Attendance.

Directors of the Board shall be expected to attend all regularly scheduled Board meetings.

#### Section 7.12. Resignation, Removal, and Vacancies.

A Director's position on the Board of Directors shall be declared vacant upon the Director's resignation, removal, incapacity, disability, or death.

**Resignation.** Any Director may resign at any time by giving written notice to the Chairperson of the Board, except the resignation of the Chairperson of the Board shall be given to the full Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Removal.** Directors may be removed by the Board if they fail to attend regularly scheduled Board meetings. Directors should demonstrate to the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances where continual absences are present without exigent circumstances, the absent Directors may 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 may 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 may 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). No Director shall be subject to removal or to not being re-nominated based on how they vote as a Director, unless such voting is part of a violation of the USA Climbing Code of Ethics/Conflicts of Interest Policy.

**Vacancies.** 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, subject to Section 7.10 above. If vacancies occur in Board positions, then the Board shall direct the Nominating Committee to use its best efforts to recruit and recommend individuals to fill such vacancies or vacated positions within six (6) months, or as soon as practicable thereafter, except that vacancies for Athlete Directors will be filled in accordance with Section 7.6.b. In the event the Board rejects an individual recommended by the Nominating Committee to fill a vacancy, the Nominating Committee shall

recommend alternate qualified individuals to fill such vacancy until the Board approves a recommendation.

Section 7.13. Regular and Special Meetings.

USA Climbing'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. A meeting can be in person or by means of teleconference or similar communications arrangement by which all persons participating in the meeting can hear each other at the same time. Special meetings of the Board shall be held upon the call of the Chairperson of the Board or upon the written request of not less than fifty (50) percent of the Board.

USA Climbing's President & CEO, as well as such other staff members as the Chairperson of the Board requests, shall attend Board meetings on a regular basis, both to make special presentations and as a discussion resource, and shall be available to Board Directors outside of meetings.

Section 7.14. Notice of Meetings.

Notice of each meeting of the Board of Directors stating the date, time, and place of the meeting, and in the case of a special meeting, the purpose for which the meeting is called, shall be given to each Director of the Board by or at the direction of the Chairperson of the Board. Notice may be given in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, or by electronic transmission. Such notice shall be delivered to the Director's business or residential address (or to such other address provided by the Director for such purpose) or to the Director's email address.

Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission, such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Oral notice shall be delivered no fewer than two (2) days before the date of the meeting. Oral notice is effective when communicated. All notices shall be delivered to the Director (or to such other individual provided by the Director for such purpose). The method of notice need not be the same as to each Director.

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

Section 7.15. 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 those present shall constitute the action of the Board.

Section 7.16. Action of the Board by Consent.

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, which may include by email, 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 7.16 shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 7.17. Voting by Proxy.

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

#### Section 7.18. Presumption of Assent.

A Director who is present at a meeting of the Board of Directors 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 7.19. Transacting Business by Mail, Electronic Mail, Telephone, or Facsimile.

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

#### Section 7.20. Agenda.

The Chairperson of the Board, in consultation with the President & CEO, shall determine the agenda for Board meetings. Board Directors shall be permitted to request items for inclusion on the agenda for Board meetings.

#### Section 7.21. Questions of Order and Board Meeting Leadership.

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

#### Section 7.22. 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 7.23. Open and Executive Meeting Sessions.

Ordinarily, meetings of the Board of Directors shall be open to the President & CEO and other USA Climbing staff members accompanying the President & CEO or attending at the request or direction of the Board. However, the Chairperson of the Board may convene an executive session to consider and discuss specific matters such as those relating to personnel, nominations, discipline, budget, salary, litigation, or other sensitive matters, during which time the CEO and/or other USA Climbing staff members will be absent from the session except as determined by the Chairperson.

#### Section 7.24. Minutes of Board of Director Meetings.

The minutes of all meetings of the Board of Directors, and a record of all actions taken by the Board of Directors without a meeting, shall be recorded and maintained in accordance with Sections 8.4(e) and 17.1 below and shall be publicly posted to the website of USA Climbing within 30 days of such board meeting or action.

#### Section 7.25. Compensation.

Directors of the Board of Directors shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USA Climbing's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA Climbing in any other capacity, except gym owners/operators, active coaches, routesetters, judges, and officials may receive standard payments for performing services as a host facility, coach, routesetter, judge or official. USA Climbing will cover all travel costs (transportation and lodging) for athlete representatives to

attend Board meetings. Athlete Directors may receive athlete support payments, and non-athlete Directors may receive other direct or indirect compensation if approved in accordance with the USA Climbing Code of Ethics/Conflicts of Interest Policy.

## **ARTICLE 8 OFFICERS**

### Section 8.1. Designation.

The only officers of USA Climbing's Board of Directors shall be a Chairperson of the Board of Directors, a Vice Chairperson of the Board of Directors (the "Vice Chairperson of the Board"), a Treasurer of the Board of Directors (the "Treasurer of the Board"), President & CEO, and a Secretary. The Chairperson of the Board, Vice Chairperson of the Board, and Treasurer of the Board shall be Board Directors. The President & CEO shall serve as a non-voting Ex-Officio Director of the Board. The Secretary shall be a staff member of USA Climbing and not a Board Director, as designated by the President & CEO.

### Section 8.2. Election/Selection.

The Chairperson of the Board, Vice Chairperson of the Board, and Treasurer of the Board shall be elected by the Board from among the Directors of the Board.

Recognizing the significance of the Treasurer of the Board in financial matters, the Treasurer of the Board shall have a financial background enabling them to fulfill the duties of Treasurer of the Board. If no Directors have the necessary financial background, the Board may elect a Treasurer of the Board without such expertise so long as the Board determines that the Audit Committee retains such expertise as necessary for the effective oversight of the function of the Treasurer of the Board.

The President & CEO shall designate one member of staff to serve as Secretary to handle the ministerial functions usually required by that position under corporate law, to take minutes at Board meetings, and to record all actions taken by the Board without a meeting.

### Section 8.3. Tenure.

The term of office of the Chairperson of the Board, Vice Chairperson of the Board, and Treasurer of the Board shall be concurrent with such Director's then-current remaining term as Director, subject to Section 8.6 below. The President & CEO shall serve at the pleasure of the Board of Directors. The term of office of the Secretary is unlimited. The Secretary shall hold office until their employment with USA Climbing ends, when the President & CEO designates a different individual to serve as Secretary, or until the Secretary's earlier resignation, removal by the President & CEO, incapacity, disability, or death. In any circumstance in which the President & CEO has not designated an employee to serve as Secretary, the Board of Directors may appoint a Director of the Board or another individual to serve as Secretary.

