



AMENDED & RESTATED BYLAWS OF

USA Climbing

October 24, 2020

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ARTICLE 1 NAME AND STATUS

Section 1.1. Name.

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

Section 1.2. Non-profit Status.

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

ARTICLE 2 OFFICES

Section 2.1. Business Offices.

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

Section 2.2. Registered Office.

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

ARTICLE 3 MISSION

Section 3.1. Mission.

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

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

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

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

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

Inspiration & Excellence. Be the very best at what we do as an organization, continually challenge our model, identify and adjust if we fall short, and finally celebrate our successes.

ARTICLE 4 RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1. Recognition as a National Governing Body.

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

- a. be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee as the worldwide governing body for the sport of competition climbing, and of only one (1) international sports federation recognized by the International Paralympic Committee as the worldwide governing body (if any) for the sport of paraclimbing;
- b. be autonomous in the governance of competition climbing by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- c. maintain the managerial and financial competence and capability to establish national goals for competition climbing relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for the sport of competition climbing;
- d. provide for individual and/or organizational membership;
- e. ensure that its Board of Directors, and any other governance body, has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur athletic competition in competition climbing or who have represented the United States in an international amateur athletic competition in competition climbing with such eligibility requirements as set forth under the Ted Stevens Act and under the Bylaws of the USOPC. As of the date of these amended and restated Bylaws, the USOPC requires at least twenty (20) percent athlete representation on National Governing Body boards of directors and other governance bodies, and USA Climbing has determined to exceed this requirement by including at least thirty-three and

one-third (33.3) percent athlete representation on its Board of Directors, effective as soon as practicable and as further described in Section 7.6 below;

- f. provide for reasonable direct representation on its Board of Directors for any amateur sports organization which, in the sport of competition climbing conducts on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, a national program, or regular national amateur athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in the sport of competition climbing in the United States;
- g. be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin, gender, sexual orientation, or gender identity with reasonable representation on the Board of both males and females;
- h. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in competition climbing competitions without discrimination on the basis of race, color, religion, age, gender, sexual orientation or gender identity, or national origin;
- i. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOPC as a National Governing Body;
- j. provide procedures for the prompt and equitable resolution of grievances of its members;
- k. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
- l. agree to submit to binding arbitration in any controversy involving: (i) its recognition as a National Governing Body, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in competition climbing upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Act or future applicable legislation;
- m. not have eligibility criteria relating to amateur status or to participation in the Olympic, Paralympic, Pan American or Parapan American Games that are more restrictive than those of the international sports federation for the sport of competition climbing recognized by the International Olympic Committee or the International Paralympic Committee as applicable;
- n. perform all other obligations and duties imposed by the Ted Stevens Act, future applicable legislation, and by the USOPC on a National Governing Body.

ARTICLE 5 MEMBERS

Section 5.1. Categories of Membership.

USA Climbing shall have membership categories as follows. Members may register for membership in more than one category, subject to eligibility, and in some cases may be required to register in more than one category; provided that membership in multiple categories is subject to the limitations on Athlete voting rights set forth in these Bylaws in Sections 5.2, 7.6(b), Article 11 and Article 12.

- a. *Recreation Members.* Recreation members are those members participating in USA Climbing Recreational Series events only. These individuals are not eligible to compete in USA Climbing sanctioned competitions other than those in the Recreational Series.
- b. *Introductory/Collegiate Introductory Members.* Introductory/Collegiate Introductory members are those individuals who register to compete in USA Climbing sanctioned local competitions. Introductory/Collegiate Introductory members do not have any rights under Sections 7.6(b) or Articles 11 or 12 below.
- c. *Athlete Members.* Athlete members (“Athletes” or “Athlete Members”) are those individuals who register as competitive athletes and are eligible to compete in all applicable USA Climbing sanctioned competitions. Athlete Members shall have voting rights only to the extent specifically set forth in these Bylaws in Sections 5.2, 7.6(b), Article 11 and Article 12. Athlete Members shall consist of the following three types:
 - i. Competitor Members. Competitor members are Athlete Members who register to compete in climbing competitions other than Collegiate competitions.
 - ii. Collegiate Members. Collegiate members are Athlete Members who register to compete in Collegiate climbing competitions.
 - iii. Paraclimbing Members. Paraclimbing members are Athlete Members who register to compete in Paraclimbing competitions.
- d. *Coach Members.* Coach members are those individuals who register as active coaches, including those who are certified as coaches by USA Climbing and those who are actively seeking such certification by USA Climbing. Coach memberships shall consist of 2 types:
 - i. Level 1 Coach Membership. This type involves no entry into competition isolation areas (“ISO Privilege”) and is not subject to a certification deadline. This level is a minimum requirement for coaching at USA Climbing sanctioned events. Membership includes and requires SafeSport training and background screen.
 - ii. Level 2 Coach Membership. This type includes ISO Privilege and is subject to a certification deadline. First Aid/CPR certification is required. Membership includes and requires SafeSport training and background screen.

- e. *Routesetter Members.* Routesetter members are those individuals who register as active routesetters, including those who are certified as routesetters by USA Climbing and those who are actively seeking such certification by USA Climbing. Routesetter membership shall consist of the following types:
 - i. Routesetter Membership. This level of membership includes and requires SafeSport training.
 - ii. Certified Level 1 Routesetter Membership. This level of membership includes and requires SafeSport training.
 - iii. Certified Level 2 Routesetter Membership. This level of membership includes and requires SafeSport training.
 - iv. Certified Level 3+ Routesetter Membership. This level of membership includes and requires SafeSport training and background screen.
- f. *Certified Judge Members.* Certified Judge members are those individuals who register as active judges and are certified as judges by USA Climbing. Membership includes and requires SafeSport training and background screen.
- g. *Supporting Members.* Supporting members are those individuals who register as supporting members and who are interested in the purpose, programs, aims and objectives of USA Climbing.
- h. *Administrative Members.* The Administrative membership is for USA Climbing staff, Board of Directors, Committee Members, Working Groups, and Task Forces. Administrative memberships shall consist of two types:
 - i. Covered. USA Climbing staff, Board Members, and Members of Designated Committees. Membership includes and requires SafeSport training and background screen.
 - ii. Non Covered. Members of Other Committees, Working Groups, and Task Forces.
- i. *Volunteer Members.* Volunteer members are those who register as active volunteers. Volunteer memberships shall consist of two types:
 - i. Covered. Isolation Coordinators, Volunteer Coordinators, and Event Organizers. Membership includes and requires SafeSport training and background screen.
 - ii. Non Covered. Non-certified Judges, Scorekeepers, Runners, and Belayers

- j. *Coordinator Members.* Coordinator members are those who register as active Regional, Divisional or National Coordinators. Membership includes and requires SafeSport training and background screen.
- k. *Team Members.* Team memberships are for coaches to create and manage their official rosters.
- l. *Gym Members..* Gym Memberships shall consist of two types:
 - i. Basic. Provides gym listing on USA Climbing website.
 - ii. Full. Required to host USA Climbing sanctioned events, and highlighted on USA Climbing website. Includes SafeSport training and background screens for covered individuals under USA Climbing’s SafeSport Policy.

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

- a. No voting privileges are conferred upon members or others except as otherwise explicitly set forth in these Bylaws such as for members of the Board of Directors to cast a vote as Board members, for members of committees, working groups, and task forces to cast a vote as members thereof, and for Athlete members to vote in accordance with Sections 7.6(b) (Election of Athlete Directors), Article 11 (USA Climbing’s Athletes’ Advisory Committee), and Article 12 (USOPC Athletes’ Advisory Council). Without limiting the foregoing, there is no requirement for annual meetings of any members.
- b. An Athlete eligible to vote may cast only one vote, even if registered as an Athlete in multiple categories (e.g., an 18-year old Athlete registered as a Competitor member and as a Collegiate and/or Paraclimbing member).
- c. An individual may have voting privileges only if he or she meets the eligibility requirements under Section 11.8(a) below.
- d. In the case of any election, an individual shall be a member of USA Climbing sixty (60) days prior to the date of the election or such other date prior to the election as is determined by the Board of Directors, the Nominating and Governance Committee or the CEO (the “Record Date”) in order to be eligible to vote in such election, except that for purposes of the election described in Article 12 below (USOPC Athletes’ Advisory Council), voting is also open to individuals who are not members of USA Climbing, provided that such individuals can document their eligibility to vote pursuant to the Bylaws of the USOPC.

Section 5.3. Membership Requirements, Privileges and Dues.

- a. Membership in USA Climbing is a privilege and creates with it certain obligations and duties. Membership in USA Climbing is open to individuals who are less than eighteen (18) years of age and to individuals who are not citizens of the United States. The Board of Directors may establish such membership requirements and dues as the Board shall deem necessary or appropriate. The Board of Directors also may restrict certain privileges to sub-sets of members who meet criteria established by USA Climbing in consultation with the Board of Directors and published to members in the USA Climbing

Rulebook, in any Membership Handbook, and/or on the USA Climbing Website, including designations of coach certification, judge certification, and routesetter certification, and the privileges attendant thereto.

