



AMENDED & RESTATED BYLAWS

OF

USA Climbing

September 1, 2018

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 Colorado. 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 shall be in the state of Colorado. 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 Colorado, 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 promote the growth and success of the sport of competition climbing in the United States while generating sustained competitive excellence for United States athletes in international competition.

ARTICLE 4.

RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1. Recognition as a National Governing Body.

USA Climbing shall seek and attempt to maintain recognition by the United States Olympic Committee 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.* and as mandated by the United States Olympic Committee 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 within the preceding ten (10) years, and ensures that such athlete representation on the Board of Directors is not less than twenty (20) percent;
- 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 United States Olympic Committee (the "USOC") 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 USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Olympic and Amateur Sports Act;
- m. not have eligibility criteria relating to 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 Olympic and Amateur Sports Act and by the USOC on a National Governing Body.

ARTICLE 5.

MEMBERS

Section 5.1. Categories of Membership.

USA Climbing shall have membership categories as follows:

- a. Introductory members. Introductory members are those individuals who register to compete in USA Climbing sanctioned local competitions. Introductory members do not have any rights under Sections 7.6(b)(ii) or Articles 11 or 12 below.
- b. *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)(ii), 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. *Adaptive members.* Adaptive members are Athlete Members who register to compete in Adaptive climbing or paraclimbing competitions.

An Athlete Member may be registered as a Competitor member, a Collegiate member and an Adaptive member, subject to eligibility therefor, and subject to the limitations on voting rights set forth in these Bylaws in Sections 5.2, 7.6(b)(ii), Article 11 and Article 12.

- b. *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.
- c. *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.
- d. *Judge members.* Judge members are those individuals who register as active judges, including those who are certified as judges by USA Climbing and those who are actively seeking such certification by USA Climbing.
- e. *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.

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 in Sections 7.6(b)(ii) (Election of Athlete Directors), Article 11 (USA Climbing's Athletes' Advisory Committee), and Article 12 (USOC 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 Adaptive member).
- c. An individual may have voting privileges only if he or she meets the eligibility requirements under Section 11.2 below, is a citizen of the United States (or in the case of voting within a Committee if he or she is a lawful permanent resident of the United States), and only if he or she is at least eighteen (18) years of age.
- d. Notwithstanding these restrictions on voting, 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.
- e. 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 (record date) in order to be eligible to vote in such election, except that for purposes of the election described in Article 12 below (USOC 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 USOC Athletes' Advisory Council.

Section 5.3. Membership Requirements, Privileges and Dues.

- a. Membership in USA Climbing is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements and dues as the Board shall deem necessary or appropriate. The Board of Directors also may restrict certain privileges to 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 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 IFSC and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by the IFSC 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, effective on the later of the date of adoption of these Amended & Restated Bylaws or the date that the U.S. Center for Safe Sport begins operations. 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.

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 only change the geographic Regions and Divisions once every four (4) years after the initial division, except that the Board may make interim changes if the Board considers such changes necessary and in the interests of competition climbing and if such changes could not reasonably be expected to have a material adverse impact on competitor qualification for international competition. The Regions and Divisions shall be an extension of USA Climbing and not separate entities. The purpose of the Regions and Divisions shall be to facilitate the goals of USA Climbing on a grass roots level. Additionally, USA Climbing may hold regional and divisional competitions or conduct such other regional and divisional activities that promote the mission of USA Climbing as the Board and as the CEO (defined in Section 14.1 below) determine in their sole discretion.

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 Discussion.

USA Climbing's Board shall be sensitive to the desirability of diversity at all levels of USA Climbing, including among the membership of the Board and among its athletes. The Board shall develop and implement a policy of diversity at all levels of USA Climbing, supported by meaningful efforts to accomplish that diversity. The Board shall develop norms that favor open discussion and favor the presentation of different views.

Section 7.4. Qualifications.

Each director of the Board 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 Colorado.

