

# **USA GYMNASTICS**

## **BYLAWS**

**Revised December, 2011**

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## ARTICLE 1

### NAME AND OFFICES

- 1.01 **Name.** The name of the Corporation is USA Gymnastics.
- 1.02 **Registered Office and Agent.** The street address of the Corporation's registered office and the name of its registered agent shall be as stated in the Corporation's Certificate of Formation or as may be otherwise designated or appointed by the Board of Directors ("Board") according to applicable law.
- 1.03 **Principal Office.** The principal office of the Corporation shall be at 132 E. Washington St., Suite 700 in the City of Indianapolis, Indiana, or such other place as may be designated by the Board.
- 1.04 **Other Offices.** The Corporation may have offices at other places both within and without the state of incorporation of the Corporation as the Board may determine or as the business of the Corporation may require.

## ARTICLE 2

### PURPOSE

- 2.01 **Purpose and Mission.** The purposes of the Corporation will be to serve as the National Governing Body for the sports of artistic gymnastics, rhythmic gymnastics, trampoline and tumbling, and acrobatic gymnastics in the United States and to fulfill the other non-profit purposes stated in the Corporation's Certificate of Formation, as it may be amended or restated from time to time. The mission of the Corporation shall be as stated in the Mission Statement adopted by the Board.
- 2.02 **Requirements as a National Governing Body.** As the National Governing Body for the sport of gymnastics in the United States, the Corporation shall comply with the requirements for recognition as the National Governing Body as identified in the Ted Stevens Olympic and Amateur Sports Act (the "Sports Act") and the bylaws of the United States Olympic Committee (the "USOC"), including, but not limited to, the requirements that the Corporation:
- (a) Submit to binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association any controversy involving its recognition as a National Governing Body or involving the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition;
  - (b) Be governed by a board of directors or other such governing board whose members are selected without regard to race, color, religion, national origin, age or sex, providing for reasonable representation of both males and females on such board of directors or other such governing boards;

- (c) Provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators and officials to participate in gymnastics competitions without discrimination on the basis of race, color, religion, sex, age or national origin;
- (d) 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;
- (e) Demonstrate that none of its officers are also officers of any other amateur sports organization which is recognized as a National Governing Body;
- (f) Not have eligibility criteria relating to amateur status or to participation in the Olympic or Pan American Games which are more restrictive than those of the Federation Internationale de Gymnastique (“FIG”); and
- (g) Perform all other obligations and duties imposed by the Sports Act and by the bylaws of the USOC upon a National Governing Body.

2.03 **Governance Philosophy.** *To encourage participation and the pursuit of excellence in all aspects of gymnastics.*

- (a) The USA Gymnastics Board represents and serves its athletes and members, as well as the public trust, to ensure that the organization carries out the purposes for which it was established in a legal, ethical and accountable fashion. Authority and power are vested in the Board as a whole – on behalf of the members.
- (b) In turn, individual USA Gymnastics Board members provide leadership, vision, independent thinking, the ability to rally individuals and groups in support of our mission, the wisdom to listen to members and constituents, and the foresight to approach diversity as an opportunity and not as an obstacle. We will work to fulfill our vision and mission through the ‘heart and soul’ of our organization – our

members – in a family-like atmosphere.

- (c) We are committed to effective team governance and an efficiently managed organization that focuses its resources to address the needs of its growing membership. Together with our staff, our membership, and the clubs, organizations and communities that we serve, we will continue to create, support and further an ambitious agenda for the future. To achieve our strategic initiatives and our performance plan, effective governance will include a willingness to learn, openness to new possibilities, and an appreciation and respect for the achievements of the past.
- (d) The USA Gymnastics Board delegates the authority for organizational management to the President of the Corporation (“President”), as its Chief Executive Officer, while retaining ultimate accountability for the organization. This governance partnership is critical and serves as the key relationship in the governance structure and operations of the Corporation. We guarantee on-going communication, trust, transparency and respect to keep this partnership both viable and strong.
- (e) We will continue to explore innovative approaches to strengthen our governance structure and operations which will enhance our ability to be responsive, nimble and flexible. In addition, we will increase opportunities for those with an interest in the governance of USA Gymnastics to become actively involved with and to lead the organization into the future.

2.04 **Inurement of Benefits.** No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation (“Director”), Officer of the Corporation (“Officer”), or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director, Officer or any private individual shall be entitled to share in the distribution of any

of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

2.05 **Prohibited Purposes.** Notwithstanding any other provision of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

2.06 **Dissolution.** Upon dissolution of the Corporation, the assets of the Corporation shall be distributed exclusively to one or more organizations that would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

## **ARTICLE 3**

### **MEMBERS**

3.01 **Membership.** Membership in USA Gymnastics is a privilege granted by the Corporation. The membership of the Corporation consists of organizational members and individual members, including professional members. Members shall have no ownership rights or beneficial interests of any kind in the property of the Corporation.

3.02 **Qualifications/Requirements for Members.**

(a) **Organizational Members.** Any amateur sports organization may apply for membership in the Corporation if it:

- (i) Conducts a national program or regular national amateur gymnastic competitions on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competitions;
- (ii) Sponsors amateur athletes to compete in national or international competitions;
- (iii) Otherwise demonstrate support of gymnastic programs by providing training facilities, coaches or judges; or
- (iv) Otherwise engages in gymnastics activities or activities closely allied to the sport of gymnastics.

Organizations which are purely commercial or political in character, however, are not eligible for membership.

(b) **Individual Members.** Qualifications or requirements for membership as an individual member of the Corporation shall be as established from time to time by the Board.

### 3.03 **Application and Admission as an Organizational Member.**

- (a) **Application.** Applications for membership as an organizational member shall be made in writing and shall contain such information as the Board may require. All applications shall be filed with the President at least ninety (90) days prior to a regular meeting of the Board. The President will forward copies of the application to the Board. Each application shall be accompanied by an application fee as established by the Board. The Board need not consider the application of any applicant who refuses to furnish required proof of qualifications or to permit any investigation or examination that the Board considers necessary.
- (b) **Historical Members.** Any organization qualifying as an Active or Associate member of the Corporation under the terms of the Corporation's Bylaws as of November 1, 2007, shall continue as a member of the Corporation until such time as it:
  - (i) Withdraws from membership; or
  - (ii) Is removed from membership pursuant to the terms of Section 3.04 of these Bylaws.
- (c) **Vote Required.** An applicant shall be admitted to membership upon the affirmative vote of two-thirds (2/3) of the Directors.
- (d) **Denial of Application.** If an application is not granted, written notification of the reasons for the denial of application will be provided to the applicant.

3.04 **Suspension or Termination of Membership as an Organizational Member.** Except for member misconduct, which is subject to action under the provisions of Articles 9 and 10 of these

Bylaws, the following shall apply to suspension or termination of membership as an organizational member:

- (a) **Basis For Action.** The Board, by the affirmative vote of two-thirds (2/3) of the Directors, may suspend or expel such a member where:
    - (i) The member has failed to continue to meet the requirements of membership as established from time to time by the Board; or
    - (ii) The Board determines that other cause exists to suspend or expel the member.
  - (b) **Procedures.** Requests to include on the agenda of the Board the suspension or termination of a member shall be filed by or with the President at least ninety (90) days prior to a regular meeting of the Board. The request must be in writing and must identify the basis for seeking the suspension or termination of the member. The President will promptly forward copies of the request to the Board and the affected member. The Board shall review the request, provide an opportunity for the member to respond to the request for suspension or termination, and conduct such investigation as it deems appropriate.
- 3.05 **Resignation.** Any member may resign by filing a written resignation with the President, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges accrued and unpaid through the date of resignation.
- 3.06 **Reinstatement.** A former member who has resigned, or whose membership has been suspended or terminated, may submit a written request for reinstatement to the President. Requests for reinstatement will be processed in the manner described in Section 3.03.
- 3.07 **Transfer of Membership.** Membership in the Corporation is not transferable or assignable, except that, upon written application, the Board may permit a transfer if it determines that

the transferee is the successor to the assets and has assumed substantially all the duties, obligations and liabilities of the transferor.

3.08 **Honorary Members.** All national organizations or individuals who have demonstrated an extraordinary level of commitment to the sport of gymnastics may have their contribution recognized by designation as an Honorary Member. Designation as an Honorary Member may be conferred by the vote of the Board. Designation as an Honorary Member does not confer on the designee any of the rights or obligations otherwise attached to members under the terms of these Bylaws.