- b. It is the duty of each USA Climbing member, and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, judge, routesetter, official and other person who participates in USA Climbing or USA Climbing events (whether or not a USA Climbing member), to agree to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for Safe Sport as further described in Section 15.7 below.
- c. It is the duty of each USA Climbing member to comply with all anti-doping rules of the International Federation of Sport Climbing (IFSC), the World Anti-Doping Agency (WADA), the USOPC including the USOPC National Anti-Doping Policy, and the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by the IFSC, WADA, the USOPC, and USADA. Members agree to submit to drug testing by the IFSC and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that a member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the IFSC and/or USA Climbing, if applicable or referred by USADA.
- d. As a condition of membership in USA Climbing and a condition for participation in any competition or event sanctioned by USA Climbing or its member organizations, if any, each member of USA Climbing, each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, judge, routesetter, official and other person who participates in USA Climbing or USA Climbing events (whether or not a USA Climbing member), agrees to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for Safe Sport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for Safe Sport for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time. To the extent any USA Climbing rule is inconsistent with the rules of the U.S. Center for Safe Sport, such rule is hereby superseded.
- e. These Bylaws, or a USA Climbing policy, may require that USA Climbing members holding or seeking certain USA Climbing appointed or elected positions, including leadership positions, be required to satisfy additional criteria for gaining and holding such positions and/or be free of disqualifying criteria. Similarly, third parties such as the USOPC and the IFSC may have additional qualifying or disqualifying requirements. An individual seeking to gain or retain such a position must make disclosure upon the existence or occurrence of any disqualifying condition, and also must make disclosure upon becoming aware of any pending allegation, charge, or investigation that, if decided unfavorably to the individual, would render the individual ineligible to serve in such position under these Bylaws, applicable USA Climbing policies, or applicable third party requirements, together with disclosure of the existence or occurrence of any Private

Interest under Article 18 of these Bylaws (collectively, “Background Disclosure”). The individual making Background Disclosure must make or permit to be made the Background Disclosure to those who are assessing the individual’s qualifications for election, appointment or retention and whose input is sought in connection with such assessment, including without limitation the Nominating and Governance Committee, athlete voters, the Board, relevant USA Climbing staff, and other relevant committees, task forces and working groups.

Section 5.4. Termination of Membership.

The membership of any member may be terminated at any time with cause by the Board of Directors. A member shall have the right to fair notice and a hearing prior to such termination, under Article 15 below.

Section 5.5. Transfer of Membership.

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

**ARTICLE 6
REGIONS AND DIVISIONS**

Section 6.1. Regions and Divisions.

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

**ARTICLE 7
BOARD OF DIRECTORS**

Section 7.1. General Powers.

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

Section 7.2. Function of the Board.

The USA Climbing Board of Directors shall represent the interests of the competition climbing community for USA Climbing in the United States and its athletes by providing USA Climbing with policy, guidance and strategic direction. The Board shall oversee the management of USA Climbing and its affairs, but it does not manage USA Climbing.

The Board shall select a well-qualified and ethical CEO (defined and further described in Section 14.1 below). The Board shall diligently oversee the CEO in the operation of USA Climbing. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the CEO to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- a. implements procedures to orient new Board directors, to educate all directors on the business and governance affairs of USA Climbing, and to evaluate Board performance.
- b. selects, compensates, and evaluates the CEO and key employees and plans for management succession;
- c. reviews and approves USA Climbing's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USA Climbing;
- e. reviews and approves significant corporate actions;
- f. oversees the financial reporting process, communications with stakeholders, and USA Climbing's legal and regulatory compliance program;
- g. oversees effective corporate governance;
- h. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- i. reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- j. monitors to determine whether USA Climbing's assets are being properly protected;
- k. monitors USA Climbing's compliance with laws and regulations and the performance of its broader responsibilities; and
- l. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

Section 7.3. Diversity of Representation and Discussion.

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

Section 7.4. Qualifications.

Each director of the Board of Directors must be a citizen of the United States and eighteen (18) years of age or older. A director need not be a resident of the state of Utah.

Each director must be a member in good standing of USA Climbing and must support the mission of USA Climbing. A director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USA Climbing. Directors shall possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic and Paralympic ideals, and have diverse experience in the key business, financial, and other challenges that face USA Climbing. An individual is ineligible to serve on the Board of Directors if such individual has a felony conviction or any other violation that would disqualify the individual under USA Climbing's SafeSport Screening and Criminal Background Check Policy. When expressing interest in serving on the Board, an individual must make Background Disclosure as required under Section 5.3(e) and such other disclosure as requested by the Nominating and Governance Committee. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport.

Directors shall inform the Nominating and Governance Committee of any material changes in their independence (within the meaning of Section 7.7 below), employment responsibilities or other constraints on their time in order for the Nominating and Governance Committee to determine whether it is appropriate to nominate the Board director for continuing Board service.

Section 7.5. Number.

The Board of Directors shall consist of fifteen (15) total directors, at least three (3) of whom shall be Independent Directors (as defined in Section 7.7 below), and at least five (5) of whom shall be Athlete directors, and the rest of whom shall be drawn from appropriate representation in the United States climbing community, as described herein. The Athlete directors must meet the requirements of Section 7.6(b) below. In the event that vacancies occur in Board positions, then the Board shall direct the Nominating and Governance Committee to use its best efforts to recruit individuals to fill such vacancies or vacated positions within six (6) months or as soon as practicable thereafter, except that vacancies for the Athlete directors will be filled in accordance with Section 7.6.b. If there are no directors on the Board of Directors who also serve as officers or directors of a non-profit foundation established to provide fundraising, development, and other support to and for USA Climbing (such foundation, when established and operating, the "Foundation"), the Chair of the Foundation's board of directors, or his or her designee if an officer or director of the Foundation, will be permitted to sit as a non-voting observer member of the Board of Directors, provided that such observer member is ineligible for such role if the individual has a felony conviction or any other violation that would disqualify the individual under USA Climbing's SafeSport Screening and Criminal Background Check Policy. Any such observer member must make Background Disclosure as required under Section 5.3(e) and such other disclosure as requested by the Nominating and Governance Committee, the Board, the CEO or their designees.

Section 7.6. Election/Selection.

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

- a. RESERVED.

- b. Selection Process and Criteria:
- i. Independent Directors. The Nominating and Governance Committee shall appoint the directors considered to be independent, as that term is defined in Section 7.7, using whatever process the Nominating and Governance Committee determines to be appropriate so long as in accordance with the representation requirements set forth in Section 7.5 above, the process and considerations set forth in Section 9.16(e) below (including diversity goals), and these Bylaws generally.
 - ii. Athlete Directors. Athlete directors on the Board shall meet the eligibility requirements in Sections 7.4 and 7.5. In addition:
 - a. At least three (3) of the five (5) Athlete directors must be 10 Year Athlete Representatives, and the others may be 10 Year or 10 Year + Athlete Representatives, each as defined in Section 11.8 below.
 - b. At least one (1) of the five (5) Athlete directors must be USA Climbing's USOPC AAC Representative as defined in Article 12 below (or in the event of such person's ineligibility, then USA Climbing's USOPC AAC Alternate), and this person will be counted as one of the three (3) 10 Year Athlete Representatives on the Board.
 - iii. Athlete Director Election. The Athlete director(s) on the Board shall be directly elected by Athletes eligible to vote in the following manner. Notwithstanding that USA Climbing's Amended & Restated Articles of Incorporation, Article IV, call for the entire voting power of USA Climbing to rest with the Board of Directors, with members having no voting rights, Athletes shall have the limited voting rights described in this Section 7.6(b)(iii) for the limited purpose of selecting Athlete directors. An Athlete director serving as both USA Climbing's USOPC AAC Representative (or USOPC AAC Alternative) and USA Climbing Athlete director on the Board shall be directly elected by Athletes under Article 12 hereof. Other Athlete directors will be elected as set forth in 7.6(b)(iii)(a) and (b) and 7.6(b)(iv) below.
 - a. Invitation for Athlete Participation. In connection with vacancies or anticipated vacancies for Athletes directors on the Board, the Board, the Nominating and Governance Committee, or the CEO shall send, or cause to be sent, an invitation for Athlete candidacy. Such invitation may be sent by electronic communication, including by email or by posting on the website of USA Climbing.
 - b. Expression of Interest. An individual eligible to vote in the election under Sections 5.2 above and 11.8(a) below, eligible to stand for election under Section 7.6(b)(ii) above, eligible to serve as a director under Section 7.4 above, and who wishes to run for election to the Board and to be placed on the ballot shall indicate such interest in writing (which may include electronic communication) whereupon the individual shall be considered an athlete candidate ("Athlete Candidates"). Because an individual is ineligible to serve on the Board of Directors if such individual has a felony conviction or any other violation that would disqualify the individual under USA Climbing's SafeSport Screening and Criminal Background Check Policy, and so that voters can

assess a candidate's skills and qualifications, an Athlete Candidate expressing interest in standing for election to the Board must make Background Disclosure as required under Section 5.3(e), and must permit such Background Disclosure to be disclosed to voters in the election.

- iv. Election. The Athlete Candidates shall stand for election by vote of Athletes who meet the eligibility requirements under Sections 5.2, 7.4 and 7.6(b)(ii) above and 11.8(a) below. The Athlete with the highest vote total is elected (subject to the requirements for 10 Year and 10 Year + Athlete Representatives in Section 7.6(b)(ii) above), and the second vacancy, if applicable, is filled by the Athlete with the next highest vote total who is *not*, as of the date that candidates first stood for the election, identifying as the gender of the Athlete with the highest vote total (subject to the requirements of Section 7.6(b)(ii) above). The third vacancy, if applicable, is filled by the Athlete with the next highest vote total who is a Paraclimbing Athlete if a Paraclimbing Athlete is not otherwise seated on the Board. Additional vacancies, if any, will follow according to vote total subject to Section 7.6(b)(ii).

