



BYLAWS
OF
USA SURFING, INC.

Amended & Restated September 11, 2021

SECTION 1. NAME AND STATUS	7
<i>Section 1.1 Name.</i>	7
<i>Section 1.2 Nonprofit Status</i>	7
SECTION 2. OFFICES	8
<i>Section 2.1 Business Offices.</i>	8
<i>Section 2.2 Registered Office.</i>	8
SECTION 3. MISSION AND VISION	9
<i>Section 3.1 Mission.</i>	9
<i>Section 3.2 Vision.</i>	9
SECTION 4. RECOGNITION AS NATIONAL GOVERNING BODY	10
<i>Section 4.1 Recognition as a National Governing Body.</i>	10
SECTION 5. MEMBERS.....	13
<i>Section 5.1 Categories of Membership.</i>	13
<i>Section 5.2 Voting Members.</i>	13
<i>Section 5.3 Membership Requirements and Dues.....</i>	14
<i>Section 5.4 Termination of Membership.</i>	15
<i>Section 5.5 Transfer of Membership.</i>	15
<i>Section 5.6 Proprietary Interest of Members.</i>	16
SECTION 6. BOARD OF DIRECTORS	17
<i>Section 6.1 General Powers.....</i>	17
<i>Section 6.2 Function of the Board.</i>	17
<i>Section 6.3 Diversity of Discussion.</i>	18
<i>Section 6.4 Qualifications.....</i>	18
<i>Section 6.5 Number.....</i>	19
<i>Section 6.6 Election/Selection.</i>	20
<i>Section 6.7 Independence.</i>	21
<i>Section 6.8 Staggered Board.....</i>	22
<i>Section 6.9 Term.</i>	23
<i>Section 6.10 Term Limits.....</i>	23
<i>Section 6.11 Director Attendance.</i>	23
<i>Section 6.12 Resignation, Removal and Vacancies.</i>	23
<i>Section 6.13 Regular and Special Meetings.</i>	24
<i>Section 6.14 Notice of Meetings.</i>	25
<i>Section 6.15 Quorum.....</i>	25

Section 6.16 Action of the Board/Consent.	25
Section 6.17 Voting by Proxy.....	25
Section 6.18 Presumption of Assent.....	26
Section 6.19 Action Without a Meeting.	26
Section 6.20 Transacting Business by Mail, Electronic Mail, Telephone, Facsimile, Electronic Video Screen Communication or Electronic Transmission.	26
Section 6.21 Agenda.	26
Section 6.22 Questions of Order and Board Meeting Leadership.	26
Section 6.23 Effectiveness of Actions.	27
Section 6.24 Open and Executive Meeting Sessions.....	27
Section 6.25 Minutes of Meetings.....	27
Section 6.26 Compensation.....	27
Section 6.27 Vote of Retention after Four Years.....	28
Section 6.28 Censure.....	28
SECTION 7. OFFICERS	29
Section 7.1 Designation.....	29
Section 7.2 Election/Selection.	29
Section 7.3 Term.	29
Section 7.4 Authority and Duties of Officers.	30
Section 7.5 Restrictions.	30
Section 7.6 Term Limits.	30
Section 7.7 Resignation, Removal and Vacancies.	30
SECTION 8. COMMITTEES.....	32
Section 8.1 Designation.....	32
Section 8.2 Appointments.	32
Section 8.3 Number.....	32
Section 8.4 Athlete Representation.....	33
Section 8.5 Term.	33
Section 8.6 Term Limits.	34
Section 8.7 Committee Member Attendance.	34
Section 8.8 Resignation, Removal and Vacancies.	34
Section 8.9 Procedures.....	35
Section 8.10 Open and Executive Meeting Sessions.....	35
Section 8.11 Minutes of Meetings.....	35
Section 8.12 Compensation.....	35

Section 8.13 Audit, Finance & Budget Committee	35
Section 8.14 Ethics Committee.....	36
Section 8.15 Judicial Committee.	37
Section 8.16 Nominating and Governance Committee.	37
SECTION 9. USA SURFING ATHLETES’ ADVISORY COUNCIL.....	40
Section 9.1 Designation.....	40
Section 9.2 Qualifications.....	40
Section 9.3 Election.	40
Section 9.4 Term.	40
Section 9.5 Term Limits.	40
Section 9.6 Chair.	41
Section 9.7 Procedures.	41
Section 9.8 Open and Executive Meeting Sessions.....	41
Section 9.9 Compensation.....	41
SECTION 10. USOPC ATHLETES’ ADVISORY COUNCIL	42
Section 10.1 Designation.....	42
Section 10.2 Qualifications.....	42
Section 10.3 Election.	42
Section 10.4 Term.	42
Section 10.5 Term Limits.	43
SECTION 11. USOPC NATIONAL GOVERNING BODIES’ COUNCIL.....	44
Section 11.1 Designation.....	44
Section 11.2 Election/Selection.	44
SECTION 12. CHIEF EXECUTIVE OFFICER.....	45
Section 12.1 Designation.....	45
Section 12.2 Tenure.....	45
Section 12.3 Secretary General.	45
Section 12.4 Responsibilities.	45
SECTION 13. COMPLAINT PROCEDURES	47
Section 13.1 Designation of Complaints.....	47
Section 13.2 Jurisdiction.....	47
Section 13.3 Manner of Filing.	47
Section 13.4 Filing Fee.....	48
Section 13.5 Statute of Limitations.	48

Section 13.6 Anti-Doping Decisions.....	48
Section 13.7 SafeSport Decisions.	48
Section 13.8 Field of Play Decisions.....	48
Section 13.9 Administration.....	49
Section 13.10 Hearing Panel.	49
Section 13.11 Conduct of the Proceeding.....	49
Section 13.12 Expedited Procedures.	50
Section 13.13 Complaints Involving Selection to Participate in a Competition.	50
Section 13.14 Decision.	50
Section 13.15 Arbitration.	50
SECTION 14. SANCTIONING EVENTS	51
Section 14.1 Prompt Review of Request.....	51
Section 14.2 Standard for Review.	51
Section 14.3 Requirements for Holding an International or National Amateur Athletic Competition in the United States.....	51
Section 14.4 Requirements for Sponsoring United States Surfing Athletes to Compete in an International Athletic Competition Held Outside the United States.	52
SECTION 15. RECORDS OF USA SURFING	54
Section 15.1 Minutes.....	54
Section 15.2 Accounting Records.	54
Section 15.3 Membership List.	54
Section 15.4 Records in Written Form.....	54
Section 15.5 Website.....	54
Section 15.6 Records Maintained at Principal Office.	55
Section 15.7 Inspection of Records by Members.....	55
SECTION 16. CODE OF ETHICS.....	58
Section 16.1 Code of Ethics.	58
SECTION 17. FIDUCIARY MATTERS	59
Section 17.1 Indemnification.....	59
Section 17.2 Discharge of Duties.....	60
Section 17.3 Conflicts of Interest.....	60
Section 17.4 Prohibited Loans.	60
SECTION 18. FINANCIAL MATTERS	61
Section 18.1 Fiscal Year.....	61

<i>Section 18.2 Budget</i>	61
<i>Section 18.3 Audit</i>	61
<i>Section 18.4 Individual Liability</i>	61
<i>Section 18.5 Irrevocable Dedication and Dissolution</i>	61
SECTION 19. MISCELLANEOUS PROVISIONS	62
<i>Section 19.1 Severability and Headings</i>	62
<i>Section 19.2 Saving Clause</i>	62
SECTION 20. AMENDMENTS OF BYLAWS	63
<i>Section 20.1 Amendments</i>	63
SECTION 21. EFFECTIVE DATE	64
<i>Section 21.1 Effective Date</i>	64

SECTION 1. NAME AND STATUS

Section 1.1 Name.

