

**AMENDED AND RESTATED BYLAWS OF
USA GYMNASTICS, INC.**

Effective December 17, 2020

Updated June 17, 2022

TABLE OF CONTENTS

ARTICLE 1 NAME AND STATUS	1
Section 1.1. Name	1
Section 1.2. Non-Profit Status.....	1
Section 1.3. Business Offices and Other Offices	1
Section 1.4. Registered Office; Registered Agent	1
ARTICLE 2 PURPOSE & NATIONAL GOVERNING BODY RECOGNITION	1
Section 2.1. Purpose.....	1
Section 2.2. Recognition as a National Governing Body	2
Section 2.3. International Federation Affiliation	2
Section 2.4. Governance Philosophy	2
Section 2.5. National Governing Body Safe Sport and Anti-Doping Obligations.....	2
ARTICLE 3 MEMBERS	2
Section 3.1. Categories of Membership	2
Section 3.2. Membership Requirements and Dues	3
Section 3.3. Safe Sport and Anti-Doping Obligations of Members.....	3
Section 3.4. Termination of Membership & Interim Measures	4
Section 3.5. Leadership Roles	4
ARTICLE 4 BOARD OF DIRECTORS	5
Section 4.1. General Powers	5
Section 4.2. Function of the Board.....	5
Section 4.3. Qualifications	6
Section 4.4. Number.....	6
Section 4.5. Election	6
Section 4.6. Unaffiliated Directors.....	8
Section 4.7. Staggered Board	9
Section 4.8. Board Term Limits.....	9
Section 4.9. Compensation & Reimbursements.....	9
ARTICLE 5 BOARD PROCEDURES.....	10
Section 5.1. Director Attendance	10
Section 5.2. Resignation, Removal, and Vacancies	10
Section 5.3. Regular and Special Meetings.....	10
Section 5.4. Notice of Meetings	10

Section 5.5.	Quorum	11
Section 5.6.	Action of the Board; Voting; Written Consent; Presumption of Assent	12
Section 5.7.	Action Without a Meeting	12
Section 5.8.	Questions of Order and Board Meeting Leadership	13
Section 5.9.	Executive Meeting Sessions	13
Section 5.10.	Minutes of Meetings	13
Section 5.11.	Reports to the Board.....	13
ARTICLE 6 COMMITTEES		14
Section 6.1.	Designation	14
Section 6.2.	Athlete Representation on Committees.....	14
Section 6.3.	Finance and Audit Committee	15
Section 6.4.	Nominating and Governance Committee.....	15
Section 6.5.	Ethics and Grievance Committee.....	16
Section 6.6.	Safe Sport Committee	17
Section 6.7.	Athletes' Council	18
Section 6.8.	Affiliated Organizations Committee	18
Section 6.9.	Programs Council.....	19
Section 6.10.	Program Committees.....	19
Section 6.11.	Selection Committees	20
Section 6.12.	State and Regions	20
ARTICLE 7 USOPC ATHLETES' ADVISORY COUNCIL.....		21
Section 7.1.	Designation	21
Section 7.2.	Qualifications	21
Section 7.3.	Election	21
Section 7.4.	Term; Term Limits.....	21
ARTICLE 8 OFFICERS		21
Section 8.1.	Officers.....	21
Section 8.2.	Election	22
Section 8.3.	Term; Removal; and Resignation.....	22
Section 8.4.	Authority and Duties of Officers	22
Section 8.5.	Restrictions.....	23
Section 8.6.	Vacancies	24
Section 8.7.	Delegation of Authority	24
Section 8.8.	Compensation; Reimbursement of Expenses	24

ARTICLE 9 SELECTION PROCEDURES	24
Section 9.1.....	24
ARTICLE 10 SANCTIONING	25
Section 10.1. Sanctioning Domestic Events	25
Section 10.2. Sanctioning International Events	25
ARTICLE 11 FINANCES	26
Section 11.1. Fiscal year	26
Section 11.2. Record Keeping and Reporting.....	26
Section 11.3. Budget	26
Section 11.4. Annual Audit.....	26
ARTICLE 12 FIDUCIARY MATTERS	26
Section 12.1. Indemnification	26
Section 12.2. Discharge of Duties.....	27
Section 12.3. Conflicts of Interest.....	27
ARTICLE 13 POLICIES	28
Section 13.1. Gifts & Entertainment Policy	28
Section 13.2. Conflicts of Interest Policy.....	28
Section 13.3. Code of Conduct	28
Section 13.4. Safe Sport Policy	28
Section 13.5. Whistleblower Policy	28
ARTICLE 14 CONSTRUCTION AND AMENDMENT OF BYLAWS	28
Section 14.1. Amendments	28
Section 14.2. Construction of Bylaws.....	29
Section 14.3. Table of Contents	29
Section 14.4. Savings Clause	29
ARTICLE 15 GENERAL PROVISIONS.....	29
Section 15.1. Books and Records.....	29
Section 15.2. Corporate Seal.....	29
Section 15.3. Website.....	29
Section 15.4. Inurement of Benefits.....	30
Section 15.5. Prohibited Purposes.....	30
Section 15.6. Dissolution	30
Section 15.7. Arbitration	30
ARTICLE 16 ORGANIZATIONAL COMMITMENTS	30

Section 16.1.	Commitments	30
---------------	-------------------	----

ARTICLE 1 NAME AND STATUS

Section 1.1. Name

The name of the corporation is USA Gymnastics (“USAG”) or the “Corporation”). USAG may establish acronyms or abbreviations as appropriate for business use, and may establish logos, service marks or trademarks as appropriate to further its purposes, mission, and goals.

Section 1.2. Non-Profit Status

USAG is a non-profit corporation, incorporated under the laws of the state of Texas. USAG will be operated for charitable and educational purposes. It shall also have as its purpose to foster national and international amateur sports competition in the sport of gymnastics and related disciplines. USAG may adopt a mission statement as it deems appropriate. To the extent that anything within these bylaws (the “Bylaws”) is inconsistent with the laws of the state of Texas, the laws of the state of Texas will prevail. USAG shall operate consistent with, and shall maintain, a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

Section 1.3. Business Offices and Other Offices

The principal office of USAG is currently 1099 North Meridian St. Suite 800, Indianapolis, Indiana. USAG may change the location of its principal office. USAG may have such other offices, either within or outside the state of Indiana, as its board of directors (the “Board of Directors” or “Board”) may designate.

Section 1.4. Registered Office; Registered Agent

Any registered office and registered agent of USAG as required by Texas Business Organizations Code (the “BOC”) shall be maintained in the state of Texas. The registered office or registered agent may be changed by the Board of Directors. The registered office may be, but need not be, the same as the principal office.