### Section 8.4. Authority and Duties of Officers.

The officers of USA Climbing 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. Chairperson of the Board. The Chairperson of the Board shall: (i) set all meeting dates and meeting agendas in accordance with Section 7.20 above), (ii) exercise the powers and duties described in Section 8.2 above, and (iii) otherwise perform such duties as are normally associated with the Chairperson of the Board.
- b. Vice Chairperson of the Board. The Vice Chairperson of the Board shall: assume the duties of the Chairperson of the Board in the absence of the Chairperson of the Board and assume the

duties of the Treasurer of the Board in the absence of the Treasurer of the Board, provided that if the Vice Chairperson of the Board does not have a financial background, the Vice Chairperson of the Board or the Audit & Compensation Committee will retain such expertise as necessary for the effective oversight of the function of the Treasurer of the Board.

- c. Treasurer of the Board. The Treasurer of the Board, in consultation with the Audit & Compensation Committee, shall have general oversight of the financial affairs of USA Climbing and the Foundation, including (i) review of the annual (and, if any, quadrennial) budget prepared by the staff, (ii) review of financial reports to the Board prepared by the staff as the Board may request in relation to USA Climbing and the Foundation; (iii) oversight of the engagement of an independent certified public accountant to conduct an annual audit of the financial statements of USA Climbing, and, if required or desirable, of the Foundation, and (iv) in general, perform all duties incident to the office of Treasurer of the Board. The Treasurer of the Board shall be the Chair of the Audit & Compensation Committee, except that where the Board determines it to best serve the purposes of the Audit Committee the Board may appoint another member of the Audit & Compensation Committee to serve as Chair of that committee.
- d. President & CEO. The President & CEO shall have all the duties incident to the office and those specifically assigned by the Board of Directors as outlined in Article 14 of these bylaws.
- e. Secretary. The Secretary shall:
  - i. keep or cause to be kept 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. be custodian of the corporate records in conjunction with the President & CEO and staff;
  - iv. perform all duties incident to the office of Secretary; and
  - v. perform such other duties as from time to time may be assigned to the Secretary by the President & CEO or by the Board.

#### Section 8.5. Restrictions.

Officers of USA Climbing shall perform their functions with due care. No individual may serve simultaneously as an officer of USA Climbing and as an officer of an organization holding membership in USA Climbing

#### Section 8.6. Term Limits.

No individual shall serve as Chairperson of the Board, Vice Chairperson of the Board or Treasurer of the Board when not serving as Director on the Board, and Director term limits are as set forth in Section 7.10 above. No Chairperson of the Board or Vice Chairperson of the Board shall serve in the same such officer capacity for longer than a total of four (4) consecutive years, except that the term of any officer whose term would expire part-way through an even-numbered year may be further extended to December 31 of such relevant even-numbered year.

#### Section 8.7. Resignation, Removal, and Vacancies.

An officer's position with USA Climbing may be declared vacant upon the officer's resignation, removal, incapacity, disability, or death.

Resignation. The Chairperson of the Board, Vice Chairperson of the Board, and Treasurer of the Board may

resign at any time by giving written notice to the Board of Directors, and the resigning officer will specify whether such resignation applies only to the officer position or also to the Director position. The Secretary may resign at any time by giving written notice to the President & CEO. 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.

Removal. The Chairperson of the Board, Vice Chairperson of the Board, or Treasurer of the Board 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). Such officers 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 & CEO, with or without cause.

Vacancies. Any vacancy occurring in the office of the Chairperson of the Board, Vice Chairperson of the Board, or Treasurer of the Board shall be filled by the Board, by majority vote, from among the Board Directors. A Chairperson of the Board, Vice Chairperson of the Board, or Treasurer of the Board elected to fill a vacancy shall be elected for the unexpired term of such officer's term as Director. A vacancy in the office of Secretary shall be filled by the President & CEO.

#### Section 8.8. Compensation.

Officers, other than the Secretary, shall not receive compensation for their service as officers, although the reasonable expenses of the officers may be paid or reimbursed in accordance with USA Climbing's policies. The Chairperson of the Board, Vice Chairperson of the Board, and Treasurer of the Board are disqualified from receiving compensation for services rendered to or for the benefit of USA Climbing in any other capacity (except gym owners/operators, active coaches, routesetters, judges, and officials who may receive standard payments for hosting events, performing coaching, routesetting, judging or officiating services, Athletes may receive athlete support payments, and Officers may receive other direct or indirect compensation if approved in accordance with USA Climbing's Code of Ethics/Conflicts of Interest Policy.

### **ARTICLE 9 COMMITTEES**

#### Section 9.1. Designation.

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

- a. Board Committees. USA Climbing shall have, at minimum, the following Board Committees as required by the USOPC (also known as Standing Committees).
  - Ethics Committee
  - Audit & Compensation Committee
  - Judicial Committee
  - Nominating Committee
  - Governance Committee
- b. Additional Board Committees.
  - i. USA Climbing may have additional Board Committees as it deems necessary and as outlined in this Article 9. Committees may also be referred to as task forces and/or working groups to

address particular USA Climbing organizational needs. Such committees shall have narrowly defined missions and deliverables as determined by the Board in consultation with the President & CEO.

- ii. Certain Board or Operational Committees may be considered “Designated Committees” for which additional athlete eligibility standards must apply, as described in Section 11.8 below. Designated Committees are identified in Section 9.4 below.
  - iii. Other than Standing Committees, the decision to create, not create, and/or terminate a Board Committee shall be the Board's, in consultation with the President & CEO.
- c. Operational Committees.
- i. The President & CEO may appoint Operational Committees to address USA Climbing operational matters. Committees may also be referred to as task forces and/or working groups. Such committees shall have narrowly defined missions and deliverables as determined by the President & CEO in consultation with the Board.
  - ii. The decision to create, not create and/or terminate an Operational Committee shall be the President & CEO's, in consultation with the Board.
- d. Athlete Committees & Representatives. USA Climbing ~~also~~ shall have an Athletes’ Advisory Committee (“USAC AAC”) as described in Article 11 below. USA Climbing shall have representatives on the USOPC Athlete Advisory Council (“USOPC AAC”) appointed as described in Article 12 below.