The name of the corporation shall be USA Surfing, Inc. (referred to in these Bylaws as “USA Surfing”). USA Surfing 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 Nonprofit Status.

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

SECTION 2. OFFICES

Section 2.1 Business Offices.

The principal office of USA Surfing shall be in San Clemente, CA. USA Surfing may at any time and from time to time change the location of its principal office. USA Surfing may have such other offices, either within or outside California, as the Board of Directors may designate or as the affairs of USA Surfing may require from time to time.

Section 2.2 Registered Office.

The registered office of USA Surfing required by the Nonprofit Corporation Act of the State of California shall be maintained in California. The registered office may be changed from time to time by the Board of Directors or by the officers of USA Surfing, or to the extent permitted by the Nonprofit Corporation Act by the registered agent of USA Surfing. The registered office may be, but need not be, the same as the principal office.

SECTION 3. MISSION AND VISION

Section 3.1 Mission.

The Mission of USA Surfing shall be to support and grow the sport of Surfing (as defined below), empower future generations of champions, and advance the positive image of the surfing lifestyle in the United States.

The successful accomplishment of this mission will enable United States athletes to achieve sustained competitive excellence in Olympic, Paralympic, Pan American and Parapan American competitions. And lead, serve and grow all areas of the sport of Surfing in the United States achieving excellence while providing a lifetime of opportunities for all to participate in a safe and positive environment.

The sport of Surfing is defined as follows:

- a. An activity in which the primary force that moves the participant's Surfing equipment, is a wave either of natural or artificial source.
- b. An activity on the waves on any type of equipment used for Surfing.
- c. An activity in calm waters on any type of equipment used for Surfing.
- d. All Stand Up Paddle (SUP) activities in all bodies of water in any format.

Section 3.2 Vision.

Be a world-class leading organization in all aspects of the sport of Surfing and to engage and inspire our nation through a cultivated passion for the sport of Surfing and success at winning Olympic and Paralympic medals.

SECTION 4. RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1 Recognition as a National Governing Body.

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

- a. be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee (IOC) and the International Paralympic Committee (IPC) as the worldwide governing body for the sport of Surfing;
- b. be autonomous in the governance of the sport of Surfing, 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 Surfing 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 Surfing;
- 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 Surfing or who have represented the United States in an international amateur athletic competition in Surfing within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than thirty-three percent (33%) of the voting power held in its Board or other governance body;
- f. be governed by a Board of Directors, made up of a diverse group of members, whose members are selected without regard to race, color, religion, national origin, gender identification, sexual orientation, or disability;
- g. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in all activities sponsored by USA Surfing without discrimination on the basis of race, color, age, religion, national origin, gender identification, sexual orientation, or disability;

- h. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOPC as a National Governing Body;
- i. provide procedures for the prompt and equitable resolution of grievances of its members;
- j. 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;
- k. 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 Surfing, upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, manager, administrator or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Olympic and Amateur Sports Act;
- l. not have eligibility criteria relating to amateur status or to participate in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of Surfing recognized by the IOC or the IPC;
- m. perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOPC on a National Governing Body;
- n. shall ensure members of USA Surfing are under the jurisdiction of the World Anti-Doping Association Code (WADA), the International Surfing Association (ISA) anti-doping rules, the USOPC including the USOPC National Anti-Doping Policy, the U.S. Anti-Doping Agency (USADA) including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, ISA, USA Surfing, the USOPC, and USADA;
- o. comply with all applicable athlete safety and child protection laws;
- p. comply with the policies and requirements of the U.S. Center for SafeSport (“USCSS”);
- q. demonstrate managerial capability to administer the sport of Surfing;
- r. demonstrate financial and operational capability to administer the sport of Surfing; and
- s. shall enforce and comply with the rules and regulations of the USOPC, IOC and IPC. To the extent authority has been granted by the USOPC, IOC and IPC, USA

Surfing shall have exclusive jurisdiction to nominate individuals who will represent the United States in the Olympic Games, the Pan American Games, and the Paralympic Games. USA Surfing shall enforce with respect to such nominations the definition of an eligible athlete adopted by the USOPC, IOC and IPC.

SECTION 5. MEMBERS

Section 5.1 Categories of Membership.

USA Surfing shall have individual and organization membership categories as follows:

a. Individual Membership Categories

1. Athlete members. Athlete members are those individuals who register as competitive athletes and are eligible for competition in Surfing.
2. Coach members. Coach members are those individuals who register as active coaches and who are certified as coaches by USA Surfing.
3. Judging members. Judging members are those individuals who register as active judges and who are certified as judges by USA Surfing.
4. 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 Surfing.

b. Organization Membership Categories

1. Club members. Club members are those Surfing clubs that register as clubs and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USA Surfing.
2. Affiliated Organization members. Affiliated Organization members are those amateur sports organizations that register as affiliated organizations, and which conduct a regional program or regular regional amateur athletic competition in Surfing on a level of proficiency appropriate for the selection of amateur athletes to participate in USA Surfing Prime Series and/or USA Surfing Championships.
3. Contributing Organization members. Contributing Organization members are those amateur sports organizations or amateur athletic event sponsors that register as contributing organizations and which conduct athletic programs or activities that further or support the sport of Surfing in the United States (e.g., surf camps or schools).

Section 5.2 Voting Members.

Individuals belonging to the following membership categories shall be entitled to vote in an election for directors of the Board of USA Surfing:

Affiliated Organizations in good standing may vote in an election to select one member as a director of the Board of USA Surfing to serve as the Affiliated Organizations Representative for a term of four (4) years on the mid-term election cycle.

Athlete members meeting the qualification standards for the Athlete Director seats are eligible to vote on the Athlete Director positions.

The remaining individual and organization membership categories described above (Section 5.1.a.) have no voting rights.

Section 5.3 Membership Requirements and Dues.

Membership in USA Surfing 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. Further, the Board may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

Adherence to the World Anti-Doping Code (the Code) is an important requirement of membership, to protect the health and welfare of individuals, and ensure a fair playing field. As the USOPC NGB for the sport of Surfing in the United States, USA Surfing is required by the IOC, and the USOPC to comply with the anti-doping rules and regulations established internationally by the World Anti-Doping Agency (WADA). This program is not optional, but a requirement for participation in all Olympic sports.

To comply with the Code and various WADA standards, the USOPC has contracted with the United States Anti-Doping Agency (USADA) (an independent legal entity not subject to USOPC control) to implement the requirements of the Code within the U.S. As a requirement of the Code, all NGBs must comply, in all respects.

a. Athlete Membership Anti-Doping Obligations:

1. It is the duty of members of USA Surfing to comply with all anti-doping rules of WADA, ISA, the USOPC including the USOPC National Anti-Doping Policy, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, ISA, USA Surfing, the USOPC, and USADA.
2. Members agree to submit to drug testing by the ISA 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.

