

**BYLAWS OF
USA BADMINTON, INC**

Updated December 9, 2024

SECTION 1.
NAME AND STATUS

Section 1.1. Name.

The name of the corporation shall be USA Badminton Inc (referred to in these Bylaws as "USAB"). USAB may establish such acronyms or abbreviations as appropriate for business use, and may establish logos, service marks or trademarks as appropriate to further its purposes, mission, recognition and goals.

Section 1.2. Non-Profit Status.

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

SECTION 2.

OFFICES

Section 2.1. Business Offices.

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

Section 2.2. Registered Office.

The registered office of USAB, required by the Colorado Revised Nonprofit Corporation Act (the “Nonprofit Corporation Act”), shall be maintained in Colorado. The Board of Directors, the officers of USAB, or the registered agent of USAB (as permitted by the Nonprofit Corporation Act) may change the registered office occasionally. The registered office may be, but need not be, the same as the principal office.

SECTION 3.

MISSION

Section 3.1. Mission.

Mission Statement:

USA Badminton will foster the growth of badminton in the United States of America and competitive excellence by U.S. athletes in international and Olympic competitions.

Vision Statement:

Badminton has widespread participation and popularity in the United States of America, and USA Badminton will develop Olympic champions.

Ethics Statement:

As the National Governing Body for the Olympic sport of Badminton in the United States, and because we operate in the public spotlight, we are expected to conduct our affairs on a basis consistent with the great trust that has been placed in us. Therefore, our behavior must conform to the highest ethical principles. For these reasons, USAB requires all of its representatives (including athletes) to conduct business with integrity, maintain a high ethical standard, and be guided by the knowledge that we are guardians of the Olympic Badminton values, spirit, and ideals. Accordingly, representatives shall comply with the following when representing or participating in USAB activities or events:

- a. Conduct all dealings with honesty and fairness.
- b. Respect the rights of all employees to fair treatment and equal opportunity, free from discrimination or harassment of any type.
- c. Know, understand, and comply with the laws, regulations, and codes of conduct governing USAB business - domestic and foreign.
- d. Ensure that all transactions are handled honestly and recorded accurately.
- e. Protect information that belongs to USAB, our donors, sponsors, suppliers and fellow workers
- f. Avoid conflicts of interest, both real and perceived.
- g. Never use USAB assets or information for personal gain.
- h. Recognize that even the appearance of misconduct or impropriety can be very damaging to the reputation of USAB and act accordingly.

SECTION 4.

RECOGNITION AS A NATIONAL GOVERNING BODY

Section 4.1. Recognition as a National Governing Body.

USAB shall attempt to maintain recognition by the United States Olympic & Paralympic Committee as the National Governing Body for Badminton in the United States. In furtherance of that purpose, USAB shall comply with the requirements for recognition as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 et seq. and as mandated by the United States Olympic & Paralympic Committee (referred to in these Bylaws as "USOPC") as such requirements are promulgated or revised from time to time. In fulfilling those requirements USAB shall:

- a. Be a member of only one (1) international sports federation, which the International Olympic Committee recognizes as the worldwide governing body for the sport of Badminton (currently the Badminton World Federation);
- b. Be autonomous in the governance of the sport of Badminton 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 Badminton relating to the development and well-being of the sport, implement and administer a plan for the attainment of those goals, and execute its obligations as the National Governing Body for the sport of Badminton;
- d. Provide for individual and organizational membership;
- e. Ensure that its Board of Directors, and any other governance body, has established criteria and election procedures for, and maintains among its voting members, individuals (as defined in Section 7.6) who are actively engaged in amateur athletic competition in Badminton or who have represented the United States in an international amateur athletic competition in Badminton within the preceding ten (10) years, and ensures that the voting power held by Elite Ten Year Athlete directors is not less than twenty (20) percent of the membership and voting power held in its Board or other governance body and Elite Ten Year Athlete Directors and Elite Ten Year+ Athlete Directors shall at all times comprise at least thirty-three and three-tenths percent (33.3%) of the membership and voting power of the Board (See Section 7.5);
- f. Provide for reasonable direct representation on its Board of Directors for any amateur sports organization which, in the sport of Badminton, conducts on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competition, a national program, or regular national amateur athletic competition, 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 Badminton 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, sex, or sexual orientation, with reasonable representation on the Board of both males and females;
- h. Provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in Badminton competitions without discrimination on the basis of race, color, religion, national origin, age, sex, or sexual orientation;
- 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 Badminton, 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 Olympic and Amateur Sports Act;
- m. Not have eligibility criteria relating to the amateur status or to participate in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of Badminton recognized by the International Olympic Committee (currently the Badminton World Federation);
- n. Author the USAB Conflict of Interest Policy and ensure strict adherence to this Policy in service of ensuring an ethical environment which is of paramount importance to the administration of USAB Bylaws; and,
- o. Perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act (the "Act") and by the USOPC on a National Governing Body.

Section 4.2. National Governing Body SafeSport and Anti-Doping Obligations.

- a. Compliance with the USOPC and U.S. Center for SafeSport Policies and Procedures. As a member National Governing Body of the United States Olympic & Paralympic Committee, USAB must adhere to the athlete safety rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent safe sport organization designated by the Act to investigate and resolve safesport violations. The U.S. Center for SafeSport has been designated as that organization. The current safesport rules,

policies, and procedures are available at the offices of USAB or on-line at the following website:
<https://uscenterforsafesport.org>.

- b. Compliance with the USOPC and United States Anti-Doping Agency ("USADA") Rules and Regulations. As a member National Governing Body of the United States Olympic & Paralympic Committee, USAB is required to adhere to the anti-doping rules and
- c. regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(k) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations. The USOPC has designated the USADA as that organization. The current anti-doping rules, policies, and procedures are available at the offices of USAB or online at the following website: www.usada.org.

SECTION 5.

MEMBERS

Section 5.1. Categories of Membership.

USAB shall have individual and organization membership categories as follows:

- a. Individual Membership Categories –
 1. Athlete members. Athlete members are those individuals who register as competitive athletes and are eligible for competition in USA Badminton events.
 2. Coach members. Coach members are those individuals who register as active coaches and who are certified as level one (1) through four (4) coaches by USAB.
 3. Technical Official members. Technical Official members are those individuals who register as an active court official (Referees, Umpires, or Line Judges).
 4. General members. General members are those individuals who register as general members and are interested in the purpose, programs, aims and objectives of USAB.
 5. The Board may vote to create such other additional classes as it may deem advisable.
- b. Organization Membership Categories –
 1. Club members. Club members are those Badminton clubs that register as clubs and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USAB.
 2. Contributing Organization members. Contributing Organization members are those amateur sports organizations that register as contributing organizations and which conduct athletic programs or activities that further the sport of Badminton in the United States or which otherwise support the sport of Badminton in the United States.
 3. National Organization members. Those eligible for USAB membership in this category shall be amateur sports organizations that register as national organizations with USAB and which conduct, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athlete competition, a national program or regular national amateur athletic competition in the sport of badminton.

Section 5.2. Voting Members.

Each individual member, in good standing, above the age of 18, and each organizational member, in good standing, shall be entitled to one vote for elections for the USAB Board of Directors per Section 7.6 of these Bylaws. For purposes of clarification, any individual who is a member of more than one (1) membership category shall designate the membership category in which they shall vote.

Notwithstanding these restrictions on voting, membership in USAB is open to individuals under eighteen (18) years of age.

Section 5.3. Membership Requirements and Dues.

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

Section 5.4. Termination of Membership.