#### Section 9.2. Appointments and Reappointments.

- a. Board Committees.
- i. Board Director appointments/reappointments, including Athlete Directors, shall be made by the Board.
  - ii. Additional athlete member appointments/reappointments shall be made by the USAC AAC in consultation with the Board.
  - iii. Additional member appointments/reappointments, other than Athletes, shall be made by the Board in consultation with the Nominating Committee.
  - iv. The designation of Committee Chairs shall be made by the Board, in consultation with the President & CEO and relevant Committee. Notwithstanding the foregoing, the Treasurer of the Board shall be the Chair of the Audit & Compensation Committee except as otherwise described in Section 8.4(c) above.
- b. Operational Committees.
- i. Athlete member appointments/reappointments shall be made by the USAC AAC in consultation with the President & CEO.
  - ii. All other member appointments/reappointments shall be made by the President & CEO in consultation with the Nominating Committee.
  - iii. The designation of Committee Chairs shall be made by the President & CEO, in consultation with relevant Committee.
- c. Athlete Committees & Representatives.
- USA Climbing Athletes’ Advisory Committee (“USAC AAC”) members shall be elected as described in Article 11 below. USA Climbing representatives on the USOPC Athlete Advisory Council (“USOPC

AAC”) shall be elected as described in Article 12 below.

### Section 9.3. Number.

Membership on Board Committees shall not exceed six (6) individuals. Additional Board Committees and Operational Committees shall be of the number and size necessary to conduct the business of the committee, ensure requisite athlete representation, and provide appropriate governance. All committees shall have at least 33.3% eligible athlete representation.

### Section 9.4. Designated Committees.

The following are considered “Designated Committees” for which additional standards apply for Athlete eligibility, as described in Section 11.8 below:

- a. Nominating Committee;
- b. Audit & Compensation Committee;
- c. Ethics Committee;
- d. Governance Committee;
- e. Judicial Committee, and any Hearing Panel convened to adjudicate a matter of an individual’s right to participate in Protected Competition (as defined in Section 11.8 below);
- f. Team Selection Committee; and
- g. Any of the following other committees:
  - i. budget committees;
  - ii. panels empowered to resolve grievances;
  - iii. committees that prepare, approve or implement programs in any of the following areas:
    - a) expenditures of funds allocated to USA Climbing by the USOPC;
    - b) selection of international, Olympic, Paralympic, and Pan American Games Team members including athletes, coaches, administrators, and sports staff.
- h. or any committee deemed as “Designated” by the USOPC.

### Section 9.5. Tenure.

The term for Director members of Board Committees shall be aligned with the Director’s term; in the case of outside members of Board Committees, it shall be four (4) years commencing on January 1 of odd years.

The term for Operational Committee members shall be two (2) years commencing on January 1 of even years.

A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability, or death.

The terms of representatives to the USOPC Athletes' Advisory Council is outlined under Section 12.4 below.

Section 9.6. Term Limits.

Board Committee. No Board Committee member shall serve for more than two (2) consecutive four (4)-year terms. When a Board Committee member is elected/appointed to fill a vacancy and the remaining term is two (2) years or more, such term shall constitute a full term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and the member shall be able to serve two (2) additional four (4) year terms following completion of the filled vacancy term.

Operational Committee. No Operational Committee member shall serve for more than four (4) consecutive two (2)-year terms. When an Operational Committee member is elected/appointed to fill a vacancy and the remaining term is one (1) year or more, such term shall constitute a full term. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the member shall be able to serve four (4) additional two (2)-year terms following completion of the filled vacancy term.

Section 9.7. Committee Member Attendance.

Outlined in the respective Committee Charter or Policy.

Section 9.8. Resignation, Removal, and Vacancies.

Outlined in the respective Committee Charter or Policy.

Section 9.9. Committee Charters.

Each Board Committee shall have a charter approved by the Board of Directors. Each Operational Committee shall have a charter approved by the President & CEO.

Section 9.10. Minutes of Meetings.

Each Committee shall take and maintain the minutes of its meetings.

Section 9.11. Compensation.

Committee members shall not receive compensation for their services as committee members. Reasonable expenses of committee members may be paid or reimbursed in accordance with USA Climbing's policies. Committee members who are not Directors of the Board may receive compensation for services rendered to or for the benefit of USA Climbing in any other capacity, provided the Board gives explicit approval.

Section 9.12. Compensation Matters.

- a. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from USA Climbing for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters is precluded from voting on matters pertaining to the compensation of any individual with whom the voting member in question has a family relationship.

Section 9.13. Ethics Committee.

- a. The Board of Directors shall appoint the members of the Ethics Committee, subject to the following requirements:

- i. Section 11.8(a) (Athlete Eligibility), subject to Section 9.4 (Designated Committees);
  - ii. Members of the Ethics Committee other than the Athlete member(s) shall satisfy the standards of independence for “Independent Directors” as set forth in Section 7.7 of these Bylaws; and
  - iii. No more than two (2) Directors of the Board shall be appointed to the Ethics Committee.
- b. The Ethics Committee shall:
- i. oversee implementation of and compliance with the USA Climbing Code of Ethics/Conflicts of Interest Policy, referenced in Article 18 below, and any comparable policy of the Foundation, including by reviewing the minutes of Board meetings referenced in the USA Climbing Code of Ethics/Conflicts of Interest Policy and by collecting and reviewing the annual statements referenced in the USA Climbing Code of Ethics/Conflicts of Interest Policy and any comparable statements of Foundation Trustees and officers;
  - ii. report to the Board on all ethical issues;
  - iii. develop, and review, as necessary, the USA Climbing Code of Ethics/Conflicts of Interest Policy and any comparable policies of the Foundation and make recommendations to the Board regarding any changes;
  - iv. review and investigate allegations of ethical impropriety with respect to USA Climbing and the Foundation and make recommendations on such matters to the Board, subject in the case of USA Climbing to the authority of the Judicial Committee where appropriate;
  - v. review and provide guidance on ethical questions presented to it by the Board, officers, committee members, volunteers, staff, and USA Climbing members; and
  - vi. perform such other duties as assigned by the Board.

#### Section 9.14. Audit & Compensation Committee.

- a. The Board of Directors shall appoint the members of the Audit & Compensation Committee, subject to the following requirements:
  - i. Section 11.8(a) (Athlete Eligibility), subject to Section 9.4 (Designated Committees); and
  - ii. At least two of the Audit Committee members shall be Directors of the Board, one of whom being the Treasurer of the Board.
- b. The Audit & Compensation Committee shall:
  - i. recommend the independent auditors of USA Climbing and the Foundation, as applicable, review the report and management letter of the independent auditors, and

- recommend action as needed;
- ii. periodically meet separately in executive session individually with USA Climbing's financial staff and USA Climbing's outside auditor.
  - iii. meet with the independent auditor prior to the release and filing of USA Climbing's annual financial reports to review such materials. The Board will review and approve IRS-required financial reports for publication.
  - iv. investigate matters of financial controls and disclosure with respect to USA Climbing and the Foundation and such other matters as directed by the Board;
  - v. make recommendations to the Board on President & CEO compensation and annual performance review process;
  - vi. advise the Board on matters pertaining to the compensation and benefits for USA Climbing staff; review staff pay ranges and benchmarking to ensure adequate compensation levels are being followed; and
  - vii. perform such other duties as assigned by the Board.