## **ARTICLE 4**

### **DIRECTORS**

4.01 **Authority.** The business and affairs of the Corporation are the responsibility of the Board. The Board shall oversee the management of the Corporation and its affairs, but shall not manage the Corporation. The Board shall select the Corporation's President and diligently oversee him/her in the operation of the Corporation, empowering the President to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- (a) Implements procedures to orient new Board members, to educate them on the business and governance affairs of the Corporation and to evaluate Board performance;
- (b) Selects, compensates, and evaluates the President and plans for management succession;
- (c) Reviews and approves the Corporation's strategic plan and the annual operating plans, budgets, business plans and corporate performance;
- (d) Sets policy and provides guidance and strategic direction to management on significant issues facing the Corporation;
- (e) Reviews and approves significant corporate actions;
- (f) Oversees the financial reporting process;
- (g) Oversees effective corporate governance;
- (h) Approves financial strategies and long-range financial planning;
- (i) Reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Finance and Audit Committee, selects independent auditors;

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

4.02 **Number and Selection of Directors.** The Board shall consist of twenty (20) Directors selected as follows:

- (a) **National Membership Directors** (seven [7] Directors). Two (2) Directors for each of the Men's and Women's Programs and one (1) Director for each of the Rhythmic, Trampoline and Tumbling and Acrobatic Gymnastics Programs shall be elected by a vote of those individuals holding a valid professional membership in those disciplines at the time the ballot is distributed. Each eligible professional member shall be able to cast a vote for each open Director position in his or her discipline(s). Voting shall be done by mail or electronic ballot prepared and distributed by the Corporation's national office. Separate ballots shall be prepared for each of the five disciplines, with the candidates appearing on the ballot having been first selected by the National Program Committees for that discipline. Candidates may be selected from among all current professional members who meet the criteria as established by the National Program Committees. The number of candidates appearing on the ballot should, if possible, be at least one more than the number of Director positions being voted upon. The candidate(s) receiving the most votes (as determined by a count of those ballots returned by the dates specified in the voting procedures) shall be elected regardless of whether the candidate obtains a majority of the votes cast. In the case of a tie in the voting that has a material impact on the outcome of the

election, a special run-off election shall be conducted among those individuals receiving the same number of votes.

- (b) **Athlete Directors** (five [5] Directors). The Board shall include five (5) Athlete Directors, one (1) representative from each of the five disciplines. Voting for the Athlete Directors shall be conducted by discipline, *e.g.*, athletes from the women's artistic gymnastics program who are eligible to vote may vote for the representative of artistic gymnastics for women. To be eligible as an Athlete Director, an athlete must meet the standards specified for an athlete representative to a board of directors of a National Governing Body as defined in the bylaws of the USOC at the time of the election. Athlete Directors shall be elected by athletes who meet the applicable standards specified in the bylaws of the USOC at the time of the election.
- (c) **Public Sector Directors** (four [4] Directors). The Board shall include four (4) Public Sector Directors elected by the affirmative vote of a majority of the Directors. No specific qualifications shall limit nomination or election to these positions, provided, however, that those Directors:
  - (i) Should be individuals with a demonstrated history of success in business, who by virtue of their experience, can be expected to bring unique skill, talent or relationships to the Corporation;
  - (ii) Should meet the following standards of independence for a period of two (2) years prior to the date upon which the Director's selection to the Board becomes effective:
    - (1) Not receive any material compensation from USA Gymnastics, directly or indirectly, excluding any cost or expense reimbursement;
    - (2) Not be an owner, executive officer, controlling shareholder,

controlling member or partner of a corporation, partnership or other business entity that conducted business with USA Gymnastics;

(3) Not be an owner, executive officer, controlling shareholder, controlling member or partner of a corporation, partnership or other business entity that was a sport family entity with USA Gymnastics;

(4) Not be an owner, executive officer, controlling shareholder, controlling member or partner of a corporation, partnership or other business entity that was a club member, financial partner with or a sponsor of USA Gymnastics;

(5) Not be affiliated with or employed by USA Gymnastics' outside auditor or outside counsel; nor have any immediate family member was so affiliated or employed by such outside auditor or outside counsel as an owner, officer, partner, principal or manager;

(6) Not be affiliated with any particular USA Gymnastics discipline as a Program Committee Chair or chair of any standing subsidiary committee; was an employee of USA Gymnastics; or have an immediate family member who was any of the foregoing or a member of any senior national team of any discipline of USA Gymnastics.

(d) **Advisory Council Directors** (three [3] Directors). The Board shall include three (3) Advisory Council Directors elected by the affirmative vote of a majority of the members of the Advisory Council pursuant to procedures established by the Advisory Council.

(e) **Chair** (one [1] Director). The Board shall include the chair of the Corporation ("Chair"), who shall be elected by the affirmative vote of a majority of the Directors

and must meet the standards of independence as specified in Section 4.02(c)(ii) of these Bylaws.

4.03 **Resignation.** Any Director may resign by submitting written notice to the Chair.

4.04 **Removal.** The Board, by the affirmative vote of two-thirds (2/3) of the Directors, may reject a newly appointed Director or remove a Director where:

- (a) The appointed Director does not meet the requirements established for the particular seat on the Board to which he/she has been appointed;
- (b) The Director fails to meet the requirements for participation on the Board as established from time to time by the Board;
- (c) The Director engages in conduct deemed detrimental to the Corporation or to the sport of gymnastics; or
- (d) The Board concludes that the best interests of the Corporation will be served thereby.

4.05 **Vacancies.** Any vacancy on the Board, whether by resignation, removal, expiration of term, change in number of Directors, death, incapacity or otherwise, shall be filled in the same manner prescribed by these Bylaws for the initial appointment or election of that Director, provided, however, that where an election [as required by Sections 4.02 (a), 4.02 (b), or 4.02 (d)] is the manner prescribed by these Bylaws, the Athletes' Council in the case of an Athlete Director, the affected National Program Committee in the case of Director elected by the national membership or the Advisory Council in the case of a Director elected by the Advisory Council, may appoint a qualified individual to serve in the vacated Director position until such time as the next regularly scheduled election is conducted.

4.06 **Term.**

- (a) **Generally.** Unless sooner removed, each Director shall hold office until that Director's successor shall have been elected or appointed and qualified.

- (b) **Commencement of Term.** Unless otherwise specified in these Bylaws, a Director's term of service shall commence on January 1.
- (c) **Length of Term.** Unless otherwise specified in these Bylaws, (i) Directors shall be elected for four (4) year terms, and (ii) no Director may serve more than two (2) successive full terms. A term of less than four (4) years shall not be considered a full term.

4.07 **Staggered Terms.** Commencing in 2012, some members of the Board will serve either a two (2) year term or a six (6) year term to implement a partially staggered term system. These staggered terms shall be implemented with respect to the Public Sector Directors and the National Membership Directors for the Men's and Women's Programs. The Nominating and Governance Committee shall designate prior to the election of the Public Sector Directors whether a Public Sector Director will be serving a two (2) or a six (6) year term or whether an existing term shall be extended for two (2) years. The Men's and Women's Program Committees shall designate which of their current National Membership Directors shall have their terms extended for two (2) years.

4.08 **Compensation; Reimbursement of Expenses.**

- (a) No salary or other compensation shall be paid for serving as a Director. A Director shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity, provided, however, that the rendering of such services and such compensation are approved by the Ethics and Grievance Committee or Board policies.
- (b) The Corporation may reimburse Directors for their actual expenses incurred on behalf of the Corporation provided those expenses are reasonable and are supported by appropriate documentation.

## ARTICLE 5

### BOARD PROCEDURES

5.01 **Quorum.** A quorum exists for purposes of conducting a meeting of the Board whenever a majority of the Directors are in attendance.

5.02 **Voting.**

(a) **Number of Votes.** Each Director in attendance shall be entitled to one (1) vote on each issue submitted to a vote at a meeting of the Board.

(b) **Majority Vote.** The act of the majority vote of the Board present at a meeting of the Board, at which a quorum is present, shall be the action of the Board, except as is otherwise specifically provided by applicable state law, the Corporation's Certificate of Formation or these Bylaws. As used in these Bylaws, the phrase "affirmative vote of a majority of the Directors" means the act of a majority of the Directors in attendance at any meeting at which a quorum is present.

(c) **Method of Voting.** Any vote may be taken by voice or by show of hands unless a Director objects, in which case, written ballots shall be used.

(d) **Voting by Proxy.** Voting by proxy is not allowed.

(e) **Alternate Athlete Director Voting.** An Alternate Athlete Director shall be entitled to attend a meeting of the Board and to vote on each issue submitted to a vote at such meeting only as is provided in Section 6.02 (b) (ii) of these Bylaws.

5.03 **Meetings.**

(a) **Place of Meetings.** Meetings of the Board, regular or special, may be held either within or without the state of incorporation of the Corporation.

(b) **Regular Meetings.** The Board shall generally meet four (4) times each calendar year, with at least two (2) of these meetings being in-person (rather than telephonic)

meetings. As used in these Bylaws, the term "annual meeting" refers to any one of the in-person meetings in any calendar year.