By way of example, if there are no vacancies on the Board that could be filled by a 10 Year + Athlete Representatives, then a 10 Year + Athlete may not be a candidate in the election. If there is one vacancy on the Board that could be filled by a 10 Year + Athlete, then the Nominating and Governance Committee will permit 10 Year + Athletes to run in the election. If the highest vote total is obtained by a 10 Year + Athlete Representative, then that Athlete will be seated on the Board. If the next highest vote winner also is a 10 Year + Athlete, then such person will not be seated on the Board, even if satisfying the alternating gender requirement, if there are no vacancies remaining for a 10 Year + Athlete Representative. In such case, consideration will move to the next highest vote-winning Athlete who meets the criteria for seating on the Board.

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

- v. Other Directors. The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate so long as in accordance with these Bylaws including Section 9.16, the remaining directors. If in the future there are amateur sports organizations that

are permitted under amended versions of these Bylaws to register as affiliated organizations and which conduct a national competition climbing program, or regular national amateur climbing competitions, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur climbing competitions, then the Board shall consider, adhering to any applicable requirements under the Ted Stevens Act, whether to admit such organizations as USA Climbing members in a category appropriate therefor, and the Board shall consider amending these Bylaws to add or reserve a seat on the Board for one Board member to represent the collective interests of any and all such organizations.

Section 7.7. Independence.

The Board, through its Nominating and Governance Committee, shall affirmatively make a determination as to the independence of each Independent Director and shall disclose those determinations to the President of the Board of Directors (the "President of the Board"). An Independent Director shall be determined to have no material relationship with USA Climbing, either directly or through an organization that has a material relationship with USA Climbing. A relationship is "material" if, in the judgment of the Nominating and Governance Committee, it would interfere with the director's independent judgment. In determining whether a director is independent, the guidelines set forth below shall be applied on a case by case basis by the Nominating and Governance Committee. However, the Nominating and Governance Committee shall presume a director or proposed director to lack independence (which presumption may be rebutted under facts and circumstances to be considered by the Nominating and Governance Committee) if, within the preceding four (4) years or during the director's term on the Board:

- a. the director or the immediate family of the director was employed in a paid or volunteer role (other than their director role) by USA Climbing or the International Federation of Sport Climbing;
- b. an immediate family member of the director was or is active as an Athlete member of USA Climbing;
- c. the director was employed by USA Climbing's outside auditor or outside counsel (other than pro bono counsel);
- d. an immediate family member of the director was employed by USA Climbing's outside auditor or outside counsel (other than pro bono counsel) as a partner, principal or manager;
- e. the director was or is a member of USA Climbing's Athletes' Advisory Committee or is an immediate family member of an Athlete director(s) on the Board;
- f. the director receives any compensation from USA Climbing, directly or indirectly, excluding any cost or expense reimbursement; or

- g. the director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Climbing, provided that active involvement by an individual or an individual's immediate family member with the Foundation, including, without limitation, as a member of the board of directors or an officer of the Foundation, shall not, in and of itself, undermine an individual's independence.
- h. the director is the parent or close family member or coach of an athlete that has competed in a USA Climbing competition; or
- i. the director is a member of USA Climbing in a membership category that participates in competitions.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a director is independent, shall be made by the Nominating and Governance Committee.

Section 7.8. Tenure.

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

Section 7.9. Staggered Board.

Effective upon adoption of these amended and restated Bylaws and in accordance with Section 7.6(a) above, directors of the Board shall be elected to staggered four (4) year terms.

Section 7.10. Term Limits.

No director of the Board of Directors shall serve more than two (2) consecutive terms, except that the term of any director whose term would expire part-way through an even-numbered year may be further extended to December 31 of such even-numbered year. A person who previously served as a director shall be eligible to serve again as a director if at least two (2) years have elapsed since the person last served as a director.

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

Section 7.11. Director Attendance.

Directors of the Board shall be expected to attend all regularly scheduled Board meetings. Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board meetings.

Section 7.12. Resignation, Removal and Vacancies.

A director's position on the Board of Directors shall be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director shall resign at any time by giving written notice to the President of the Board, except the resignation of the President of the Board shall be given to the full Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors may be removed by the Board if they fail to attend at least one half (1/2) of the regular meetings of the Board during any twelve (12)- month period, unless they are able to demonstrate to the other directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent directors may be removed by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent director). Directors may also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the directors to be heard by the Board, upon the affirmative vote of at least two- thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). Directors may also be removed without cause at any duly noticed meeting of the Board, upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question). Any vacancy occurring in the Board shall be filled as set forth for the election of the director of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office, subject to Section 7.10 above.

No director shall be subject to removal or to not being re-nominated based on how they vote as a director, unless such voting is part of a violation of Article 18 below (Code of Ethics/Conflicts of Interest).

Section 7.13. Regular and Special Meetings.

USA Climbing's Board shall meet at regularly scheduled meetings at least four (4) times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. A meeting can be in person or by means of teleconference or similar communications arrangement by which all persons participating in the meeting can hear each other at the same time. Special meetings of the Board shall be held upon the call of the President of the Board or upon the written request of not less than fifty (50) percent of the Board.

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

Section 7.14. Notice of Meetings.

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each director of the Board by or at the direction of the President of the Board. Notice may be given in writing or orally. Written notice may be delivered either personally, by mail, by private

carrier, or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose) or to the director's email address.

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

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

Section 7.15. Quorum.

The presence (including telephonically) of a majority of the directors of the Board of Directors at the time of any meeting shall constitute a quorum for the transaction of business, and the act of a majority of those present shall constitute the action of the Board.

Section 7.16. Action of the Board by Consent.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every director of the Board, in writing, which may include by email, either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director who delivers a writing described in this Section 7.16 shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 7.17. Voting by Proxy.

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

Section 7.18. Presumption of Assent.

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the individual acting as the Secretary of the Board before the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7.19. Transacting Business by Mail Electronic Mail, Telephone or Facsimile. The Board of Directors shall have the power to transact its business by mail, electronic- mail, telephone, or facsimile, if in the judgment of the President of the Board the urgency of the case requires such action.

Section 7.20. Agenda.

The President of the Board, in consultation with the CEO and, to the extent the President of the Board considers it necessary and appropriate, the Chairs of the Board's committees, working groups and task forces, shall determine the agenda for Board meetings. Board directors shall be permitted to request items for inclusion on the agenda for Board meetings.

Section 7.21. Questions of Order and Board Meeting Leadership.

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

Section 7.22. Effectiveness of Actions.

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or when a definite effective date is recited in the record of the action taken.

Section 7.23. Open and Executive Meeting Sessions.

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

Section 7.24. Minutes of Meetings.

The minutes of all meetings of the Board of Directors, and a record of all actions taken by the Board of Directors without a meeting, shall be recorded and maintained in accordance with Sections 8.4(d) and 17.1 below and shall be posted to the website of USA Climbing.

Section 7.25. Compensation.

Directors of the Board of Directors shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USA Climbing's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA Climbing in any other capacity, except active coaches, routesetters, judges and officials may receive standard payments for performing services as a coach, routesetter, judge or official. Athletes may receive athlete support payments, and directors may receive other direct or indirect compensation if approved in accordance with Article 18 (Code of Ethics/Conflicts of Interest).

ARTICLE 8 OFFICERS

Section 8.1. Designation.

The only officers of USA Climbing's Board of Directors shall be a President of the Board of Directors, a Vice President of the Board of Directors (the "Vice President of the Board"), a

Treasurer of the Board of Directors (the “Treasurer of the Board”) and a Secretary. The President of the Board, Vice President of the Board and Treasurer of the Board shall be Board directors. The Secretary shall be a staff member of USA Climbing and not a Board director.

Section 8.2. Election/Selection.

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

Recognizing the significance of the President of the Board in international matters, the President of the Board shall exercise ceremonial or representational functions in the international context, but the CEO, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations, including but not limited to the International Federation of Sport Climbing, the USOPC, and the IOC.

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

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

Section 8.3. Tenure.

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

Section 8.4. Authority and Duties of Officers.

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

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

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

- c. Treasurer of the Board. The Treasurer of the Board shall have general oversight of the financial affairs of USA Climbing and the Foundation, including (i) review of the annual (and, if any, quadrennial) budget prepared by the staff, (ii) review of financial reports to the Board prepared by the staff as the Board may request in relation to USA Climbing and the Foundation; (iii) oversight of the engagement of an independent certified public accountant to conduct an annual audit of the financial statements of USA Climbing, and, if required or desirable, of the Foundation, and (iv) in general, perform all duties incident to the office of Treasurer of the Board. The Treasurer of the Board shall be the Chair of the Audit Committee, except that where the Board determines it to best serve the purposes of the Audit Committee the Board may appoint another member of the Audit Committee to serve as Chair of that committee.
- d. Secretary. The Secretary shall:
 - i. keep or cause to be kept the minutes of the proceedings of the Board;
 - ii. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
 - iii. be custodian of the corporate records;
 - iv. perform all duties incident to the office of Secretary; and
 - v. perform such other duties as from time to time may be assigned to the Secretary by the CEO or by the Board.

Section 8.5. Restrictions.

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

Section 8.6. Term Limits.

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

Section 8.7. Resignation, Removal and Vacancies.

An officer's position with USA Climbing may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The President of the Board, Vice President of the Board and Treasurer of the Board may resign at any time by giving written notice to the Board of Directors, and the resigning officer will specify whether such resignation applies only to the officer position or also to the director position. The Secretary may resign at any time by giving written notice to the CEO. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The President of the Board, Vice President of the Board or Treasurer of the Board may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). Such officers may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question). The Secretary may be removed by the CEO, with or without cause.