ARTICLE 2 PURPOSE & NATIONAL GOVERNING BODY RECOGNITION

Section 2.1. Purpose

Except as otherwise stated in the Corporation’s articles of incorporation (the “Articles”), the purpose of USAG is to build a community and culture of health, safety, and excellence where athletes and other participants can thrive in sport and in life. USAG seeks to foster a safe, positive environment for its athletes and other members; to promote and grow the sports of artistic gymnastics, rhythmic gymnastics, trampoline and tumbling, acrobatic gymnastics, and parkour in the United States; and to enable United States athletes to achieve sustained competitive

excellence in domestic and international competition.

Section 2.2. Recognition as a National Governing Body

USAG is recognized by the United States Olympic & Paralympic Committee (the “USOPC”) as the National Governing Body for the sport of gymnastics and related disciplines in the United States. Accordingly, USAG will comply with the requirements for recognition as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. § 220501 – 220529) (the “Ted Stevens Act”) and by the USOPC from time to time.

Section 2.3. International Federation Affiliation

USAG is not, and shall not be, a member of more than one international sports federation included on the program of the Olympic Games or the Pan-American Games as required by the Act §220522(a)(6). Currently USAG is a member of the Fédération Internationale de Gymnastique (“FIG”).

Section 2.4. Governance Philosophy

As the National Governing Body for the sport of gymnastics and related disciplines, USAG will encourage participation and the pursuit of excellence in all aspects of gymnastics in the United States. The Board will lead and support USAG’s efforts to promote a safe, healthy, and positive sport environment. The Board will provide leadership, vision, independent thinking, and promote safety and diversity within the sport.

Section 2.5. National Governing Body Safe Sport and Anti-Doping Obligations

- a. Compliance with Athlete Safety Policies and Procedures. USAG will adhere to the athlete and participant safety requirements of the Ted Stevens Act, the USOPC, the U.S. Center for SafeSport (the “Center”), and any other applicable state or federal law. This includes but is not limited to the USOPC Security & Athlete Safety Policy and the USOPC Responsible Sport Organization Background Check Policy. USAG will adopt and maintain athlete and participant safety policies and procedures that meet or exceed the requirements of these authorities.
- b. Compliance with the Anti-Doping Rules and Regulations. USAG will adhere to the anti-doping rules and regulations of the USOPC, the United States Anti-

Doping Agency (“USADA”), and the World Anti-Doping Agency (“WADA”).

ARTICLE 3 MEMBERS

Section 3.1. Categories of Membership

USAG has the following types of members:

- a. Individual Member: USAG will establish the criteria for, and categories of, membership as an individual.
- b. Organizational Member: Any amateur sports organization may apply for membership in USAG as an organizational member if it (1) conducts a national program or regular national amateur gymnastics competitions on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur competitions; (2) sponsors amateur athletes to compete in national or international competitions; (3) otherwise demonstrates support of gymnastic programs by providing training facilities, coaches or judges; or (4) otherwise engages in gymnastic activities or activities closely allied to the sport of gymnastics. Organizations that are purely political in character are not eligible for membership. USAG will establish the categories of, and any additional criteria for, membership as an organization.
- c. Member Clubs: USAG will establish the criteria for, and categories of, membership as a club.
- d. 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 the members under the terms of these Bylaws.

Section 3.2. Membership Requirements and Dues

Membership in USAG is a privilege granted by USAG in its discretion. The Board of Directors may add, remove, or change the membership categories from time to time. Members have no ownership rights or any other interests of any kind in USAG’s property. Members may not transfer their membership in USAG, except that an organizational member, upon written application, may be allowed to transfer its membership to another organization if the Board determines that the transferee is the successor to the assets and has assumed substantially all duties,

liabilities, and obligations of the transferor.

USAG may establish criteria for membership in any or all membership categories. Such criteria may include, without limitation, background checks, Safe Sport education or training, other education requirements, and payment of dues. Further, USAG may establish such rules and procedures for the amount, manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as USAG shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

Section 3.3. Safe Sport and Anti-Doping Obligations of Members

All members must comply with all applicable policies, rules, and regulations of USAG, the Center, and the USOPC. These include, without limitation, all athlete and participant safety and Safe Sport policies. All members, as a condition of membership, submit to the jurisdiction of the Center, USAG's Safe Sport Department and FIG.

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

It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, PSO or HPMO, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USAG, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, FIG, the USOPC, and USADA, including the USADA Protocol and all other policies and rules adopted by WADA, FIG and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of FIG, if applicable or referred by USADA. In addition, Athletes agree to submit to

drug testing by the FIG and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

USAG will enforce any and all anti-doping sanctions imposed by USADA and/or the WADA on any member of USA Gymnastics.

Section 3.4. Termination of Membership & Interim Measures

USAG may terminate a member's membership or impose interim or final measures, including suspension, at any time with cause, as determined by USAG. A member will be given fair notice and the opportunity for a hearing before being denied the opportunity to participate in amateur athletic competition. USA Gymnastics will publish on its website the policies, procedures and requirements for notice and hearings.

Section 3.5. Leadership Roles

Holding a leadership role with USAG is a privilege. USAG has the right to define its leadership roles. To hold a leadership role, an individual must comply with all requirements established by USAG. An individual may not hold a leadership role, or

USAG may remove an individual from a leadership role, if that individual does not comply with the requirements established by USAG.

ARTICLE 4 BOARD OF DIRECTORS

Section 4.1. General Powers

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

Section 4.2. Function of the Board

The Board of Directors will provide guidance and strategic direction for USAG. The Board of Directors will oversee the management of USAG and its affairs, but it does not manage the day-to-day activities of USAG. The Board of Directors will focus on long-term objectives and impacts rather than on day-to-day management, empowering the President to manage a staff-driven organization with effective oversight by the Board of Directors. In addition, the Board of Directors performs the following specific functions:

- a. implements procedures to orient new directors, to educate all directors on the

business and governance affairs of USAG, and to evaluate Board performance;

- b. selects, compensates, evaluates, and may terminate the President;
- c. plans for management succession;
- d. reviews and approves USAG's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- e. sets policy and provides guidance and strategic direction to management on significant issues facing USAG;
- f. reviews and approves significant corporate actions;
- g. reviews and approves USAG's athlete and participant safety policies, rules, and procedures;
- h. oversees the financial reporting process, communications with stakeholders, and USAG's legal and regulatory compliance program;
- i. oversees effective corporate governance;
- j. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- k. reviews and approves financial statements, annual reports, financial and control policies, and, upon the recommendation of the Finance and Audit Committee, selects independent auditors;
- l. monitors to determine whether the Corporation's assets are being properly protected;
- m. monitors the Corporation's compliance with laws and regulations and the performance of its broader responsibilities;
- n. ensures that the Board and management are properly structured and prepared to act in case of a corporate crisis; and
- o. ensures that USAG adopts and maintains athlete and participant safety rules, policies and procedures that comply with or exceed the requirements of the Ted Stevens Act, the USOPC, and the Center.

Section 4.3. Qualifications

Each director of the Board must be a citizen of the United States and eighteen (18)

years of age or older, except in the case of an eligible athlete director.