#### Section 9.15. Judicial Committee.

- a. The Board of Directors shall appoint the members of the Judicial Committee, subject to the following requirements:
  - i. Section 11.8(a) (Athlete Eligibility), subject to Section 9.4 (Designated Committees); Section 9.4 (Designated Committees); and
  - ii. No Director of the Board shall be appointed to the Judicial Committee.
- b. The Judicial Committee shall:
  - i. administer and oversee all matters filed with USA Climbing and arising under the USA Climbing Grievance Policy;
  - ii. hear and render decisions on grievances and disciplinary matters, subject to the USA Climbing Grievance Policy;
  - iii. appoint Hearing Panels, as described in the USA Climbing Grievance Policy and subject to Section 9.4 (Designated Committees); and
  - iv. perform such other duties as assigned by the Board.

#### Section 9.16. Nominating Committee.

- a. The Nominating Committee members shall be comprised of:
  - i. Section 11.8(a) (Athlete Eligibility), subject to Section 9.4 (Designated Committees); Section 9.4 (Designated Committees); and

- ii. one (1) individual appointed by the previous Nominating Committee from that Committee, who shall be the Chair and permitted to attend USA Climbing Board of Director meetings as a non-voting observer;
  - iii. one (1) individual who satisfies the standards of independence for "independent Directors" as set forth in Section 7.7 of these Bylaws and who is appointed by the previous Nominating Committee;
  - iv. and remaining individuals appointed by the Board of Directors.
- b. No individual shall be eligible to be a member of the Nominating Committee if that individual is a current Director. Current or past members of the Nominating Committee, except the Athlete representative, shall be precluded from serving as a Board Director or in any other USA Climbing capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating Committee ends.
- c. The Nominating Committee shall:
- i. identify and evaluate prospective candidates for the Board;
  - ii. recommend to the Board of Directors individuals to serve on the Board to the extent authorized to do so in these Bylaws;
  - iii. recommend, as requested by the Board, individuals to serve on various Committees;
  - iv. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
  - v. recommend individuals who would be fair and impartial and who would have the qualifications and ability to serve on Hearing Panels (as described in the USA Climbing Grievance Policy), at least one (1) of whom shall be an Athlete who meets the eligibility criteria described in Section 11.8(a) below and at least one of whom meets the criteria for an eligible Athlete for a Designated Committee as set forth in Section 9.4 above and 11.8(b) below, to a list of potential Hearing Panelists (the "Hearing Panel Pool"), and communicate that list to the Judicial Committee as necessary to enable the Judicial Committee to perform the function described in Section 9.15(b)(iii) above;
  - vi. appoint members for subsequent Nominating Committees in accordance with Section 9.16(a) above; and
  - vii. perform such other duties as assigned by the Board.

Section 9.17. Governance Committee.

- a. The Board of Directors shall appoint the members of the Governance Committee, subject to the following requirements:
  - i. Section 11.8(a) (Athlete Eligibility), subject to Section 9.4 (Designated Committees);

- ii. No less than two Directors of the Board shall be appointed to the Governance Committee.
- b. The Governance Committee shall:
- i. review and update USA Climbing's Bylaws as necessary to maintain good governance procedures;
  - ii. develop and maintain policies in support of the Bylaws and the Board's role in the organization;
  - iii. review and update committee charters and structure to ensure good governance protocols are followed;
  - iv. Report to the Board on governance-related trends and issues, including information received from the USOPC;
  - v. Perform other duties as assigned by the Board.

## **ARTICLE 10 ANNUAL ASSEMBLY / ANNUAL MEETING**

### Section 10.1. Purpose.

The Board of Directors may, but has no obligation to, hold an annual meeting or annual assembly. If an annual meeting or assembly is held, its agenda shall be determined by the USA Climbing Board of Directors, and such meeting or assembly shall be purely advisory with no rulemaking, budgetary, legislative, or other authority. Whether or not an annual meeting or annual assembly is held, the President & CEO will facilitate the ability of members to provide input to the Board of Directors by causing to be posted on USA Climbing's website the information set forth in Section 17.5 below.

### Section 10.2. Place.

The annual meeting or assembly, if held, shall be held at such time and place as determined by the Board of Directors in consultation with the President & CEO. If practicable, such meeting or assembly, if held, shall be held in conjunction with a major competition.

### Section 10.3. Notice.

Notice of the annual meeting or assembly, if one is to be held, stating the place, date, and time of the meeting, shall be posted on the website of USA Climbing no fewer than thirty (30) days before the date of such meeting or assembly.

## **ARTICLE 11 USA CLIMBING ATHLETES' ADVISORY COMMITTEE & ATHLETE ELIGIBILITY**

### Section 11.1. Designation.

USA Climbing shall have an Athletes' Advisory Committee ("USAC AAC") consisting of no less than five (5) and no more than seven (7) individuals who meet the qualifications set forth in Section 11.8(a) below.

### Section 11.2. Invitation for Athlete Participation and Expressions of Interest.

- a. Invitation for Athlete Participation. In connection with vacancies or anticipated vacancies on the

Athletes' Advisory Committee, the President & CEO shall send, or cause to be sent, an invitation for Athlete participation in the Athletes' Advisory Committee. Such invitation may be sent by electronic communication, including by email or by posting on the website of USA Climbing.

- b. Expression of Interest. An individual eligible to vote in the election under Sections 5.2 above and 11.8(a) below and who wishes to run for election to the Athletes' Advisory Committee and to be placed on the ballot shall indicate such interest in writing (which may include electronic communication), whereupon the individual shall be considered a Athletes' Advisory Committee candidate ("USAC AAC Candidate"). An individual is ineligible to serve on the USAC AAC if such individual has a felony conviction or any other violation that would disqualify the individual under USA Climbing's Background Check Policy. When expressing interest in standing for election to the USAC AAC, an Athlete Candidate must make Background Disclosure as required under Section 5.3(d) and must permit such Background Disclosure to be disclosed to voters in the election.

#### Section 11.3. Election.

USAC AAC Candidates shall stand for election by vote of Athletes who meet the eligibility requirements under Sections 5.2 above and 11.8(a) below. The Athlete with the highest vote total is elected, and the Athlete(s) with the next highest vote total(s) are elected for the additional vacancies as applicable. In the case of a tie of the candidates with the highest vote total (or a tie of the candidates with the next highest vote total in the case of a second vacancy, and so on), a runoff election shall be conducted consisting of those tied only.

Committee members currently serving as members of the USAC AAC as of the adoption of these Amended & Restated Bylaws shall continue to serve for the remainder of their then-current terms (or until the member's earlier resignation, removal, incapacity, disability, or death), with any renewal terms permitted only under the terms of these Amended & Restated Bylaws.