- (c) **Special Meetings.** Special meetings of the Board may be called by the President or Chair whenever the President or Chair deems it necessary or is requested to do so in writing by a majority of the Directors. The business to be transacted and the purpose of any special meeting shall be specified in a notice or waiver of notice.
- (d) **Action Without a Meeting.** Action without a meeting may be taken by the Board if notice as described in this Section (the "Board Notice") is transmitted in writing to each Director, and each Director by the time stated in the Board Notice either votes in writing for or against such action, abstains in writing from voting, fails to respond or vote, or fails to demand in writing that action not be taken without a meeting. The Board Notice shall state the action to be taken, the time by which a Director must respond, that failure to respond by the time stated in the Board Notice will have the same effect as abstaining in writing by the time stated in the Board Notice and failing to demand in writing by the time stated in the Board Notice that action not be taken without a meeting, and any other matters the Corporation determines to include. Action is taken under this Section only if, at the end of the time stated in the Board Notice, the affirmative votes in writing for such action received and not revoked equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted, and the Corporation has not received a written demand by a Director that such action not be taken without a meeting other than a demand that has been revoked. A Director's right to demand that action not be taken without a meeting shall be deemed to have been waived unless the Corporation receives such demand from the

Director in writing by the time stated in the Board Notice, and such demand has not been revoked. Any Director who in writing has voted, abstained, or demanded action not be taken without a meeting pursuant to this Section may revoke such vote, abstention or demand in writing received by the Corporation by the time stated in the Board Notice. All communications under this Section may be transmitted or received by the Corporation by facsimile, e-mail or other form of electronic communication. Action taken pursuant to this Section has the same effect as action taken at a meeting of the Board and may be described as such in any document.

- (e) **Telephone and Similar Meetings.** Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment which allows each Director to hear and be heard by all other participating Directors. All persons participating in a meeting conducted in this manner shall be considered present in person at the meeting for purposes of determining the existence of a quorum and tallying votes, except where a person participates in a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

#### 5.04 **Notice of Meetings.**

- (a) **Regular Notice.** Except as is otherwise provided in Section 5.04(b) hereof, notice of any regular meeting shall be given by, or at the direction of, the President or the Chair to each of the Directors not less than thirty (30) days prior to the date of the meeting.
- (b) **Special Notice.** If the President or the Chair determines that an emergency exists, which requires immediate action of the Board, a special meeting may be called upon ten (10) days' notice given by telephone. If a Director cannot be reached by

telephone, notice will be sufficient if given to a member of the Director's family over the age of fourteen (14).

- (c) **Method.** Whenever by statute or the Certificate of Formation or these Bylaws, notice is required to be given to a Director, and no provision is made as to how the notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given (i) in writing, mail, postage prepaid, addressed to the Director at the address appearing on the books of the Corporation, (ii) by electronic mail, or (iii) in any other method permitted by law. Any notice required or permitted to be given by mail shall be deemed given at the time when the same is thus deposited in the United States mail.
- (d) **Waiver.** Whenever by statute or the Certificate of Formation or these Bylaws, notice is required to be given to a Director, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of business on the grounds that the meeting is not lawfully called or convened.

#### 5.05 **Meeting Procedures.**

- (a) **Minutes.** The Board shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Corporation and distributed to all Directors.
- (b) **Rules of Order.** To the extent not inconsistent with these Bylaws, applicable state laws or rules adopted by the Board, the procedures used at any regular or special meeting of the Board shall be as set forth in Robert's Rules of Order, Newly Revised.

5.06 **Reports to the Board.**

- (a) **President.** The President shall provide quarterly reports to the Board regarding the operations and activities of the Corporation.
- (b) **Finance and Audit Committee.** The Finance and Audit Committee shall provide no fewer than two (2) financial reports to the Board annually.

**ARTICLE 6**  
**COMMITTEES**

6.01 **Standing Committees.** The Corporation shall have the following standing committees:

- (a) Finance and Audit Committee;
- (b) Nominating and Governance Committee; and
- (c) Ethics and Grievance Committee.

The Board may designate and appoint such other standing committees, and the members thereof, as may be necessary or appropriate to properly manage the business of the Corporation.

(a) **Finance and Audit Committee.** The Finance and Audit Committee shall consist of the Treasurer, who shall chair the committee, one (1) Public Sector Director or non-Board member and two (2) other individuals, all selected by the affirmative vote of a majority of the Directors, and one (1) Athlete Director or Alternate Athlete Director selected by the Athletes' Council. The Corporation's President and Controller shall serve as ex-officio, non-voting members of the committee. The Finance and Audit Committee shall:

- (i) Review and evaluate the financial status of the Corporation;
- (ii) Review and evaluate the annual budget;
- (iii) Recommend accounting practices and procedures, including, but not limited to, systems of internal control and risk mitigation;
- (iv) Review and provide oversight of the Corporation's financial activities;
- (v) Periodically, but at least annually, meet separately in executive session with management, the Corporation's financial staff, including the Controller, and the Corporation's outside auditor;

- (vi) Prior to the release and filing of the Corporation's financial reports, review and discuss the same with the outside auditor;
  - (vii) Periodically recommend to the Board the rotation and selection of the Corporation's outside auditor; and
  - (viii) Conduct or authorize the conduct of any investigation into any matter within the committee's scope of responsibilities, with access to all books, records, facilities and personnel of the Corporation. The committee shall be empowered to retain independent counsel, accountants or consultants to assist in the conduct of any such investigation.
- (b) **Nominating and Governance Committee.** The Nominating and Governance Committee shall consist of a chair, one (1) Public Sector Director or non-Board member, and one (1) other individual, all selected by the affirmative vote of a majority of the Directors, one (1) member of the Advisory Council who is not currently serving as an Advisory Council Director selected by the Advisory Council, and one (1) Athlete Director or Alternate Athlete Director selected by the Athletes' Council. The Corporation's legal counsel and President shall serve as ex-officio, non-voting members of the committee. The Nominating and Governance Committee shall:
- (i) Evaluate and draft proposed amendments to these Bylaws, the Certificate of Formation and parliamentary rules;
  - (ii) Evaluate submitted proposed amendments to these Bylaws, and the Certificate of Formation and parliamentary rules;
  - (iii) Assist all other committees with the correct application of these Bylaws, the Certificate of Formation and parliamentary rules;

- (iv) Annually review the Certificate of Formation and these Bylaws;
  - (v) Identify those positions, whether Director, Officer or committee, which have or will have become vacant in any year;
  - (vi) Invite expressions of interest from individuals desiring to serve in those capacities;
  - (vii) Annually review the makeup of the Board and it's committees, and make recommendations to encourage better racial, gender and ethnic diversity;
  - (viii) Submit to the Board nominations for positions which must be filled; and
  - (ix) Ensure that each Program Committee, the Advisory Council and the Athletes' Council has in place a process consistent with the requirements of these Bylaws for nominating and electing representatives to the Board.
- (c) **Ethics and Grievance Committee.** The Ethics and Grievance Committee shall consist of a chair, two (2) Public Sector Directors or non-Board members and one (1) other individual, all selected by the affirmative vote of the majority of the Directors, and one (1) Athlete Director or Alternate Athlete Director selected by the Athletes' Council. The Corporation's legal counsel shall also serve as counsel to the Ethics and Grievance Committee, and shall assist the committee in the administration of the grievance procedures and its other functions, including the creation of a standard set of procedures for the conduct of a grievance hearing. The Ethics and Grievance Committee shall:
- (i) Review, recommend changes to, and assist in the interpretation of, and compliance with, the Code of Ethics and related policies that govern the conduct of individuals involved in the activities of the Corporation;
  - (ii) Report to the Board on ethical issues;

- (iii) Review and investigate matters of alleged ethical impropriety and make recommendations concerning such matters to the Board;
- (iv) Review and provide guidance on ethical questions presented to the Board, individual Directors, Officers, committee and task force members and staff;
- (v) Analyze and approve or reject actual or proposed situations, transactions or financial arrangements involving individual Directors, Officers, committee and task force members and staff in accordance with conflict of interest policies which have been established by the Board and other generally accepted governance principles for non-profit corporations;
- (vi) Fulfill the obligations established for the Ethics and Grievance Committee in the Corporation's grievance procedures; and
- (vii) Perform such other duties as assigned by the Board, the Chair or the President.

6.02 **Special Committees.** The Corporation shall have the following special committees:

- (a) Advisory Council
- (b) Athletes' Council
- (c) Hall of Fame Committee
- (d) Men's Program Committee
- (e) Rhythmic Program Committee
- (f) Trampoline and Tumbling Program Committee
- (g) Women's Program Committee
- (h) Acrobatic Gymnastics Program Committee

Each of the special committees identified in (d) through (h) of this Section may be referred to in these Bylaws as a "National Program Committee." The Board may designate and

appoint such other special committees or task forces, and the members thereof, as the Board may deem necessary or appropriate. These special committees shall advise the Board and Officers on all matters directly related to their areas of responsibility, but shall not relieve the Board or Officers of the responsibility for governing the Corporation and its Programs. The individuals serving on each special committee, other than athlete members, shall be selected pursuant to the procedures established by the committee and subject to ratification by the Board. The structure, organization, responsibilities and actions of each special committee shall be determined by that committee subject to the approval of the Board.