A director will (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other directors, in collectively serving the long-term interests of the Corporation. Each Director shall have passed a background check, completed Safe Sport education and training, and have no record of Safe Sport violations. Directors will possess the highest personal values, judgment and integrity, understand athletic competition and the Olympic ideals, and have diverse experience in business, financial, and other areas of importance to USAG. Directors will have a high level of experience and capability in governance and Board oversight responsibilities. Directors should also have demonstrated a history of success in one or more areas of importance to USAG, including in the areas of finance, law, marketing, fundraising, audit, management, strategy, communications, child welfare and athlete safety.

Directors have an affirmative and ongoing duty to disclose any matters, including actual or potential conflicts of interest, which may be relevant to their qualifications to serve as a Director.

Section 4.4. Number

The Board of Directors (the “Board”) will consist of 17 directors. The Board will have eight (8) Unaffiliated Directors; six (6) Athlete Directors; one (1) Affiliated Organizations Director; one (1) National Membership Director; and one (1) Survivor Representative Director.

Section 4.5. Election

The Corporation’s Board of Directors will be elected as follows:

- a. *National Membership Director.* The Board will include one (1) National Membership Director. The National Membership Director will be directly elected by Individual Members, excluding athlete members, holding a valid membership as of July 31 of each year from among two candidates nominated by the Programs Council. For one of the candidates, the Programs Council will nominate one of the two representatives on the Council from the program with the greatest number of members as of July 31 of each year. For the other candidate, the Programs Council will nominate one of the representatives on the Council from the other disciplines.
- b. *Athlete Directors.* Athlete directors shall be as follows:
 - i. One (1) director who is USAG’s representative to the USOPC AAC (as defined below);
 - ii. One (1) director who is USAG’s alternate to the USOPC AAC (as defined

below)

- iii. One (1) director representing the discipline with the highest number of members holding a valid athlete membership in such discipline as of July 31 of each year;
 - iv. One (1) director representing the discipline with the second highest number of members holding a valid athlete membership in such discipline as of July 31 of each year; and
 - v. Two (2) directors representing the remaining disciplines who shall represent those combined disciplines. The two directors must represent different disciplines.
- c. *Survivor Representative Director*. The Board will include one (1) director who is a self-disclosed survivor of sexual, physical, or emotional abuse that occurred in connection with their USA Gymnastics membership or their participation in a USA Gymnastics sanctioned event or at a USA Gymnastics member club (each a “Survivor”) and shall be designated the “Survivor Representative Director”. The initial Survivor Representative Director will be directly elected by the Additional Tort Claimants Committee of Sexual Abuse Survivors. Each subsequent Survivor Representative Director shall be elected by individuals who are eligible as either 10 Year Athlete Representatives or 10 Year+ Athlete Representatives.

At least three (3) of the athlete directors will be 10 Year Athlete Representatives. The remaining three (3) athlete directors may be either 10 Year or 10 Year+ Athlete Representatives.

The term “10 Year Athlete Representative” is defined as set forth in the USOPC’s bylaws and shall include any athlete who has competed in a Delegation Event (Olympic Games and Pan American Games), World Championships, or the Elite National Championships in Artistic, Rhythmic, Trampoline & Tumbling, or Acrobatic Gymnastics within the previous ten years.

The term “10 Year+ Athlete Representative” is defined as set forth in the USOPC’s bylaws and shall include any athlete who has competed in a Delegation Event or World Championships but not within the previous ten years, or the Elite National Championships in Artistic, Rhythmic, Trampoline & Tumbling, or Acrobatic Gymnastics dating back to 2001 but not within the previous 10 years.

The athlete directors will be directly elected by athletes who meet the definition of a 10 Year Athlete Representative and are otherwise eligible to run for the director positions.

Athlete representatives may not be drawn from events that categorize entrants in

age- restricted classifications, commonly known as “Juniors,” “Masters,” “Seniors,” “Veterans,” or other similarly designated age-restricted competition. This provision is not meant to exclude from eligibility athletes who compete in an event for which the International Olympic Committee or FIG has established an age restriction, but whom otherwise meet the standard set forth in this section. For the avoidance of doubt, athlete representatives may be drawn from the “Senior” category for gymnastics.

- d. *Unaffiliated Directors.* The Board shall elect eight (8) directors from among individuals considered to be unaffiliated, as that term is defined in Section 4.6.
- e. *Affiliated Organizations Director.* The Board shall include one (1) Affiliated Organizations Director elected by the affirmative vote of a majority of the members of the Affiliated Organizations Committee pursuant to procedures established by the Affiliated Organizations Committee.

The Board of Directors will be selected without regard to race, color, religion, age, sex, sexual orientation, gender, gender identity, or national origin.

Section 4.6. Unaffiliated Directors

The Board determines whether a director is unaffiliated. An “unaffiliated director” must not have any material relationship with USAG, either directly or through an organization that has a material relationship with USAG. A relationship is “material” if, in the judgment of the Board of Directors, it would interfere with the director’s independent judgment. The Board will use the below standards to assist it in determining whether a director is unaffiliated.

A director is not unaffiliated if, within the preceding five (5) years:

- a. the individual was employed by or held any governance position (whether a paid or volunteer position) with USAG, FIG, the international regional sport entity, or any sport family entity connected to USAG;
- b. an immediate family member of the individual was employed by or held any governance position (whether a paid or volunteer position) with USAG, FIG, the international regional sport entity, or any sport family entity connected to USAG;
- c. the individual was affiliated with or employed by USAG’s outside auditor or outside counsel;
- d. an immediate family member of the individual was affiliated with or employed by USAG’s outside auditor or outside counsel as a partner,

principal or manager;

- e. the individual was a member of USAG's Athletes' Council;
- f. the individual was a member of any constituent group with representation on the Board;
- g. the individual receives any compensation from USAG, directly or indirectly;
- h. the individual is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USAG;
- i. the individual is the parent or close family member or coach of an athlete that has competed in a protected competition (as defined in the USOPC's bylaws); or
- j. the individual is a member of USAG in a membership category that participates in competitions.

The unaffiliated director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term with the exception of holding any governance position with USAG or FIG and reimbursement of expenses related thereto.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a director is unaffiliated, shall be made by the Board.

Section 4.7. Staggered Board

Directors will have staggered terms as determined by the Board. The Board may adjust terms from time to time in order to maintain staggered terms.

Section 4.8. Board Term Limits

No director shall serve more than two (2) consecutive terms. For purposes of this rule, service of two (2) or more years constitutes one (1) term. A director's term shall end on December 31, and a new director's term shall begin on January 1 of the next year. The Corporation shall nominate and elect a successor director within sixty (60) days of the end of a director's term or by the next regularly-scheduled meeting of the Board, whichever is earlier. A director therefore may hold office for a maximum of sixty (60) days beyond the end of his or her four (4) year term to permit time for the Corporation to identify and elect a successor director. The Corporation shall also nominate and elect a successor director within sixty (60) days of the date of a director's resignation, removal, incapacity, disability or death,

or, at the next regularly-scheduled Board meeting, whichever is earlier.