#### Section 11.4. Tenure.

The term for members of the USAC AAC shall be four (4) years. A member shall remain on the USAC AAC until the member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability, or death. Staggered terms are permitted, but not required, as determined by either the Board of Directors or the President & CEO.

#### Section 11.5. Term Limits.

No USAC AAC member shall serve for more than two (2) consecutive four (4)-year terms. When a USAC AAC member is elected/appointed to fill a vacancy and the remaining term is two (2) years or more, such term shall constitute a full term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and the member shall be able to serve two (2) additional four (4) year terms following completion of the filled vacancy term.

#### Section 11.6. Chair.

The USAC AAC shall elect from among its members, by majority vote, a Chair. The term of office of the Chair shall be concurrent with such Athlete's then-current remaining term as a member of the USAC AAC, or until the Chair's earlier resignation, removal, incapacity, disability, or death.

#### Section 11.7. Compensation.

USAC AAC members shall not receive compensation for their services as USAC AAC members. USA Climbing may pay for the reasonable expenses of members of the USAC AAC to attend USAC AAC meetings in accordance with USA Climbing's policies.

#### Section 11.8. Athlete Eligibility.

The Board of Directors and Designated Committees shall have at least the Athlete representation required

under the Ted Stevens Act and the USOPC Bylaws, and if such requirements are amended, then USA Climbing will come into compliance with such amended requirements as soon as practicable in each instance thereafter. Without limiting the preceding sentence and even if not required by the Ted Stevens Act or the USOPC Bylaws then in effect, there shall be at least thirty-three and one-third (33.3) percent Athlete representation on the Board of Directors and Committees with the Athlete eligibility requirements set forth below. The following defined terms relate to Athletes including for eligibility and right to participate matters:

“Delegation Event” means, individually or collectively as applicable, the Olympic Games, the Olympic Winter Games, the Paralympic Games, the Paralympic Winter Games, the Pan American Games, and the Parapan Am Games (and in all of these listed cases, for the avoidance of doubt, multiple sports participate in the Games and not solely climbing disciplines);

“Protected Competition” means:

- any Delegation Event; or
- any international competition between athlete(s) officially designated by USA Climbing as representing the United States, either individually or as part of a team, and any athlete(s) representing any foreign country, where:
  - 1) the terms of such competition require that the entrants be individuals or teams representing their respective nations; and
  - 2) the athlete(s) representing the United States are organized and sponsored by USA Climbing in accordance with a defined selection or tryout procedure that is open to all and publicly announced in advance except for domestic amateur athletic competition, which, by its terms, requires that entrants be expressly restricted to members of a specific class of athletes such as high school students, college students, members of the Armed Forces, or similar groups or categories; or
- any domestic competition or event (i.e., a camp, tryout, or trials event) organized and conducted by USA Climbing in its selection procedure and publicly announced in advance as a competition or event directly qualifying each successful competitor as an athlete representing the United States in a Delegation Event or protected international competition under the immediately preceding bullet point above.

“Ten (10)-Year Athlete Representative” means an athlete who, as of the Record Date defined in Section 5.2(e) in the case of an election or as of the date of appointment in other cases, has represented the U.S. in the (ten) Ten (10) Years prior at:

- A Delegation Event; or
- An additional elite Protected Competition as identified in the USAC AAC and the USOPC’s NGB Athlete Representation Review Working Group decision posted at [www.usaclimbing.org](http://www.usaclimbing.org).

Eligibility to serve as a Ten (10)-Year Athlete Representative may not be obtained through events that categorize entrants in age-restricted classifications such as Youth (or, if any, “Masters,” “Seniors,” “Veterans,” or other similarly designated age-restricted competitions).

Additionally, once an athlete is elected/appointed, eligibility to serve as a Ten (10)-Year Athlete

Representative runs throughout the term of the position to which the athlete was elected/appointed.

“Ten (10)-Year+ Athlete Representative” means an athlete who has, at any point but not within the past applicable ten (10)-year period before the start date of the athlete’s term, met the definition of Ten (10)-Year Athlete Representative.

“Actively Engaged Athlete Representative” means an athlete who qualifies as a Ten (10)-Year or Ten (10)-Year + Athlete Representative, or who has been actively engaged in 24 months prior to the Record Date in the case of an election or the date of appointment in other cases in a USA Climbing sanctioned competition, which may include events that categorize entrants in age-restricted classifications. For the avoidance of doubt, once an athlete is elected/appointed, eligibility to serve as an Actively Engaged Athlete Representative runs throughout the term of the position to which the athlete was elected/appointed.

a. Minimum Requirements.

An “Athlete,” except where separate or additional requirements are set forth below, means a person who meets the following standards of eligibility:

- i. Membership Requirement for Voting, for Standing for Election, and for Service on the Board of Directors or a Committee, including for serving on a Hearing Panel: Is a member of USA Climbing at the time of (1) in the case of any election, the Record Date (as defined in Section 5.2 above), provided, however, that for purposes of the election described in Article 12 below (USOPC Athletes’ Advisory Council), voting is also open to individuals who are not members of USA Climbing, provided that such individuals can document their eligibility to vote pursuant to the Bylaws of the USOPC Athletes’ Advisory Council; or (2) in the case of any appointment, the appointment date or December 31 of the year in which the appointment is made; and
- ii. Minimum Athletic requirement: Qualifies as an Actively Engaged Athlete Representative.
- iii. Citizenship Requirement: for voting in and for standing for election, is a citizen of the United States (but in the case of membership on a committee (other than a Designated Committee) and voting in such capacity, is either a citizen or a lawful permanent resident of the United States);
- iv. Age Requirement: for voting, for standing for election, and for service on any committee, including a Hearing Panel, is at least eighteen (18) years of age by December 31 of the year in which the election is held or appointment is made; and

b. Additional Athletic Requirements for Athlete Directors to be Elected to the Board of Directors and for Athletes to be Appointed to Designated Committees:

- i. Athletes standing for election to the Board of Directors, and Athletes being appointed to Designated Committees, must be Ten (10)-Year Athlete Representatives or Ten (10)-Year + Athlete Representatives (in case of Ten (10)-Year + Athlete Representatives, subject to there being vacancies that can be filled by Ten (10)-Year + Athlete Representatives under Section 7.6(b)(ii) above). Athletes serving in such roles as of the date of these Amended & Restated Bylaws may continue to serve their then-current terms but not any renewal terms if not eligible under this paragraph as of the applicable renewal date.