(a) **Advisory Council.**

- (i) There shall be an Advisory Council comprised of a representative of each of the Corporation's organizational members. The Advisory Council shall:
  - (1) Provide a forum for the organizational members to consider and offer perspectives on matters relating to the gymnastics industry in the United States;
  - (2) Select three (3) individuals to serve as Directors of the Corporation pursuant to the standards and conditions for such selection as set forth in the bylaws of the Advisory Council in order to provide reasonable direct representation on the Board of organizational members in compliance with provisions of the Sports Act ; and
  - (3) Perform such other duties as may be assigned to it from time to time by the Board.
- (ii) The Advisory Council shall operate in accordance with bylaws adopted by the Council and approved by the Board. Pursuant to those bylaws, the Council shall elect its own officers and shall meet and conduct business as

necessary, provided, however, that the Council shall hold an annual meeting each year either in conjunction with the Corporation's National Congress or at another date specified by the Council.

(b) **Athletes' Council.**

- (i) The Athletes' Council will assist the Corporation in communicating with athletes currently involved in the Corporation's Programs and in coordinating the activities of former members of the National Teams. In fulfilling this function, the Athletes' Council will solicit athlete input on pending policies or decisions of the Corporation, inform athletes of existing policies and decisions and communicate to the Corporation the views expressed by the athletes to the members of the Athletes' Council.
- (ii) Athlete Directors shall be members of the Athletes' Council. A second athlete from each discipline shall also be elected to the Athletes' Council, who will serve as an Alternate Athlete Director to the Board. To be eligible as an Athlete Director, an athlete must meet the standards specified for an athlete representative to a board of directors of a National Governing Body as defined in the bylaws of the USOC at the time of the election. Alternate Athlete Directors shall be elected by athletes who meet the applicable standards specified in the bylaws of the USOC at the time of the election. If the primary Athlete Director from any discipline is unable to participate in a Board meeting, the Alternate Athlete Director from the same discipline may replace the primary Athlete Director for that meeting. In the event that both the primary Athlete Director and the Alternate Athlete Director from a

particular discipline are unable to participate in a Board meeting, then the vote for that discipline will be forfeited for that meeting.

- (iii) The Athletes' Council will conduct the process for nominating, electing and/or appointing qualified Athlete Directors, Alternate Athlete Directors, athletes to serve on the Corporation's committees and athlete representatives to the USOC, as is required by the bylaws of the USOC.
- (iv) One of the members of the Athletes' Council shall be appointed as its chair by the affirmative vote of a majority of the members of the Athletes' Council.

(c) **Hall of Fame Committee.**

- (i) The Hall of Fame Committee shall consist of five (5) members, one from each of the five (5) disciplines who shall be nominated by their respective National Program Committees and approved by the Chair. Each member shall serve a term of four (4) years, and no member may serve more than two (2) successive four (4) year terms. If there is a vacancy, the affected National Program Committee will nominate a replacement member.
- (ii) The Hall of Fame Committee shall review the selection criteria and presentation process for inductions into the USA Gymnastics Hall of Fame.
- (iii) The Hall of Fame Committee shall be responsible for making recommendations for inductions into the USA Gymnastics Hall of Fame as directed by the Board.

(d) **Men's Program Committee.**

- (i) The Men's Program Committee shall be charged with the development of a well organized and well designed program for men's gymnastics in the United States, consistent with the goals and objectives of the Corporation.

- (ii) The Men's Program Committee shall distribute and disseminate technical materials, rules and regulations, educational and scientific literature and other information necessary and appropriate to support the coaching and judging community.
  - (iii) The Men's Program Committee shall provide for the improvement and growth of men's gymnastics through the training, education, certification and evaluation of coaches, judges and athletes.
  - (iv) The Men's Program Committee shall design procedures for selecting coaches, judges, athletes, managers, trainers and support staff for domestic and international events, including the Pan American Games, World Championships and Olympic Games.
  - (v) The Men's Program Committee shall recommend candidates to represent the Corporation in the FIG activities, including the international judges' courses, coaches' courses, FIG Congresses and competitions.
  - (vi) The responsibility for the Junior Olympic Program shall be assigned to a subcommittee of the Men's Program Committee. This subcommittee will be the Junior Olympic Program Committee.
- (e) **Rhythmic Program Committee.**
- (i) The Rhythmic Program Committee shall be charged with the development of a well organized and well designed program for rhythmic gymnastics in the United States, consistent with the goals and objectives of the Corporation.
  - (ii) The Rhythmic Program Committee shall distribute and disseminate technical materials, rules and regulations, educational and scientific literature and other

information necessary and appropriate to support the coaching and judging community.

- (iii) The Rhythmic Program Committee shall provide for the improvement and growth of rhythmic gymnastics through the training, education, certification and evaluation of coaches, judges and athletes.
  - (iv) The Rhythmic Program Committee shall design procedures for selecting coaches, judges, athletes, managers, trainers and support staff for domestic and international events, including the Pan American Games, World Championships and Olympic Games.
  - (v) The Rhythmic Program Committee shall recommend candidates to represent the Corporation in FIG activities, including the international judges' courses, coaches' courses, FIG Congresses and competitions.
  - (vi) The responsibility for the Rhythmic Junior Olympic Program shall be assigned to a subcommittee of the Rhythmic Program Committee. This subcommittee will be the Rhythmic Junior Olympic Program Committee.
- (f) **Trampoline and Tumbling Program Committee.**
- (i) The Trampoline and Tumbling Program Committee shall be charged with the development of a well organized and well designed program for the sports of trampoline, synchronized trampoline, double mini-tramp and power tumbling in the United States consistent with the goals and objectives of the Corporation.
  - (ii) The Trampoline and Tumbling Program Committee shall distribute and disseminate technical materials, rules and regulations, educational and

scientific literature and other information necessary and appropriate to support the coaching and judging community.

- (iii) The Trampoline and Tumbling Program Committee shall provide for the improvement and growth of the sports of trampoline, synchronized trampoline, double mini-tramp and power tumbling through the training, education, certification, and evaluation of coaches, judges and athletes.
- (iv) The Trampoline and Tumbling Program Committee shall design procedures for selecting coaches, judges, athletes, managers, trainers and support staff for domestic and international events, including the Pan American Games, World Championships, World Games and Olympic Games.
- (v) The Trampoline and Tumbling Program Committee shall recommend candidates to represent the Corporation in FIG activities, including the international judges' courses, coaches' courses, FIG Congresses and competitions.
- (vi) The responsibility for the Trampoline and Tumbling Junior Olympic Program shall be assigned to a subcommittee of the Trampoline and Tumbling Program Committee. This subcommittee will be the Trampoline and Tumbling Junior Olympic Program Committee.

(g) **Women's Program Committee.**

- (i) The Women's Program Committee shall be charged with the development of a well organized and well designed program for women's gymnastics in the United States, consistent with the goals and objectives of the Corporation.
- (ii) The Women's Program Committee shall distribute and disseminate technical materials, rules and regulations, educational and scientific literature and other

information necessary and appropriate to support the coaching and judging community.

- (iii) The Women's Program Committee shall provide for the improvement and growth of women's gymnastics through the training, education, certification and evaluation of coaches, judges and athletes.
- (iv) The Women's Program Committee shall design procedures for selecting coaches, judges, athletes, managers, trainers and support staff for domestic and international events, including the Pan American Games, World Championships and Olympic Games.
- (v) The Women's Program Committee shall recommend candidates to represent the Corporation in FIG activities, including the international judges' courses, coaches' courses, FIG Congresses and competitions.
- (vi) The responsibility for the Women's Junior Olympic Program shall be assigned to a subcommittee of the Women's Program Committee. This subcommittee will be the Women's Junior Olympic Committee.
- (vii) The responsibility for coordinating the administration of the Women's Program shall be assigned to a subcommittee of the Women's Program Committee. This subcommittee will be the Women's Administrative Committee.
- (viii) The responsibility for the organization and development of the Women's Elite Program will be assigned to a subcommittee of the Women's Program Committee. This subcommittee will be the Women's International Elite Committee.

- (ix) The responsibility for the development and interpretation of the technical information for the Women's Program will be assigned to a subcommittee of the Women's Program Committee. This subcommittee will be the Women's Technical Committee.
- (h) **Acrobatic Gymnastics Program Committee.**
  - (i) The Acrobatic Gymnastics Program Committee shall be charged with the development of a well organized and well designed program for acrobatic gymnastics, including men's pair, women's pair, mixed pair, women's trio and men's four, in the United States consistent with the goals and objectives of the Corporation.
  - (ii) The Acrobatic Gymnastics Program Committee shall distribute and disseminate technical materials, rules and regulations, educational and scientific literature and other information necessary and appropriate to support the coaching and judging community.
  - (iii) The Acrobatic Gymnastics Program Committee shall provide for the improvement and growth of acrobatic gymnastics, including men's pair, women's pair, mixed pair, women's trio and men's four, through the training, education, certification and evaluation of coaches, judges and athletes.
  - (iv) The Acrobatic Gymnastics Program Committee shall design procedures for selecting coaches, judges, athletes, managers, trainers and support staff for domestic and international events including the World Championships and World Games.
  - (v) The Acrobatic Gymnastics Program Committee shall recommend candidates to represent the Corporation in FIG activities, including the international

judges' courses, coaches' courses, FIG Congresses and competitions.