Section 4.9. Compensation & Reimbursements

Except as otherwise provided in the BOC, directors will not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USAG's policies. USAG will pay for the reasonable travel costs for athlete directors to attend Board meetings, in accordance with USAG's policies. Except as otherwise provided in the BOC or USAG's conflict of interest policy, directors may not receive compensation for services rendered to or for the benefit of USAG in any other capacity. Athlete directors, however, shall be entitled to obtain compensation from USAG in connection with their capacity as athletes. Each director of the Board is bound by USAG's Conflict of Interest Policy, as updated from time to time.

ARTICLE 5 BOARD PROCEDURES

Section 5.1. Director Attendance

Directors are expected to attend, in person or by telephone or videoconference, all regularly scheduled Board meetings. Directors must attend at least three fourths (3/4) of all regularly scheduled Board meetings.

Section 5.2. Resignation, Removal, and Vacancies

A director's position on the Board becomes vacant upon the director's resignation, removal, incapacity, disability or death, or upon the expiration of the director's term. Any director may resign at any time by giving written notice to the Chair of the Board, except the Chair's resignation shall be given to the President. The resignation takes effect at the time specified in the written notice. Acceptance of the resignation by the Board is not necessary to make it effective. Directors will be removed by the Board if they fail to attend in person or participate by telephone or videoconference in at least three fourths (3/4) of the regular meetings of the Board during any twelve (12) month period, unless they are able to demonstrate to the other directors of the Board that the presence of exigent circumstances caused and excused the absences. A director shall be removed in accordance with the preceding sentence by the affirmative vote of a majority of the voting power of the Board (excluding the absent director). A director may also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the director to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the director in question). Any vacancy occurring in the Board shall be filled as set forth in Section 4.5. A director elected to fill a vacancy shall be elected for the unexpired term of such

director's predecessor in office.

Section 5.3. Regular and Special Meetings

Unless otherwise required by the BOC, the Board of Directors shall meet at regularly scheduled meetings at least four (4) times per year. Directors shall participate in regularly scheduled Board meetings in person or by telephone or videoconference. Special meetings of the Board shall be held upon the call of the Chair or President or by request of a majority of the Board when necessary or desirable. Directors may participate in special meetings of the Board by telephone or videoconference. For special meetings for the purpose of a Board vote, the meeting and voting may take place by electronic mail or telephone.

Section 5.4. Notice of Meetings

Notice of each meeting of the Board of Directors, stating the date, time and place of the meeting, and in the case of a special meeting, the purpose for which the meeting is called, shall be given to each director of the Board by or at the direction of the Chair of the Board.

Notice may be given either in writing or orally. Written notice may be delivered personally, by mail, by private carrier or by electronic transmission (including, without limitation, email or text message). Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose), to the director's email address, or to the director's cellular telephone number. Except for electronic transmission, written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by electronic transmission, such notice shall be deemed to be given when the transmission is sent. Oral notice may be delivered either personally or telephonically and is effective when communicated. Such notice shall be delivered to the director (or to such other individual provided by the director for such purpose). Oral or electronic transmission notice shall be delivered no fewer than two (2) days before the date of the meeting. The method of notice need not be the same as to each director.

If the Chair of the Board of Directors, in his or her reasonable discretion, determines that extenuating circumstances exist that require an immediate meeting of the Board of Directors, then the Chair may call a meeting on as short of notice as the Chair determines, in his or her reasonable discretion, is appropriate under the circumstances. Notice of each meeting of the Board of Directors, stating the date, time and place of the meeting shall be published in a timely manner providing reasonable notice given the circumstances requiring a meeting of the Board.

A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting waives notice of that meeting, except where a

director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Except as otherwise provided in these Bylaws and the BOC, and except for executive sessions or closed meetings, all meetings of the Board of Directors will be open for attendance by USAG's members. Notice of each meeting of the Board, stating the date, time and place of the meeting, will be published to USAG's members within a time intended to provide reasonable notice of the meeting given the circumstances requiring a meeting of the Board. However, if the Board determines in its reasonable discretion that a meeting is held under extenuating circumstances, then notice of the meeting may be provided at any time that the Board determines, in its reasonable discretion, is appropriate under the circumstances, including after the meeting.

Section 5.5. Quorum

A simple majority of the directors of the Board in office, immediately before the meeting begins, constitutes a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present at a meeting, then: (i) the meeting may continue but no action of the Board may occur; and/or (ii) a majority of the directors present at the meeting may adjourn the meeting from time to time, without further notice other than an announcement at the meeting, until a quorum is present. A quorum is required for any action of the Board.

Section 5.6. Action of the Board; Voting; Written Consent; Presumption of Assent

The vote of a majority of directors on the Board present at a duly called meeting in which a quorum is established shall constitute an act of the Board. Each director in attendance at such a meeting shall be entitled to one (1) vote on each issue submitted to a vote at that meeting. Any vote may be taken by voice or by show of hands unless a director objects, in which case, written ballots shall be used. The unanimous written consent of all directors on the Board shall also constitute an act of the Board. No director may vote by proxy or act by proxy at any meeting of the Board. A director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless such director's dissent or recusal is entered in the minutes of the meeting or unless the director files a written dissent or recusal to such action with the Chair of the Board before the adjournment of the meeting. Such right to dissent or recusal will not apply to a director who voted in favor of such action. A director's recusal will be governed by Section 12.3 of these Bylaws and any policy adopted by USAG under Section 13.2 of these Bylaws.

Section 5.7. Action Without a Meeting

Action without a meeting may be taken by the Board if written notice as described in this Section (the "Board Notice") is transmitted 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. 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 USAG has not received an unrevoked written demand by a director that such action not be taken without a meeting. A director's right to demand that action not be taken without a meeting will be deemed to have been waived, unless USAG 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 USAG by the time stated in the Board Notice. All communications under this Section may be transmitted or received by USAG by email 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.

Section 5.8. Questions of Order and Board Meeting Leadership

Questions of order shall be decided by the Chair of the Board unless otherwise provided in advance by the Board. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Vice Chair/Secretary shall lead. If the Chair and the Vice Chair/Secretary are both absent, then the Board may choose another director to serve as presiding officer for that meeting.

Section 5.9. Executive Meeting Sessions

Every in-person Board meeting shall include an executive session, which may or may not include the executive staff of USAG. In the event the Chair of the Board, with the consent of a majority of the directors of the Board in attendance, deems it appropriate to (i) exclude members at a meeting for any reason, then the Chair may declare that the meeting is closed, or (ii) convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, legal or other sensitive matter, then the Chair may specifically designate and call an executive session. Further, the Chair of the Board may open a meeting of the Board to non-members, with the consent of a majority of the directors of the Board in

attendance.