3. 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 ISA and/or USA Surfing, if applicable and referred by USADA.
- b. Safe Sport Policy/Procedure - As a member NGB of the United States Olympic Committee, USA Surfing is required to adhere to the US Center for SafeSport (USCSS) rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7.1(c)(ii) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent SafeSport organization designated by the USOPC to investigate and resolve SafeSport violations. The USOPC has designated the USSCS as that organization. The current USSCS rules, policies and procedures are available at the offices of USA Surfing, online at the following website: www.safesport.org and on the USA Surfing website at www.usasurfing.org.
- c. As a condition of membership in USA Surfing and a condition for participation in any competition or event sanctioned by USA Surfing or its member organizations, each USA Surfing member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in USA Surfing or USA Surfing events (whether or not an USA Surfing member), agrees to comply with and be bound by the USSCS rules, policies and procedures of the USSCS and to submit, without reservation or condition, to the jurisdiction of the USSCS for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time. To the extent any USA Surfing rule is inconsistent with the rules of the USSCS, 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 of USA Surfing. A member shall have applicable due process rights to fair notice and a hearing prior to termination, provisional suspension, or permanent suspension. USA Surfing may retain jurisdiction over any member who has pending financial obligations, or pending grievances against them, regardless of the status of membership.

Section 5.5 Transfer of Membership.

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

Section 5.6 Proprietary Interest of Members.

No member shall have proprietary interest in USA Surfing or in property at any time owned by USA Surfing. Members shall have no right to receive, by reason of affiliation, any of the property of USA Surfing either upon dissolution or otherwise.

SECTION 6. BOARD OF DIRECTORS

Section 6.1 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 Surfing shall be managed by its Board of Directors whose members are selected without regard to race, color, religion, national origin, gender identification, sexual orientation, or disability.

Section 6.2 Function of the Board.

USA Surfing's Board of Directors shall represent the interests of the surfing community for the sport of Surfing in the United States and its athletes by providing USA Surfing with policy, guidance and strategic direction. The Board shall oversee the management of USA Surfing and its affairs, but it does not manage USA Surfing. The Board shall select a well-qualified Chief Executive Officer (CEO) and, unless otherwise delegated to the Chairman, diligently oversee the CEO in the operation of USA Surfing. The Board shall focus on long-term objectives rather than on day-to-day management, empowering the CEO to manage a staff-driven organization with effective 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 Surfing, and to evaluate Board performance;
- b. selects, compensates, evaluates and terminates the CEO;
- c. planning for management succession;
- d. encouraging a culture of ethical behavior and compliance throughout USA Surfing;
- e. reviews and approves USA Surfing's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- f. sets policy and provides guidance and strategic direction to management on significant issues facing USA Surfing;
- g. reviews and approves significant corporate actions;
- h. oversees the financial reporting process, communications with members and directors, and USA Surfing's legal and regulatory compliance program;
- i. oversees effective corporate governance;

- j. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- k. reviews and approves financial statements, annual reports, financial and control policies, and, upon the recommendation of the Audit, Finance & Budget Committee, selects independent auditors;
- l. monitors to determine whether USA Surfing's assets are being properly protected;
- m. achieve as much transparency in the operations of USA Surfing as is reasonable and keeping both members and directors of USA Surfing informed about the business and operations of USA Surfing;
- n. affirms that USA Surfing adopts and maintains athlete safety rules, policies and procedures that comply with the requirements of the USOPC and the USCSS;
- o. monitors USA Surfing's compliance with laws and regulations and the performance of its broader responsibilities; and
- p. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

Section 6.3 Diversity of Discussion.

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

Section 6.4 Qualifications.

Each director of the Board must be eighteen (18) years of age or older and not be affiliated with any national surfing federation other than USA Surfing. A director must be a U.S. citizen, but need not be a resident of California.

The following individuals are ineligible for a leadership role in USA Surfing:

- a. A felony conviction involving harm to a member of a vulnerable population such as children, elderly or individuals with a disability;
- b. A felony conviction for sexual abuse or assault of any kind;
- c. A felony conviction for a hate crime;

- d. Served a period of ineligibility for an Anti-Doping Rule Violation (ADRV) as determined by the World Anti-Doping Code; or
- e. Served a period of ineligibility for a SafeSport Code violation as defined by the USSCS or a National Governing Body.

Any other felony conviction must be disclosed in advance of consideration for service as a Board director and may be considered in evaluations. Any misdemeanor, suspension, or ineligibility from a sport or sport organization for rules violations or otherwise must also be disclosed for similar consideration. Leaders have an ongoing duty to disclose. If a potential or existing leader is under investigation for, or has been formally accused of, any of the above infractions, that individual may be asked to suspend his/her candidacy or leadership role until the investigation or accusation has been adjudicated. The Board's Ethics Committee or their designee will receive disclosures and resolving questions and disputes in eligibility and the application of these qualifications for service.

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 directors, in collectively serving the long-term interests of USA Surfing. Directors shall have an understanding of athletic competition and a commitment to the Olympic and Paralympic ideals, and have diverse experience in the key business, financial, and other challenges that face USA Surfing. 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 (as defined in Section 6.7), who shall also serve on the Audit, Finance & Budget Committee, shall have financial expertise.

Directors shall inform the Nominating and Governance Committee of any changes in their 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 6.5 Number.

The Board of Directors shall consist of twelve (12) directors, at least one-third (1/3) of whom shall be Independent Directors (as defined in Section 6.7), at least one-third (1/3) of whom shall be Athlete Directors (as defined in Section 6.6(b)), and the rest of whom shall be General Directors (as defined in Section 6.6(d)) drawn from appropriate representation in the United States Surfing community, including Affiliated Organizations (as defined in Section 6.6(c)), with no single constituency, such as employees of surfing brands or board members of affiliated organizations, comprising a majority of directors.

Section 6.6 Election/Selection.

Eligible directors shall be elected at the annual meeting of the Board of Directors and shall hold office until the end of their term, as further delineated in Sections 6.8 and 6.9 below.

USA Surfing's Board of Directors shall be elected/selected as follows:

- a. Independent Directors. At least one-third (1/3) of the Board directors shall be Independent Directors as defined in Section 6.7. The Nominating and Governance Committee shall submit candidates to the Board of Directors for approval, using whatever process the Nominating and Governance Committee and the Board of Directors determine to be appropriate,
- b. Athlete Directors. At least one-third (1/3) of the Board directors shall be Athlete Directors with at least twenty percent (20%) of the total Board directors meeting the USOPC "10 Year Athlete" definition. The remaining Athlete Director(s) can meet the USOPC "10 Year Athlete" or "10 Year+ Athlete" definition. All Athlete Directors shall be directly elected by athletes eligible to run.

At least half of these athlete representatives will have obtained 10 Year Athlete or 10 Year+ Athlete eligibility through competing at a USOPC Delegation Event (as defined below) at the time of election/selection. A USOPC Delegation Event means an event to which the USOPC officially sends an individual or group of individuals on behalf of the USOPC and/or the United States. A USOPC Delegation Event includes, but is not limited to, the Olympic Games, Paralympic Games, Pan American Games, Parapan American Games, and the Youth Olympic Games.

USOPC "10 Year Athlete" definition:

10 Year Athletes shall be defined by the USOPC as reflected in the USOPC Bylaws, as amended.

USOPC "10 Year+ Athlete" definition:

10 Year+ Athletes shall be defined by the USOPC as reflected in the USOPC Bylaws, as amended.

Once an athlete is selected, eligibility to serve as an 10 Year Athlete or 10 Year+ Athlete remains through their original Board term.