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 ideals, and have diverse experience in the key business, financial, and other challenges that face USA Climbing. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent directors shall serve on the Audit Committee.

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 ten (10) total directors, at least two (2) of whom shall be independent directors (as defined in Section 7.7 below), and at least two (2) 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. 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.ii.

Section 7.6. Election/Selection.

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

- a. *Upon Adoption of These Amended & Restated Bylaws:* The directors serving on the Board upon adoption of these amended and restated Bylaws shall continue to serve for the remainder of their then-current staggered terms (except for removal or resignation under the terms hereof), with any renewal terms permitted under these amended & restated Bylaws, except that each director’s then-current term will be extended by one year in order to change all director terms from 3 years to 4 years, and the term of any director whose term after such extension would expire part-way through an even-numbered year may be further extended to December 31 of such even-numbered year.
- b. *After Adoption of These Amended & Restated Bylaws:*
 - 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, and these Bylaws generally.

- ii. *Athlete Directors.* Athlete directors on the Board shall meet the eligibility requirements in Section 11.2 below, and in addition shall meet the following eligibility requirements as specified under Section 8.8.2 of the Bylaws of the U.S. Olympic Committee:
 - a. Within the ten (10) years preceding election, represented the United States in the Olympic or Pan American Games, or an Operation Gold event, or a World Championship recognized by the IFSC for which a competitive selection process was administered by USA Climbing; or
 - b. Within the twenty-four (24) months before election, demonstrated that he or she is actively engaged in amateur athletic competition by finishing in the top half of USA Climbing's national championships or team selection competition.
- 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)(ii) for the limited purpose of selecting Athlete directors.
 - a. *Invitation for Athlete Participation.* In connection with vacancies or anticipated vacancies for Athletes directors on the Board, 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 11.2 below, eligible to stand for election under Section 7.6(b)(ii) 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”).

- c. *Election.* The Athlete Candidates shall stand for election by vote of Athletes who meet the eligibility requirements under Sections 5.2 and 11.2 above. The Athlete with the highest vote total is elected, and the Athlete with the next highest vote total is elected for the second vacancy if applicable.

- iv. *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, 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 Olympic and Amateur Sports 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 two (2) years or during the director's term on the Board:

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

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. 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 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 the USA Climbing Code of Ethics.

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. 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, 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).

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 USOC, 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, 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; (iii) oversight of the engagement of an independent certified public accountant to conduct an annual audit of USA Climbing's financial statements, 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 USOC 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).

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.

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 addressing particular organization challenges, as the Board or CEO believes appropriate and shall define narrowly the mission and deliverables of such task forces or committees. The decision to appoint or not appoint such a task force or committee shall be exclusively the Board's, or the CEO's in consultation with the Board. The decision to terminate a task force or committee shall be exclusively with the Board, or, in the case of a task force 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 or task force positions, then the Board shall direct the Nominating and Governance Committee to use its best efforts to recruit committee 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 and task force appointments (except as to USA Climbing's Athletes' Advisory Committee and USOC Athletes' Advisory Committee, the selections for which are to be made under Article 11 and Article 12 below, respectively), including the designation of Committee Chairs 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 or task forces created by the CEO. 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 or task forces created by the CEO. Committee 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. Committee agendas shall be developed by the Committee Chair in consultation with the Board and appropriate members of management. Each Committee Chair shall make a report on committee matters to the Board upon request of the President of the Board or the CEO.

The Treasurer of the Board shall be the Chair of the Audit Committee. 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 five (5) individuals. USA Climbing committees and task forces shall be of the number and size possible to permit both conduct of the sport and appropriate governance.

Section 9.4. Athlete Representation.