Section 5.10. Minutes of Meetings

The minutes of all meetings of the Board of Directors for the prior three (3) years will be published on USAG's website, except that any minutes of closed meetings or executive sessions will not be published. USAG will publish the minutes of Board meetings at least quarterly.

Section 5.11. Reports to the Board

- a. *President.* The President shall provide at least quarterly reports to the Board regarding the operations and activities of USAG.
- b. *Finance and Audit Committee.* The Finance and Audit Committee shall provide no fewer than two (2) financial reports to the Board annually.
- c. *Ethics and Grievance Committee.* The Ethics and Grievance Committee shall provide no fewer than two (2) reports to the Board annually regarding conflict of interest and other compliance issues.
- d. *Safe Sport Committee.* The Safe Sport Committee or members of the Safe Sport staff shall provide a report to the Board at every Board meeting that summarizes current Safe Sport issues, a summary of resolutions, as well as provide an update to the Board on trends and mitigation efforts being utilized to address issues.

ARTICLE 6 COMMITTEES

Section 6.1. Designation

USAG shall have the following standing committees:

- the Finance and Audit Committee;
- the Nominating and Governance Committee;
- the Ethics and Grievance Committee;
- the Safe Sport Committee;
- the Athletes' Council;
- a Program Committee for each discipline;
- the Affiliated Organizations Committee; and
- the Programs Council.

These committees shall advise the Board, but the Board retains all governance authority. An Executive Committee of the Board to which governance authority is delegated is prohibited.

Each standing committee must draft and adopt a charter that governs that

committee's business and is consistent with these Bylaws. The Board of Directors will review and approve all committee charters. The Board may suspend a committee's authority to conduct business until the committee adopts a charter that the Board approves. The Board may require charters, consistent with this paragraph, from committees other than standing committees.

The Chair of the Board of Directors may form and terminate ad hoc committees or working groups as the Chair believes appropriate, and shall define narrowly the mission and deliverables of such committees or working groups.

A Committee member will serve a four (4) year term, and may serve no more than two (2) consecutive terms but may serve one (1) additional term, if elected or appointed, following one four (4) year term away from the Committee.

Section 6.2. Athlete Representation on Committees

At least one-third (33.3%) of the voting members of each committee must be athlete representatives.

"Designated Committee" means any committee that makes recommendations or decisions directly impacting elite athletes. Designated Committees include, without limitation, the following committees: the Nominating and Governance Committee, the Finance and Audit Committee, the Ethics and Grievance Committee, each Selection Committee, any hearing panel empowered to affect any individual's participation in protected competition, and any committee that allocates USOPC or USAG-provided resources.

At least half of the athlete representatives on Designated Committees must be 10 Year Athlete Representatives. The remaining athlete representatives must be either 10 Year or 10 Year+ Athlete Representatives.

Athlete representatives on committees other than Designated Committees must be "Actively Engaged Athlete Representatives," as that term is defined in the USOPC's bylaws, 10 Year Athlete Representatives, or 10 Year+ Athlete Representatives.

Athletes on all committees, including Designated Committees, will be appointed by USAG's Athletes' Council.

Section 6.3. Finance and Audit Committee

- a. The Board of Directors shall appoint the members of the Finance and Audit Committee except that athlete representatives shall be appointed according to Section 6.2. The Chair of the Finance and Audit Committee will be the Treasurer.

The Finance and Audit Committee will not exceed five (5) members.

b. The Finance and Audit Committee will:

- i. be responsible, in cooperation with the Treasurer and President, for recommending the annual budget for operations of USAG, reviewing financial statements as appropriate, reviewing internal financial policies and procedures, and for making recommendations for investment of excess operating funds;
- ii. review the allocation of funds for specific programs;
- iii. recommend the independent auditors of USAG for Board approval, review the report of the independent auditors and management letter, and recommend action as needed;
- iv. oversee financial controls and disclosure and such other matters as directed by the Board of Directors;
- v. perform such other duties as assigned by the Board of Directors; and
- vi. report to the Board of Directors as may be requested by the Board or the Chair from time to time.

The Finance and Audit Committee shall periodically meet separately in executive session with management, the Corporation's financial staff, and the Corporation's outside auditor. In addition, the Finance and Audit Committee, or a designated representative of the Finance and Audit Committee, shall meet with the outside auditor before the release of the Corporation's annual audited financial statements and tax filings, to review such materials.

Section 6.4. Nominating and Governance Committee

a. The Nominating and Governance Committee shall be selected as follows:

- i. one (1) individual who satisfies the criteria for an unaffiliated director and who is selected by the Board;
- ii. two (2) athletes selected according to Section 6.2 of these Bylaws; and
- iii. two (2) individuals selected by the Board who are professional members of USAG.

b. The members of the Nominating and Governance Committee shall serve for terms of four (4) years. An individual shall not serve on the Nominating and

Governance Committee for more than two (2) consecutive terms.

- c. The Nominating and Governance Committee shall:
 - i. identify and evaluate prospective candidates for the Board;
 - ii. recommend unaffiliated directors for Board approval;
 - iii. recommend as requested by the Board individuals to serve on various committees;
 - iv. work with the Ethics and Grievance Committee to vet all nominations for potential conflicts of interest or other issues;
 - v. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees;
 - vi. provide feedback when requested by the Board regarding changes to policies and other governing documents;
 - vii. perform such other duties as assigned by the Board; and
 - viii. report to the Board of Directors as may be requested by the Board or the Chair from time to time.

Section 6.5. Ethics and Grievance Committee

- a. The Ethics and Grievance Committee shall be selected as follows:
 - i. two (2) athletes selected according to Section 6.2 of these Bylaws;
 - ii. two (2) individuals who are professional members of USAG; and
 - iii. one (1) individual selected by the Board who satisfies the standards of independence for “unaffiliated directors” as set forth in these Bylaws. A current Board director may not be a member of the Ethics and Grievance Committee.
- b. The Ethics and Grievance Committee shall:
 - i. oversee implementation of, and compliance with, USAG’s Code of Ethical Conduct and Conflicts of Interest Policy;
 - ii. advise the Board on all ethical matters and grievances that are not Safe Sport matters or grievances;
 - iii. develop, and review on an annual basis, a Conflicts of Interest Policy for the Board, officers, staff members, committee members, volunteers, and

- member organizations for review and approval by the Board of Directors;
- iv. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board of Directors;
 - v. review and provide guidance on ethical questions presented to it by the Board of Directors, officers, committee members, volunteers, staff and USAG's members;
 - vi. review annual and periodic Conflicts of Interest disclosure forms and determine if a conflict of interest exists as to any particular transaction, relationship, or matter involving the Corporation;
 - vii. evaluate requests for approval under USAG's Gift and Entertainment Policy;
 - viii. perform such other duties as assigned by the Board; and
 - ix. report to the Board of Directors as may be requested by the Board or the Chair from time to time.