- (vi) The responsibility for the Acrobatic Gymnastics Junior Olympic Program shall be assigned to a subcommittee of the Acrobatic Gymnastics Program Committee. This subcommittee will be the Acrobatic Gymnastics Junior Olympic Program Committee.

### 6.03 **Committee Operations and Procedures.**

#### (a) **Qualifications, Elections and Term.**

- (i) Each standing committee shall consist of five (5) members.
- (ii) All standing and special committees which provide for athlete representation shall have twenty percent (20%) athlete representation, unless deemed unnecessary by the Athletes' Council. Athletes who serve on a standing committee must be current members of the Athletes' Council. Athletes who serve on a special committee, which is also a "Designated Committee," as that term is defined in the bylaws of the USOC, must meet the standards specified therein for an athlete representative. Athletes who serve on a special committee, which is also an "Other Committee," as that term is defined in the bylaws of the USOC, must meet the standards specified therein for an athlete representative. Athlete appointments to all other committees and task forces shall be made with the approval of the Athletes' Council.
- (iii) Appointments to standing committees (other than athletes and the individual selected by the Advisory Council to serve on the Nominating and Governance Committee) will be recommended by the Chair, vetted by the Nominating and Governance Committee and be subject to the approval of the Board.

- (iv) Standing committee members other than those serving by virtue of their election to an office, shall serve for a period of four (4) years, commencing on the first day immediately following the meeting of the Board at which the Board approves appointments to standing committees, and will serve until a successor is appointed unless the committee is sooner terminated or unless such member is sooner removed.
  - (v) Unless approved on an individual basis by the affirmative vote of a majority of the Directors, no member of a standing committee, except members who serve on standing committees by virtue of their status as Officers, may be reappointed after serving two (2) successive four (4) year terms. Members of standing committees who serve by virtue of their status as Officers may continue to serve on the committee so long as they are Officers.
- (b) **Removal.**
- (i) Any member of a committee may be removed by the Board, by the affirmative vote of two-thirds (2/3) of the Directors, whenever the member engages in conduct deemed detrimental to the Corporation or to the sport of gymnastics, or the Board concludes that the best interests of the Corporation will be served thereby.
  - (ii) Any individual serving as one of the Directors or Athlete Directors on a committee who, during their term on the committee, ceases to be a Director is deemed automatically removed from the committee as of the time they cease to be a Director.
- (c) **Resignation.** Any committee member may resign by submitting written notice to the President.

- (d) **Vacancies.** Any vacancy occurring in any standing committee, whether by resignation, removal, expiration of term, death, incapacity or otherwise, shall be filled by appointment by the Chair, which appointment shall be to fill the unexpired term of the member being replaced. Any vacancy occurring in any special committee shall be filled in the same manner as provided in the case of the original appointment or election. Where an election is the manner prescribed, the affected committee shall follow any applicable procedures specified in its bylaws or operating code. Otherwise, the Athletes' Council in the case of an athlete member, the Advisory Council in the case of an Advisory Council member or the affected National Program Committee in the case of any other special committee, may appoint a qualified individual to serve in the vacated committee position until such time as the next regularly scheduled election is conducted.
- (e) **Committee Chairs.** Unless otherwise specified in these Bylaws, one (1) member of each committee shall be appointed the chair of the committee by an affirmative vote of a majority of the Directors. If the chair of any committee is not so designated by the Board, the chair shall be elected by the members of such committee. The chair of any committee may appoint a vice chair.
- (f) **Procedures.** Each committee may adopt procedural rules for its own governance provided those rules are not inconsistent with these Bylaws (including, in particular, Article 5) or with rules adopted by the Board.
- (g) **Meetings.** The time, places and notice of meetings of a committee shall be determined by the members of such committee.
- (h) **Quorum; Majority Vote.** At the meetings of a committee, a majority of the number of members of the committee fixed by these Bylaws shall constitute a quorum for the

transaction of business. The act of a majority of the members of a committee present at any meeting at which a quorum is present shall be the act of such committee, except as is otherwise specifically provided by statute, by the Certificate of Formation or by these Bylaws. If a quorum is not present at a meeting of a committee, the members present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present.

- (i) **Minutes.** Each committee shall keep regular minutes of its proceedings and report the same to the President. The minutes of the proceedings of each committee as approved by the President shall become effective when placed in the minute book of the Corporation.
- (j) **Action Without a Meeting.** Action without a meeting may be taken by a committee if notice as described in this Section (the “Committee Notice”) is transmitted in writing to each member of the committee, and each committee member by the time stated in the Committee Notice either votes in writing for or against such action, abstains in writing from voting, fails to respond or vote, or fails to demand in writing that action not be taken without a meeting. The Committee Notice shall state the action to be taken, the time by which a committee member must respond, that failure to respond by the time stated in the Committee Notice will have the same effect as abstaining in writing by the time stated in the Committee Notice and failing to demand in writing by the time stated in the Committee Notice that action not be taken without a meeting, and any other matters the chair of the committee determines to include. Action is taken under this Section only if, at the end of the time stated in the Committee Notice, the affirmative votes in writing for such action received and not revoked equal or exceed the minimum number of votes that would be necessary

to take such action at a meeting at which all of the committee members were present and voted, and the chair of the committee has not received a written demand by a committee member that such action not be taken without a meeting other than a demand that has been revoked. A committee member's right to demand that action not be taken without a meeting shall be deemed to have been waived unless the chair of the committee receives such demand from the committee member in writing by the time stated in the Committee Notice, and such demand has not been revoked. Any committee member who in writing has voted, abstained, or demanded action not be taken without a meeting pursuant to this Section may revoke such vote, abstention or demand in writing received by the chair of the committee by the time stated in the Committee Notice. All communications under this Section may be transmitted or received by the chair of the committee by facsimile, e-mail or other form of electronic communication. Action taken pursuant to this Section has the same effect as action taken at a meeting of the committee and may be described as such in any document.

- (k) **Telephone and Similar Meetings.** Committees may hold meetings by means of conference telephone or similar communications equipment which allows each committee member to hear and be heard by all other participants. All persons participating in a committee meeting conducted in this manner shall be considered present in person at the meeting for purposes of determining the existence of a quorum and tallying votes, except where a person participates in a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

- (l) **Reimbursement.** The corporation may reimburse members of a committee for their actual expenses incurred on behalf of the Corporation provided those expenses are reasonable and are supported by appropriate documentation.
- (m) **Responsibility.** The designation of a committee and the delegation of authority to it shall not operate to relieve the Board, or any member thereof, of any responsibility imposed upon it by the Certificate of Formation or these Bylaws.

## ARTICLE 7

### OFFICERS

7.01 **President.** The President is the Chief Executive Officer of the Corporation.

The President shall:

- (a) Direct the day-to-day business of the Corporation;
- (b) Hire, supervise and dismiss employees of the Corporation;
- (c) Prepare the annual budget and submit the annual budget to the Board;
- (d) Appoint, with the approval of the Board, a certified public accounting firm to audit the books of the Corporation;
- (e) Report to the Board any violation of the Certificate of Formation or these Bylaws that may become evident;
- (f) Collect the dues as provided in these Bylaws;
- (g) Promote functions sponsored by the Corporation;
- (h) Have custody of the corporate funds and securities and keep full and accurate accounts of receipts and disbursements of the Corporation and deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board;
- (i) Enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation except as limited by policies established and approved by the Board;
- (j) Disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and present to the Directors, at a regular meeting of the Board, or whenever the Board may require it, a full and clear statement of the

business and financial condition of the Corporation, including a detailed accounting of all financial transactions of the Corporation;

- (k) Authorize state or regional directors to open financial accounts in order to conduct the business of the state or region;
- (l) Authorize accounts and investments on behalf of the Corporation;
- (m) Give, or cause to be given, notice of all regular and special meetings of the Board;
- (n) Perform all other duties assigned to the President in these Bylaws or by specific direction of the Board; and
- (o) Have authority, with the approval of the Board, to create, restructure, and dissolve special, ad hoc or advisory committees for a special purpose except those committees provided for in Section 6.02 of these Bylaws.

7.02 **Chair.** The Corporation shall have a Chair who shall preside at all meetings of the Board. The Chair shall see that all orders and resolutions of the Board are carried into effect. The Chair shall perform such other duties and has such other authority and powers as is established by applicable law or as the Board may from time to time prescribe.