All committees and task forces shall have at least twenty (20) percent Athlete representation so as to comply with the Ted Stevens Olympic and Amateur Sports Act and the USOC Bylaws. For the purposes of committee and task force population, an Athlete shall be described as someone who meets the qualifications set forth in Section 11.2 below, except that for eligibility for Designated Committees (as defined below), Athletes also must meet the additional eligibility requirements that apply to Athlete members of the Board specified in Section 7.6(b)(ii)(a) or 7.6(b)(ii)(b) above. "Designated Committees" means:

- a. The Nominating and Governance Committee;
- b. The Audit Committee;
- c. The Judicial Committee; and
- d. Any of the following other committees 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 US Olympic Committee;
 - 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) and the terms of representatives to the USOC 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 task force members shall be until their appointment is concluded, but in any event shall not exceed a period of two (2) 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). In the event that a task force 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 Member Attendance.

Committee and task force members are expected to attend all regularly scheduled committee and task force meetings of which they are a member. Each committee or task force member must attend a minimum of at least one half (1/2) of the committee 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 or task force member's position on a committee or task force may be declared vacant upon the committee or task force member's resignation, removal, incapacity, disability or death. A committee 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 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 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 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 member in question, if also a director), or upon the determination of the CEO, if appointed by the CEO. Committee 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 member in question, if also a director), or upon the determination of the CEO, if appointed by the CEO. Committee 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 or task force shall be filled as set forth for the appointment of that committee or task force member. A committee or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office, if consistent with these Bylaws. When a committee member is elected or appointed, as applicable, to fill a vacancy because of the resignation, removal, incapacity, disability or death of a committee 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 shall establish a charter or procedures for conducting its business and affairs. Each other committee and task force also may establish a charter or procedures to the extent necessary and desirable for the conduct of its business.

Section 9.10. Minutes of Meetings.

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

Section 9.11. Compensation.

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

Section 9.12. Compensation Matters.

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

Section 9.13. Ethics Committee.

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 9.4 (Athlete Representation);
 - 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, the Code of Ethics, including by reviewing the minutes of Board meetings referenced in Section 18.5 below and by collecting and reviewing the annual statements referenced in Section 18.7 below;
 - ii. report to the Board on all ethical issues;
 - iii. develop, and review on an annual basis, as necessary, the Code of Ethics;
 - iv. review and investigate allegations of ethical impropriety and make recommendations on such matters to the Board, subject to the authority of the Judicial Committee;
 - v. review and provide guidance on ethical questions presented to it by the Board, officers, committee 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 (Athlete Representation); 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, 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 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 (Athlete Representation). 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
 - 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 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 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 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 11.2 and the criteria for an eligible Athlete for a Designated Committee as set forth in Section 9.4 above, 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 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 contribution to the effective functioning of USA Climbing;
 - ii. any potential or impending change in the candidate's principal area of

- responsibility with his or her company or in his or her 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 such as diversity;
 - v. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
 - vi. the candidate's reputation for personal integrity and commitment to ethical conduct; and
 - vii. 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

Section 11.1. Designation.

USA Climbing shall have an Athletes' Advisory Committee consisting of between five (5) and seven (7) individuals who meet the qualifications set forth in Section 11.2 below.

Section 11.2. Eligibility.

An individual is considered an eligible "Athlete" under these Bylaws if the individual:

- a. *Athletic requirement:*
 - i. has represented the United States as an Athlete in the Olympic Games, International Federation of Sport Climbing World Championships, International Federation of Sport Climbing Pan American Championships, or other major international competitions (including paraclimbing international championships) within the ten (10) year period prior to December 31 of the year in which the election is held or appointment is made; or
 - ii. has been actively engaged in competition at USA Climbing sanctioned events, as determined by the Board of Directors in consultation with the CEO, within the two (2) year period prior to December 31 of the year in which the election is held or appointment is made; and
- b. *Citizenship and Age Requirements:* meets the citizenship and age requirements set forth in Section 5.2 above by December 31 of the year in which the election is held or appointment is made; and
- c. *Record date:* in the case of voting privileges for an election, has been a member of USA Climbing since the applicable record date in accordance with Section 5.2 above.
- d. *Concurrent Service.* Athletes may simultaneously serve as Athlete directors, Athlete members of the USAC Athletes' Advisory Committee, USOC Athlete Representatives or Alternates, members of other committees or task forces, competitors, volunteers and/or officials, or in each case as candidates therefor.