Section 6.6. Safe Sport Committee

- a. The Safe Sport Committee shall be elected as follows:
 - i. one (1) individual who satisfies the criteria for an unaffiliated director and who is selected by the Board;
 - ii. two (2) athletes selected according to Section 6.2 of these Bylaws;
 - iii. one (1) individual selected by the Board;
 - iv. one (1) individual selected by the Board who is a professional member of USAG and could be a member club owner who is actively coaching; and
 - v. one (1) individual who is a Survivor. The initial Survivor on the Safe Sport Committee will be directly elected by the Additional Tort Claimants Committee of Sexual Abuse Survivors. Thereafter, the Board will appoint the Survivor to the Safe Sport Committee.
- b. The Safe Sport Committee shall:
 - i. review and assist with the development and implementation of the athlete and participant safety policy and other policies or procedures related to Safe Sport;
 - ii. monitor compliance by USAG with the policies, procedures and requirements of the Center and USAG, as well as other safe sport

initiatives of the USOPC and the Olympic movement;

- iii. perform such other duties as assigned by the Board; and
- iv. report to the Board of Directors as may be requested by the Board or the Chair from time to time.

Section 6.7. Athletes' Council

- a. USAG's Athletes' Council (the "USAG AC") shall be a forum for comprehensive communication between athletes and USAG. The USAG AC will lead, serve, and engage athletes to communicate the interests and protect the rights of athletes, and be a conduit to USAG. The USAG AC will:
 - i. serve as a vehicle for athlete engagement;
 - ii. endeavor to protect the rights of athletes;
 - iii. provide athlete feedback;
 - iv. build and establish relationships among the athletes of the Corporation;
 - v. assist in identifying potential future athlete directors and introduce athletes to the Corporation's governance structure;
 - vi. serve as Safe Sport and USADA ambassadors and advocates;
 - vii. develop pathways for athletes within the structure of the Corporation; and
 - viii. advise the Board of matters of interest to the athlete membership.
- b. Designation. The USAG AC will consist of two (2) individuals from each discipline plus two (2) individuals who are the Corporation's representative and alternate to the USOPC's Athletes' Advisory Council ("USOPC AAC"). The members of the USAGAC will be elected by athletes as provided in the USAG AC's charter.
- c. Qualifications. To be eligible to serve on the USAG AC, athlete representatives must satisfy the definition of a 10 Year Athlete Representative.
- d. Compensation. The USAG AC members shall not receive compensation for their services as USAG AC members. USAG shall pay for the reasonable expenses of all members of USAG AC to attend USAG AC meetings. While members of the USAG AC shall not receive compensation for their services as USAG AC members, they shall be entitled to obtain compensation from USAG in their capacity as athletes. Each member of USAG AC shall be bound by

USAG's Conflicts of Interest Policy.

Section 6.8. Affiliated Organizations Committee

- a. The Board of Directors shall appoint the members of the Affiliated Organizations Committee, except that athlete representatives shall be selected according to Section 6.2. Each member of the Affiliated Organizations Committee will be a representative of an amateur sports organization that conducts a national program or a regular national amateur athletic competition in the sport of gymnastics on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competition. The number of members on the Affiliated Organizations Committee will be determined by the Board, in its reasonable discretion, taking into account the number of amateur sports organizations that meet the criteria of the preceding sentence. The organizations having a seat on the Affiliated Organizations Committee will select their representatives to serve on the committee, subject to approval by the Board.
- b. The Affiliated Organizations Committee shall:
 - i. elect its representative on the Board from among the members of the Affiliated Organizations Committee;
 - ii. advise the Board regarding input from amateur sports organizations that conduct a national program or regular national amateur athlete competition in the sport of gymnastics on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international competition;
 - iii. perform other duties as may be assigned to it from time to time by the Board; and
 - iv. report to the Board as may be requested by the Board or the Chair from time to time.

Section 6.9. Programs Council

- a. The members of the Programs Council will be selected as stated in the Council's charter.
- b. The Programs Council shall:
 - i. provide a forum for the representatives to consider and offer perspectives on matters relating to USA Gymnastics' disciplines and the development of best practices, uniform criteria, and guidelines for program administration that can be adopted by the Program Committees; and
 - ii. perform such duties as may be assigned to it by the

Board.Section 6.10. Program Committees

The Program Committees will be:

- the Men's Program Committee;
- the Rhythmic Program Committee;
- the Trampoline and Tumbling Program Committee;
- the Women's Program Committee;
- the Parkour Program Committee; and
- the Acrobatic Gymnastics Program Committee.

The members of each Program Committee will be selected as provided in each committee's charter, except that the athlete representatives shall be selected according to Section 6.2. For any Program Committee not in existence as of the effective date of these Bylaws, the Board shall appoint the members of the initial committee, except that the athlete representative(s) will be selected according to Section 6.2. After the initial committee is formed, subsequent members will be selected as stated in the first sentence of this paragraph.

The Program Committees will develop a well-organized and well-designed program for their respective disciplines. Each Program Committee's charter must include reasonable term limits for committee members. As operating committees, the Program Committees will work with the appropriate staff persons and will be overseen by the President.

Section 6.11. Selection Committees

The Selection Committees will be:

- the Men's Program Selection Committee;
- the Rhythmic Program Selection Committee;
- the Trampoline and Tumbling Program Selection Committee;
- the Women's Program Selection Committee;
- the Parkour Program Selection Committee; and
- the Acrobatic Gymnastics Program Selection Committee.

The members of each Selection Committee will be selected as provided in each committee's charter, except that athlete representatives will be appointed according to Section 6.2 of these Bylaws. All members of each Selection Committee must comply with the USAG Conflict of Interest Policy for Athlete/Coach/Judge Selection. For any Selection Committee not in existence as of the effective date of these Bylaws, the Board shall appoint the members of the initial committee, except that the athlete representative(s) will be selected according to Section 6.2. After the initial committee is formed, subsequent members will be selected as stated in the

first sentence of this paragraph.

The Selection Committees will draft selection procedures and select athletes, coaches, and judges for international competitions in accordance with published selection procedures. Each Selection Committee's charter must include reasonable term limits for committee members. As operating committees, the Selection Committees will work with the appropriate staff persons and will be overseen by the President.

Section 6.12. State and Regions

USA Gymnastics may exercise oversight over, including without limitation establishing policies applicable to, state and regional associations affiliated with USA Gymnastics, as it deems necessary and appropriate.

ARTICLE 7 USOPC ATHLETES' ADVISORY COUNCIL

Section 7.1. Designation

USAG shall have a representative and an alternate representative to the

USOPC AAC.Section 7.2. Qualifications

To be eligible to serve on the USOPC AAC, athlete representatives must meet the qualifications set forth in the USOPC AAC Bylaws.