Pursuant to the USAB Grievance Procedures, members shall have the right to a hearing prior to termination or suspension of their ability to participate or compete. A member may only resign if the member has paid all dues, fines, judgments and other financial obligations then payable.

Section 5.5. Transfer of Membership.

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

Section 5.6. U.S. Center for SafeSport ("Center")

As outlined in Section 4.2., as a condition of membership in USAB and a condition for participation in any competition or event sanctioned by USAB or its member organizations, each USAB member and other affiliated individuals identified as a USAB Participant (defined in the USAB Safe Sport Policy) agrees to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for Safe Sport and to submit to the jurisdiction of the U.S. Center for Safe Sport 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 USAB rule is inconsistent with the rules of the U.S. Center for Safe Sport, such rule is hereby superseded.

Section 5.7. Membership Anti-Doping Obligation.

Individual Members. It is the duty of individual members of USAB to comply with all anti-doping rules of the World Anti-Doping Agency ("WADA"), Badminton World Federation ("BWF"), the USOPC, including the USOPC National Anti-Doping Policy, and of the USADA, including the USADA Protocol for Olympic and Paralympic Movement Testing ("USADA Protocol") and all other policies and rules adopted by WADA, the Badminton World Federation, the USOPC and USADA. Athlete members agree to submit to drug testing by the BWF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that an individual member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the BWF if applicable or referred by USADA.

Organization Members. It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or

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

SECTION 6.
REGIONAL DIVISIONS

Section 6.1. Regional Divisions.

The Board of Directors shall divide the United States into geographic regions as the Board determines in its sole discretion will best serve the interests of the sport of Badminton. The Board may only change the geographic region division once every four (4) years after the initial division. The regions shall be an extension of USAB and not separate entities. The purpose of the regions shall be to facilitate communication between grass roots/regional directors and the Board. Each region shall form a board of directors and appoint a chair. Additionally, USAB may hold regional competitions or conduct such other regional activities that promote the mission of USAB as the Board and the Chief Executive Officer determine at their sole discretion.

SECTION 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 USAB shall be governed by, its Board of Directors.

Section 7.2. The Function of the Board.

The Board of Directors represents the interests of USAB's membership, the United States Badminton community, and Badminton athletes by providing USAB with policy, guidance, and strategic direction. The Board oversees the management of USAB and its affairs, but it does not manage USAB. The Board shall select a well-qualified and ethical Chief Executive Officer and diligently oversee the Chief Executive Officer in the operation of USAB. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- a. Selects, compensates, supports, evaluates, and where appropriate, terminates the Chief Executive Officer and plans for management succession;
- b. Reviews and approves USAB's strategic plan, budget, and corporate performance;
- c. Sets policy and provides guidance and strategic direction to management on significant issues facing USAB;
- d. Reviews and approves significant corporate actions;
- e. Oversees the financial reporting process, communications with stakeholders, and USAB's legal and regulatory compliance program;
- f. Oversees effective corporate governance;
- g. Approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- h. Oversees the financial activities throughout the fiscal year;
- i. Reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- j. Monitors to determine whether USAB's assets are being properly protected;

- k. Monitors USAB’s compliance with laws and regulations and the performance of its broader responsibilities;
- l. Ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis; and
- m. Ensures that athlete safety rules, policies, and procedures comply with the requirements of the USOPC and U.S. Center for SafeSport.

Section 7.3. Diversity of Discussion.

The Board of Directors shall be sensitive to the desirability of diversity at all levels of USAB. The Board shall develop norms that favor open discussion and favor the presentation of different views.

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 Colorado.

Board directors, Committee members (as defined in Section 9) and ARC members (as defined in Section 11) shall have the highest personal and professional integrity, shall have demonstrated exceptional ability and judgment, and shall be effective, in conjunction with the other directors, in serving the long-term interests of USAB. Directors should possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USAB. Directors should have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent directors shall have financial expertise.

Each Board member, Committee member (defined in Section 9) and ARC member (as defined in Section 11) is required to keep current SafeSport certifications; submit annual Conflict of Interest forms that are approved by the Ethics and Grievance committee; and pass and maintain regular background checks. In addition, all board, committee and ARC candidates must meet all applicable eligibility requirements and relevant code(s) of conduct, including those of USAB, the USOPC, the Team USA AC (formerly USOPC AAC) and/or the USOPA.

Athlete board directors, committee members and ARC members must meet the Elite Ten Year Athlete and Elite Ten Year+ Athlete requirements detailed in Section 7.6 (b) below.

Section 7.5. Number.

The Board of Directors shall consist of ten (10) total directors, four (4) of whom shall be independent directors, four (4) of whom shall be athlete directors as defined in section 7.6(b) below, one (1) of whom shall be a coach director, and one (1) of whom shall be an at-large director.

As required by the Act, if a national organization member is identified, then an affiliated organization director seat shall be added to the Board of Directors and there shall be a total of eleven (11) total directors.

In accordance with the Ted Stevens Act, athlete directors shall at all times comprise at least thirty-three and three tenths percent (33.3%) of the membership and voting power of the board. Elite Ten Year Athlete directors, as defined in section 7.6(b) below, shall at all times comprise at least twenty percent

(20%) of the membership and voting power of the Board, and Elite Ten Year or Elite Ten Year+ Athlete directors will comprise the remaining thirteen and three tenths percent or more (13.3% or more) of the membership and voting power of the Board.

Section 7.6. Election/Selection.

The Board of Directors shall have the right, but not the obligation, to provide to the Nominating and Governance Committee with a written description of these specific qualifications, skills and experiences the Board of Directors deems beneficial to the Corporation in filling a vacancy. The Board of Directors shall consider the recommendations made by the Nominating and Governance Committee for Board of Director vacancies, with approval requiring a majority vote. In the event the Board of Directors does not appoint a candidate to fill the vacancy, the Nominating and Governance Committee shall provide the Board of Directors with an alternate candidate(s) according to their procedures. This process shall continue until the position is filled.

For board positions that are elected, USAB shall administer elections to ensure election procedures are followed consistently and appropriately, such as reviewing and validating voter eligibility, and reviewing and validating candidate eligibility (including SafeSport, conflict of interest, grievance and background check statuses).

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

- a. Independent Directors. The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate, four (4) Board directors from among individuals considered to be independent, as that term is defined in Section 7.7.
- b. Elite Athlete Directors. In accordance with the USOPC, Elite Athletes are those individuals: who have represented the United States in badminton as athletes in the Olympic or Paralympic Games, the Pan American Games or Para Pan American Games, and/or the World or Para World Championships. An Elite Ten Year Athlete is one who represented the United States in one or more of these competitions within the previous ten years. An Elite Ten Year+ Athlete is one who represented the United States in one or more of these competitions at any time. Only Elite Ten Year Athletes shall be eligible to vote in the election. Both Elite Ten Year Athletes and Elite Ten Year+ Athletes are eligible to run for election to the USAB Board of Directors.

The four (4) Athlete Board directors shall be elected by athletes as follows:

1. One athlete director shall be USAB's representative to the Team USA Athletes' Commission ("Team USA AC", formerly USOPC Athletes' Advisory Council ("USOPC AAC")).
2. One athlete director shall be USAB's alternate representative to the Team USA AC.
3. Two (2) athlete directors shall be elected by the Elite Ten Year badminton athletes, in separate, staggered elections, to fill the terms defined in section 7.8.4 below, and be the candidate who has the highest vote total and must be either an Elite Ten Year badminton athlete or an Elite Ten Year+ athlete.

Additionally, to be eligible to run for election, an individual shall be a citizen of the United States and eighteen (18) years of age or older when their term is scheduled to begin. The election for USAB's representative and alternate representative to the Team USA AC shall occur after the scheduled close of the Summer Olympic Games but before the first Board meeting of the year following the Summer

Olympic Games.