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

Section 8.8. Compensation.

Officers, other than the Secretary, shall not receive compensation for their service as officers, although the reasonable expenses of the officers may be paid or reimbursed in accordance with USA Climbing's policies. The President of the Board, Vice President of the Board and Treasurer of the Board are disqualified from receiving compensation for services rendered to or for the benefit of USA Climbing in any other capacity (except active coaches, routesetters, judges and officials may receive standard payments for performing coaching, routesetting, judging or officiating services, Athletes may receive athlete support payments, and Officers may receive other direct or indirect compensation if approved in accordance with Article 18 (Code of Ethics/Conflicts of Interest).

ARTICLE 9 COMMITTEES

Section 9.1. Designation.

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

USA Climbing shall have at least the following committees (the "Standing Committees"): an Ethics Committee, an Audit Committee, a Judicial Committee, and a Nominating and Governance Committee. USA Climbing also shall have an Athletes' Advisory Committee as described in Article 11 below. Certain committees are considered "Designated Committees" for

which additional standards apply for Athlete eligibility; Designated Committees are identified in Section 9.4 below, with Athlete eligibility standards as described in Section 11.8 below.

The Board, or the CEO in consultation with the Board, shall appoint such advisory committees (e.g., coaching, routesetting) addressing ongoing matters, and task forces and working groups addressing particular organization challenges, as the Board or CEO believes appropriate and shall define narrowly the mission and deliverables of such task forces, working groups, or committees. The decision to appoint or not appoint such a task force, working group, or committee shall be exclusively the Board's, or the CEO's in consultation with the Board. The decision to terminate a task force, working group, or committee shall be exclusively with the Board, or, in the case of a task force, working group, or committee appointed by the CEO, then the decision to terminate shall be with the Board or the CEO. In the event that vacancies occur in committee, working group, or task force positions, then the Board shall direct the Nominating and Governance Committee to use its best efforts to recruit committee, working group, or task force members to replace such vacancies or vacated positions within six (6) months or as soon as practicable thereafter.

Section 9.2. Appointments.

Committee, working group, and task force appointments (except as to USA Climbing's Athletes' Advisory Committee and USOPC Athletes' Advisory Committee, the selections for which are to be made under Article 11 and Article 12 below, respectively), including the designation of Chairs of committees, working groups, and task forces, other than the Chair of the Athletes' Advisory Committee, shall be made by the Board, or by the CEO in consultation with the Board in the case of committees, working groups, or task forces created by the CEO, provided that the selection of each Athlete representative shall be subject to the prior approval of the USAC AAC (as defined in Article 11 below). The Board or CEO, as applicable, may consult with or request the assistance of the Nominating and Governance Committee in such efforts. Such appointments shall be made at such times as considered necessary or appropriate by the President of the Board, or by the CEO in consultation with the Board in the case of committees, working groups, or task forces created by the CEO. Committee, working group, and task force members may be Board directors except as otherwise prohibited under these Bylaws, and committee members must be Board directors if so required under these Bylaws. Appointments shall be made based on a combination of factors including each individual member's expertise, the needs of USA Climbing, and these Bylaws. Agendas of committees, working groups, and task forces shall be developed by the applicable Chair in consultation with the Board and appropriate members of management. Each Chair shall make a report on committee, working group, or task force matters to the Board upon request of the President of the Board or the CEO. An individual is ineligible to serve on a committee, task force or working group if such individual has a felony conviction or any other violation that would disqualify the individual under USA Climbing's SafeSport Screening and Criminal Background Check Policy. When expressing interest in serving on a committee, task force or working group, an individual must make Background Disclosure as required under Section 5.3(e) and such other disclosure as requested by the Nominating and Governance Committee, and must permit such disclosures to be shared with others who are assessing the individual's qualifications for appointment or retention or whose input is sought in connection with such assessment.

The Treasurer of the Board shall be the Chair of the Audit Committee except as otherwise described in Section 8.4(c) above. The Audit Committee, or a designated representative

thereof, shall periodically meet separately in executive session individually with management, USA Climbing's financial staff, and USA Climbing's outside auditor. In addition, the Audit Committee, or a designated representative thereof, shall meet with the outside auditor prior to the release and filing of USA Climbing's annual financial reports, to review such materials.

Section 9.3. Number.

Membership on Standing Committees shall not exceed six (6) individuals. USA Climbing committees, working groups, and task forces shall be of the number and size possible to permit both conduct of the sport, athlete representation, and appropriate governance.

Section 9.4. Designated Committees.

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

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

Section 9.5. Tenure.

The term for all members of Standing Committees and other Committees shall be two (2) years except for the terms of members of the Nominating and Governance Committee under Section 9.16(b) below and the terms of representatives to the USOPC Athletes' Advisory Council under Section 12.4 below. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death.

The term for all working group and task force members shall be until their appointment is concluded, but in any event shall not exceed a period of three (3) years.

Section 9.6. Term Limits.

No committee member shall serve for more than three (3) consecutive terms (and if a fewer number of consecutive terms is specified herein with respect to any particular committee, then such more restrictive term limit shall apply), subject to Sections 8.4(c) and 9.2 above with regard to the Chair of the Audit Committee. In the event that a working group or task forces remains active for more than one consecutive term, no task force member shall serve for more than three (3) consecutive terms.

Section 9.7. Committee, Working Group and Task Force Member Attendance.

Committee, working group, and task force members are expected to attend all regularly scheduled committee, working group, and task force meetings of which they are a member. Each committee, working group, or task force member must attend a minimum of at least one half (1/2) of the committee, working group, or task force meetings of which they are a member during any twelve (12)-month period. A meeting can be in person or by means of teleconference or similar communications arrangement by which all persons participating in the meeting can hear each other at the same time.

Section 9.8. Resignation, Removal and Vacancies.

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

Committee, working group, or task force members may be removed by the Board of Directors if they fail to attend at least one half (1/2) of the regular committee, working group, or task force meetings during any twelve (12)-month period, unless they are able to demonstrate to the directors of the Board, or to the CEO, if appointed by the CEO, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee, working group, or task force member may be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee, working group, or task force member in question, if also a director), or upon the determination of the CEO, if appointed by the CEO. Committee, working group, or task force members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee, working group, or task force member in question, if also a director), or upon the determination of the CEO, if appointed by the CEO. Committee, working group, or task force members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question, if also a director), or upon the determination of the CEO, if appointed by the CEO.

Any vacancy occurring in a committee, working group, or task force shall be filled as set forth for the appointment of that committee, working group, or task force member. A committee, working

group, or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee, working group, or task force member's predecessor in office, if consistent with these Bylaws. When a committee, working group or task force member is elected or appointed, as applicable, to fill a vacancy because of the resignation, removal, incapacity, disability or death of a committee, working group or task force member, and the remaining term is half the full term or more, such term shall constitute a full term for term-limit purposes, if applicable.

Section 9.9. Procedures.

Each Standing Committee may establish a charter or procedures for conducting its business and affairs, subject to the approval of the Board and so long as consistent with the Standing Committee's responsibilities set forth in these Bylaws. Each other committee, working group, and task force also may establish a charter or procedures to the extent necessary and desirable for the conduct of its business and subject to the approval of the Board.

Section 9.10. Minutes of Meetings.

Each committee, working group, and task force shall generally take and maintain minutes of its meetings.

Section 9.11. Compensation.

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

Section 9.12. Compensation Matters.

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

Section 9.13. Ethics Committee.

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

- a. The Board of Directors shall appoint the members of the Ethics Committee, subject to the following requirements:
 - i. Section 11.8(a) (Athlete Eligibility), subject to Section 9.4 (Designated Committees);
 - ii. Members of the Ethics Committee other than the Athlete member(s) shall satisfy

the standards of independence for “independent directors” as set forth in Section 7.7 of these Bylaws; and

- iii. No more than one director of the Board shall be appointed to the Ethics Committee.

b. The Ethics Committee shall -

- i. oversee implementation of, and compliance with, Article 18 below (the Code of Ethics and Conflicts of Interest Policy) and any comparable policy of the Foundation, including by reviewing the minutes of Board meetings referenced in Section 18.6 below and by collecting and reviewing the annual statements referenced in Section 18.7 below and any comparable statements of Foundation Trustees and officers;
- ii. report to the Board on all ethical issues;
- iii. develop, and review, as necessary, Article 18 below and any comparable policies of the Foundation;
- iv. review and investigate allegations of ethical impropriety with respect to USA Climbing and the Foundation and make recommendations on such matters to the Board, subject in the case of USA Climbing to the authority of the Judicial Committee;
- v. review and provide guidance on ethical questions presented to it by the Board, officers, committee, working group and task force members, volunteers, staff and USA Climbing members; and
- vi. perform such other duties as assigned by the Board.

Section 9.14. Audit Committee.

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

- i. Section 9.4 (Designated Committees); and
- ii. At least two of the Audit Committee members shall be directors of the Board, one of whom being the Treasurer of the Board and one of whom an independent director of the Board.

b. The Audit Committee shall -

- i. recommend the independent auditors of USA Climbing and the Foundation, as applicable, review the report of the independent auditors and management letter, and recommend action as needed;

- ii. advise the Board on matters pertaining to the compensation and benefits for USA Climbing staff;
- iii. investigate matters of financial controls and disclosure with respect to USA Climbing and the Foundation and such other matters as directed by the Board; and
- iv. perform such other duties as assigned by the Board.