Section 7.3. Election

- a. Athlete representatives on the USOPC AAC shall be directly elected by Eligible Athletes.
- b. USAG shall adopt and submit to the USOPC AAC, consistent with policies established by the USOPC AAC, a procedure whereby eligible athletes shall elect a representative and an alternate representative to the USOPC AAC.
- c. The election shall take place after conclusion of the Summer Olympic Games, but before January 1 of the year following the Summer Olympic Games.
- d. The individual with the highest vote total will be elected as the representative to the USOPC AAC. The individual with the second highest vote total is elected as the alternate representative to the USOPC AAC.

Section 7.4. Term; Term Limits

The term for all representatives to the USOPC AAC shall be four (4) years, to start

on January 1 of the year following the year in which the Summer Olympic Games is held, and end on December 31 of the year in which the next edition of Summer Olympic Games is held. Any vacancies shall be filled as soon as practicable. No representative to the USOPCAAC shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

ARTICLE 8 OFFICERS

Section 8.1. Officers

The officers of USAG are a Chair, a Vice Chair/Secretary, a President, and a Treasurer. The President may use the title of President and Chief Executive Officer. The Treasurer must have a financial background enabling him or her to fulfill the duties of Treasurer.

Section 8.2. Election

The Chair, Vice Chair/Secretary, and Treasurer shall be elected from among the unaffiliated directors by action of the Board. The President serves by virtue of his or her employment with USAG, which will be determined by action of the Board.

Section 8.3. Term; Removal; and Resignation

The term of office of the Chair, Vice Chair/Secretary, and Treasurer is four years. The newly elected Chair, Vice Chair/Secretary, and Treasurer shall take office immediately. The Chair, Vice Chair/Secretary, and Treasurer shall hold office until the Chair, Vice Chair/Secretary or Treasurer's successor is elected and qualified, or until the Chair, Vice Chair/Secretary or Treasurer's earlier resignation, removal, incapacity, disability or death. The Chair, Vice Chair/Secretary or Treasurer may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the director in question).

The President shall hold office until his or her employment as President by USAG ends.

Any officer may resign his/her office by written resignation addressed to the Board and delivered to the Chair, the President, or the Vice Chair/Secretary.

Section 8.4. Authority and Duties of Officers

The officers of USAG shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or required by law:

- a. *Chair of the Board.* The Chair shall: (i) set all meetings and meeting agendas;

- (ii) preside at all meetings of the Board; (iii) see that all Board commitments, resolutions and oversight are carried into effect; and (iv) exercise such powers and perform such other duties as allowed by these Bylaws or as may be assigned by the Board from time to time.
- b. *Vice Chair/Secretary.* The Vice Chair shall: (i) perform the duties of and have the authority and exercise the power of the Chair when the Chair is absent or incapacitated; and (ii) perform such other duties and have such authority and powers as the Board may from time to time prescribe; (iii) keep the minutes of the proceedings of the Board and ensure that such minutes are published to the website of the Corporation; (iv) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (v) perform such other duties and have such authority and powers as the Board may from time to time prescribe.
- c. *President.* The President shall:
- i. direct the day-to-day business of USAG;
 - ii. hire, supervise, and dismiss employees of USAG;
 - iii. prepare the annual budget and submit the annual budget to the Board;
 - iv. prepare and submit to the Board an annual strategic plan;
 - v. promote a positive and safe environment for the gymnastics community;
 - vi. oversee USAG's events and activities;
 - vii. oversee USAG's high performance plan for sustained competitive excellence at the international level;
 - viii. develop and implement strategies to expand participation in the sport;
 - ix. develop a strategy for achieving USAG's mission, goals and objectives and present the strategy to the Board of Directors for approval;
 - x. with the Chair of the Board, act as USAG's spokesperson;
 - xi. enter into any contract or execute and deliver any instrument in the name of and on behalf of USAG, except as limited by policies established and approved by the Board;
 - xii. disburse the funds of USAG as may be ordered by the Board, taking proper vouchers for such disbursements, and present to the Board, 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 USAG,

including a detailed accounting of all financial transactions of USAG;

xiii. authorize accounts and investments on behalf of USAG; and

xiv. perform all other duties assigned to the President in these Bylaws or by specific direction of the Board.

d. *Treasurer.* The Treasurer shall: (i) have general oversight of the financial affairs of USAG; (ii) Chair the Finance and Audit Committee; (iii) ensure the preparation of USAG's financial reports on an annual or more frequent basis; (iv) present financial reports to the Board as the Board may request; (v) ensure that an annual audit is conducted of USAG; and (vi) perform all duties incident to the office of Treasurer.

Section 8.5. Restrictions

Officers of USAG shall perform their functions with due care. No individual may serve simultaneously as an officer of USAG and as an officer of an organization holding membership in USAG, as an officer of another National Governing Body, as an officer of the USOPC, or as an officer of the Center.

Section 8.6. Vacancies

If any vacancy occurs in any office of USAG, whether by resignation, removal, expiration of term, death or incapacity, 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/her predecessor was removed.

Section 8.7. 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 USAG 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 be relieved of all responsibility for the prompt performance or exercise thereof.

Section 8.8. 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.
- b. USAG may reimburse Officers for their actual expenses incurred in connection with the business and activities of USAG, provided those expenses are reasonable

and are supported by appropriate documentation.

ARTICLE 9 SELECTION PROCEDURES

Section 9.1.

All procedures used by USAG to select athletes, coaches, judges, delegates and others to represent the United States shall be subject to the following:

- a. USAG 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, sexual orientation, gender, gender identity, or national origin.
- b. The selection procedures shall be based primarily on current objective performance- related criteria. The selection procedures may also contain appropriate subjective criteria.
- c. The selection procedures shall adhere to the USAG Conflict of Interest Policy for Athlete/Coach/Judge Selection.
 - d. Any selection procedures used to select athletes for the Olympic Games, Pan American Games, or any World Championships must include a requirement that an independent observer (i) monitor the selection meeting and (ii) confirm that the selection committee's meeting report accurately reflects the selection meeting. USAG shall publish and make available the selection procedures and criteria for independent observers.
 - e. The procedures used to select the members of the Olympic, Pan American and World Champions Teams must be:
 - i. approved by the Board;
 - ii. approved by the USAG AC;
 - iii. approved by the USOPC (when applicable);
 - iv. published in written form as soon as practical after approval(s), but no later than 6 months before the first selection event; and
 - v. widely disseminated throughout the gymnastics community.

ARTICLE 10 SANCTIONING

Section 10.1. Sanctioning Domestic Events

USAG may issue a sanction for any domestic competition, exhibition or similar

event in which member athletes, coaches, or judges participate.

Section 10.2. Sanctioning 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 USAG.
- b. Invitations to Compete in the United States. All invitations to foreign athletes to compete in the United States must be extended by USAG.
- 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 USAG.
- 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 individual ineligible for participation in future USAG or FIG events. Violation of these procedures may cause action to be taken against a foreign federation consistent with the statutes of FIG.

ARTICLE 11 FINANCES

Section 11.1. Fiscal year

The fiscal year of USAG shall begin on the first of January and end on the last day of December of each year.