The four elected athlete directors (See Section 7.6), shall compose the USAB Athletes' Commission, which shall be internally referred to as the USAB Athletes' Representative Commission (ARC), formerly USAB Athletes' Representative Council. Additionally, any athletes elected to the BWF Athletes' Commission and those elected to the BWF Para Athletes' Commission will be ex-officio non-voting members of the ARC.

- c. Coach Director. The Nominating and Governance Committee shall solicit nominations of at least level 1 certified coaches. The nominees will be considered by the Nominating and Governance Committee. The Nominating and Governance Committee shall select at least two (2) individuals, assuming at least two are nominated and meet the minimum requirements, from those nominated who shall then stand for election. All current USAB coach members shall then vote for the Board director. Each USAB coach member shall have one (1) vote. The individual with the highest vote total is elected.
- d. At- Large Directors (one member). The Nominating and Governance Committee shall solicit nominations of individuals from USAB's regions. The nominees will be considered by the Nominating and Governance Committee. From those nominated, the Nominating and Governance Committee shall select one (1) individual from each region who shall then stand for election. All current USAB members shall then vote for one director. Each USAB member club shall have one (1) vote. The individual with the highest vote total is elected.
- e. Affiliate Organization Director. Board of Director privileges for National Organization members will be determined solely by USAB's Board of Directors after a review of the nature, scope, quality, and strength of the National Organization member's programs and competitions in relation to all other Badminton programs and competitions in the United States.\

Section 7.7. Independence.

An "independent director" must be determined to have no material relationship with USAB, either directly or through an organization with a material relationship with USAB. A relationship is "material" if it interferes with the director's independent judgment. The Nominating and Governance Committee shall determine the independence of a director after considering all relevant information concerning that director.

A director of the Board will not be considered independent if, within two years preceding their election:

- a. The director is/was employed by or held any governance position (whether a paid or volunteer position) with USAB, the Badminton World Federation, the Pan American Badminton Confederation, or any other organized Badminton group or entity;
- b. An immediate family member of the director is/was employed by or held any governance position (whether a paid or volunteer position) with USAB, the World Badminton Federation, the Pan American Badminton Confederation, or any other organized Badminton group or entity;
- c. The director is/was affiliated with or employed by USAB's outside auditor or outside counsel;
- d. An immediate family member of the director is/was affiliated with or employed by USAB's

outside auditor or outside counsel as a partner, principal or manager;

- e. The director is/was a Badminton coach, umpire, grassroots or affiliated organization member, or Athletes' Commission/Athletes' Advisory Council member.
- f. The director receives or received any compensation from USAB, directly or indirectly; or
- g. The director is/was an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USAB;
- h. The director is/was the parent or close family member or coach of an athlete that has competed in a Protected Competition; or,
- i. The director is/was a member of the USAB in a membership category that participates in Protected Competitions.

In addition, an Independent Director must maintain an independent perspective by maintaining the requirements above for his/her entire term and any successive term, with exceptions related to their service on the board.

An Independent Director is excepted from the requirement prohibiting them from holding any governance position with USAB or BWF, provided the only governance position they hold is their board position or related to their board position (e.g., a board member does not lose their independence as a result of serving successive terms or serving as a board liaison to the BWF).

An Independent Director is excepted from the requirement prohibiting them from accepting any payment from USAB, provided that all payments received are reimbursements and for approved expenses reasonably incurred as part of their board responsibilities.

Section 7.8. Term for Directors.

Section 7.8.1 General.

The term of office for a director of the Board shall be four (4) years, subject to an overall term limit of two such four-year terms. 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.

When a director is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, (i) if the remaining term is for less than two years, then the director's service during such shortened term will not count towards the eight-year limitation described above; and (ii) if the remaining term is for between two and four years, then the director's service during such shortened term will count as four years towards the eight-year limitation described above.

The term for the Chair will be as provided in Sections 8.3 and 8.6 of these bylaws.

Section 7.8.2 Terms of Office to be Staggered.

The terms of office of members of the Board will be staggered, with the aim that a roughly equal proportion of them will be elected pursuant to these Bylaws every year. The Secretary will maintain a list of Board members, their terms of office and their tenure (start date and end date of board service).

In order to better align Board member terms with these staggered term targets, which were established
(Updated December 9, 2024)

in 2019 by the USOPC, the following one-time term adjustments will apply: a) the term of one independent director will complete an open seat through December 31, 2019 and continue for an initial four-year term ending on December 31, 2023; b) the term of one independent director will complete an open seat through December 31, 2020 and continue for an initial four-year term ending on December 31, 2024; c) the term of one independent director will complete an open seat through December 31, 2021 and continue for an initial four-year term ending on December 31, 2025.

Section 7.8.3 Term Completions.

The Board members’ staggered terms will end on December 31 of applicable years and new Board members’ terms of office will begin on January 1 of applicable years; provided, however, that each director will hold office until such director’s successor will have been elected and qualified, or until such director’s earlier death, disability, resignation, disqualification, incapacity or removal.

Section 7.8.4 Mapping of Staggered Terms by Director Roles

Board Director Role	4-Year Term Calculation:	Example 4-Year Term:
Athlete Director who is the elected USAB representative to the TEAM USA AC	January 1 of [Summer Olympic Year + 1] to December 31 of [Summer Olympic Year + 4]	January 1, 2021 to December 31, 2024
Athlete Director who is the elected USAB alternate representative to the TEAM USA AC	January 1 of [Summer Olympic Year + 1] to December 31 of [Summer Olympic Year + 4]	January 1, 2021 to December 31, 2024
Athlete Director who is an Elite Ten Year or Elite Ten Year+ badminton athlete, elected by Elite Ten Year badminton athletes	January 1 of [Summer Olympic Year] to December 31 of [Summer Olympic Year + 3]	January 1, 2020 to December 31, 2023
Athlete Director who is an Elite Ten Year or Elite Ten Year+ badminton athlete, elected by Elite Ten Year badminton athletes	January 1 of [Summer Olympic Year + 2] to December 31 of [Summer Olympic Year + 5]	January 1, 2022 to December 31, 2025
Coach Director	January 1 of [Summer Olympic Year + 1] to December 31 of [Summer Olympic Year + 4]	January 1, 2021 to December 31, 2024
At-Large Director	January 1 of [Summer Olympic Year + 3] to December 31 of [Summer Olympic Year + 6]	January 1, 2023 to December 31, 2026
Independent Director	January 1 of [Summer Olympic Year] to December 31 of [Summer Olympic Year + 3]	January 1, 2020 to December 31, 2023
Independent Director	January 1 of [Summer Olympic Year + 1] to December 31 of [Summer Olympic Year + 4]	January 1, 2021 to December 31, 2024
Independent Director	January 1 of [Summer Olympic Year + 2] to December 31 of [Summer Olympic Year + 5]	January 1, 2022 to December 31, 2025
Independent Director	January 1 of [Summer Olympic Year + 3] to December 31 of [Summer Olympic Year + 6]	January 1, 2023 to December 31, 2026

Section 7.9. Term Limits.

See section 7.8.1.

Section 7.10. Director Attendance.

Directors of the Board are expected to attend in person all regularly scheduled Board meetings. Each director must attend a minimum of at least one-half (1/2) of the Board meetings during any twelve-month (12) period.

Section 7.11. Resignation, Removal, and Vacancies.

A director's position on the Board may be declared vacant upon the director's resignation, removal, incapacity, disability, or death. Any director may resign by giving written notice to the Chair of the Board, except the Chair's resignation shall be given to the 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.