7.03 **Vice Chair.** The Corporation shall have a Vice Chair who shall:

- (a) Perform the duties of and have the authority and exercise the power of the Chair when the Chair is absent or incapacitated; and
- (b) Perform such other duties and have such authority and powers as the Board may from time to time prescribe.

7.04 **Treasurer.** The Corporation shall have a Treasurer who shall:

- (a) Review and report on the financial statements of the Corporation;
- (b) Chair the Finance and Audit Committee; and

(c) Perform such other duties and have such authority and powers as the Board may from time to time prescribe.

7.05 **Secretary.** The Corporation shall have a Secretary who shall:

(a) Attend all meetings of the Board and record the minutes of all proceedings in a corporate minute book to be kept for that purpose; and

(b) Perform such duties and have such authority and powers as the Board may from time to time prescribe.

7.06 **Qualification.** Other than the Chair, no Officer need be a Director.

7.07 **Election.** With the exception of the President who serves by virtue of his employment with the Corporation, Officers named in this Article shall be elected by the affirmative vote of a majority of the Directors at the regular meeting immediately preceding the expiration of an Officer's term. After consulting with the Chair, the Nominating and Governance Committee will submit to the Board a slate of candidates for each office to be elected. Nomination for each office may also be made from the floor.

7.08 **Term.** The Chair, Vice Chair, Secretary and Treasurer shall each serve a term of four (4) years, commencing on the first day immediately following the meeting at which the Officer is elected. The Officer shall serve until the end of his/her term or, if earlier, his/her death, resignation or removal. No Officer other than the President may serve for more than two (2) successive four (4) year terms.

7.09 **Removal.** Any Officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not of itself create contract rights.

- 7.10 **Resignation.** Any Officer may resign his/her office by written resignation addressed to the Board and delivered to the Chair, the President or the Secretary.
- 7.11 **Vacancies.** If any vacancy occurs in any office of the Corporation, whether by resignation, removal, expiration of term, death, incapacity or otherwise, the Chair may call a special meeting of the Board to elect a successor to serve the expiration of the term of the office vacated. The meeting at which a successor is elected may be the same meeting at which his predecessor was removed.
- 7.12 **Authority.** Officers shall have such authority and perform such duties in the management of the Corporation as are provided in these Bylaws or as may be determined by resolution adopted by the affirmative vote of a majority of the Directors not inconsistent with these Bylaws.
- 7.13 **Delegation of Authority.** The Board may from time to time delegate any of the functions, powers, duties and responsibilities of any Officer to any other Officer or to any agent or employee of the Corporation or other responsible person. In the event of such delegation, the Officer from whom any such function, power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the prompt performance or exercise thereof.
- 7.14 **Compensation; Reimbursement of Expenses.**
- (a) No salary or other compensation shall be paid for serving as an Officer except the President, whose salary shall be fixed, increased or decreased by the Board. An Officer shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity, provided that the rendering of such services and such compensation are approved by the Ethics and Grievance Committee or Board policies.

- (b) The Corporation may reimburse Officers for their actual expenses incurred in connection with the business and activities of the Corporation provided those expenses are reasonable and are supported by appropriate documentation.

## ARTICLE 8

### SELECTION PROCEDURES

- 8.01 **General Rules.** All procedures used by the Corporation to select athletes, coaches, judges, delegates and others to represent the United States shall be subject to the following:
- (a) **Equal Opportunity.** The Corporation shall provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators and officials to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, age, sex or national origin.
  - (b) **Performance Criteria.** The selection procedures shall be based primarily on current objective performance-related criteria.
  - (c) **Procedures.** The procedures used to select the members of the Olympic, Pan American and World Championships Teams must be:
    - (i) Approved by the Board;
    - (ii) Approved by the USOC (when applicable);
    - (iii) Published in written form as soon as practical after approval(s); and
    - (iv) Widely disseminated throughout the gymnastics community.

## ARTICLE 9

### MEMBER MISCONDUCT

9.01 **Misconduct.** In the event of any member misconduct (“Misconduct”) where a member:

- (a) Violates these Bylaws or the rules, regulations or policies of the Corporation;
- (b) Causes another to violate these Bylaws or the rules, regulations or policies of the Corporation; or
- (c) Engages in conduct which is detrimental to the Corporation or which is inconsistent with the best interests of the sport of gymnastics or of the athletes the Corporation serves;

that member may be disciplined. Discipline will be imposed in accordance with the procedures outlined in this Article 9 only if the Misconduct is one of the Special Categories of Misconduct enumerated below. All other forms of Misconduct will be processed under Article 10 of these Bylaws.

9.02 **Special Categories of Misconduct.**

- (a) If the Corporation becomes aware that any individual member:
  - (i) Is listed on any State or Federal sexual offender list or registry;
  - (ii) Has been declared a sex offender in any applicable State or Federal jurisdiction; or
  - (iii) Has been convicted of or has entered a plea of guilty or no contest to a criminal charge or indictment issued by an applicable City, County, State or Federal jurisdiction, and such charge or indictment directly or indirectly involved or related to sexual misconduct, child abuse or conduct that is a violation of any law or regulation that is specifically designed to protect minors;

(“Special Categories of Misconduct”), the President may, without conducting any additional investigation, rely upon such fact, finding or determination and may promptly notify the member that:

- (1) The Corporation intends to terminate the individual's membership or impose any other discipline authorized in Article 10 by a specified date; and
- (2) The individual may request a hearing prior to the termination or other discipline becoming effective.

(b) The hearing, if requested, shall be:

- (i) A telephonic hearing;
- (ii) Conducted by the President;
- (iii) Implemented on the most expedited basis possible; and
- (iv) Strictly limited to the issue of whether the individual falls into one of the Special Categories of Misconduct.

(c) The decision of the President made pursuant to this Section shall be final and binding.

9.03 **Exclusive Remedy.** Any alleged Misconduct by a member that is processed under the terms of Article 9 of these Bylaws may not also be the subject of a complaint under the terms of Article 10 of these Bylaws, unless the Ethics and Grievance Committee provides its prior approval.

## ARTICLE 10

### DISCIPLINARY PROCEEDINGS AND GRIEVANCES

10.01 **Designation of Complaints.** The following kinds of grievances may be filed with the Corporation under this Article (a “Complaint”):

- (a) **Administrative.** An “Administrative Complaint” is one pertaining to any matter within the cognizance of the Corporation, including, but not limited to, any alleged violation of or grievance concerning: (i) any of the Corporation’s rules, regulations or policies; or (ii) any provision of the Certificate of Formation or these Bylaws.
- (b) **Opportunity to Participate.** An “Opportunity to Participate Complaint” is one pertaining to any alleged denial, or alleged threat to deny, any athlete, coach, trainer, manager, administrator or official the opportunity to compete or participate in a Corporation sanctioned competition or a competition protected by the provisions of the Sports Act or the bylaws of the USOC; or
- (c) **Misconduct.** A “Misconduct Complaint” is one pertaining to Misconduct other than one of the Special Categories of Misconduct described in Article 9.

10.02 **Filing a Complaint.** Any current or former athlete, professional member or organizational member of the Corporation (the "Complainant"), who believes himself/herself/itself to be aggrieved by any action of the Corporation or by one of its members, may file a Complaint with the Corporation. If the Complainant is a minor, the Complaint may be initiated by such minor’s parent or legal guardian. To be considered for resolution through these procedures, the Complaint must:

- (a) Be submitted in writing to the President at the Corporation's principal place of business;
- (b) Be signed by the Complainant; and

- (c) Include a concise statement of the nature of the Complaint, the individual and/or organization believed to be responsible for the acts or omissions described in the Complaint and the relief requested.

A complaint that is not filed in accordance with this Section shall render the filing ineffective.

**10.03 Filing Fee.** An Administrative Complaint which is filed by a Complainant other than an athlete or the Corporation shall be accompanied with a \$250 filing fee.

**10.04 Time Bar.** Unless the Complaint is filed by the Corporation or involves allegations which are of the type described in one of the Special Categories of Misconduct, a Complaint must be filed within one (1) year of the occurrence of the alleged incident, violation, grievance, denial or threat to deny. In the event that the Complainant was a minor at the time of the occurrence of the alleged incident, violation, grievance, denial or threat to deny, the Complaint must be filed within one (1) year following the minor's eighteenth (18<sup>th</sup>) birthday.

**10.05 Processing the Complaint.**

- (a) Upon receipt of a Complaint, the President will determine (i) whether the Complaint complies with the requirements specified in Section 10.02 and 10.03; (ii) whether the Complaint is time barred pursuant to Section 10.04; (iii) whether the underlying facts and circumstances referenced in the Complaint give rise to an issue that is appropriate for resolution under these procedures; (iv) whether the Complainant has standing to file the Complaint; (v) whether the Corporation has jurisdiction over the matter; and (vi) whether the Complaint involves matters which the Corporation does not have the authority or ability to remedy. In making this determination, the President may consult with and rely upon an advisory panel selected by the President

which consists of one or more Officers, Directors or attorneys (“Advisory Panel”). If the President determines that the Complaint does not satisfy the criteria specified herein, the President shall so advise the Complainant, and the Complaint shall be dismissed, and no further processing of the Complaint shall be required pursuant to this Article.