- ii. Additional limitations apply to athletic requirements for Athletes standing for election to the USOPC Athletes' Advisory Council under Article 12 below.
- c. Concurrent Service. Athletes may simultaneously serve as Athlete Directors, Athlete members of the USAC AAC, USOPC Athlete Representatives or Alternates, members of other committees or Hearing Panels, competitors, volunteers, and/or officials, or in each case as candidates therefor.
- d. Renewal Appointments. Eligibility of Athlete members on the Board of Directors or Committees must also be demonstrated as of the commencement of any renewal term.

## **ARTICLE 12 USOPC ATHLETES' ADVISORY COUNCIL**

### Section 12.1. Designation.

USA Climbing shall have a representative (the "USOPC AAC Representative") and an alternate representative (the "USOPC AAC Alternate") to the USOPC Athletes' Advisory Council (the "USOPC AAC"). USA Climbing's USOPC AAC Representative, and USA Climbing's USOPC AAC Alternate in the event of the ineligibility of the USOPC AAC Representative, shall concurrently serve as an Athlete member of the USA Climbing Board of Directors.

### Section 12.2. Qualifications.

To be eligible to serve on the USOPC AAC, the USOPC AAC Representative and the USOPC AAC Alternate must meet then-current eligibility requirements thereof, including that such individuals do not have a disqualifying condition or event under then-current requirements of the USOPC AAC. As of the date of these Bylaws, the USOPC AAC Representative and the USOPC AAC Alternate must meet the following eligibility requirements outlined in the USOPC Bylaws:

Within the ten (10) years preceding the commencement of the Quadrennium for which the Representative or Alternate would be serving, Athlete representatives must have represented the United States in the Olympic, Pan American, Paralympic Games, ParaPan American, World Championships, or an event designated by the USOPC as an Operation Gold event.

When eligibility is achieved through World Championships, it must be through representing the U.S. at the most elite level and may not be drawn from events that categorize entrants in age-restricted classifications commonly known as "Juniors," "Masters," "Seniors," "Veterans," or other similarly age-restricted competition. To the extent that the USOPC AAC permits additional flexibility to allow for other participation to suffice, for example, expanding the range of international competitions and/or permitting Athletes who have otherwise been actively engaged in competition within the sport, such as for the initial seating of USA Climbing's representative given that competition climbing is a new Olympic sport, the eligibility requirements in this Article 12 will be construed so as to permit such flexibility.

### Section 12.3. Election.

The USOPC AAC Representative and the USOPC AAC Alternate shall be elected as follows manner, except to the extent otherwise required by the Bylaws of the USOPC Athletes' Advisory Council (the "USOPC AAC Bylaws"). Notwithstanding that USA Climbing's Amended & Restated Articles of Incorporation, Article IV, call for the entire voting power of USA Climbing to rest with the Board of Directors, with members having no voting rights, Athletes shall have the limited voting rights described in this Section 12.3 for the limited purpose of selecting the USOPC AAC Representative and the USOPC AAC Alternate. The election held under this Section shall take place after the conclusion of the summer Olympic Games, but prior to January 1 of the year following the summer Olympic Games. If these Amended & Restated Bylaws are adopted after such

deadline without the USOPC AAC Representative or the USOPC AAC Alternate having been selected, the election will take place as soon as practicable after adoption of these Amended & Restated Bylaws.

- a. Invitation for Athlete Participation. The CEO shall send, or cause to be sent, an invitation for Athlete candidacy for the USOPC AAC Representative. Such invitation may be sent by electronic communication, including by email or by posting on the website of USA Climbing.
- b. Expression of Interest. An individual eligible to vote in the election under Sections 5.2 and 11.8(a) above, who meets the additional qualification requirements under Section 12.2 above, and who wishes to run for election and to be placed on the ballot shall indicate such interest in writing (which may include electronic communication) whereupon such individual shall be considered a USOPC AAC Representative candidate ("USOPC AAC Representative Candidates"). When expressing interest in standing for election to the USOPC AAC, an Athlete Candidate must make Background Disclosure as required under Section 5.3(d) and must permit such Background Disclosure to be disclosed to voters in the election.
- c. Election. The USOPC AAC Representative Candidates shall stand for election by vote of Athletes who meet the eligibility requirements under Sections 5.2 and 11.8 above. The Athlete with the highest vote total is elected USOPC AAC Representative, and the Athlete(s) with the next highest vote total(s) of the USOPC AAC Representative Candidates is elected USOPC AAC Alternate. In the case of a tie of the candidates with the highest vote total (or a tie of the candidates with the next highest vote total in the case of the Alternate), a runoff election shall be conducted for the tied position consisting of those tied only.
- d. To the extent that the USOPC AAC requires procedure(s) for the election of eligible Athletes that differ from or supplement the foregoing, these Bylaws shall be deemed amended to conform to such required procedure(s).

**Section 12.4. Tenure.**

The term for all USOPC AAC Representatives shall be four (4) years except as otherwise required by this Article 12. A USOPC AAC Representative shall remain on the USOPC Athletes' Advisory Council until a successor is elected and qualified, or until the USOPC AAC Representative's earlier resignation, removal, incapacity, disability, or death.

**Section 12.5. Term Limits.**

No USOPC AAC Representative shall serve more than two (2) consecutive four (4)-year terms. There is no term limit restriction for the position of USOPC AAC Alternate.

**ARTICLE 13  
USOPC NATIONAL GOVERNING BODIES' COUNCIL**

**Section 13.1. Designation.**

USA Climbing shall have a representative and an alternate representative to the USOPC National Governing Bodies' Council.

**Section 13.2. Election/Appointment.**

The CEO, or such other person as designated by the Board, shall be USA Climbing's representative to the USOPC National Governing Bodies' Council. The Chairperson of the Board, or such other person as designated by the Board, shall be USA Climbing's alternate representative to the USOPC National Governing Bodies' Council.

**ARTICLE 14**  
**PRESIDENT & CHIEF EXECUTIVE OFFICER**

**Section 14.1. Designation.**

USA Climbing shall have a President & Chief Executive Officer (the "President & CEO") who shall serve as the leader of management, vested with the authority to make decisions on behalf of management. The President & CEO shall serve as a non-voting Ex-Officio Director of the Board. The Board shall hire and oversee the President & CEO, who shall be responsible for all staff functions.

**Section 14.2. Tenure.**

The President & CEO shall be employed by the Board of Directors for whatever term, and subject to such terms and conditions, as the Board deems appropriate.

**Section 14.3. Secretary General.**

The President & CEO, or such other person as designated by the Board, shall serve as Secretary General of USA Climbing and, in that capacity, shall represent USA Climbing in relations with the international sports federation for Sport Climbing recognized by the International Olympic Committee and at international Sport Climbing functions and events.