The Board shall remove directors if they fail to attend at least one-half (1/2) of the regular meetings of the Board during any twelve-month (12) period unless they are able to demonstrate to the other directors of the Board that the presence of exigent circumstances caused and excused the absences. In such cases, the absent director can be removed upon the affirmative vote of a majority of the board's voting power (not including the voting power of the absent director). Directors may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). Directors may also be removed without 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).

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

Section 7.12. Regular and Special Meetings.

The Board of Directors shall meet at regularly scheduled meetings at least two (2) times per year, one of which may be held remotely. The required in-person meeting may also be held remotely if the following occurs to interrupt the meeting, including but not limited to acts of God, compliance with any order or request of any governmental authority, fires, floods, explosions, accidents, riots, strikes or other concerted acts of works, whether direct or indirect or any other causes, whether or not of the same class or kind as those specifically named above, which are not within the reasonable control of USAB. The Board shall hold at least one (1) meeting semiannually. Special meetings of the Board shall be held upon the call of the Chair or the written request of not less than fifty (50) percent of the Board. The Chair shall set the time and place of any special meeting. If the Chair has not set the time and place of a legally called special meeting within 30 days of receipt of the request, the person calling for the meeting shall do so.

Section 7.13. Notice of Meetings.

Notice of each meeting of the Board of Directors stating the date, time, and place of the meeting, and in

the case of a special meeting, the purpose for which the meeting is called shall be given to each director of the Board by or at the direction of the Chair of the Board. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, by facsimile, 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), to the director's facsimile telephone number, or to the director's email address. Written notice shall be delivered no fewer than thirty (30) 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 a 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. Such notice shall be delivered to the director (or to such other individual provided by the director for such purpose). Oral notice is effective when communicated. The method of notice need not be the same for each director.

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

Section 7.14. Quorum.

The presence of a majority of the directors of the Board at the time of any meeting constitutes a quorum for the transaction of business, and the act of a majority of directors on the Board constitutes the act of the Board.

Section 7.15. Voting by Proxy.

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

Section 7.16. 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 thereof or shall forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7.17. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, will be signed by directors or committee members (as applicable) representing at least two-thirds of the voting power of the directors or committee members then in office and entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) will have the same force and effect as a vote of the directors or committee members. In the event of a conflict between this Section and Section 7.18 of these Bylaws, the provisions of Section 7.18 will control.

Section 7.18. 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 Chair of the Board, the urgency of the case requires such action. To establish a quorum in such instances, 'presence of a majority' as required under Section 7.15 above shall mean the receipt by a majority of the mail, electronic mail, telephone, or facsimile of the business at hand. However, if directors holding at least one-third of the voting power of the directors then in office indicate their unwillingness to decide such a matter in such a manner, the Chair must call a meeting of the corporation Board to determine the question at issue. Minutes of Board meetings may in all instances be voted upon for approval via email, but if directors holding at least one-third of the voting power of the directors then in office express concerns about the minutes, the vote will be delayed until the matter can be discussed at the next meeting of the Board.

Section 7.19. Agenda.

The Board of Directors' meeting agenda shall be set by the Chair of the Board after consultation with the Chief Executive Officer. Any director of the Board may request that items be placed on the Board's agenda. Per the USAB Conflict of Interest Policy, members must declare conflicts with any anticipated agenda item at the start of each USAB Board of Director meeting. These disclosures must be recorded in the minutes and the associated recusal from the applicable agenda item.

Section 7.20. Questions of Order and Board Meeting Leadership.

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

Section 7.21. 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 7.22. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board of Directors shall be open to USAB members as observers. The Chair of the Board, with the consent of a majority of the directors of the Board in attendance, may convene an executive session to consider and discuss any sensitive matter. Further, the Chair of the Board may open a meeting of the Board to non-USAB members, with the consent of a majority of the directors of the Board in attendance.

Section 7.23. Minutes of Meetings.

The minutes of all meetings of the Board of Directors shall be published on USAB's website. Every reasonable effort will be made to post the minutes within forty-five (45) days after the completion of the meeting.

Section 7.24. Compensation.

Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USAB's policies. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of USAB in any other capacity, provided that the Ethics Committee approves the rendering of such services and such compensation.

The USAB will cover reasonable travel expenses for Athlete Directors to attend in-person board meetings. Travel expenses must comply with USAB financial policies and procedures.

Section 7.25. Board International Federation Delegate.

7.25.1. Role and Responsibilities.

The International Federation Delegate of the Board ("IFD"), along with the Chief Executive Officer, pursuant to Section 14.3, is responsible for representing the Board of USAB at meetings of the Badminton World Federation (BWF) and Pan American Badminton Confederation (PABC). The IFD will submit a written report of activity from international meetings and any follow-on meetings or communications to the Chair no later than 30 days after any event or activity.

7.25.2. Election/Selection.

The Board will select the IFD with a majority vote at the beginning of each odd-numbered year, after the Chair election has been completed, ideally at the first board of directors meeting but no later than March 31, and at least 30 days before an annual meeting by the BWF or PABC. Should the election involve more than two candidates and result in such a way that no IFD candidate has the majority vote, then the candidate with the least number of votes shall be eliminated, and the election will be re-run. If there are only two candidates and a tie remains, then the Chair shall appoint the IFD from the final two IFD candidates.

7.25.3. Tenure.

The term of the IFD will be two (2) years, starting January 1 or the date of the election in the odd-numbered year, to December 31 of the following even-numbered year. See Section 7.25.5 for term limits.

7.25.4. Qualifications.

- a. The IFD must be a USAB member in good standing, above the age of 18, with a current United States passport and no international travel restrictions.
- b. A sitting member of the board must nominate candidates.
- c. To be nominated, a candidate must be a USAB member in good standing, with a current background check on file and a current Safe Sport certification of completion on file with the USAB office.

7.25.5. Term Limits.

IFD representatives are term-limited to five (5) terms.

7.25.6. IFD Removal, Resignations, Vacancies, and Temporary Absences.

- a. Should the IFD position be vacant or held by an individual whose term has expired, the Chair of the Board shall serve as the IFD on an interim basis until the next meeting of the
- b. Board, where the board will elect another IFD candidate to complete the remainder of the IFD term.
- c. If the Chair is unable or unwilling to fulfill the duties of the IFD, the Chair will designate a willing and able current or former Board member to serve in the IFD role on an interim basis until the next meeting of the Board, where the Board shall elect an IFD candidate to complete the remainder of the IFD term.
- d. Should the IFD not be able to attend an international meeting (temporary absence), they shall inform the Chair. The Chair shall appoint an individual to represent the IFD for the specified international event. This individual shall have full IFD privileges for the duration of that international meeting and must comply with all IFD requirements for that international meeting.
- e. The Board may remove the IFD if they are 1) unable to attend the annual general meeting (AGM) of the BWF and the AGM of the PABC, or 2) fail to attend/participate in at least one-half (1/2) of the regular international meetings (including online meetings and teleconferences) during any twelve (12) month period, by an affirmative vote of a majority of the voting power of the Board. The IFD may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board. The IFD 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.

7.25.7. Compensation

The IFD shall not receive compensation for their services and travel expenses, although reasonable expenses may be paid or reimbursed in accordance with USAB's policies. The IFD shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of USAB in any other capacity, provided that the rendering of such services and such compensation are approved in advance, in writing, by the Ethics Committee.

SECTION 8.

OFFICERS

Section 8.1. Designation.

The officers of USAB shall be a Chair of the Board and a Secretary.

Section 8.2. Election/Selection.