- (b) If the Complaint has not been dismissed, the President shall appoint one member, employee (other than the President) or agent of the Corporation to investigate the Complaint (the "Investigator"). The Investigator may not, however, be an individual who is directly or indirectly involved in an occurrence that is the subject of the Complaint.
- (c) The Corporation shall send to the Complainant a notice acknowledging the receipt of the Complaint (the “Notice to Complainant”). The Notice to Complainant shall include:
  - (i) The name and contact information of the Investigator;
  - (ii) The date by which it is anticipated that the investigation will be completed;  
and
  - (iii) A copy of these procedures.
- (d) The Corporation shall send to any individual and organization whose conduct is the subject of the Complaint (an "Adverse Party") a notice of the filing of the Complaint and a copy of the Complaint (the “Notice to Adverse Party”). No Notice to Adverse Party need be sent when the only Adverse Party is the Corporation. The Notice to Adverse Party shall include:
  - (i) An invitation to respond in writing to the Complaint;
  - (ii) The name and contact information of the Investigator;

- (iii) The date by which it is anticipated that the investigation will be completed;  
and
- (iv) A copy of these procedures.
- (e) If the Complaint is a Misconduct Complaint, the Notice to Adverse Party shall also allow the Adverse Party an opportunity to request that the President resolve the Complaint upon the conclusion of the investigation rather than using a Hearing Panel. If the President chooses to grant that request and thereafter finds that the Adverse Party has engaged in Misconduct, the Corporation may discipline the Adverse Party in any manner consistent with the disciplinary provisions set forth in this Article without using a Hearing Panel. In any instance where it appears that the Notice to Adverse Party was received by or was refused by an Adverse Party, or despite the best efforts of the Corporation, could not be delivered to an Adverse Party, or an Adverse Party fails or refuses to notify the Corporation as to which method the Adverse Party would prefer to use to resolve the allegations, the President may decide which of the two methods to employ.

**10.06 Decisions Made at Competitions.** If the incident which is the subject of the Complaint occurs at an event or competition sanctioned by the Corporation, and the subject matter of the Complaint could have been the subject of protest procedures described in any applicable governing rules and policies, then those protest procedures must be exhausted prior to the filing of a Complaint. The failure to exhaust those protest procedures precludes the processing of a Complaint pursuant to this Article. Furthermore, the final decision of an official 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 official) shall not be reviewable through these procedures for, or the subject of, an Administrative Complaint or an Opportunity to

Participate Complaint unless the decision is: (i) outside the authority of the official to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the official. For purposes of this Section, the term “official” shall include any judge or other individual with discretion to make field of play decisions.

- 10.07 **Complaints Involving an Opportunity to Participate in a Competition.** With respect to an Opportunity to Participate Complaint, the Complainant shall include with the Complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered upon the Complaint. The Hearing Panel shall determine which additional individuals should receive notice of the Complaint and shall provide appropriate notice to these individuals. Any individual so notified then shall have the right to participate in the proceeding as a party. If an individual is notified of the Complaint, then that individual shall be bound by the decision of the Hearing Panel even though the individual chose not to participate as a party.
- 10.08 **Investigation of the Complaint.** The investigation of the Complaint shall include a collection of all relevant documents and interviews (or attempted interviews) with the Complainant, any Adverse Party and other persons having information related directly to the subject matter of the Complaint.
- 10.09 **Disposition of the Complaint.** The Investigator shall prepare for the President a written summary of the investigation and a recommendation as to the appropriate disposition of the Complaint. Without being limited or bound by that recommendation, the President may then:
- (a) After consulting with the Advisory Panel, inform the parties that upon the basis of the investigation, the President has concluded that the Complaint is devoid of merit or that the underlying facts and circumstances do not give rise to an issue that is

appropriate for resolution under these procedures, and the Complaint shall be dismissed, and no further processing of the Complaint shall be required pursuant to this Article.

- (b) Attempt to mediate the dispute to the satisfaction of the parties. If mediation is successful, the agreed upon resolution must be recorded by the President in a form which includes the written acknowledgment by the parties of that resolution;
- (c) Inform the Complainant that he/she/it may, at the Complainant's option, pursue the Complaint through a Hearing Panel under the procedures set forth herein; or
- (d) Inform the Complainant that the Corporation will pursue the matter against the Adverse Party as a Misconduct Complaint under the procedures set forth herein.

10.10 **Hearing Panel.** If a hearing is requested, the President will report that fact to the chair of the Ethics and Grievance Committee. The chair of the Ethics and Grievance Committee will then appoint at least three (3) individuals to serve as the hearing panel that will hear the matter (the "Hearing Panel"). These appointments shall be subject to the following:

- (a) The chair of the Ethics and Grievance Committee may appoint himself/herself or any other member of the Ethics and Grievance Committee to the Hearing Panel.
- (b) The appointment of the Hearing Panel will include the designation of a chair.
- (c) The Hearing Panel shall have at least twenty percent (20%) athlete representation. All athlete members of the Hearing Panel must meet the standards specified for an athlete representative to a board of directors of a National Governing Body or a "Designated Committee," as that term is defined in the bylaws of the USOC.
- (d) The chair of the Ethics and Grievance Committee is responsible for confirming the availability of each appointee to serve on the Hearing Panel.

10.11 **Administration.** The Ethics and Grievance Committee shall be responsible to ensure that all Complaints proceeding to a Hearing Panel are heard in a timely, fair and impartial manner and may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of Complaints filed with the Corporation.

10.12 **Conduct of the Hearing.**

- (a) The chair of the Hearing Panel will select the time and place for the hearing so as to have the hearing occur at the earliest convenient date. The chair may choose to conduct the hearing by conference call or other similar electronic means.
- (b) The chair will communicate the information about the hearing schedule along with the identity of the other members of the Hearing Panel to the parties and to the President. Prior to the hearing, the President will provide to the Hearing Panel copies of the Complaint, any written response previously submitted by an Adverse Party, and, where applicable, documents collected by the Investigator and the Investigator's summary. The Hearing Panel will not receive (and neither party may introduce or mention) the Investigator's recommendation or any resolution of the dispute proposed by the President or by any party during any mediation or any effort to amicably resolve the matter.
- (c) Not less than fifteen (15) days prior to the hearing, the chair of the Hearing Panel shall cause to be sent to the parties a written copy of the procedures to be followed at the hearing. Those procedures shall include the opportunity for each party to be represented by counsel, to present and examine oral or written evidence, to cross-examine witnesses and to present such factual or legal claims and argument as desired, unless such exhibits pertain solely to possible impeachment matters. The Hearing Panel shall set such timelines and other rules regarding the proceeding and

the conduct of the hearing as it deems necessary. Either upon its own initiative or at the request of a party, the Hearing Panel may direct the production of documents and other information. Further, the Hearing Panel may require that the parties (i) identify any witnesses the parties intend to call at the hearing and (ii) exchange copies of all exhibits the parties intend to submit at the hearing. The Hearing Panel shall set due dates for the exchange of such information. The Hearing Panel is authorized to resolve any dispute concerning the exchange of information. No party and no one acting on behalf of any party shall communicate *ex parte* with a Hearing Panel member. The hearing shall be informal, except that testimony shall be taken under oath. Members of the Hearing Panel shall have the right to question witnesses or the parties to the proceeding at any time. Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript.

- (d) All procedural and evidentiary decisions shall be made by the Hearing Panel. The rules of evidence shall not be strictly enforced; instead, the rules of evidence generally accepted in administrative proceedings shall be applicable. The Hearing Panel shall determine the admissibility, relevance and materiality of the evidence offered and may exclude evidence deemed by the Hearing Panel to be inadmissible, cumulative or irrelevant.
- (e) If the Complaint is not dismissed, decisions about the merits of the Complaint and the form of any sanction shall be made by majority vote of the Hearing Panel. The Hearing Panel shall report its decision on the merits in the form of written findings of

fact and conclusions. The decision shall be sent to the parties and to the President. Subject only to any right to arbitration as is specified in Section 10.16, the decision of the Hearing Panel shall be final and binding upon all parties.