USA Surfing's representative and alternate to the USOPC Athletes' Advisory Council shall be two of the Athlete Directors on USA Surfing's Board of Directors and shall be included as part of the minimum twenty percent

(20%) 10 Year Athlete representation requirement, provided that the Athlete Director meets all other Board of Director member qualifications.

The USA Surfing Athletes' Advisory Council and after consultation with the Nominating and Governance Committee will develop a process to jointly identify and vet the eligibility of candidates to serve as 10 Year+ Athletes.

- c. Affiliated Organization Director. If there is no Affiliated Organization member, then the Affiliated Organization director seat shall be vacant. If there is one (1) Affiliated Organization member, then that organization shall select a qualified individual to serve as the Affiliated Organization director. If there is more than one (1) Affiliated Organization member, then the Affiliated Organizations as a group shall select a qualified individual to serve as the Affiliated Organization director. Affiliated Organizations qualify as a General Director representative.
- d. General Director. General Directors shall be members of USA Surfing in good standing with consideration from appropriate representation in the United States Surfing community, including an Affiliated Organization Director if applicable, with no single constituency, such as employees of surfing brands or members of affiliated organizations, comprising a majority of directors. The Nominating and Governance Committee shall vet and recommend a slate of candidates for Board vote.

Section 6.7 Independence.

The Board, through its Nominating and Governance Committee, shall affirmatively make a determination as to the independence of each Independent Director, and disclose those determinations. Under the definition of "independence" adopted by the Board, an "Independent Director" shall be determined to have no material relationship with USA Surfing, either directly or through an organization that has a material relationship with USA Surfing. A relationship is "material" if, in the judgment of the Nominating and Governance Committee, it would interfere with the director's independent judgment. To assist it in determining whether a director is independent, the Board shall adopt the guidelines set forth below, which shall be applied on a case-by-case basis by the Nominating and Governance Committee.

A director shall not be considered independent if, within the preceding two (2) years:

- a. the director was employed by or held any governance position (whether a paid or volunteer position) with USA Surfing, the international federation of Surfing, the international regional sport entity of Surfing, or any sport family entity of Surfing;
- b. an immediate family member of the director was employed by or held any governance position (whether a paid or volunteer position) with USA Surfing, the

international federation of Surfing, the international regional sport entity of Surfing, or any sport family entity of Surfing;

- c. the director was affiliated with or employed by USA Surfing's outside auditor or outside counsel;
- d. an immediate family member of the director was affiliated with or employed by USA Surfing's outside auditor or outside counsel as a partner, principal or manager;
- e. the director was a member of USA Surfing's Athletes' Advisory Council;
- f. the director was a member of any constituent group with representation on the Board;
- g. the director receives any compensation from USA Surfing, directly or indirectly; or
- h. the director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Surfing.
- i. The Director is a member of USA Surfing in a membership category that participates in competitions; or
- j. The Director is the parent, close family member, coach of an athlete or member who participates in a USA Surfing or Olympic pipeline program as determined by the Nominating and Governance Committee.

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.

The director must maintain an independent perspective by maintaining the requirements above for the entire term and any successive term with the exception of holding any governance role in USA Surfing or the ISA and including any reimbursement of related expenses.

Section 6.8 Staggered Board.

Directors of the Board shall be elected/selected to implement a staggered Board system. Directors serve for a term of four (4) years, half ending December 31 of the year following the Olympic Games quadrennium and half ending December 31 of the mid-quad. The USOPC Athletes' Advisory Council representative and alternate will be on the quad term, with the other athletes ending mid-quad. Half of the Independent Directors shall end on a quad term, half on a mid-quad term. Half of the General Directors shall end on a quad term, half on a mid-quad term with the Affiliated Organization member seat ending mid-quad.

The Nominating and Governance Committee shall designate prior to election/selection of a Board member whether a director is serving a quad or mid-quad term.

Section 6.9 Term.

The term of office for a director of the Board shall be four (4) years. A director's term shall end on December 31 of an even-numbered year and new director's term shall begin on January 1st of the following odd numbered year. However, 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 6.10 Term Limits.

No director of the Board shall serve more than two (2) consecutive terms.

A director elected/selected for a two (2) year term shall be eligible to serve only one (1) additional four (4) year term immediately following the two (2) year term.

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

Section 6.11 Director Attendance.

Directors of the Board shall be expected to attend in-person all regularly scheduled Board meetings, though for exigent circumstances a director may participate in a meeting by conference telephone, electronic video screen communication or electronic transmission (pursuant to Cal. Corp. Code Section 5211 (a)(6)) by and to USA Surfing. Such participation shall constitute presence in-person at the meeting for purposes of a quorum and voting as long as all directors participating in the meeting are able to hear one another, but not for purposes of the face-to-face attendance requirement below. Directors shall be required to attend no less than one scheduled Board meeting face-to-face each year.

Section 6.12 Resignation, Removal and Vacancies.

A director's position on the Board 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 Chair of USA Surfing, except the Chair's resignation shall be given to the CEO. Such resignation shall take effect at the time specified in the written notice, and

unless otherwise specified in the written notice, the acceptance of such resignation shall not be necessary to make it effective. Directors shall be removed by the Board if they fail to attend in-person more than one half (1/2) of the regular meetings of the Board during any twelve (12)-month period or the face-to-face attendance requirement under Section 6.11, 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 director shall 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 shall also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the director to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). Directors shall 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.

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 USA Surfing's Code of Ethics.

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

An Athlete Director may be removed by a vote of a majority of those eligible to vote for an Athlete Director as described above. If the Athlete Director who is USA Surfing's USOPC Athletes' Advisory Council representative is removed from the Board, such removal shall have no impact on the individual's status as USA Surfing's USOPC Athletes' Advisory Council representative. If USA Surfing's USOPC Athletes' Advisory Council representative is removed or their seat becomes vacant, then the USA Surfing USOPC Athletes' Advisory Council Alternate shall become an Athlete Director. If the Alternate is already a member of the Board of Directors, the Athletes' Advisory Council shall appoint a replacement Athlete Director.

Section 6.13 Regular and Special Meetings.

The Board of Directors by resolution may establish a schedule of regular meetings of the Board. USA Surfing's Board shall meet at regularly scheduled meetings at least three (3) 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 Chair or upon the written request of not less than fifty percent (50%) of the Board.

Section 6.14 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 Chair of the Board. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose), to the director's facsimile telephone number or to the director's email address. Written notice shall be delivered no fewer than four (4) 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, including a voice messaging system or by electronic transmission. Such notice shall be delivered to the director (or to such other individual provided by the director for such purpose). Oral notice shall be delivered no fewer than forty-eight (48) hours before the date of the meeting. Oral notice is effective when communicated. 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 6.15 Quorum.

A simple majority of the directors of the Board in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present at a meeting, a majority of the directors present at the meeting may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 6.16 Action of the Board/Consent.

The act of a majority of directors on the Board shall constitute an act of the Board.

The unanimous written consent of all directors on the Board, collectively, shall also constitute an act of the Board.

Section 6.17 Voting by Proxy.

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

Section 6.18 Presumption of Assent.

A director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent 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 USA Surfing before the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 6.19 Action Without a Meeting.

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 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 6.19. to USA Surfing shall be deemed to have waived the right to demand that action not be taken without a meeting. The written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 6.20 Transacting Business by Mail, Electronic Mail, Telephone, Facsimile, Electronic Video Screen Communication or Electronic Transmission.