The Board of Directors shall elect from among the directors of the Board, by majority vote, a Chair. The election shall be held at the Board's first meeting of each quadrennium, which means the four-year period that begins on the first day of January after the summer Olympic Games and extends until the last day of December following the next summer Olympic Games. The newly elected Chair shall take office immediately.

The Chair shall select a Secretary, and an Assistant Secretary if needed. The Board shall approve any Secretary or Assistant Secretary.

Section 8.3. Term and Term Limits.

The Chair shall be elected for a four-year term as Chair, which may or may not coincide with their term as a board member. If the Chair's term exceeds their board director term, they will continue in the board seat until the Chair term expires as more fully described in Section 8.3 below.

The Chair may serve a maximum of three four-year terms in total (i.e., the Chair may serve one additional four-year term in their category of director (as specified in Section 7.6 of these Bylaws) over and above the two-term general limit set out in Section 7.8 of these bylaws), in each case subject to their re-election. The Chair shall hold office until the Chair's successor has been duly elected and has been qualified, or until the Chair's earlier death, resignation, disability, disqualification, incapacity or removal.

If a board director serves for longer than eight total years on the Board by virtue of being the Chair, and is subsequently removed from the Chair position, such director shall, unless the corporation Board determines otherwise, complete their then current four-year term as a director.

When a Chair is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a Chair, (i) if the remaining term is for less than two (2) years (i.e. less than 50% of the term), then the director's service during such shortened term will not count towards the three four-year term limitation described above; and (ii) if the remaining term is for between two (2) and four (4) years (i.e. 50% or more of the term), then the director's service during such shortened term will count as a term towards the three four-year term limitation described in Section 8.3 above. The newly elected Chair shall take office immediately.

Effective January 1, 2024, the term of the Chair was changed from two years to four years to align with the USOPC (Section 3.9.2 of the USOPC bylaws). In order to be consistent with the current term limit described in Section 8.3 above, any director who served as Chair for two (2) two-year terms during the

period from January 1, 2019 through December 31, 2024 will be counted as having served one (1) four-year term, and will be eligible to serve one additional four-year term as Chair.

Section 8.4. Authority and Duties of Officers.

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

- a. Chair of the Board. The Chair shall: (i) set all meeting and meeting agendas, (ii) preside at all meetings of the Board of Directors, (iii) see that all Board commitments, resolutions, and oversight are carried into effect, and (iv) exercise such powers and perform such other duties as from time to time may be assigned by the Board.
- b. Secretary. The Secretary shall: (i) keep the minutes of the proceedings of the Board;
- c. (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be the custodian of the corporate records; (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 Chair or by the Board.
- d. Assistant Secretary. An Assistant Secretary, if any, shall have the same duties and powers as the Secretary.

Section 8.5. Restrictions.

Officers of USAB shall perform their functions with due care. No individual may serve simultaneously as an officer of USAB and as an officer of an organization holding membership in USAB or as an officer of another amateur sports organization recognized by the USOPC as a National Governing Body.

Section 8.6. Term Limits.

See Section 8.3.

Section 8.7. Resignation, Removal, and Vacancies.

An officer's position with USAB may be declared vacant upon the officer's resignation, removal, incapacity, disability, or death. The Chair of the Board may resign at any time by giving written notice to the Board. The Secretary or Assistant Secretary of the Board, if any, may resign by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Chair may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). The Chair 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 or Assistant

Secretary, if any, may be removed by the Chair, with or without cause.

Any vacancy in the Chair shall be filled by the Board by majority vote. A Chair elected to fill a vacancy shall be elected for the unexpired term of such Chair's predecessor in office. A vacancy in the office of Secretary, or Assistant Secretary, if any, shall be filled by the Chair of the Board as provided above.

Section 8.8. Compensation.

The Chair of the Board shall not receive compensation for their service as Chair, although the reasonable expenses of the Chair may be paid or reimbursed in accordance with USAB's policies. The Chair is disqualified from receiving compensation for services rendered to or for the benefit of USAB in any other capacity unless the rendering of such services and such compensation are approved by the Ethics Committee.

SECTION 9.

COMMITTEES

Section 9.1. Designation.

USAB shall have the following standing committees: a Financial Audit Committee (formerly named the Audit Committee), an Ethics and Grievance Committee (Ethics Committee, formerly named the Ethics/Judicial Committee), a Nominating and Governance Committee, and a High Performance/Para High Performance Committee (also known as the High Performance Advisory Group (HPAG)). The Board of Directors may appoint such other committees, advisory groups, and task forces as the Board deems to be necessary and appropriate. The decision to appoint or not appoint and to terminate such a committee, advisory group or task force shall be exclusively at the Board's discretion.

Each committee shall establish procedures for conducting its business and affairs. Such procedures shall be published and made available on USAB's website.

Section 9.2. Qualifications.

Each committee or task force member must be in good standing in USAB and be at least 18 years of age.

Section 9.3. Number.

Membership on standing committees shall not exceed six (6) individuals. Standing committees, advisory groups and task forces shall be of the minimum number possible to permit both conduct of the sport and appropriate board governance. Each non-standing committee shall elect its chair.

Section 9.4 Selection.

Procedures for filling a committee vacancy (other than the Audit Committee, which is specified in Section 9.13) are as follow:

- i. USAB shall announce the vacancy to eligible constituents, including relevant information (i.e., committee responsibilities, eligibility requirements, deadline, identification of individuals serving on the Nominating and Governance Committee, Conflict of Interest Policy) in the vacancy announcement;
- ii. The Nominating and Governance Committee shall review committee nominations and, if appropriate, interview candidates. Members of the Nominating and Governance Committee shall comply with the Conflict of Interest Policy and identify any potential conflict with the candidate list prior to participating in the review process;
- iii. The Nominating and Governance Committee recommends committee candidates to the Board of Directors. The Nominating and Governance Committee's recommendations shall include a brief written description that sets forth the opinions of the Nominating and Governance Committee regarding each candidate's qualifications, skills, and/or experiences;

- iv. The Board of Directors reviews recommendations and approves committee selections and/or requests additional exploration for committee representation.

Section 9.5. Athlete Representation.

All committees shall have at least thirty-three and one third percent (33-1/3%) Elite Ten Year Athlete and/or 10+ Year Elite Athlete representation, in accordance with the Ted Stevens Act. All committees shall have athlete representation in accordance with the USOPC's requirements, as defined in the USOPC bylaws, Sections 8.5.3, 8.5.4 and 8.5.5.

Section 9.6. Term.

For all standing and other committees, a USAB Board member may serve until their term as a director expires. All other (non-USAB Board) members may serve an initial term of four years and will be eligible for a second four-year term. Such members will not be eligible to serve for more than two consecutive terms. A committee member shall remain on the committee until the committee member's successor is appointed or until the committee member's earlier resignation, removal, incapacity, disability, or death.

The term for all task force members shall be until their assignment is concluded, but in any event, shall not exceed a period of four (4) years.

Section 9.7. Term Limits.

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

Section 9.8. Committee Member Attendance.

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

Section 9.9. Resignation, Removal, and Vacancies.

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

Committee or task force members may be removed by the Board if they fail to attend/participate in at least one-half (1/2) of the regular committee or task force meetings during any twelve-month (12) period, unless they can demonstrate to the directors of the Board or the Chief Executive Officer if appointed by the Chief Executive Officer, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force member can be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a director) or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee

members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a director), or upon the determination of the Chief Executive Officer if appointed by the Chief Executive Officer. Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question, if also a director), or upon the determination of the Chief Executive Officer if appointed by the Chief Executive Officer.

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

Section 9.10. Open and Executive Meeting Sessions.

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

Section 9.11. Minutes of Meetings.