10.13 **Discipline.** The Hearing Panel may impose any of the following discipline:

- (a) **Reprimand.** A communication, either public or private, of the Corporation's decision to impose a reprimand regarding the Complaint. Any reprimand may be combined with probation or suspension.
- (b) **Probation.** A ruling that, for a specified time, the subject's continued participation in the Corporation's activities, sanctioned competitions or membership programs is conditioned upon the satisfaction of certain conditions. These conditions shall be described specifically, as shall the consequences of failing to meet them. The Hearing Panel may order that notice of probation be given to appropriate authorities, such as meet directors.
- (c) **Suspension or Expulsion.** A ruling that, either permanently or for a specified period of time, the subject is prohibited from participating in sanctioned competitions or other of the Corporation's activities. The Hearing Panel may limit the effect of a suspension to certain activities or competitions, and may establish conditions that, if satisfied, will result in the lifting of a suspension. The Hearing Panel may order that notice of suspension or expulsion be given to appropriate authorities, such as meet directors.
- (d) **Other.** The Hearing Panel may order such other relief as it deems appropriate (*e.g.*, letter of apology or restitution, including, for example, the payment for damaging equipment or the recovery of any financial benefit improperly derived by an Adverse Party).

- 10.14 **Expedited Procedure.** With respect to an Opportunity to Participate Complaint, every effort will be made to expedite the proceedings, including, but not limited to, modifications made by the President or by the chair of the Hearing Panel to the procedures set forth above in order to resolve the Complaint prior to the start of the event.
- 10.15 **General.** All notices, reports and decisions under this Article shall be made in writing and delivered in person by registered or certified mail, or other form of delivery creating a record of receipt. Participation in these procedures shall be deemed to constitute agreement to be bound by the provisions of this Article. If, in the course of an investigation or hearing conducted pursuant to this Article, the Corporation discovers that an Adverse Party has engaged in one of the Special Categories of Misconduct specified in Article 9, the resolution of the Adverse Party's status shall be resolved under Article 9, and the proceedings under this Article 10 may be promptly terminated by the President or by the Hearing Panel.
- 10.16 **Publication of Permanently Ineligible Members.** Once a final decision has been rendered in a matter where the discipline imposed is permanent expulsion, the Corporation shall publish the following information in one or more of its publications and on the Corporation's website: (a) the name of the member; (b) the state of residence of the member at the time the discipline is imposed; and (c) with respect to decisions rendered after the adoption of this Section 10.16, which of the Corporation's Bylaws, rules, regulations or policies was violated.
- 10.17 **Arbitration.** The Corporation agrees to submit to binding arbitration conducted under the commercial rules of the American Arbitration Association, any controversy involving (i) an Opportunity to Participate Complaint or (ii) its recognition as a National Governing Body, as is provided in the Sports Act.

**ARTICLE 11**  
**SANCTIONING**

11.01 **Domestic Events.** The Corporation may issue a sanction for any domestic competition, exhibition or similar event in which member athletes or judges participate.

11.02 **International Events.**

- (a) **Sanctions.** Any competition or exhibition held in the United States that involves participation by foreign athletes, coaches or judges must be sanctioned by the Corporation.
- (b) **Invitations to Compete in the United States.** All invitations to foreign athletes to compete in the United States must be extended by the Corporation.
- (c) **Invitations to Compete Abroad.** All invitations for American athletes, coaches or judges to participate in competitions or exhibitions conducted outside the United States must be extended by the host country's National Governing Body for gymnastics through the Corporation.
- (d) **Compliance.** Failure of any athlete, coach, judge or foreign athlete to follow the procedures listed in this Section, as well as those procedures set forth in the statutes of FIG relating to international competition or foreign events could render the athlete ineligible for participation in future Corporation and FIG events. Violation of these procedures may cause action to be taken against a foreign federation consistent with the statutes of the FIG.

## ARTICLE 12

### FINANCES

- 12.01 **Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.
- 12.02 **Record Keeping and Reporting.** Consistent with generally accepted accounting principles, the Corporation will maintain records of its financial activity and prepare for distribution to the Board regular reports of that activity.
- 12.03 **Budget.** The President will prepare for submission to the Finance and Audit Committee both an annual budget and a four-year budget for each Olympic quadrennium to be presented and approved by the Board.
- 12.04 **Annual Audits.** The Board shall cause to be made an annual audit of the Corporation's books and records and an examination of its business affairs. The audit and examination shall be made by independent certified public accountants approved by the Board, and the accountant's report shall be furnished to the Board.
- 12.05 **Bonds.** The President shall, and any other officer or employee handling money of the Corporation may, be bonded at the Corporation's expense in such manner as may be determined by the Board.

## ARTICLE 13

### INDEMNIFICATION AND LEGAL FEES

#### 13.01 Indemnification.

- (a) The Corporation shall indemnify each of its present and former Directors, Officers, employees, committee members and official representatives, and any person who is or was serving another corporation or other entity in any capacity at the written request of the Corporation, and hold them harmless from all amounts actually and reasonably incurred by such person (including, but not limited to, judgments, costs and attorneys' fees) in connection with the defense of any pending or threatened litigation to which such person is, or is threatened to be made, a party because such person is or was serving in such capacity. This right of indemnification shall also apply to expenses of litigation that are compromised or settled, including amounts paid in settlement, if the Corporation approves such settlement as provided in Section 13.01(b) hereof. Such person shall be entitled to be indemnified only if he or she acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation. The termination of any litigation by judgment, order, settlement, conviction or upon a plea of no contest or its equivalent shall not, in and of itself, create a presumption that such person did not act in good faith or in a manner reasonably believed to be in or not opposed to the best interests of the Corporation.
- (b) Any amount payable as indemnification under this Article 13 shall be determined and paid by the Corporation pursuant to a determination by the affirmative vote of a majority of the Directors, other than those Directors who have incurred expenses in connection with the litigation for which the indemnification is sought, and such

Directors shall not be counted in determining the presence of a quorum for the purpose of such vote.

- (c) Any expense incurred by such person in connection with the defense of any such litigation may be paid by the Corporation in advance of the final disposition of such litigation upon the receipt of a satisfactory undertaking by such person to repay any such amount if it is determined under Section 13.01(b) hereof that such person is not entitled to be indemnified under this Article 13.
- (d) The right of indemnification under this Article 13 shall be in addition to, and not exclusive of, all other rights to which such person may be entitled.
- (e) The Board may, in its discretion, authorize the purchase of insurance on behalf of any persons specified in this Article 13. Such insurance may include further provisions of indemnification of such persons for expenses of a similar kind or which are subject to indemnification under this Article 13.

13.02 **Legal Fees.** Any member, Officer, Director or participant in the Corporation's membership program who initiates a legal proceeding against the Corporation before any independent tribunal or in any court of law agrees that the Corporation may seek an award of its attorneys' fees and related expenses if it prevails in that proceeding.

## ARTICLE 14

### CONFLICT OF INTEREST

14.01 **Conflict of Interest.** In order to protect the interests of the Corporation and its tax-exempt status, and to avoid any potential financial abuse or appearance of impropriety or favoritism when the Corporation contemplates entering into a business, financial or contractual arrangement, the Board shall adopt and maintain in force a Conflict of Interest Policy of such scope, and containing such terms and provisions, as the Board determines to be appropriate and consistent with state and federal laws pertaining to conflicts of interest which are applicable to non-profit, tax-exempt organizations.

## ARTICLE 15

### CONSTRUCTION AND AMENDMENT OF BYLAWS

- 15.01 **Amendment of Bylaws.** These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted at any meeting of the Board by the affirmative vote of two-thirds (2/3) of the Directors, provided notice of the proposed alteration, amendments, repeal, or new Bylaws are presented to the Directors within thirty (30) days of any meeting of the Board (according to Section 5.04 of these Bylaws).
- 15.02 **Editorial Changes.** Non-substantive changes to these Bylaws, as for example the correction of typographical errors or the substitution of a new address for the Corporation's principal office, may be made by the Nominating and Governance Committee without resort to a vote by the Board, provided any such changes are promptly reported to the Board.
- 15.03 **Construction of Bylaws.**
- (a) Whenever the context so requires, masculine shall include the feminine, the feminine shall include the masculine, and the singular shall include the plural, and conversely.
  - (b) If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible, the remainder of these Bylaws shall be considered valid and operative; and effect shall be given to the intent manifested by the portion held invalid or inoperative.
- 15.04 **Table of Contents.** The table of contents and headings used in these Bylaws have been inserted for convenience only and do not constitute matters to be construed in interpretation.
- 15.05 **Relation to Certificate of Formation.** These Bylaws are subject to, and governed by, the Certificate of Formation, as it may be amended or restated from time to time.

15.06 **Savings Clause.** Failure of literal or complete compliance with provisions of these Bylaws in respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology or notice of proposals, which in the judgment of the members at meetings held do not injure the rights of members, shall not invalidate the actions or proceedings of the members at any meeting.

## ARTICLE 16

### GENERAL PROVISIONS

- 16.01 **Books and Records.** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board.
- 16.02 **Corporate Seal.** The Corporation seal (of which there may be one or more) shall contain the name of the Corporation and the name of the state of incorporation. The seal may be used by impressing or reproducing a facsimile of it, for use on official documents of the Corporation.
- 16.03 **Publications.** *USA GYMNASTICS* and *TECHNIQUE* magazines are the official publications of the Corporation.
- 16.04 **Website.** The official website of the Corporation is [www.usagym.org](http://www.usagym.org).