Section 9.15. Judicial Committee.

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

- a. The Board of Directors shall appoint the members of the Judicial Committee and its Chair, subject to Section 9.4 (Designated Committees). No director of the Board shall be appointed to the Judicial Committee.
- b. The Judicial Committee shall -
 - i. administer and oversee all matters filed with USA Climbing and arising under Section 15.1 below;
 - ii. hear and render decisions on grievances and disciplinary matters, subject to Article 15 below;
 - iii. appoint Hearing Panels, as described in Sections 15.10 and 15.11 below and subject to Section 9.4 (Designated Committees); and
 - iv. perform such other duties as assigned by the Board.

Section 9.16. Nominating and Governance Committee.

The Nominating and Governance Committee shall consist of five (5) individuals who shall be appointed and have the responsibilities as follows:

- a. The Nominating and Governance Committee members shall be appointed as follows:
 - i. one (1) individual appointed by the previous Nominating and Governance Committee from that Committee, who shall be the Chair;
 - ii. one (1) individual who satisfies the standards of independence for "independent directors" as set forth in Section 7.7 of these Bylaws and who is appointed by the previous Nominating and Governance Committee;
 - iii. one (1) Athlete in accordance with Section 9.4 (Designated Committees) above who is appointed by the previous Nominating and Governance Committee; and

- iv. two (2) individuals appointed by the Board of Directors.
- b. Notwithstanding the 2-year terms of other committees generally, 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. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current director. No individual who serves on the Nominating and Governance Committee may serve or be eligible to serve on the Board of Directors. Members of the Nominating and Governance Committee, except the Athlete representative, shall be precluded from serving as a Board director or in any other USA Climbing capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Governance Committee ends.
- d. The Nominating and Governance Committee shall:
 - i. identify and evaluate prospective candidates for the Board;
 - ii. appoint individuals to serve on the Board to the extent authorized to do so in these Bylaws;
 - iii. recommend as requested by the Board individuals to serve on various committees, working groups and task forces;
 - iv. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
 - v. recommend individuals who would be fair and impartial and who would have the qualifications and ability to serve on Hearing Panels (as described in Section 15.10), at least one (1) of whom shall be an Athlete who meets the eligibility criteria described in Section 11.8(a) below and at least one of whom meets the criteria for an eligible Athlete for a Designated Committee as set forth in Section 9.4 above and 11.8(b) below, to a list of potential Hearing Panelists (the "Hearing Panel Pool"), and communicate that list to the Judicial Committee as necessary to enable the Judicial Committee to perform the function described in Section 9.15(b)(iii) above;
 - vi. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees, working groups and task forces;
 - vii. appoint members for subsequent Nominating and Governance Committees in accordance with Section 9.16(a) above; and
 - viii. perform such other duties as assigned by the Board.

- e. In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:
- i. the candidate's potential contribution to the effective functioning of USA Climbing;
 - ii. the candidate's principal area of responsibility with his or her company or in his or her employment and any potential change in such area of responsibility or employment;
 - iii. whether the candidate brings relevant experience to the Board;
 - iv. whether the candidate brings relevant perspective to the Board, such as in relation to a competition climbing constituency, e.g., gym facilities ownership, coaching, officiating/judging, or routesetting, or in relation to other goals of the organization;
 - v. whether the candidate's addition to the Board serves USA Climbing's goal of aspiring to achieve a diversity of representation;
 - vi. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
 - vii. the candidate's reputation for personal integrity and commitment to ethical conduct; and
 - viii. whether the candidate has developed any relationships with another organization or a business interest related to the sport, or other circumstances have arisen, that might make it inappropriate for the director to serve or to continue serving on the Board.

ARTICLE 10 ANNUAL ASSEMBLY / ANNUAL MEETING

Section 10.1. Purpose.

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

Section 10.2. Place.

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

Section 10.3. Notice.

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

ARTICLE 11 USA CLIMBING ATHLETES' ADVISORY COMMITTEE & ATHLETE ELIGIBILITY

Section 11.1. Designation.

USA Climbing shall have an Athletes' Advisory Committee ("USAC AAC") consisting of between five (5) and seven (7) individuals who meet the qualifications set forth in Section 11.8(a) below.

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

- a. Invitation for Athlete Participation. In connection with vacancies or anticipated vacancies on the Athletes' Advisory Committee, the CEO shall send, or cause to be sent, an invitation for Athlete participation in the Athletes' Advisory Committee. Such invitation may be sent by electronic communication, including by email or by posting on the website of USA Climbing.
- b. Expression of Interest. An individual eligible to vote in the election under Sections 5.2 above and 11.8(a) below and who wishes to run for election to the Athletes' Advisory Committee and to be placed on the ballot shall indicate such interest in writing (which may include electronic communication), whereupon the individual shall be considered a Athletes' Advisory Committee candidate ("USAC AAC Candidate"). An individual is ineligible to serve on the USAC AAC if such individual has a felony conviction or any other violation that would disqualify the individual under USA Climbing's SafeSport Screening and Criminal Background Check Policy. When expressing interest in standing for election to the USAC AAC, an Athlete Candidate must make Background Disclosure as required under Section 5.3(e), and must permit such Background Disclosure to be disclosed to voters in the election.

Section 11.3. Election.

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

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

Section 11.4. Tenure.

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

Section 11.5. Term Limits.

No Athletes' Advisory Committee member shall serve for more than two (2) consecutive four-year terms.

Section 11.6. Chair.

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

Section 11.7. Compensation.

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

Section 11.8. Athlete Eligibility.

The Board of Directors and Designated Committees shall have at least the Athlete representation required under the Ted Stevens Act and the USOPC Bylaws, and if such requirements are amended then USA Climbing will come into compliance with such amended requirements as soon as practicable in each instance thereafter. Without limiting the preceding sentence and even if not required by the Ted Stevens Act or the USOPC Bylaws then in effect, the Board of Directors shall have at least thirty three and one-third (33.3) percent Athlete representation on the Board of Directors, with the Athlete eligibility requirements set forth below, and with satisfaction of these Athlete representation requirements as soon as practicable after the date hereof. All Committees, Working Groups, and Task Forces, including Hearing Panels, shall have at least twenty (20) percent Athlete representation as further described below. The following defined terms relate to Athletes including for eligibility and right to participate matters:

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

“Protected Competition” means

- any Delegation Event; OR
- any international competition between athlete(s) officially designated by USA

Climbing as representing the United States, either individually or as part of a team, and any athlete(s) representing any foreign country, where:

- 1) the terms of such competition require that the entrants be individuals or teams representing their respective nations; and
- 2) the athlete(s) representing the United States are organized and sponsored by USA Climbing in accordance with a defined selection or tryout procedure that is open to all and publicly announced in advance except for domestic amateur athletic competition, which, by its terms, requires that entrants be expressly restricted to members of a specific class of athletes such as high school students, college students, members of the Armed Forces, or similar groups or categories;

OR

- any domestic competition or event (i.e., a camp, tryout, or trials event) organized and conducted by USA Climbing in its selection procedure and publicly announced in advance as a competition or event directly qualifying each successful competitor as an athlete representing the United States in a Delegation Event or protected international competition under the immediately preceding bullet point above.

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

- A Delegation Event; or
- An additional elite Protected Competition, which includes an IFSC World Championship or IFSC Paraclimbing World Championship, IFSC World Cup or Paraclimbing World Cup, climbing competition at the World University Games, or IFSC Olympic qualifying events) and such other international competition as approved by the USAC AAC and the USOPC’s NGB Athlete Representation Review Working Group.

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

Additionally, once an athlete is elected/appointed, eligibility to serve as a 10 Year Athlete Representative runs throughout the term of the position to which the athlete was elected/appointed.

“10 Year+ Athlete Representative” means an athlete who has, at any point but not within the past applicable 10-year period, met the definition of 10 Year Athlete Representative.

“Actively Engaged Athlete Representative” means an athlete who qualifies as a 10 Year or 10 Year+ Athlete Representative, or who has been actively engaged in 24 months prior

to the Record Date in the case of an election or the date of appointment in other cases in a USA Climbing sanctioned competition, which may include events that categorize entrants in age-restricted classifications. For the avoidance of doubt, once an athlete is elected/appointed, eligibility to serve as an Actively Engaged Athlete Representative runs throughout the term of the position to which the athlete was elected/appointed.

a. Minimum Requirements.

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

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

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

- i. Athletes standing for election to the Board of Directors, and Athletes being appointed to Designated Committees, must be 10 Year Athlete Representatives or 10 Year + Athlete Representatives (in case of 10 Year + Athlete Representatives, subject to there being vacancies that can be filled by 10 Year + Athlete Representatives under Section 7.6(b)(ii) above). Athletes serving in such roles as of the date of these Amended & Restated Bylaws may continue to serve their then-current terms but not any renewal terms if not eligible under this paragraph as of the applicable renewal date.
- ii. Additional limitations apply to athletic requirements for Athletes standing for election to the USOPC Athletes' Advisory Council under Article 12 below.

- c. Concurrent Service. Athletes may simultaneously serve as Athlete directors, Athlete members of the USAC Athletes' Advisory Committee, USOPC Athlete Representatives or Alternates, members of other committees, working groups, task forces, or Hearing Panels, competitors, volunteers and/or officials, or in each case as candidates therefor.
- d. Renewal Appointments. Eligibility of Athlete members on the Board of Directors, Committee, Task Forces and Working Groups must also be demonstrated as of the commencement of any renewal term.