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

Section 9.12. Compensation.

Committee and task force members shall not receive compensation for their services as committee or task force members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with USAB's policies. Committee and task force members who are not directors of the Board may receive compensation for services rendered to or for the benefit of USAB in any other capacity, provided that the rendering of such services and such compensation are approved by the Ethics Committee.

Section 9.13. Financial Audit Committee.

The Financial Audit Committee (formerly Audit Committee, but renamed to avoid confusion with other Audits such as USOPC Compliance Audits and SafeSport Audits) will be comprised in accordance with, governed pursuant to and perform those duties as contained in those sections set forth below:

Section 9.13.1 Appointment and Composition.

The USAB Board will nominate the members of the Financial Audit Committee and its chair, and the Board will vote to approve each nomination. The committee will consist of at least three and not more than six members, all of whom will be members of the Board.

In accordance with the Ted Stevens Act, at least 33.3% of the voting power of the committee will be Elite Athlete representatives; and at least 20% of the committee members will be Ten Year Athletes.

All members of the committee must be financially literate, and at least one member must have accounting or financial management expertise. (In order to maintain compliance with the Ted Stevens Act, the board may vote to waive the financial literacy requirement for athlete directors.)

Section 9.13.2 Term.

Each Financial Audit Committee member may serve until their term as a director expires.

Section 9.13.3 Responsibilities

The responsibilities of the Financial Audit Committee will include the following

- a) to discuss with management the annual audited financial statements and quarterly financial statements including matters required to be reviewed under applicable legal, regulatory or other requirements;
- b) to approve the corporation’s financial statements prior to presentation to the Board for approval;
- c) to select the independent auditor to examine USAB’s accounts, controls and financial statements (the committee will have the sole authority to approve all audit engagement fees and terms and the committee must pre-approve any additional service provided to USAB by the independent auditor);
- d) to review USAB’s financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the corporation’s financial statements, including alternatives to, and the rationale for, the decisions made;
- e) to review, with the CEO, USAB’s internal system of audit and financial controls and the results of internal and independent audits;
- f) to conduct such other activities as may be requested or assigned by the Board or as set forth in these Bylaws.

Section 9.14. Ethics and Grievance Committee (Ethics Committee, formerly Ethics/Judicial Committee).

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

- a. No director of the Board shall be appointed to the Ethics and Grievance Committee.
- b. The committee shall consist of up to six (6) members to ensure, at any one time, proper

participation in the decision-making process with regard to athletes, disciplines, and independent members of the Committee.

- c. The Board of Directors shall appoint the Ethics and Grievance Committee Chair. In accordance with Section 9.4, the athlete representatives shall be appointed by the USAB ARC, one of whom must be an Elite Ten-Year Athlete. The Chair shall appoint the remaining two (2) committee members.
- d. The Ethics and Grievance Committee shall –
 - 1. Develop, and review on an annual basis, a Code of Ethics for the Board, officers, committee and task force members, volunteers, staff, and member organizations for adoption by the Board;
 - 2. Generally, administer and oversee compliance with the Code of Ethics;
 - 3. Review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
 - 4. Review and guide ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff, and USAB members;
 - 5. Generally, administer and oversee all administrative grievances and right to participate matters filed with USAB;
 - 6. Identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
 - 7. Hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters;
 - 8. Perform such other duties as assigned by the Board.

Section 9.15. Nominating and Governance Committee.

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

- a. The Nominating and Governance Committee shall have up to six (6) members and will be formed as follows:
 - 1. One (1) individual will Chair the Nominating and Governance Committee and will be appointed by the Board of Directors
 - 2. One (1) individual who is elected by the previous Nominating and Governance Committee
 - 3. One (1) individual who is independent as defined in these Bylaws, who is elected by the Board of Directors.
 - 4. One (1) or two (2) athletes, who are appointed by the USAB ARC, in accordance with the Ted Stevens Act (33.3% athlete participation) and Sections 7.4 and 9.4.
 - 5. If the Nominating and Governance Committee has three (3) members, then Sections 9.15.a.1, 9.15.a.2 and 9.15.a.4 shall apply.
- b. The Nominating and Governance Committee shall:

1. Identify and evaluate prospective candidates for the Board;
2. Recommend individuals to serve on the Board as provided in these Bylaws;
3. Recommend, as requested by the Board, individuals to serve on various committees, advisory groups, and task forces;
4. Consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
5. Develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces;
6. Perform such other duties as assigned by the Board.

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

1. The candidate's contribution to the effective functioning of USAB;
2. Any potential or impending change in the candidate's principal area of responsibility with their company or in his or her employment;
3. Whether the candidate continues to bring relevant experience to the Board;
4. Whether the candidate can attend meetings and fully participate in the activities of the Board;
5. The candidate's reputation for personal integrity and commitment to ethical conduct;
6. Whether the candidate has developed any relationships with another organization or other circumstances have arisen that might make it inappropriate for the director to continue serving on the Board; and
7. Any other qualification the Nominating and Governance Committee deems appropriate to select a qualified and capable director.

Section 9.16. High Performance Committee / Para High Performance Committee (HPC, also known as High Performance Advisory Group (HPAG)):

- a. The High Performance Committee shall consist of up to six (6) members. The Para High Performance Committee shall consist of up to six (6) members. Members, including the chair, can serve on the both committees at the same time, subject to the term limits applicable to them with regard to each committee.
- b. Composition. The HPC members shall consist of:
 - a. The USAB board member who is the Coaching Director,
 - b. The USAB CEO (NGB staff)
 - c. The USAB Director of Para (NGB staff)
 - d. The USAB athlete board member who is USAB's Team USA AC representative
 - e. The USAB athlete board member who is USAB's Team USA AC alternate representative
- c. The responsibilities of the High Performance Committee and Para High Performance Committees shall be as follows, with regard to the High Performance Program activities serving able-bodied athletes and athletes with disabilities (respectively):
 1. Approve selection procedures or other policies as needed for national teams and international events, or the operation of the High Performance Program;

Note that selection criteria for individuals and teams shall be (i) fair, as determined by the

USOPC in consultation with USAB and the USA ARC, and in compliance with the IPC Athlete Classification Code and International Standards; (ii) clearly articulated in writing and properly communicated to athletes in a timely manner; and (iii) consistently applied, using objective and subjective criteria appropriate for the sport.

2. Review and update existing Athlete Letter of Agreements on an annual basis;
3. Review and update existing Athlete Code of Conduct on an annual basis;
4. Consult with the Coaching and Junior Advisory Groups on shared issues;
5. Oversee the operation of the High Performance Program, and provide any recommendations for improvement to the High Performance Chair, the CEO or to the Board as appropriate;
6. Advise the High Performance Chair and the CEO on the development and implementation of the USAB High Performance Plan; and
7. Perform such other duties as assigned by the Board.

SECTION 10.

ANNUAL BADMINTON ASSEMBLY

Section 10.1. Purpose.

There shall be an annual Badminton Assembly at which all individual and organization members and other Badminton constituencies shall gather and provide input to the Board of Directors on important issues confronting the organization. The Board and the Chief Executive Officer shall provide a report on the "State of USA Badminton," addressing issues of concern and importance to USAB. Individual and organization members and other Badminton constituencies may ask the Board and Chief Executive Officer for a response. The annual Badminton Assembly shall be purely advisory and have no rulemaking, budgetary, legislative, or other authority. The Board shall determine the agenda of the annual Badminton Assembly.

Notwithstanding the foregoing, an annual meeting of the voting members is not required. Section 10.2. Place.

The annual Badminton Assembly may be held in person or by conference call. If it is in person, it should be held in conjunction with either a meeting of the Board of Directors or a major USAB competition.