The Board shall have the power to transact its business by mail, electronic-mail, facsimile, conference telephone, electronic video screen communication or electronic transmission (pursuant to Cal. Corp. Code Section 5211 (a)(6)) by and to USA Surfing, if in the judgment of the Chair of the Board, the urgency of the case requires such action.

Section 6.21 Agenda.

The agenda for a meeting of the Board shall be set by the Chair of the Board after consultation with the CEO. A director may request that items be placed on the Board agenda.

Section 6.22 Questions of Order and Board Meeting Leadership.

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

Section 6.23 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 6.24 Open and Executive Meeting Sessions.

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

Section 6.25 Minutes of Meetings.

The minutes of all Board meetings and the consent or consents shall be published on USA Surfing's website within thirty (30) days after approval of the minutes by the Board at its subsequent meeting.

Section 6.26 Compensation.

Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USA Surfing's policies. Directors may be compensated for other services if such compensation falls within Board policies and is disclosed in advance to the Board of Directors as a potential conflict.

Section 6.27 Vote of Retention After Four Years.

If a director has been elected to and served four years, they may choose to stand for a vote of retention. The USA Surfing Board will vote as to whether an Independent Director and General Director will be so retained to serve another four years of service or whether that director position will be opened to be filled by a new director. The USA Surfing Athletes' Advisory Council will vote as to whether an Athlete Director will be so retained according to the election procedures established by that body and approved by the USA Surfing Board.

Section 6.28 Censure.

USA Surfing's Board of Directors reserves the right to censure any director for conduct the Board does not condone or endorse. Examples of conduct that may qualify for censure include, but not limited to, a breach of the director's fiduciary duties; improper or offensive conduct toward other Board members, members, sponsors, vendors, or employees; conflicts of interest that the director failed to disclose; disruption of Board meetings; violations of SafeSport policies; violations of anti-doping policies; formal government accusation or conviction of a criminal offense that may lead to incarceration. A censure does not remove a director from the Board.

SECTION 7. OFFICERS

Section 7.1 Designation.

The officers of USA Surfing shall be a Chair of the Board, a Treasurer and a Secretary. USA Surfing may also have, at the discretion of the directors, such other officers as may be appointed by the Directors. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board.

Section 7.2 Election/Selection.

The Chair of the Board shall be elected from among the directors of the Board. Recognizing the significance of the Chair in international matters, the Chair 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 Surfing , the International Regional Federation of Surfing, and the USOPC.

The Treasurer shall be elected or appointed from a pool of candidates that may or may not include Board directors. Recognizing the significance of the Treasurer in financial matters, the Treasurer shall have a financial background sufficient to fulfill the duties of Treasurer.

The CEO shall designate one member of the staff to serve as USA Surfing's corporate Secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board or committee meetings.

Section 7.3 Term.

The term of office of the Chair of the Board and the Treasurer (serving as a director) shall be four (4) years with the opportunity to serve two terms. The newly elected Chair and Treasurer shall take office immediately. The Chair or Treasurer shall hold office until the Chair or Treasurer's successor is elected and qualified, or until the Chair or Treasurer's earlier resignation, removal, incapacity, disability or death.

The Secretary and Treasurer (serving as a staff member) shall hold office until their employment by USA Surfing ends, when the CEO designates a different individual to serve as Secretary or Treasurer or until the Secretary's or Treasurer's earlier resignation, removal by the CEO, incapacity, disability or death. In any circumstance in which the CEO has not designated a staff member to serve as Secretary or Treasurer, the Board of Directors may select a director or another staff member to serve as Secretary or Treasurer.

Section 7.4 Authority and Duties of Officers.

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

- a. Chair of the Board. The Chair shall: (i) set all meeting and meeting agendas; (ii) preside at all meetings of the Board; (iii) see that all Board commitments, resolutions and oversight are carried into effect; (iv) on behalf of the Board, serve as the immediate supervisor of the CEO; and (v) exercise such powers and perform such other duties as from time to time may be assigned by the Board.
- b. Treasurer. The Treasurer shall (i) have general oversight of the financial affairs of USA Surfing, including preparation of the annual budget; (ii) present financial reports to the Board as the Board may request; (iii) ensure that an annual audit is conducted of USA Surfing; and (iv) in general, perform all duties incident to the office of Treasurer.
- c. Secretary. The Secretary shall: (i) keep 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 7.5 Restrictions.

Officers of USA Surfing shall perform their functions with due care. No individual may serve simultaneously as an officer of USA Surfing and as an officer of another amateur sports organization that is recognized by the USOPC as an NGB.

Section 7.6 Term Limits.

Except as provided in Section 7.3, there are no term limits for service of the Treasurer or the Secretary.

Section 7.7 Resignation, Removal and Vacancies.

An officer's position with USA Surfing may be declared vacant upon the officer's resignation, removal, termination of employment with USA Surfing, incapacity, disability or death. The Chair, Treasurer or Secretary may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time specified in the notice, and unless otherwise

specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Board may remove any officer with or without cause. An officer who was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

Any vacancy occurring in the Chair, the Treasurer or Secretary shall be filled by the Board, by majority vote. A Chair, Treasurer or Secretary elected to fill a vacancy shall be elected for the unexpired term of such Chair, Treasurer or Secretary's predecessor in office.

SECTION 8. COMMITTEES

Section 8.1 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 Surfing shall have at least the following Standing Committees: Audit, Finance & Budget Committee; Ethics Committee; Judicial Committee; Compensation Committee and Nominating and Governance Committee.

The Board or CEO shall appoint such advisory task forces or committees as the Board or CEO believe appropriate and shall define narrowly the mission and deliverables of such task forces or committees, except as prohibited by statute. The decision to appoint or not appoint and to terminate such a task force or committee shall be exclusively the Board’s or the CEO’s.

Section 8.2 Appointments.

Committee appointments, including the designation of Standing Committee Chairs, shall be made every two (2) years by the Board. Appointments shall be made based on a combination of factors including each individual member’s expertise and the needs of USA Surfing, and these Bylaws. Committee agendas shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of other directors. Each Committee Chair shall make a report on committee matters to the Board at the next regularly scheduled Board meeting.

An Independent Director on the Board with financial experience shall be considered for the Audit, Finance & Budget Committee. The Audit, Finance & Budget Committee shall periodically meet separately in executive session individually with management, USA Surfing’s financial staff, and USA Surfing’s outside auditor. In addition, the Audit, Finance & Budget Committee, or a designated representative of the Committee, shall meet with the outside auditor prior to the release of USA Surfing’s annual audited financial statements and tax filings, to review such materials.

Section 8.3 Number.

Membership on Standing Committees shall not exceed six (6) individuals. USA Surfing Committees shall be of the minimum number and size possible to permit both conduct of

the sport and appropriate Board governance. Membership on other committees and task forces shall not exceed six (6) individuals.

Section 8.4 Athlete Representation.

Athletes (as defined in Section 6.6(b)) shall equal at least one-third (1/3) of the membership of all USA Surfing Committees operating under the authority of the Board (“Designated Committees”). For purposes of these Bylaws, Designated Committees shall mean the Audit, Finance & Budget Committee, Ethics Committee, Compensation and Review Committee, Judicial Committee, Nominating and Governance Committee and committees which prepare, approve, or implement programs in the areas of selection of Olympic, Paralympic, Pan American, Parapan American and Youth Olympic Games Team members including athletes, coaches and administrators.