Section 11.3. Election/Selection.

Individuals shall be elected to the Athletes' Advisory Committee as follows.

- 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 and 11.2 above 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").
- c. *Election.* USAC AAC Candidates shall stand for election by vote of Athletes who meet the eligibility requirements under Sections 5.2 and 11.2 above. 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. 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 11.3(c) for the limited purpose of selecting members for the Athletes' Advisory Committee.

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 under these Amended & Restated Bylaws.

Section 11.4. Tenure.

The term for members of the Athletes' Advisory Committee shall be two (2) 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.

Section 11.5. Term Limits.

No Athletes' Advisory Committee member shall serve for more than three (3) consecutive two-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.

ARTICLE 12.

USOC ATHLETES' ADVISORY COUNCIL

Section 12.1. Designation.

USA Climbing shall have a representative (the "USOC AAC Representative") and an alternate representative (the "USOC AAC Alternate") to the USOC Athletes' Advisory Council (the "USOC AAC").

Section 12.2. Qualifications.

To be eligible to serve on the USOC AAC, the USOC AAC Representative and the USOC AAC Alternate must meet then-current eligibility requirements thereof. As of the date of these Bylaws, the USOC AAC Representative and the USOC AAC Alternate must meet the following eligibility requirements:

Within the ten (10) years preceding election, 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 USOC as an Operation Gold event.

To the extent that the USOC AAC permits additional flexibility to allow for other international competitions to suffice, 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 USOC AAC Representative and the USOC AAC Alternate shall be elected in the following manner, except to the extent otherwise required by the Bylaws of the USOC Athletes' Advisory Council (the "USOC 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 USOC AAC Representative and the USOC 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 USOC AAC Representative or the USOC 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 USOC 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 11.2 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 USOC AAC Representative candidate (“USOC AAC Representative Candidates”).
- c. *Election.* The USOC AAC Representative Candidates shall stand for election by vote of Athletes who meet the eligibility requirements under Sections 5.2 and 11.2 above. The Athlete with the highest vote total is elected USOC AAC Representative, and the Athlete(s) with the next highest vote total(s) who is of the opposite gender of the USOC AAC Representative Candidates is elected USOC AAC Alternate.
- d. To the extent that the USOC 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 USOC AAC Representatives shall be for four (4) years. A USOC AAC Representative shall remain on the USOC Athletes' Advisory Council until a successor is elected and qualified, or until the USOC AAC Representative's earlier resignation, removal, incapacity, disability or death.

Section 12.5. Term Limits.

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

ARTICLE 13.

USOC NATIONAL GOVERNING BODIES' COUNCIL

Section 13.1. Designation.

USA Climbing shall have a representative and an alternate representative to the USOC 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 USOC 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 USOC 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. determine the staff needed to effectively carry out USA Climbing's mission, goals and objectives, within USA Climbing's budget;
- d. oversee the hiring and termination of all staff;

- e. either directly or by delegation manage all staff functions;
- f. be responsible for resource generation and allocation of resources;
- g. coordinate USA Climbing's international activities;
- h. 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 provision of USA Climbing's Bylaws, or
 - iii. any provision of the Ted Stevens Olympic and Amateur Sports 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 but 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.

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 para-medical 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. 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 of USA Climbing. 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 USOC 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 Safe Sport.