Section 10.3. Notice.

Notice of the annual Badminton Assembly stating the method and details of the Assembly shall be posted on the website of USAB no fewer than thirty (30) days before the meeting date.

SECTION 11.

USAB ATHLETES' REPRESENTATIVE COMMISSION (ARC)

Section 11.1. Designation.

USAB shall have an NGB Athletes' Advisory Council, see Section 7.6b, which shall be referred to internally as the Athlete's Representative Commission (ARC). This change eliminates confusion between the Team USA AC (formerly USOPC AAC) and the internal USAB athlete representative body.

Section 11.2. Qualifications.

See Sections 7.4 and 7.6.

Section 11.3. Election/Selection.

See Sections 7.6 and 7.8.

Section 11.4. Tenure.

See Sections 7.6 and 7.8.

Section 11.5. Term Limits.

See Sections 7.6 and 7.8.

Section 11.6. Chair.

The USAB ARC shall elect a chair from among its members, by majority vote. The chair's term of office shall be four (4) years. The newly elected chair shall take office immediately. The chair shall hold office until the chair's successor is elected and qualified or until the chair's earlier resignation, removal, incapacity, disability, or death.

Section 11.7. Board of Directors.

See Section 7.6.

Section 11.8. Procedures.

The USAB ARC shall establish procedures for conducting its business and affairs. Such procedures, including but not limited to bylaws, meeting minutes and election procedures, shall be published and available on USAB's website.

Section 11.9. Open and Executive Meeting Sessions.

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

may specifically designate and call an executive session. Further, the chair may open a meeting of the USAB ARC to non-USAB members, with the consent of a majority of the members of the Council in attendance.

Section 11.10. Compensation.

USAB ARC members shall not receive compensation for their services as USAB ARC members. USAB may pay for the reasonable expenses of all members of the USAB ARC to attend USAB ARC meetings. In addition, USAB shall pay for the reasonable expenses of the athlete Board directors to attend USAB Board meetings.

SECTION 12.

USOPC TEAM USA ATHLETES' COMMISSION (TEAM USA AC), FORMERLY USOPC ATHLETES' ADVISORY COUNCIL (AAC)

Section 12.1. Designation.

USAB shall have a representative and an alternate representative to the USOPC Team USA Athletes' Commission ("Team USA AC"), formerly USOPC Athletes' Advisory Council (USOPC AAC).

Section 12.2. Qualifications.

Those individuals who have represented the United States as athletes in the Olympic or Paralympic Games, the Pan American Games, Para Pan American Games, World or Para World Championships, or a USOPC-designated Operation Gold badminton event within the ten (10) year period before December 31 of the year in which the election is held shall be eligible to run for election to the USOPC Athletes' Advisory Council. Additionally, to be eligible to run for election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. Athletes cannot be paid USOPC or USA Badminton employees or participate in national selection tournaments while simultaneously serving on the Team USA AC. For clarification, the elected USOPC athlete representative cannot participate in national team trials event during their term of service.

Section 12.3. Election/Selection.

Those individuals who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships, or a USOPC-designated Operation Gold badminton event within the ten (10) year period before December 31 of the year in which the election is held shall be eligible to vote in the election. The term "other major international competition," as used herein, means only a competition designated by the USOPC as an Operation Gold competition. Additionally, to be eligible to vote in the election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. The election shall occur after the conclusion of the Summer Olympic Games, but before January 1 of the year following the Summer Olympic Games. The individual with the highest vote total is elected as athlete representative to the Team USA AC and shall serve in that capacity on the Board of Directors of USAB. The individual with the second-highest vote total shall serve as an alternate USOPC representative to the Team USA AC. If it is necessary to replace the Team USA AC Representative during the four-year term, the Team USA AC Alternate automatically takes the place of the Team USA AC Representative, and an election shall be held to select a new Team USA AC Alternate using the above procedure and requirements including the gender restriction for the remainder of the term.

Section 12.4. Tenure.

The term for all representatives to the Team USA AC shall be for four (4) years. A representative shall remain on the Team USA AC until the representative's successor is elected and qualified or until the representative's earlier resignation, removal, incapacity, disability, or death.

Section 12.5. Term Limits.

No representative to the Team USA AC shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

SECTION 13.

USOPC NATIONAL GOVERNING BODIES' COUNCIL

Section 13.1. Designation.

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

Section 13.2. Election/Selection.

The Chief Executive Officer shall represent USAB to the USOPC National Governing Bodies' Council. The Chair of the Board shall be USAB's alternate representative to the USOPC National Governing Bodies' Council.

SECTION 14.
CHIEF EXECUTIVE OFFICER

Section 14.1. Designation.

USAB shall have a Chief Executive Officer.

Section 14.2. Tenure.

The Board of Directors shall employ the Chief Executive Officer for whatever term the Board deems appropriate. The Chief Executive Officer may be removed by the Board at any time, with or without cause, but removal shall not affect the Chief Executive Officer's contract rights, if any. If the Chief Executive Officer has a contract of employment with USAB, the contract shall provide that the Board may terminate the Chief Executive Officer's employment with or without cause. The Chief Executive Officer shall be responsible to the Chair of the Board.

Section 14.3. Secretary-General.

The Chief Executive Officer shall serve as Secretary-General of USAB, and in that capacity, along with the Board International Federation Delegate (IFD) under Section 7.25, shall represent USAB in relations with the international sports federation for the sport of Badminton recognized by the International Olympic Committee (currently the Badminton World Federation (BWF)), the Pan American Badminton Confederation (PABC) and at international badminton functions and events. The Chair of the Board shall be USAB's alternate Secretary General and representative in relations with the BWF and PABC and at international badminton functions and events.

Section 14.4. Responsibilities.

The Chief Executive Officer shall:

- a. Develop a strategy for achieving USAB's mission, goals, and objectives and present the strategy to the Board of Directors for approval.
- b. Prepare and submit quadrennial and annual budgets to the Board for approval.
- c. Determine the staff needed to effectively carry out USAB's mission, goal, and objectives within USAB's budget.
- d. Oversee the hiring and termination of all staff.
- e. Either directly, or by delegation, manage all staff functions.
- f. Be responsible for resource generation and allocation of resources.
- g. Coordinate USAB's international activities with the Chair of the Board, and act as USAB's spokesperson.

h. Perform all functions as usually pertain to the office of Chief Executive Officer.

SECTION 15.

GRIEVANCE PROCEDURES

Section 15.1. Designation of Complaints.

The following kinds of grievances may be filed with USAB:

- a. Administrative. USAB or any member of USAB may file a grievance about any matter within the cognizance of USAB, including but not limited to any alleged violation of or grievance concerning: (i) any USAB rule or regulation, (ii) any provision of USAB's Bylaws, (iii) alleged non-compliance of USOPC Bylaws, or (iv) any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USAB's recognition as a National Governing Body;
- b. Exception: Allegations of emotional, physical, and sexual misconduct are subject to the policies and protocols of the USAB Safe Sport Policy and the U.S. Center for SafeSport.
- c. Right to Participate. Any athlete, coach, trainer, manager, administrator, or official may file a grievance pertaining to any alleged denial, or alleged threat to deny, of that individual's opportunity to compete or participate in a Protected Competition or USAB-sanctioned competition.
- d. NGB Compliance. Any USAB member may file a grievance alleging noncompliance with the USOPC's Compliance Standards for National Governing Bodies.
- e. Field of Play. An Athlete may file a grievance related to a competition only if a field of play decision was (a) outside the authority of the officials' authority to make it or (b) the product of fraud, corruption, partiality, or other misconduct of the official.