**Section 14.4. Responsibilities.**

The President & CEO shall:

- a. develop a strategy for achieving USA Climbing's mission, goals, and objectives and present the strategy to the Board of Directors for approval;
- b. work with the Treasurer of the Board to prepare and submit annual, and to the extent feasible quadrennial, budgets to the Board for approval, which process shall be overseen by the Audit & Compensation Committee;
- c. oversee USA Climbing's satisfaction of all requirements necessary for USA Climbing to obtain and maintain its certification by the USOPC as an NGB, including those applicable requirements set forth in the Bylaws of the USOPC as relates to governance and compliance, financial standards and reporting practices, athlete safety, sport performance, and operational performance;
- d. determine the staff needed to effectively carry out USA Climbing's mission, goals, and objectives, within USA Climbing's budget;
- e. oversee the hiring and termination of all staff;
- f. either directly or by delegation manage all staff functions;
- g. be responsible for resource generation and allocation of resources, including as relates to the Foundation;
- h. coordinate USA Climbing's international activities;
- i. with the Chairperson of the Board, act as USA Climbing's spokesperson;

- j. perform all functions as usually pertain to the office of the President & CEO.

## **ARTICLE 15 COMPLAINT PROCEDURES**

### Section 15.1. Grievance Policy.

Each member of USA Climbing is subject to, and is bound by, the grievance and disciplinary process set forth in the USA Climbing Grievance Policy found in the Resources section at [www.usaclimbing.org](http://www.usaclimbing.org). Each member of USA Climbing shall be bound by any decision or adjudication rendered, pursuant to the Grievance Policy.

## **ARTICLE 16 SANCTIONING EVENTS**

### Section 16.1. Prompt Review of Request.

USA Climbing shall promptly review every request submitted by an amateur sports organization or person for a sanction: (i) to hold an international amateur athletic competition in the United States, or (ii) to sponsor USA Climbing Athletes to compete in an international athletic competition held outside the United States and make a determination on such request.

### Section 16.2. Standard for Review.

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

### Section 16.3. Requirements for Holding an International Amateur Athletic Competition in the United States.

An amateur sports organization or person requesting a sanction to hold an international amateur athletic competition in the United States shall comply with the following requirements:

- a. submits, in the form required by USA Climbing, an application to hold such competition;
- b. pays to USA Climbing the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits to USA Climbing 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 16.4. Requirements for Sponsoring USA Climbing Athletes to Compete in An International Athletic Competition Held Outside the United States.**

An amateur sports organization or person requesting a sanction to sponsor USA Climbing 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 USA Climbing, an application to hold such competition;
- b. pays to USA Climbing 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 Athletes’ eligibility to compete.
  - 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 17  
RECORDS OF THE CORPORATION**

**Section 17.1. Minutes.**

USA Climbing 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.

Board meeting minutes should include when individuals recuse themselves due to a conflict of interest, include high-level topics discussed in executive sessions, and include personal identifying information only when necessary in regard to recusals, motions, and conflict of interest.

Section 17.2. Accounting Records.

USA Climbing shall maintain appropriate accounting records.

Section 17.3. Membership List.

USA Climbing 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 17.4. Records In Written Form.

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

Section 17.5. Website.

USA Climbing shall maintain a website for the dissemination of information to its members. USA Climbing shall publish on its website (i) its Bylaws, (ii) its rules and regulations including, without limitation, its Grievance Policy and its Code of Ethics/Conflicts of Interest Policy, (iii) a procedure for communicating with the Board of Directors, including regarding accounting, internal accounting controls, or audit-related matters; (iv) its three most recent Forms 990 filed with the Internal Revenue Service; and (v) its three most recent audited financial statements. So as to facilitate the ability of interested parties to communicate their concerns or questions, USA Climbing shall publish on its website a mailing address and office phone number, as well as a general email delivery address.

Section 17.6. Records Maintained at Principal Office.

USA Climbing shall keep a copy of each of the following records at its principal office or at such other location allowing for retrieval within five (5) business days:

- a. the articles of incorporation;
- b. these Bylaws, which shall govern the conduct of USA Climbing, USA Climbing's Board and Committees, and USA Climbing's members;
- c. rules and regulations that govern the technical conduct of USA Climbing's events in the United States as the Board and CEO 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. a list of the names of the current Directors and officers;
- f. a copy of the most recent corporate report delivered to the Utah secretary of state;
- g. year-end financial statements prepared for the current and all prior periods;
- h. supporting documents for the financial statements for the periods ending during the preceding seven (7) years;
- i. USA Climbing's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and

- j. all other documents or records required to be maintained by USA Climbing at its principal office under applicable law or regulation.

**Section 17.7. 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 USA Climbing's principal office, any of the records of USA Climbing described in Section 17.6., provided that the member gives USA Climbing written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.
- b. **Membership List.**
  - i. **Preparation of Membership Voting List.** After determining the Athlete Members entitled to vote in an election, USA Climbing shall prepare, by class, if applicable, an alphabetical list of the names of all Athlete Members who are entitled to vote. In the case of an Athlete Member registered in multiple categories (e.g., an 18-year-old Athlete registered in Youth and Collegiate categories), such list shall indicate eligibility for only one vote.
  - ii. **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.
- 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.** USA Climbing 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 USA Climbing or the power of a court to compel the production of corporate records for examination.

**ARTICLE 18  
CODE OF ETHICS / CONFLICTS OF INTEREST**

**Section 18.1. Code of Ethics / Conflicts of Interest**

USA Climbing strives to maintain an atmosphere of mutual respect towards each other, those with whom USAC conducts business, and those with whom it may come in contact in fulfillment of its mission. The Code of Ethics applies to all members described in Section 5 of these bylaws. In addition, USA Climbing strives to provide an atmosphere free of real or perceived conflicts of interest.

Please see the USA Climbing Code of Ethics/Conflicts of Interest Policy available in the Resources section at [www.usaclimbing.org](http://www.usaclimbing.org).

## **ARTICLE 19 FIDUCIARY MATTERS**

### **Section 19.1. Indemnification.**

- a. **General Authority.** Unless otherwise prohibited by law, USA Climbing shall have the power to indemnify any current or former Director, committee member, officer, employee, or volunteer who, when acting within the scope of their duties for USA Climbing, was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit, or proceeding by or in the right of USA Climbing) by reason of the fact that such person is or was acting in such capacity, or was or is serving at the request of USA Climbing as a Director, committee member, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise,, from and against any and all out-of-pocket expenses (including, but not limited to, attorneys' and experts' fees and costs), judgments, fines and amounts paid in settlement that are actually and reasonably incurred by such person in connection with any such action, suit, or proceeding if such person acted in good faith and in a manner they reasonably believed to be in the best interests of USA Climbing, in the case of conduct in an official capacity, or in all other cases, at least not opposed to the best interests of USA Climbing and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful, provided, however, that USA Climbing shall not indemnify any such person in relation to matters as to which such person shall be adjudged in a final, non-appealable order of a court of competent jurisdiction to be liable for willful misconduct or receipt of a financial benefit to which such person is not entitled. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that such person reasonably believed to be in or not opposed to the best interests of USA Climbing, or acted with gross negligence or willful conduct and, with respect to any criminal action or proceeding, had reason to believe that such person's conduct was unlawful.
  