ARTICLE 12 USOPC ATHLETES' ADVISORY COUNCIL

Section 12.1. Designation.

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

Section 12.2. Qualifications.

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

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

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

Section 12.3. Election.

The USOPC AAC Representative and the USOPC AAC Alternate shall be elected in the following manner, except to the extent otherwise required by the Bylaws of the USOPC Athletes' Advisory Council (the "USOPC AAC Bylaws"). Notwithstanding that USA Climbing's Amended

& Restated Articles of Incorporation, Article IV, call for the entire voting power of USA Climbing to rest with the Board of Directors, with members having no voting rights, Athletes shall have the limited voting rights described in this Section

12.3 for the limited purpose of selecting the USOPC AAC Representative and the USOPC AAC Alternate. The election held under this Section shall take place after the conclusion of the summer Olympic Games, but prior to January 1 of the year following the summer Olympic Games. If these Amended & Restated Bylaws are adopted after such deadline without the USOPC AAC Representative or the USOPC AAC Alternate having been selected, the election will take place as soon as practicable after adoption of these Amended & Restated Bylaws.

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

Section 12.4. Tenure.

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

Section 12.5. Term Limits.

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

ARTICLE 13
USOPC NATIONAL GOVERNING BODIES' COUNCIL

Section 13.1. Designation.

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

Section 13.2. Election/Appointment.

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

ARTICLE 14
CHIEF EXECUTIVE OFFICER

Section 14.1. Designation.

USA Climbing shall have a Chief Executive Officer (the "CEO") who shall serve as the leader of management, vested with the authority to make decisions on behalf of management. The CEO shall not be a voting director of the Board. The Board shall hire and oversee the CEO, who shall be responsible for all staff functions. The CEO shall oversee the hiring and firing of all staff and the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of USA Climbing. The CEO shall, either directly or by delegation, manage all staff functions; determine the size and compensation of, hire and terminate the professional staff in accordance with USA Climbing compensation policies and guidelines (established by the Board); develop a strategy for achieving USA Climbing's mission, goals and objectives and present the strategy for approval by the Board; be responsible for resource generation and allocation; coordinate international activities; act as USA Climbing's spokesperson (with the President of the Board); prepare and submit annual, and to the extent feasible quadrennial, budgets to the Board; and perform all functions as usually pertain to the office of CEO.

Section 14.2. Tenure.

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

Section 14.3. Secretary General.

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

Section 14.4. Responsibilities.

The CEO shall:

- a. develop a strategy for achieving USA Climbing's mission, goals and objectives and present the strategy to the Board of Directors for approval;
- b. work with the Treasurer of the Board to prepare and submit annual, and to the extent

feasible quadrennial, budgets to the Board for approval, which process shall be overseen by the Audit Committee;

- c. oversee USA Climbing's satisfaction of all requirements necessary for USA Climbing to obtain and maintain its certification by the USOPC as an NGB, including those applicable requirements set forth in the Bylaws of the USOPC as relates to Governance and Compliance, Financial Standards and Reporting Practices, Athlete Safety, Sport Performance, and Operational Performance;
- d. determine the staff needed to effectively carry out USA Climbing's mission, goals and objectives, within USA Climbing's budget;
- e. oversee the hiring and termination of all staff;
- f. either directly or by delegation manage all staff functions;
- g. be responsible for resource generation and allocation of resources, including as relates to the Foundation;
- h. coordinate USA Climbing's international activities;
- i. with the President of the Board, act as USA Climbing's spokesperson;
- i. perform all functions as usually pertain to the office of CEO.

ARTICLE 15 COMPLAINT PROCEDURES

Section 15.1. Designation of Complaints.

The following kinds of complaints may be filed with USA Climbing:

- a. **Administrative Grievance.** USA Climbing or any member of USA Climbing may file a complaint pertaining to any matter within the cognizance of USA Climbing, including but not limited to any alleged violation of or grievance concerning:
 - i. any USA Climbing rule or regulation,
 - ii. any applicable SafeSport Policy including the Minor Athlete Abuse Protection Policy of the US Center for SafeSport (the "MAAPP"),
 - iii. any provision of USA Climbing's Bylaws, or
 - iv. any provision of the Ted Stevens Act relating to USA Climbing's recognition as a National Governing Body;
- b. **Disciplinary Proceeding.** USA Climbing or any member of USA Climbing may file a complaint against another member of USA Climbing, or former member of USA Climbing if the action occurred while the individual was a member, regarding any alleged violation

of any USA Climbing rule or regulation relating to conduct, including without limitation USA Climbing's SafeSport Policies, and including any other applicable SafeSport Policy such as the MAAPP, but in each case subject to Section 15.7 (U.S. Center for Safe Sport) below.

- c. Right to Participate. Any Athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individual's opportunity to participate in a USA Climbing sanctioned competition, including in a Protected Competition as defined in Section 11.8 above.

Section 15.2. Jurisdiction.

Any member of USA Climbing, by reason of membership, agrees to be subject to these complaint procedures and agrees to be bound by any decision rendered pursuant to these complaint procedures. In addition, persons other than members, by reason of participation in any competition or event sanctioned by USA Climbing or its member organizations, if any, including each athlete, coach, trainer, agent, athlete support personnel, medical or paramedical personnel, team staff, judge, routesetter, official and other person who participates in USA Climbing or USA Climbing events, agree to be subject to Section 15.7 (U.S. Center for Safe Sport) below.

Section 15.3. Manner of Filing.

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

Section 15.4. Filing Fee.

A complaint shall be accompanied by a filing fee, except with respect to complaints under Section 15.7 (U.S. Center for Safe Sport) below or reports of athlete safety violations. The amount of the fee shall be set no more frequently than annually by the Board of Directors and shall be set forth in the Rulebook or any Membership Handbook of USA Climbing published to members. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee shall determine whether or not to reduce or waive the filing fee.

Section 15.5. Statute of Limitations.

A complaint filed under these Bylaws shall be filed within one hundred eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny, except that there shall be no time bar for actions regarding Safe Sport disciplinary proceedings.

Section 15.6. Doping Decisions.

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

Section 15.7. U.S. Center for SafeSport.

- a. As a member National Governing Body (“NGB”) of the USOPC, USA Climbing is required to adhere to the safe sport rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the U.S. Center for SafeSport as that organization. The current safe sport rules, policies and procedures are available on-line at the following website:

www.safesport.org

- b. The delegation of authority and jurisdiction to the U.S. Center for SafeSport as set forth above, shall include matters involving allegations of sexual misconduct, including sexual abuse, and shall also include the investigation and issuance of sanctions related to allegations of other violations of USA Climbing SafeSport Policies (e.g., physical abuse, emotional abuse, bullying, harassment and hazing) that are reasonably related to and which accompany an allegation that involves sexual misconduct. Additionally, in the discretion of USA Climbing or at the recommendation of the Judicial Committee, USA Climbing may request that the U.S. Center for SafeSport accept jurisdiction of matters that do not involve sexual misconduct but do involve allegations of physical abuse, emotional abuse, bullying, harassment or hazing.
- c. A decision concerning a Safe Sport violation adjudicated by the independent Safe Sport organization designated by the USOPC (currently the U.S. Center for SafeSport) shall not be reviewable through, or the subject of, these complaint procedures; provided, however, that USA Climbing may, under its own procedures, take appropriate interim measures in accordance with the policies and procedures of the U.S. Center for SafeSport.
- d. The duty to report to the U.S. Center for SafeSport, and the U.S. Center for SafeSport’s jurisdiction to investigate, shall not supersede any local, state, or federal reporting requirements or jurisdiction, and shall not affect or impair the ability of any person that reports to the U.S. Center for SafeSport from also reporting to the appropriate local, state or federal authorities.
- e. Upon USA Climbing becoming aware of the issuance by the U.S. Center for SafeSport of any interim or permanent suspension, disciplinary action, sanction or other measures, after conclusion of the adjudicative process or by agreement subjecting a person to suspension or other sanction, USA Climbing shall enforce such suspension or other sanctions to the extent applicable, even if such suspension or other sanctions arose from allegations outside of USA Climbing programs.

Section 15.8. Field of Play Decisions.

The final decision of a referee during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the referee) shall not be the subject of, or reviewable through the procedures for, Administrative Grievances or Right to Participate Complaints unless the decision is: (i) outside the authority of the referee to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes

of this Section, the term "referee" shall include any individual with discretion to make field of play decisions, including any and all competition judges and officials.

Section 15.9 Administration.

The Judicial Committee shall administer and oversee all matters arising under Section 15.1 above, except where otherwise required under Sections 15.6 (Doping Decisions) or 15.7 (U.S. Center for Safe Sport) above. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. All parties shall be afforded basic due process rights. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws that do not conflict with these Bylaws for the effective administration of matters arising under Section 15.1 above, including procedures for confirming that any person serving on a Hearing Panel discloses any conflicts of interest with respect to the particular proceeding being heard or parties involved in such proceeding. USA Climbing or the Judicial Committee may provisionally suspend an accused individual, pending investigation and/or final resolution, subject to such individual being offered the opportunity to request a hearing solely to consider whether there is sufficient evidence to support such provisional suspension. If a provisional suspension is in effect, the Judicial Committee will endeavor to cause an investigation or other proceeding to be conducted in a reasonably prompt manner under the circumstances.

Section 15.10 Hearing Panel.