- a. As a member National Governing Body (“NGB”) of the USOC, USA Climbing is required to adhere to the safe sport rules and regulations of the USOC. Additionally, USOC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOC, each NGB shall comply with the policies and procedures of the independent safe sport organization designated by the USOC to investigate and resolve safe sport violations. The USOC has designated the U.S. Center for Safe Sport 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 Safe Sport 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 Safe Sport 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 USOC (currently the U.S. Center for Safe Sport) 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 Safe Sport.
- d. The duty to report to the U.S. Center for Safe Sport, and the U.S. Center for Safe Sport'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 Safe Sport 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 Safe Sport 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 described in Section 11.2 and who meet the criteria for an eligible Athlete for a Designated Committee as set forth in Section 9.4 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 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.

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.
- f. Notice of the charges or alleged violations, with specificity and in writing, and possible consequences if the charges are found to be true.
- g. Reasonable time between receipt of the notice of charges and the Hearing with respect to the charges, within which to prepare a defense.
- h. A written decision, with reasons therefore, based solely on the evidence of record, handed down in a timely fashion.

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, 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, 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 complainant shall then be responsible for providing appropriate notice to these individuals. 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. 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.

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 Colorado 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

Section 18.1. Purpose.

The purpose of this Code of Ethics/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 member, or employee of USA Climbing. This policy is intended to supplement but not to replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 18.2. Definitions.

- a. *Interested Person:* Any director, officer, member of a committee with Board-delegated powers, or employee 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:
 - 1) an ownership or investment interest in any entity with which USA Climbing has a transaction or arrangement;
 - 2) a compensation arrangement with USA Climbing or with any entity or individual with which USA Climbing has a transaction or arrangement;
 - 3) 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
 - 4) 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 18.3. 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 with Board-delegated powers considering the proposed transaction or arrangement.

- b. *Determining Whether a Conflict of Interest Exists:* After disclosure of the private interest, the interested person shall leave the Board or committee meeting while the private interest is discussed and voted upon. The remaining Board or committee 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 shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - ii. After exercising due diligence, the Board or committee 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 shall determine by a majority vote of the disinterested directors 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.

Section 18.4. Violations.

- a. If the Board or committee has reasonable cause to believe that a member has failed to disclose 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 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 18.5. Records.

The minutes of the Board and all committees with Board-delegated powers 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 or committee'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 with Board-delegated powers, and employee shall annually sign a statement which affirms that such person:

- a. has received a copy of this 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.

USA Climbing shall defend, indemnify and hold harmless each director of the Board, each officer, each committee member, each task force member and each Hearing Panel member from and against all claims, charges and expenses (including, but not limited to, judgments, costs and attorneys' fees) which he or she incurs as a result or connection with any defense of any actual or threatened action or lawsuit brought against such director or officer arising out of, relating to, or alleged to arise out of or relate to, the latter's performance of his or her duties with USA Climbing, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or director. This right of indemnification shall also apply to expenses of litigation that are compromised or settled, including amounts paid in settlement, if the Board of Directors approves such settlement. Any amount payable as indemnification under this Section 19.1 shall be determined and paid by USA Climbing pursuant to a determination by the affirmative vote of a majority of the directors of the Board,

other than those directors who have incurred expenses in connection with the litigation for which the indemnification is sought, and such directors shall not be counted in determining the presence of a quorum for the purpose of such vote. Any expense incurred by such person in connection with the defense of any such litigation may be paid by USA Climbing in advance of the final disposition of such litigation upon the receipt of a satisfactory undertaking by such person to repay any such amount if it is determined that such person is not entitled to be indemnified under this Section 19.1. The right of indemnification under this Section 19.1 shall be in addition to, and not exclusive of, all other rights to which such person may be entitled. 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, task force members and Hearing Panel members.

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. Conflicts of Interest.

Each director, officer, member of a committee with Board-delegated powers, or employee must comply with Article 18 (Code of Ethics).

Section 19.4. Prohibited Loans.

No loans shall be made by USA Climbing to any Board director, to any committee or task force 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, and to the extent feasible quadrennial, 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, 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 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.