- b. **Proceeding By or in the Right of USA Climbing.** Unless otherwise prohibited by law, USA Climbing shall have the power to indemnify any current or former Director, committee member, officer, employee, or volunteer of USA Climbing who, when acting within the scope of their duties for USA Climbing, was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by or in the right of USA Climbing to procure a judgment in its favor by reason of the fact that such person is or was serving in such capacity, or was or is serving at the request of USA Climbing as a Director, committee member, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, from and against any and all out-of-pocket expenses (including, but not limited to, attorneys' and experts' fees and costs), judgments, fines and amounts paid in settlement that are actually and reasonably incurred by such person in connection with any such action, suit, or proceeding if such person acted in good faith and in a manner they reasonably believed to be in the best interests of USA Climbing, in the case of conduct in an official capacity, or in all other cases, at least not opposed to the best interests of USA Climbing; provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged in a final, non-appealable order of a court of competent jurisdiction to be liable

to USA Climbing unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

- c. **Mandatory Indemnification.** To the extent that a present or former Director, committee member, officer, employee, or volunteer of USA Climbing has been successful in the final disposition on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (a) or (b) of this Section 19.1 or in defense of any claim, issue or matter therein, such person shall be indemnified against out-of-pocket expenses (including but not limited to, attorneys' and experts' fees and costs) actually and reasonably incurred by such person in connection therewith.
- d. **Discretionary Indemnification.** Any indemnification under subsections (a) or (b) (unless ordered by a court of competent jurisdiction) shall be made by USA Climbing only as authorized in the specific case upon a determination that indemnification is proper in the circumstance because such person has met the applicable standard of conduct set forth in subsection (a).
- e. **Advances.** Out-of-pocket expenses (including, but not limited to, attorneys' and experts' fees and costs) that are actually and reasonably incurred by a current or former Director, committee member, officer, employee, or volunteer in defending any civil, criminal, administrative or investigative action, suit, or proceeding, and who is entitled to be indemnified pursuant to this Section 19.1, may be paid or incurred by USA Climbing in advance of the final disposition of such action, suit, or proceeding upon receipt of an affirmation of such person's good faith belief that they have met the relevant standard of conduct set forth in subsection (a) or (b) of this Section 19.1 and an appropriate undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by USA Climbing as authorized in this Section 19.1. Such out-of-pocket expenses (including, but not limited to, attorneys' and experts' fees and costs) reasonably incurred may be paid upon such terms and conditions, if any, as USA Climbing deems appropriate.
- f. **Other Proceedings.** To the maximum extent permitted by law, USA Climbing shall pay or reimburse expenses incurred by any current or former Director, committee member, or officer, or any person who may have served at its request as a member, Director, committee member, or officer of another corporation, who is eligible to be indemnified pursuant to this Section 19.1, in connection with their appearing as a witness or other participant in a proceeding at a time when he is not a named defendant or respondent in the proceeding, upon request by such person.
- g. **Authority.** The indemnification and advancement of expenses provided by or granted pursuant to this Section 19.1 shall, unless otherwise provided when authorized or ratified, be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof, and shall continue as to a person who has ceased to hold the applicable position and shall inure to the benefit of the heirs, executors and administrators of such a person.
- h. **Non-Exclusivity.** The indemnification provided by this Section 19.1 shall not be exclusive of any other rights to which a person may be entitled by law, agreement, vote of the Board of Directors, these Bylaws, or otherwise, and shall not restrict the power of USA Climbing to make any indemnification permitted by law.
- i. **Federal Tax Limitations.** USA Climbing shall not indemnify, reimburse, or insure any person in any

instance where such indemnification, reimbursement, or insurance is inconsistent with Section 4958 of the Internal Revenue Code, as now in effect or as may hereafter be amended, or the corresponding provision of any subsequent Federal tax law, and the regulations thereunder, or any other relevant provision of such law applicable to organizations described in Code Section 501(c)(3) and the regulations thereunder.

- j. Modification and Severability. If any part of this Section 19.1 shall be found in any action, suit, or proceeding to be invalid, illegal, unenforceable, or ineffective, only that provision shall be modified in a manner designed to uphold the intent and purpose of such provision as written to the maximum extent permitted by law. The validity and effectiveness of the remaining parts shall not be affected.
- k. USA Climbing shall maintain, at all times, a current Directors & Officers policy of insurance that provides coverage for each of its Board Directors, Officers, committee members, Hearing Panel members, and other volunteers.

#### Section 19.2. Discharge of Duties.

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

#### Section 19.3. Code of Ethics and Conflicts of Interest.

Each Director, officer, member of a committee, or Hearing Panel must comply with the USA Climbing Code of Ethics/Conflicts of Interest Policy.

#### Section 19.4. Prohibited Loans.

No loans shall be made by USA Climbing to any Board Director, committee member, Hearing Panel member, or USA Climbing employee.

### **ARTICLE 20 FINANCIAL MATTERS**

#### Section 20.1. Fiscal Year.

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

#### Section 20.2. Budget.

USA Climbing shall have an annual budget.

#### Section 20.3. Audit.

Each year USA Climbing shall engage an independent certified public accountant to audit its books and accounts as recommended by the Audit & Compensation Committee. The Audit & Compensation Committee shall provide the auditor's report to the Board of Directors upon completion.

#### Section 20.4. Individual Liability.

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

#### Section 20.5. Irrevocable Dedication and Dissolution.

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

Climbing, 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.

**ARTICLE 21  
MISCELLANEOUS PROVISIONS**

Section 21.1. Severability and Headings.

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

Section 21.2. Saving Clause.

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

**ARTICLE 22  
AMENDMENTS OF BYLAWS**

Section 22.1. Amendments.

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted by a two-thirds majority of Directors of the Board at any meeting duly called and at which a quorum is present, or per Section 7.19 of these bylaws, provided that notice of the proposed changes are presented to the Directors at least fifteen (15) calendar days prior to the vote being called. Non-substantive changes to these Bylaws may be made by the Board of Directors by a simple majority of Directors at any meeting duly called and at which a quorum is present, or per Section 7.19 of these bylaws.

**ARTICLE 23  
EFFECTIVE DATE AND TRANSITION**

Section 23.1. Effective Date.

These Amended & Restated Bylaws shall be effective when adopted by the current Board of Directors as of such date indicated on the cover page hereof and shall be implemented as soon as practicable thereafter.