- a. Matters arising under Section 15.1 above shall be referred to the Judicial Committee.
- b. Upon becoming aware of any matter under Section 15.1 above, the Judicial Committee shall appoint a Hearing Panel, which shall consist of either of the following: (i) its full Committee membership, or (ii) no fewer than three (3) individuals, which may include members of the Judicial Committee and/or may include individuals drawn from the Hearing Panel Pool identified in accordance with Section 9.16(d)(5). At least twenty percent (20%) of the members of the Hearing Panel shall be Athletes who meet the eligibility criteria for 10 Year Athlete Representatives, 10 Year + Athlete Representatives, or Actively Engaged Athlete Representatives described in Section 11.8(a), and provided that the Hearing Panel will be deemed a Designated Committee under these Bylaws (with resulting requirements for being 10 Year Athlete Representatives or 10 Year + Athlete Representatives) if convened to adjudicate a matter of an individual's right to participate in Protected Competition (as defined in Section 11.8 above).
- c. If the Judicial Committee in full is serving as the Hearing Panel, the Chair of the Judicial Committee shall be the Chair of the Hearing Panel. In other cases, the Judicial Committee shall appoint a member of the Hearing Panel as a Chair of the Hearing Panel.
- d. The Hearing Panel will issue notice of charges or alleged violations, with specificity and in writing, and possible consequences if the charges or violations are found to be true. Reasonable time will be provided between receipt of notice of charges or violations and the Hearing with respect thereof, within which to prepare a defense.

- e. The Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the Hearing Panel shall hold a hearing on the complaint. The Hearing Panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary, including that the hearing may be conducted on the basis of written (including electronic) submissions. The hearing shall be informal.
- f. A written decision, with reasons therefore, based solely on the evidence of record, will be handed down in a timely fashion.

Section 15.11. Enhanced Hearing Panel Proceedings.

At the specific written request of USA Climbing, or of a USA Climbing member who is party to a matter under Section 15.1, the Hearing Panel shall adhere to each of the following additional procedural requirements, to the extent applicable, that is specified in such request:

- a. Testimony shall be taken under oath.
- b. The hearing shall be conducted in person (which, at the discretion of the Hearing Panel, may include by teleconference, if necessary or convenient to the parties).
- c. Each party shall have the right to appear personally or through a legal representative.
- d. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument, with members of the Hearing Panel having the right to question witnesses or the parties to the proceeding at any time.
- e. 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.

Where a request for enhanced procedures has been made under this Section 15.11, the Judicial Committee may reconstitute the Hearing Panel to include Hearing Panel members with expertise to implement the enhanced procedures, so long as the replacement Hearing Panel meets the standards set forth in Sections 15.10(b) and (c) above.

Section 15.12. Expedited Procedures.

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, including where a Hearing Panel has been requested to follow enhanced procedures under Section 15.11 above, the Hearing Panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

Section 15.13. Complaints Involving Selection to Participate in a Competition. Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information or a statement that the complainant is unaware of such contact information, who may be adversely affected by a decision rendered on the complaint. The respondent to the complaint shall also submit, upon request of the Judicial Committee or the Hearing Panel, a list of individuals, together with their contact information or a statement that the respondent is unaware of such contact information, who may be adversely affected by a decision rendered on the complaint. The Hearing Panel shall determine those individuals who must receive notice of the complaint. The Hearing Panel, or the Judicial Committee or USA Climbing CEO at the request of the Hearing Panel, shall then be responsible for providing appropriate notice to these individuals or may require the complainant to provide such notice. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the Hearing Panel even though the individual chose not to participate as a party.

Section 15.14. Decision.

A decision shall be determined by a majority of the Hearing Panel. Decisions by a Hearing Panel shall be in writing (which may include electronic communication) and distributed to the parties.

Section 15.15. Arbitration.

Any party may appeal a decision of a Hearing Panel to the American Arbitration Association for binding arbitration. The arbitrator appointed by the American Arbitration Association shall have the authority to hear the matter anew (de novo) or if requested by a party to render a decision on a more limited review. Either party may submit the decision of the Hearing Panel to the arbitrator for the arbitrator's consideration.

Section 15.16. No Retaliation: Anonymous Complaints.

Regardless of outcome, USA Climbing will support a complainant(s) and his or her right to express concerns in good faith. USA Climbing will not encourage, allow or tolerate attempts from any individual to retaliate, punish, allow or in any way harm any individual(s) who reports a concern in good faith. Such actions against a complainant will be considered a violation of USA Climbing's policies and grounds for disciplinary action. USA Climbing nonetheless recognizes that it can be difficult for an individual to report an allegation of misconduct and strives to remove as many barriers to reporting as possible. Anonymous reports may be made, including by expressing concerns verbally or through an unsigned written submission to USA Climbing's Chief Executive Officer. Anonymous reporting may make it difficult for USA Climbing to investigate or properly address allegations.

ARTICLE 16 SANCTIONING EVENTS

Section 16.1. Prompt Review of Request.

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

Section 16.2. Standard for Review.

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

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

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

- a. submits, in the form required by USA Climbing, an application to hold such competition;
- b. pays to USA Climbing the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits to USA Climbing an audited or notarized financial report of similar events, if any, conducted by the organization or person; and
- d. demonstrates that:
 - i. appropriate measures have been taken to protect the amateur status of Athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 - ii. appropriate provision has been made for validation of records which may be established during the competition;
 - iii. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 - iv. the competition will be conducted by qualified officials;
 - v. proper medical supervision will be provided for Athletes who will participate in the competition; and
 - vi. proper safety precautions have been taken to protect the personal welfare of the Athletes and spectators at the competition.

Section 16.4. Requirements for Sponsoring USA Climbing Athletes to Compete in An International Athletic Competition Held Outside the United States.

An amateur sports organization or person requesting a sanction to sponsor USA Climbing Athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

- a. submits, in the form required by USA Climbing, an application to hold such competition;
- b. pays to USA Climbing the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization, or person sponsored for the purpose of having United States amateur Athletes compete in international amateur athletic competition, and
- d. submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that –
 - i. appropriate measures have been taken to protect the Athletes' eligibility to compete.
 - ii. appropriate provision has been made for validation of records which may be established during the competition;
 - iii. due regard has been given to any international amateur athletic requirements specifically applicable to the competition
 - iv. the competition will be conducted by qualified officials;
 - v. proper medical supervision will be provided for Athletes who will participate in the competition; and
 - vi. proper safety precautions have been taken to protect the personal welfare of the Athletes and spectators at the competition.

ARTICLE 17 RECORDS OF THE CORPORATION

Section 17.1. Minutes.

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

Section 17.2. Accounting Records.

USA Climbing shall maintain appropriate accounting records.

Section 17.3. Membership List.

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

Section 17.4. Records In Written Form.

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

Section 17.5. Website.

USA Climbing shall maintain a website for the dissemination of information to its members. USA Climbing shall publish on its website (i) its Bylaws, (ii) its rules and regulations (iii) a procedure for communicating with the Board of Directors, including regarding accounting, internal accounting controls, or audit-related matters; (iv) its three most recent Forms 990 filed with the Internal Revenue Service; and (v) its three most recent audited financial statements. So as to facilitate the ability of interested parties to communicate their concerns or questions, USA Climbing shall publish on its website a mailing address and office phone number, as well as a general email delivery address.

Section 17.6. Records Maintained at Principal Office.

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

- a. the articles of incorporation;
- b. these Bylaws, which shall govern the conduct of USA Climbing, USA Climbing's Board and Committees and USA Climbing's members;
- c. rules and regulations that govern the technical conduct of USA Climbing's events in the United States as the Board and CEO determine is appropriate in their sole discretion;
- d. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
- e. a list of the names of the current directors and officers;
- f. a copy of the most recent corporate report delivered to the Utah secretary of state;
- g. all financial statements prepared for the current and all prior periods;
- h. supporting documents for the financial statements for the periods ending during the preceding five (5) years;
- i. USA Climbing's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- j. all other documents or records required to be maintained by USA Climbing at its principal office under applicable law or regulation.

Section 17.7. Inspection of Records by Members.

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

- a. **Records Maintained at Principal Office.** A member shall be entitled to inspect and copy, during regular business hours at USA Climbing's principal office, any of the records of USA Climbing described in Section 17.6., provided that the member gives USA Climbing written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.
- b. **Membership List.**
 - i. **Preparation of Membership Voting List.** After determining the Athlete Members entitled to vote in an election, USA Climbing shall prepare, by class if applicable, an alphabetical list of the names of all Athlete Members who are entitled to vote. In the case of an Athlete Member registered in multiple categories (e.g., an 18-year old Athlete registered in Youth and Collegiate categories), such list shall indicate eligibility for only one vote.
 - ii. **Limitation on Use of Membership Voting List.** Without consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.
- c. **Scope of Members' Inspection Rights**
 - i. **Agent or Attorney.** The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
 - ii. **Right to Copy.** The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.
 - iii. **Reasonable Charge for Copies.** USA Climbing may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.
 - iv. **Litigation.** Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with USA Climbing, or the power of a court to compel the production of corporate records for examination.

ARTICLE 18

CODE OF ETHICS / CONFLICTS OF INTEREST

Section 18.1. Code of Ethics

The Ethics Committee shall oversee the implementation and compliance with the Code of Ethics and make recommendations to the Board of USA Climbing and CEO for action.

The Code of Ethics applies to all members described in Section 5 of USA Climbing's Bylaws, including Introductory, Athlete, Coach, Routesetter, Judge, and Supporting members, as well as to all directors of the Board, employees, and members of committees, task forces, and working groups. All of the aforementioned individuals are required to read and acknowledge a copy of this Code of Ethics annually, acknowledging that they understand and are agreeing to abide by its content. All other participants, volunteers, contractors, and spectators are also expected to adhere to this Code (all individuals described in this paragraph, "Covered Individuals").