To be eligible to serve on committees other than Designated Committees, athlete representatives must have met the “Actively Engaged Athlete representative” definition in Section 8.5.1(a) of the USOPC Bylaws, as amended.

Should surfing become an IPC event, Paralympic athlete representatives shall equal at least one-third of any “Designated Committee” that prepares, approves or implements selection to an IPC-recognized event, Paralympic Games or Parapan American Games Team. This can either be accomplished by including one-third (1/3) Paralympic athlete representation on an existing committee or by creating a new committee with the appropriate representation. Eligibility requirements for Paralympic athlete representatives to serve on such a Designated Committee must comply with the Paralympic equivalent to requirements found in Section 8.5.1(a) of the USOPC Bylaws, as amended (Actively Engaged Athlete representative).

Athletes on all committees, including Designated Committees, shall be selected by the USA Surfing Athletes’ Advisory Council.

Section 8.5 Term.

A Committee member shall remain on the Committee until the Committee member’s successor is appointed, or until the committee member’s earlier resignation, termination of employment with USA Surfing, removal, incapacity, disability or death.

The term for all task force members shall be until their assignment is concluded, but in any event, shall not exceed a period of two (2) years.

Section 8.6 Term Limits.

Except for the Nominating and Governance Committee, there are no term limits for service on a Committee or Task Force.

Section 8.7 Committee Member Attendance.

Committee and task force members are expected to attend in-person all regularly scheduled Committee and Task Force meetings of which they are a member. Committee members may participate by teleconference or other means by which all persons in the meeting can hear each other. 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-month period.

Section 8.8 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 member's resignation, removal, incapacity, termination of employment from USA Surfing, disability or death. A committee 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 if they fail to attend in person more than one half (1/2) of the regular committee or task force meetings during any twelve-month period, unless they can 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 shall 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 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 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.

Section 8.9 Procedures.

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

Section 8.10 Open and Executive Meeting Sessions.

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

Section 8.11 Minutes of Meetings.

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

Section 8.12 Compensation.

Committee and task force members shall not receive compensation for their services as committee or task force members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with USA Surfing'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 Surfing in any other capacity, provided the Board gives explicit approval.

Section 8.13 Audit, Finance & Budget Committee.

The Audit, Finance & Budget Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Audit, Finance & Budget Committee and its chair, all of whom shall be directors of the Board. (Athlete Directors shall be selected and approved per Section 8.4.) An Independent Director of the Board with financial experience shall be appointed to the Audit, Finance & Budget Committee.

- b. The Audit, Finance & Budget Committee shall:
 1. recommend the independent auditors of USA Surfing, review the report of the independent auditors and management letter, and recommend action as needed;
 2. investigate matters of financial controls and disclosure and such other matter as directed by the Board;
 3. be responsible, in cooperation with the Treasurer and Chief Executive Officer, for recommending the annual budget for operations of USA Surfing, reviewing periodic financial statements, Form 990s, internal financial policies and procedures, oversight of financial investments and making recommendations for investment of excess operating funds; and
 4. perform such other duties as assigned by the Board.

Section 8.14 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 and its chair, except that athlete representatives shall be selected and approved according to the Athletes' Advisory Council's protocol. Members of the Ethics Committee shall satisfy the standards of independence for "Independent Directors" as set forth in these Bylaws. Directors of the Board may not serve on the Ethics Committee.
- b. The Ethics Committee shall –
 1. oversee implementation of, and compliance with, USA Surfing's Code of Ethics;
 2. report to the Board on all ethical issues;
 3. develop, and review on an annual basis, a Code of Ethics for the Board, officers, staff members, committee and task force members, volunteers, and member organizations for adoption by the Board;
 4. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
 5. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USA Surfing members; and
 6. perform such other duties as assigned by the Board.

Section 8.15 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, except that athlete representatives shall be selected and approved per Section 8.4. Members of the Judicial Committee shall satisfy the standards of independence for “Independent Directors” as set forth in these Bylaws. Directors of the Board may not serve on the Judicial Committee.
- b. The Judicial Committee shall
 1. generally, administer and oversee all complaints, including administrative grievances, disciplinary and right to compete matters filed with USA Surfing;
 2. generally, administer and oversee all grievances related to any alleged violation of the USCSS rules, policies, and procedures over which the USCSS has not exercised jurisdiction, pursuant to the procedures set forth in USA Surfing’s Complaint Procedures;
 3. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
 4. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters; and
 5. perform such other duties as assigned by the Board.

Section 8.16 Nominating and Governance Committee.

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

- a. The Nominating and Governance Committees shall be selected as follows:
 1. one (1) outgoing Director, who is ineligible for re-election, nominated by the Board Chair and approved by the Board who shall be chair;
 2. two (2) individuals who are independent as that term is defined in these Bylaws and who are selected by the previous Nominating and Governance Committee;
 3. two (2) 10 Year or one (1) 10 Year and one (1) 10 Year+ Athletes (as defined in Section 6.6(b)) selected by the USA Surfing Athletes’ Advisory Council per Section 8.4; and
 4. one (1) individual from the surfing community nominated by the Board Chair and approved by the Board.

- b. The members of the Nominating and Governance Committee shall serve for terms of four (4) years or less. 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 Surfing 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:
 - 1. identify and evaluate prospective candidates for the Board;
 - 2. identify, vet and select, with Board approval, the Independent Directors of the Board;
 - 3. select individuals to serve on the Board as provided in these Bylaws;
 - 4. recommend as requested by the Board individuals to serve on various committees and task forces;
 - 5. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
 - 6. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces; and
 - 7. 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:
 - 1. the candidate's contribution to the effective functioning of USA Surfing;
 - 2. any potential or impending change in the candidate's principal area of responsibility with their company or in their employment;
 - 3. whether the candidate continues to bring relevant experience to the Board;
 - 4. whether the candidate can attend meetings and fully participate in the activities of the Board;

5. the candidate's reputation for personal integrity and commitment to ethical conduct; and
6. whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the director to continue serving on the Board.

SECTION 9. USA SURFING ATHLETES' ADVISORY COUNCIL

Section 9.1 Designation.

USA Surfing shall have an Athletes' Advisory Council ("USA Surfing AAC") consisting of six (6) to twelve (12) individuals including USA Surfing's representative and alternate on the USOPC Athletes' Advisory Council ("USOPC ACC"). Should a USA Surfing athlete also hold a leadership position on the USOPC AAC, they will have an ex-officio seat on the USA Surfing AAC.

Section 9.2 Qualifications.

To be eligible to serve on the USA Surfing AAC, athlete representatives must be a 10 Year Athlete, be at least eighteen (18) years old and be a United States citizen.

Athlete representatives must complete and submit the USA Surfing Conflict of Interest form to the Ethics Committee.

Athlete candidates, prior to election, must disclose any felony convictions or periods of ineligibility served in sport for anti-doping, SafeSport or disciplinary violations.

Section 9.3 Election.

Athlete representatives on the USA Surfing ACC shall be directly elected by athletes who are eligible to run.

Elections shall take place after conclusion of the Olympic Games, but prior to January 1st of the year following the Olympic Games.

For any vacancies that may arise, elections shall be conducted as soon as practicable thereafter.

Section 9.4 Term.

The term for members of the USA Surfing ACC shall be for four (4) years. A member shall remain on the USA Surfing ACC until the member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability or death.

Section 9.5 Term Limits.

No USA Surfing ACC member shall serve for more than two (2) consecutive terms.

Section 9.6 Chair.