Section 11.2. Record Keeping and Reporting

Consistent with generally accepted accounting principles, USAG will maintain records of its financial activity and prepare for distribution to the Board regular reports of that activity.

Section 11.3. 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.

Section 11.4. Annual Audit

The Board shall cause to be made an annual audit of USAG's books and record 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.

**ARTICLE 12
FIDUCIARY MATTERS**

Section 12.1. Indemnification

- a. USAG will indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, administrative, or investigative action, suit, or proceeding, other than an action by or in the right of USAG, by reason of the fact that the person is or was a director, officer, employee, or agent of or a volunteer of USAG, against expenses, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of USAG. The termination of any action, suit, or proceeding by judgment, order, settlement, or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of USAG.
- b. To the extent that a director, officer, employee, member, manager, agent, or volunteer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this section, or in defense of any claim, issue, or matter in such an action, suit, or proceeding, the person shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by the person in connection with that action, suit, or proceeding.
- c. Unless ordered by a court, any indemnification under this section shall be made by USAG only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, member, manager, agent, or volunteer is proper in the circumstances because the person has met the applicable standard of conduct set forth in this section. Such determination shall be made by a majority vote of a quorum consisting of directors of USAG who were not and are not parties to or threatened with the action, suit, or proceeding at issue.
- d. The expenses incurred by a director, officer, employee, member, manager, agent, or volunteer in defending an action, suit, or proceeding referred to in this

section, including attorney fees, shall not be paid by USAG upon the final disposition of the action, suit, or proceeding, or, if paid in advance of the final disposition of the action, suit, or proceeding, shall be repaid to USAG by the person, if it is proved, by clear and convincing evidence in a court with jurisdiction that the act or omission of the person was one undertaken with a deliberate intent to cause injury to USAG or was one undertaken with a reckless disregard for the best interests of USAG.

- e. Expenses, including attorney's fees, incurred by a director, officer, employee, member, manager, agent, or volunteer in defending any action, suit, or proceeding referred to in this section may be paid by USAG as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, member, manager, agent, or volunteer to repay the amount if it ultimately is determined that the person is not entitled to be indemnified by USAG.
- f. USAG may purchase and maintain insurance, or furnish similar protection, for or on behalf of any person who is or was a director, officer, employee, agent, or volunteer of USAG against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not USAG would have the power to indemnify the person against that liability under this section.

Section 12.2. Discharge of Duties

Each director of the Board and officer shall discharge his or her duties: (i) in good faith;

(ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of USAG.

Section 12.3. Conflicts of Interest

If any director of the Board, officer, or committee member has a financial interest in any contract or transaction involving USAG, or has an interest adverse to USAG's business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual will: (i) disclose the conflict of interest; (ii) not participate in the evaluation of the contract, transaction or business affair; and (iii) not vote on the contract, transaction or business affair, unless the procedures set forth in USAG's

Conflicts of Interest Policy are followed.

ARTICLE 13 POLICIES

Section 13.1. Gifts & Entertainment Policy

USAG shall adopt a Gifts & Entertainment Policy applicable to all of USAG's employees, Board directors, officers, committee members, hearing panel members, judges, and volunteers.

Section 13.2. Conflicts of Interest Policy

USAG shall adopt a Conflicts of Interest Policy applicable to all of USAG's employees, Board directors, officers, committee members, and volunteers. Additionally, these individuals shall disclose any possible conflict for review by the Ethics and Grievance Committee. The Conflict of Interest Policy will include a process to disclose conflicts of interest during Board meetings.

Section 13.3. Code of Conduct

USAG shall adopt a general Code of Conduct applicable to all of USAG's members, employees, Board directors, officers, committee members, and volunteers. The Code of Conduct may be part of the Safe Sport Policy.

Section 13.4. Safe Sport Policy

USAG shall adopt a Safe Sport Policy applicable to all of USAG's members, employees, Board directors, officers, committee members, volunteers, athletes and other participants. That policy will meet or exceed the minimum standards mandated by applicable law, the Center, and the USOPC. USAG shall also adopt Safe Sport Investigations & Resolutions Procedures for resolution of complaints submitted to USAG's Safe Sport Department.

Section 13.5. Whistleblower Policy

USAG shall adopt a Whistleblower Policy to protect any employee of USAG who reports a violation of law by USAG.

ARTICLE 14 CONSTRUCTION AND AMENDMENT OF BYLAWS

Section 14.1. Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted by affirmative vote of a majority of Directors at any

meeting duly called and at which a quorum is present.

Section 14.2. 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.

Section 14.3. 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.

Section 14.4. Savings Clause

Failure of literal or complete compliance with provisions of these Bylaws in respect to dates and times of notice, or sending or receipt of the same, or errors in phraseology or notice of proposals that are not prejudicial, as determined by the Board in its reasonable discretion, shall not invalidate the actions or proceedings.

ARTICLE 15 GENERAL PROVISIONS

Section 15.1. Books and Records

USAG shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board.

Section 15.2. Corporate Seal

USAG's seal (of which there may be one or more) shall specify the name of the Corporation, "USA Gymnastics, Inc." The seal may be used by impressing or reproducing a facsimile of it, for use on official documents of USAG.

Section 15.3. Website

USAG will maintain a website, which is currently usagym.org. The website may be changed by USAG from time to time.

Section 15.4. Inurement of Benefits

No part of the net earnings of USAG shall inure to the benefits of any director of USAG, Officer, or any private individual (except that USAG may pay reasonable compensation for services rendered to or for USAG affecting one or more of its

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

Section 15.5. Prohibited Purposes

Notwithstanding any other provision of these Bylaws, USAG 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 be amended.

Section 15.6. Dissolution

Upon dissolution of the Corporation, the assets of the Corporation will 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 be amended.

Section 15.7. Arbitration

USAG agrees to submit to binding arbitration conducted under the commercial rules of the American Arbitration Association in any controversy involving (i) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition under the Ted Stevens Act or the USOPC bylaws; or (ii) its recognition as a National Governing Body, as provided in the Ted Stevens Act.

ARTICLE 16 ORGANIZATIONAL COMMITMENTS

Section 16.1. Commitments

USAG will develop and implement policies to promote, nurture, and further the following commitments:

- Commitment to Safety: USAG and the Board are committed to creating a culture of safety throughout the sport and within the organizations.
- Commitment to Diversity, Equity, and Inclusion: USAG and the Board desire diversity at all levels, including among its athletes and other members. The Board shall foster norms that favor open discussion and favor the presentation of different views.
- Commitment to Holistic Athlete Development: USAG and the Board are

committed to helping athletes develop holistically, so that they can succeed not only in the gym, but in all areas of life.

- Commitment to Integrity and Transparency: USAG and the Board are committed to operating and communicating with integrity and transparency.
- Commitment to Listening: USAG and the Board are committed to listening to the gymnastics community by intentionally seeking feedback and setting the stage for meaningful dialogue in pursuit of improving its operations and the sport of gymnastics.