Section 15.2. Jurisdiction.

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

Section 15.3. Manner of Filing.

Pursuant to the USAB [Grievance Procedures](#), the complainant (or the complainant's parents or legal guardian if a minor) shall file the complaint via the Notice of Grievance Form (Exhibit A of the USAB Grievance Procedure, and all necessary supporting materials, at his or her own expense.

The USAB Grievance Procedures and the USAB Bylaws cross-reference each other and are updated as needed to align with the USOPC NGB Implementation Guide and the USOPC Bylaws. Should the Grievance Procedures and Bylaws become out of sync, the most recent updates shall apply.

Section 15.4. Filing Fee.

A \$100.00 filing fee shall accompany a grievance filed by an individual. A complaint filed by an organization shall be accompanied by a \$250.00 filing fee, except that USAB is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of

significant financial hardship. If such a request is made, the Board of Directors shall determine whether or not to reduce or waive the filing fee.

Section 15.5. Statute of Limitations.

A complaint filed under these Bylaws shall be filed pursuant to the USAB Grievance Procedures.

Section 15.6. Doping Decisions.

A decision concerning a doping violation adjudicated by the independent anti-doping organization designated by the USOPC to conduct drug testing (currently the United States Anti-Doping Agency) shall not be reviewable through, or the subject of, these complaint procedures.

Section 15.7. Field of Play Decisions.

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

Section 15.8. Administration.

Administration of grievances shall be pursuant to the USAB Grievance Procedures. The Ethics Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USAB.

Section 15.9. Arbitration.

Any party may appeal a decision of the hearing panel to the American Arbitration Association. The arbitrator appointed by the American Arbitration Association shall have the authority to hear the matter anew or if requested by a party to render a decision on a more limited review. Either party may submit the hearing panel's decision to the arbitrator for the arbitrator's consideration. The arbitrator may give whatever weight or authority to the hearing panel's decision the arbitrator deems appropriate.

SECTION 16.
SANCTIONING EVENTS

Section 16.1. Prompt Review of Request.

USAB shall promptly review every request submitted by an amateur sports organization or person for a sanction and decide on such request: (i) to hold an international, national, regional, or local amateur athletic competition in the United States, or (ii) to sponsor U.S. Badminton athletes to compete in an international athletic competition held outside the United States.

Section 16.2. Standard for Review.

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

Section 16.3. Requirements for Holding an International, National, Local or Regional Amateur Athletic Competition in the United States.

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

- a. Submits, in the form required by USAB, an application to hold such competition;
- b. Pays to USAB the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory; and
- c. Demonstrates that –
 1. Appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 2. Appropriate provision has been made for validation of records which may be established during the competition;
 3. Due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 4. Qualified officials will conduct the competition;

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

Section 16.4. Requirements for Sponsoring U.S. Badminton Athletes to Compete in an International Athletic Competition Held Outside the United States.

An amateur sports organization or person requesting a sanction to sponsor U.S. Badminton athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

- a. Submit, in the form required by USAB, an application to sponsor an athlete in such competition;
- b. Pays to USAB any required sponsorship 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 to United States amateur athletes compete in international amateur athletic competitions, and
- d. Submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that –
 1. Appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 2. Appropriate provision has been made for validation of records which may be established during the competition;
 3. Due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 4. Qualified officials will conduct the competition;
 5. Proper medical supervision will be provided for athletes who will participate in the competition; and
 6. Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

SECTION 17.
RECORDS OF THE CORPORATION

Section 17.1. Minutes.

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

Section 17.2. Accounting Records.

USAB shall maintain appropriate accounting records.

Section 17.3. Membership List.

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

Section 17.4. Records in Written Form.

USAB 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.

USAB shall maintain a website for the dissemination of information to its members. USAB shall post on its website its Bylaws. Additionally, USAB shall post its most recent annual financial statement and 990 Form filed with the Internal Revenue Service on its website.

Section 17.6. Records Maintained at Principal Office.

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

- a. The articles of incorporation;
- b. These Bylaws;
- c. Rules or regulations adopted by the Board of Directors about the administration of the sport of Badminton;
- d. The minutes of all meetings of the Board of Directors and records of all action taken by the Board without a meeting for the past three (3) years;
- e. All written communications within the past three (3) years to the members generally as the members;
- f. A list of the names and business or home addresses of the current directors and officers;

- g. A copy of the most recent corporate report delivered to the Colorado secretary of state;
- h. All financial statements prepared for periods ending during the last three (3) years;
- i. USAB'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 USAB 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 the Principal Office.** A member shall be entitled to inspect and copy, during regular business hours at USAB's principal office, any of the records of USAB described in Section 17.6., except any personal information such as home addresses, telephone numbers, etc. of USAB Staff and Board Members provided that the member gives USAB written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.
- b. **Financial Statements.** Upon the written request of any member, USAB shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and the results of its operations.
- c. **Membership List.**
 - 1. **Preparation of Membership Voting List.** After determining the members entitled to vote in an election, USAB shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show each member entitled to vote, that member's name and address, the category they can vote in, and the number of votes the member is entitled to cast.
 - 2. **Right of Inspection.** A member shall be entitled to inspect and copy, during regular business hours at USAB's principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least three (3) months immediately preceding the demand to inspect or copy, (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (iii) the member gives USAB written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list, (iv) the member describes with reasonable particularity the purpose for the inspection, and (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, before such inspection and copying, execute a signed agreement in the form as approved by USAB limiting the use of such a list in accordance with Section 17.7.c.3.

3. Limitation on Use of Membership Voting List. Without the consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board, a membership voting list may not be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.

d. Scope of Members' Inspection Rights.

- a. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
- b. 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.
- c. Reasonable Charge for Copies. USAB may impose a reasonable charge, covering labor and material costs, for copies of any documents provided to a member. The amount may not exceed the estimated cost of production and reproduction of the records.
- d. 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 USAB, or the power of a court to compel the production of corporate records for examination.

SECTION 19.
FIDUCIARY MATTERS

Section 19.1. Indemnification.

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

Section 19.2. Discharge of Duties.

Each director of the Board 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 USAB.

Section 19.3. Conflicts of Interest.

If any director of the Board, officer, committee, or task force member has a financial interest in any contract or transaction involving USAB or has an interest adverse to USAB's business affairs, and that individual is in a position to influence a determination about the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest, (ii) not participate in the evaluation of the contract, transaction or business affair and (iii) not vote on the contract, transaction or business affair.

All officers, board members, board committee members, directors, and staff of USAB are required to comply with the USAB Conflict of Interest Policy and disclose any actual or potential conflicts of interest.

Section 19.4. Prohibited Loans.

No loans shall be made by USAB to the Chair of the Board, to any director of the Board, to any committee or task force member, or any USAB employee. Any Chair, director, committee or task force member or USAB employee, who assents to or participates in making any such loan, shall be liable to USAB for the amount of such loan until it is repaid.

SECTION 20.
FINANCIAL MATTERS

Section 20.1. Fiscal Year.

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

Section 20.2. Budget.

USAB shall have an annual budget.

Section 20.3. Audit

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

Section 20.4. Individual Liability.

No individual director of the Board or officer shall be personally liable for any debt or other obligation incurred in the name of USAB under the authority granted directly or indirectly by the Board of Directors.

Section 20.5. Irrevocable Dedication and Dissolution.

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

SECTION 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. 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 the phraseology of notice of proposals, which in the judgment of the directors of the Board do not cause substantial injury to the rights of the directors, shall not invalidate the actions or proceedings of the directors at any meeting.

SECTION 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, with a majority of the authorized number of directors under Section 7.5