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

Section 9.7 Procedures.

The USA Surfing ACC shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on USA Surfing's website.

Section 9.8 Open and Executive Meeting Sessions.

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

Section 9.9 Compensation.

USA Surfing ACC members shall not receive compensation for their services as council members. USA Surfing shall pay for the reasonable expenses of all members of the USA Surfing ACC to attend council meetings. In addition, USA Surfing shall pay for the reasonable expenses of the Athlete Directors to attend USA Surfing Board meetings.

SECTION 10. USOPC ATHLETES' ADVISORY COUNCIL

Section 10.1 Designation.

USA Surfing shall have a representative and an alternate to the USOPC Athletes' Advisory Council ("USOPC ACC").

Section 10.2 Qualifications.

To be eligible to serve on the USOPC ACC, the athlete representative and alternate must be 10 Year Athletes.

Athlete candidates must disclose any prior felony conviction, or any period of ineligibility served in sport (e.g., anti-doping, SafeSport or disciplinary violations). The disclosure shall be made timely to all eligible voters prior to any USOPC ACC election. Failure to make timely disclosure may be cause for member removal.

Section 10.3 Election.

Athlete representatives on the USOPC ACC shall be directly elected by athletes who are eligible to run and meet the 10 Year Athlete definition.

USA Surfing, in conjunction with the USA Surfing AAC, shall adopt and submit to the USOPC AAC, consistent with policies established by the USOPC AAC, a procedure whereby eligible athletes shall elect a representative and an alternate to the USOPC ACC.

The election shall take place after conclusion of the Olympic Games, but prior to January 1st of the year following the Olympic Games.

The individual with the highest vote total will be elected as the representative to the USOPC ACC. The individual with the second highest vote total of the opposite gender is elected as the alternate to the USOPC ACC.

Section 10.4 Term.

The term for all representatives to the USOPC ACC is four (4) years, to start on January 1st of the year following the year in which the Olympic Games is scheduled to be held, and end on December 31st of the year in which the next edition of Olympic Games is scheduled to be held.

A representative shall remain on the USOPC ACC until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death. The alternate automatically replaces the USOPC ACC representative

should the representative seat become vacant. Any vacancies shall be filled immediately, or as soon as practicable.

The representative or alternate may be removed for cause following the rules and procedures in the USOPC ACC Bylaws.

Either the USOPC AAC or the USA Surfing Board may remove and fill the vacancy of the athlete representative or alternate as set forth for the election of that member of the USA Surfing Board. If such removal occurs, the first removing body will promptly inform the other body, which must also remove and replace that athlete representative as soon as possible, but no longer than three (3) months thereafter. Immediate removal may be warranted for violations including, but not limited to, violations of anti-doping, SafeSport, fraud, or felony rules. The first removing body will also promptly inform the NGB Athlete Representation Review Working Group, who will confirm the removal from both bodies was appropriate and will work with the parties to determine the most expedient way to minimize any gap in athlete representation.

Section 10.5 Term Limits.

No representative to the USOPC Athletes' ACC shall serve for more than two (2) consecutive terms. If the alternate replaces the representative during a quadrennium and the alternate serves more than half the remaining term of the representative, they shall be deemed as serving the full term as representative; and if less than half the remaining term, it shall not constitute a term. There is no term limit restriction for the position of alternate.

SECTION 11. USOPC NATIONAL GOVERNING BODIES' COUNCIL

Section 11.1 Designation.

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

Section 11.2 Election/Selection.

The CEO shall be USA Surfing's representative to the USOPC National Governing Bodies' Council. The Chair of the Board shall be USA Surfing's alternate to the USOPC National Governing Bodies' Council.

SECTION 12. CHIEF EXECUTIVE OFFICER

Section 12.1 Designation.

USA Surfing shall have a CEO, who shall be the leader of management and 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, unless otherwise delegated to the Chairman, oversee the CEO, who shall be responsible as outlined below in Section 12.4. in addition to overseeing 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 Surfing. The CEO shall determine the size and compensation of, hire and terminate the professional staff in accordance with USA Surfing compensation policies and guidelines (established by the Board).

Section 12.2 Tenure.

The CEO shall be employed by the Board of Directors for whatever term the Board deems appropriate. The CEO may be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the CEO. If the CEO has a contract of employment with USA Surfing, the contract shall provide that the CEO's employment may be terminated by the Board with or without cause.

Section 12.3 Secretary General.

The CEO shall serve as Secretary General of USA Surfing and in that capacity, shall represent USA Surfing in relations with the international sports federation for Surfing recognized by the IOC and at international Surfing functions and events.

Section 12.4 Responsibilities.

The CEO shall:

- a. develop a strategy for achieving USA Surfing's mission, goals and objectives and present the strategy to the Board of Directors for approval;
- b. determine the size and compensation of, hire and terminate the professional staff in accordance with USA Surfing's compensation policies and guidelines (established by the Board) to effectively carry out USA Surfing's mission, goals and objectives;
- c. keep, or cause to be kept, all records of USA Surfing, including financial, administrative and historical data, and shall discharge such other duties as are assigned by the Chair and/or Board of Directors;

- d. shall devote time and services to the affairs of USA Surfing and shall not engage in any other profession or employment (other than reasonable appropriate membership in other organizations as approved by USA Surfing's Board).
- e. shall be the principal custodian of the funds and accounts of USA Surfing and is responsible for the collection of revenues, payment of expenses and the keeping of reliable accounting records which reasonably reflect the financial condition of USA Surfing;
- f. the authority to enter into ordinary operational contracts in keeping with guidelines established by the Board of Directors;
- g. the authority to negotiate and execute on behalf of USA Surfing any contract specifically authorized by the Board of Directors;
- h. prepare and submit quadrennial and annual budgets to the Board for approval;
- i. either directly or by delegation manage all staff functions;
- j. be responsible for resource generation and allocation of resources;
- k. coordinate USA Surfing's international activities;
- l. with the Chair of the Board, act as USA Surfing's spokesperson; and
- m. perform all functions as usually pertain to the office of CEO.

SECTION 13. COMPLAINT PROCEDURES

Section 13.1 Designation of Complaints.

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

- a. **Administrative Grievance.** USA Surfing or any member of USA Surfing may file a complaint pertaining to any matter within the cognizance of USA Surfing, including but not limited to any alleged violation of or grievance concerning: (i) any USA Surfing rule or regulation, (ii) any USA Surfing program or service, (iii) any provision of USA Surfing's Bylaws, or (iv) any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USA Surfing's recognition as a National Governing Body;
- b. **Disciplinary Proceeding.** USA Surfing or any member of USA Surfing may file a complaint against another member of USA Surfing, or former member of USA Surfing if the action occurred while the individual was a member, regarding any alleged violation of USA Surfing Code of Ethics, USA Surfing SafeSport Policy, or any other rule or regulation relating to conduct.
- 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 Surfing sanctioned competition or protected competition.

Section 13.2 Jurisdiction.

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

Section 13.3 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.

USA Surfing's Complaint Procedures are available at:

https://www.usasurfing.org/uploads/1/1/3/5/113568407/usas_complaint_resolution__timeline_final_nodates.pdf

Section 13.4 Filing Fee.

A complaint filed by an individual shall be accompanied with a \$250.00 filing fee. A complaint filed by an organization shall be accompanied with a \$500.00 filing fee, except that USA Surfing is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee shall determine whether to reduce or waive the filing fee. There shall be no filing fee for the reporting of actions regarding SafeSport violations.