Code of Ethics

All Covered Individuals will maintain an atmosphere of mutual respect toward each other as well as toward those with whom USA Climbing conducts business and those with whom it may come in contact during the execution of duties and activities.

All Covered Individuals will treat each other fairly.

Given, among other things, that USA Climbing is the National Governing Body for the Olympic sport of Competition Climbing in the United States, all Covered Individuals are expected to conduct their affairs on a basis consistent with the great trust that has been placed in USA Climbing. For these reasons, USA Climbing requires Covered Individuals to conduct themselves with integrity, to maintain a high standard of ethical conduct and to be guided by the knowledge that we are guardians of the Olympic values, spirit, and ideals.

Furthermore, because the appearance of impropriety can be just as damaging as actual impropriety, conduct that appears to be improper is also unacceptable.

Accordingly, all Covered Individuals are required to comply with the following requirements when representing USA Climbing or participating in USA Climbing activities or events:

- a. Conduct all dealings with honesty and fairness.
- b. Respect the rights of all other Covered Individuals to fair treatment and equal opportunity, free from discrimination and harassment based upon race, sex, creed, sexual orientation, age, national origin, mental or physical disability, or any other basis proscribed by law.
- c. Know, understand and comply with the applicable Bylaws, Rules, and codes of conduct governing the conduct of USA Climbing's business, both domestic and foreign.
- d. Handle all transactions honestly and record them accurately.

- e. Protect information that belongs to USA Climbing, including that of its donors, sponsors, suppliers and fellow Covered Individuals.
- f. Avoid conflicts of interest, both real and perceived.
- g. Never use USA Climbing assets or information for personal gain.
- h. Recognize that even the appearance of misconduct and impropriety can be very damaging to the reputation of USA Climbing and act accordingly.

Section 18.2. Conflicts of Interest Policy.

The purpose of this Conflicts of Interest Policy is to protect USA Climbing's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, committee, working group, task force, or Hearing Panel member, or employee of USA Climbing, or the private interest of a director or officer of the Foundation. This policy is intended to supplement but not to replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations. Procedures for assessing and resolving matters involving conflicts of interest of Hearing Panel members are addressed under Section 15.9 above and in any Judicial Committee Procedures established thereunder.

Section 18.3. Definitions.

- a. Interested Person: Any director, officer, member of a committee, working group, or task force, employee of USA Climbing, or member of the board of directors or officer of the Foundation, in each case who has a direct or indirect private interest, as defined below, is an interested person.
- b. Private Interest:
 - i. A person has a private interest if the person has, directly or indirectly, through business, investment, or family:
 - a. an ownership or investment interest in any entity with which USA Climbing has a transaction or arrangement;
 - b. a compensation arrangement with USA Climbing or with any entity or individual with which USA Climbing has a transaction or arrangement;
 - c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which USA Climbing is negotiating a transaction or arrangement; or
 - d. an interest of the individual or his/her family member in a matter such that the individual or such family member directly or indirectly stands to benefit, provided that such interest is actual, not merely speculative, and such potential benefit is different from or materially greater than the benefit that a broad range of members or other third parties would be expected generally to receive.

- ii. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

Section 18.4. Procedures.

- a. **Duty to Disclose:** In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her private interest to the applicable directors, officers and/or members of committees, working groups, or task forces considering the proposed transaction or arrangement. In facilitation of this requirement, all Board members, and members of committees, working groups, and task forces, employees of USA Climbing, and member of the board of directors and officers of the Foundation, will be required to complete an annual questionnaire making general disclosure of Private Interests, and the responses to such questionnaire will be shared with the Board and applicable body to the extent necessary for such body to evaluate the significance of the disclosures. For the avoidance of doubt, such annual disclosure will not relieve a person of the requirement to disclose any additional conflicts of interest as they arise.
- b. **Determining Whether a Conflict of Interest Exists:** After disclosure of the private interest, the interested person shall leave the Board or committee, working group, or task force meeting while the private interest is discussed and voted upon. The remaining Board or committee, working group, or task force members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest:**
 - i. The chairperson of the Board or committee, working group or task force shall, if appropriate, appoint a disinterested person or body to investigate alternatives to the proposed transaction or arrangement.
 - ii. After exercising due diligence, the Board or committee, working group, or task force shall determine whether USA Climbing can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
 - iii. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee, working group, or task force shall determine by a majority vote of the disinterested directors or other applicable persons whether the transaction or arrangement is in USA Climbing's best interests and for its own benefit and whether the transaction is fair and reasonable to USA Climbing and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
 - iv. The Interested Person should be recused from deliberation and decision-making with regard to the transaction or arrangement, provided that the Board or committee, working group or task force or other applicable body may seek information from the Interested Person.

Section 18.5. Violations.

- a. Any person may raise an actual or potential conflict of interest. If the Board or committee, working group, task force, or other applicable body has reasonable cause to believe that a member has failed to disclose his or her own actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further inquiry and investigation as may be warranted in the circumstances, the Board or committee, working group, task force or other body determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 18.6. Records.

The minutes of the Board and all committees shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a private interest in connection with an actual or possible conflict of interest, the nature of the private interest, any action taken to determine whether a conflict of interest was present, and the Board's, committee's, working group's, task force's or other applicable body's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement that were considered, and a record of any votes taken in connection therewith.

Section 18.7. Annual Statements.

Each director, member of a committee, working group, or task force, and employee shall annually sign a statement which affirms that such person:

- a. has received a copy of this Conflicts of Interest policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands that USA Climbing is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE 19 FIDUCIARY MATTERS

Section 19.1. Indemnification.

- a. General Authority. Unless otherwise prohibited by law, USA Climbing shall have the power to indemnify any current or former director, committee working group or task force member, officer, employee, or volunteer who, when acting within the scope of his

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

- b. Proceeding By or in the Right of USA Climbing. Unless otherwise prohibited by law, USA Climbing shall have the power to indemnify any current or former director, committee, working group or task force member, officer, employee or volunteer of USA Climbing who, when acting within the scope of his or her duties for USA Climbing, was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by or in the right of USA Climbing to procure a judgment in its favor by reason of the fact that such person is or was serving in such capacity, or was or is serving at the request of USA Climbing as a director, committee member, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, from and against any and all out-of-pocket expenses (including, but not limited to, attorneys' and experts' fees and costs), judgments, fines and amounts paid in settlement that are actually and reasonably incurred by such person in connection with any such action, suit, or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of USA Climbing, in the case of conduct in an official capacity, or in all other cases, at least not opposed to the best interests of USA Climbing; provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged in a final, non-appealable order of a court of competent jurisdiction to be liable to USA Climbing unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and

reasonably entitled to indemnity for such expenses that the court shall deem proper.

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

- h. **Non-Exclusivity.** The indemnification provided by this Section 19.1 shall not be exclusive of any other rights to which a person may be entitled by law, agreement, vote of the Board of Directors, these Bylaws or otherwise, and shall not restrict the power of USA Climbing to make any indemnification permitted by law.
- i. **Federal Tax Limitations.** USA Climbing shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with Section 4958 of the Internal Revenue Code, as now in effect or as may hereafter be amended, or the corresponding provision of any subsequent Federal tax law, and the regulations thereunder, or any other relevant provision of such law applicable to organizations described in Code Section 501(c)(3) and the regulations thereunder.
- j. **Modification and Severability.** If any part of this Section 19.1 shall be found in any action, suit, or proceeding to be invalid, illegal, unenforceable or ineffective, only that provision shall be modified in a manner designed to uphold the intent and purpose of such provision as written to the maximum extent permitted by law. The validity and the effectiveness of the remaining parts shall not be affected.
- k. USA Climbing shall maintain, at all times, a current Directors & Officers policy of insurance that provides coverage for each of its Board Directors, Officers, committee members, working group members, task force members, Hearing Panel members, and other volunteers.

Section 19.2. Discharge of Duties.

Each Board Director 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 USA Climbing.

Section 19.3. Code of Ethics and Conflicts of Interest.

Each director, officer, member of a committee, working group, task force, or Hearing Panel must comply with Article 18 (Code of Ethics and Conflicts of Interest).

Section 19.4. Prohibited Loans.

No loans shall be made by USA Climbing to any Board director, to any committee, working group, task force or Hearing Panel member or to any USA Climbing employee.

**ARTICLE 20
FINANCIAL MATTERS**

Section 20.1. Fiscal Year.

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

Section 20.2. Budget.

USA Climbing shall have an annual budget.

Section 20.3. Audit.

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

Section 20.4. Individual Liability.

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

Section 20.5. Irrevocable Dedication and Dissolution.

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

**ARTICLE 21
MISCELLANEOUS PROVISIONS**

Section 21.1. Severability and Headings.

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

Section 21.2. Saving Clause.

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

**ARTICLE 22
AMENDMENTS OF BYLAWS**

Section 22.1. Amendments.

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a two thirds majority of directors of the Board at any meeting duly called and at which a quorum is present, provided that notice of the proposed changes are presented to the directors at least fifteen (15) calendar days prior to the date of such meeting.

Non-substantive changes to these Bylaws may be made by the Board of Directors by a simple majority of directors at any meeting duly called and at which a quorum is present.

ARTICLE 23
EFFECTIVE DATE AND TRANSITION

Section 23.1. Effective Date.

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