Section 13.5 Statute of Limitations.

A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny of opportunity to participate. There shall be no time bar for actions regarding SafeSport disciplinary proceedings.

Section 13.6 Anti-Doping Decisions.

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

Anti-Doping Policy/Membership Requirements: Refer to Section 5.3

Section 13.7 SafeSport Decisions.

A decision concerning a SafeSport violation of a sexual nature adjudicated by the independent SafeSport organization designated by the USOPC (currently the USCSS) shall not be reviewable through, or the subject of, these complaint procedures.

Section 13.8 Field of Play Decisions.

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

Section 13.9 Administration.

The Judicial Committee shall generally administer and oversee all administrative and disciplinary and right to participate matters filed with USA Surfing. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. Respondents shall be afforded basic due process rights to fair notice and a hearing prior to termination, provisional suspension, or permanent suspension, as outlined in Sections 13.10. through 13.15. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USA Surfing.

Section 13.10 Hearing Panel.

Upon the filing of a complaint, the chair of the Judicial Committee, after consultation with the other committee members, shall appoint a hearing panel consisting of three (3) individuals to hear the complaint. The Judicial Committee shall also appoint a chair of the hearing panel from the three (3) individuals selected. Judicial Committee members may be appointed to and serve on the hearing panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the hearing panel. At least one (1) member of the hearing panel shall be an athlete. Members of the panel need not be members of USA Surfing or involved in the sport of Surfing. All members of any hearing panel shall be disinterested individuals without conflict of interest to the individuals or situations being heard.

Section 13.11 Conduct of the Proceeding.

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. The hearing shall be informal, except that testimony shall be taken under oath.

The hearing may be conducted by teleconference or by electronic video screen communication, if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.

Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript.

Section 13.12 Expedited Procedures.

Upon the request of a party, and if it is necessary to expedite the proceeding 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, 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 13.13 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 if known, that may be adversely affected by a decision rendered on the complaint. The adverse party to the complaint shall also submit a list of individuals, together with their contact information if known, that may be adversely affected by a decision rendered on the complaint. The hearing panel may also determine that individuals not listed by either the complainant or the adverse party will be given notice. The hearing panel shall determine those individuals who must receive notice of the complaint. The hearing panel 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 will be bound by the decision of the hearing panel even though the individual chose not to participate.

Section 13.14 Decision.

A decision shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties.

Section 13.15 Arbitration.

Any party may appeal a decision of the hearing panel to the American Arbitration Association. The arbitrator appointed by the American Arbitration Association shall have the authority to hear the matter de novo. Either party may submit the decision of the hearing panel to the arbitrator for the arbitrator's consideration.

SECTION 14. SANCTIONING EVENTS

Section 14.1 Prompt Review of Request.

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

Section 14.2 Standard for Review.

If USA Surfing, as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of United States Surfing, 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 Surfing shall grant the sanction requested by the amateur sports organization or person.

Section 14.3 Requirements for Holding an International or National Amateur Athletic Competition in the United States.

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

- a. submits, in the form required by USA Surfing, an application to hold such competition;
- b. pays to USA Surfing the required sanctioning fee, if such fee shall be reasonable and nondiscriminatory;
- c. submits to USA Surfing an audited or notarized financial report of similar events, if any, conducted by the organization or person; and
- d. submits a letter from the appropriate entity that will hold the international or amateur athletic competition certifying that:
 1. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 2. appropriate provision has been made for validation of records which may be established during the competition;

3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
4. the competition will be conducted by qualified officials;
5. proper medical supervision will be provided for athletes who will participate in the competition; and
6. proper safety precautions, including insurance and submitting to an audit by USAS of USOPC and USCSS SafeSport compliance requirements, have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 14.4 Requirements for Sponsoring United States Surfing Athletes to Compete in an International Athletic Competition Held Outside the United States.

An amateur sports organization or person requesting a sanction to sponsor United States Surfing 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 Surfing, an application to hold such competition;
- b. pays to USA Surfing the required sanctioning fee, if 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:
 1. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 2. appropriate provision has been made for validation of records which may be established during the competition;
 3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 4. the competition will be conducted by qualified officials;
 5. proper medical supervision will be provided for athletes who will participate in the competition; and

6. proper safety precautions, including insurance, have been taken to protect the personal welfare of the athletes and spectators at the competition.

SECTION 15. RECORDS OF USA SURFING

Section 15.1 Minutes.

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

Section 15.2 Accounting Records.

USA Surfing shall maintain appropriate accounting records.

Section 15.3 Membership List.

USA Surfing 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 15.4 Records in Written Form.

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

Section 15.5 Website.

USA Surfing shall maintain a website for the dissemination of information to its members. USA Surfing shall publish on its website (i) these Bylaws, (ii) its rules, and regulations (iii) a procedure for communicating with the Chair of the Audit, Finance & Budget Committee regarding accounting, internal accounting controls, or audit-related matters; (iv) its three (3) most recent audited financial statements; and (v) its three (3) most recent 990 Forms filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, USA Surfing shall publish on its website a mailing address and an e-mail address for communications directly with USA Surfing.

Section 15.6 Records Maintained at Principal Office.

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

- a. the articles of incorporation;
- b. these Bylaws;
- c. rules or regulations adopted by the Board of Directors pertaining to the administration of the sport of Surfing;
- d. rules or regulations that govern the conduct of USA Surfing, USA Surfing's Board and Committees and USA Surfing's members;
- e. rules and regulations that govern the technical conduct of USA Surfing's events in the United States as USA Surfing's Board and CEO determine is appropriate in their sole discretion;
- f. 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;
- g. all written communications within the past three (3) years to the members generally as the members;
- h. a list of the names and business or home addresses of the current directors and officers;
- i. a copy of the most recent corporate report delivered to the California Secretary of State;
- j. all financial statements prepared for periods ending during the last three (3) years;
- k. USA Surfing's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- l. all other documents or records required to be maintained by USA Surfing at its principal office under applicable law or regulation.

Section 15.7 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 Surfing's principal office, any of the records of USA Surfing described in Section 15.6, provided that the member gives USA Surfing written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.
- b. Financial Statements. Upon the written request of any member, USA Surfing shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- c. Membership List.
- d. Preparation of Membership Voting List. After determining the members entitled to vote in an election USA Surfing shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.
- e. Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at USA Surfing's principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least sixty (60) days immediately preceding the demand to inspect or copy, (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (iii) the member gives USA Surfing written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list, (iv) the member describes with reasonable particularity the purpose for the inspection, and (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by USA Surfing limiting the use of such list in accordance with Section 15.7.c.3.
- f. 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.
- g. Scope of Members' Inspection Rights.
- h. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.

- i. 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.
- j. Reasonable Charge for Copies. USA Surfing 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.
- k. 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 Surfing, or the power of a court to compel the production of corporate records for examination.

SECTION 16. CODE OF ETHICS

Section 16.1 Code of Ethics.

USA Surfing shall adopt a Code of Ethics and a Conflict of Interest Policy applicable to all USA Surfing employees, directors of the Board, committee and task force members, officers and volunteers. Each director of the Board, officer and employee shall annually certify compliance with the Code of Ethics. Additionally, these individuals shall disclose any possible conflict for review by the Ethics Committee.

SECTION 17. FIDUCIARY MATTERS

Section 17.1 Indemnification.

USA Surfing shall, to the fullest extent permitted by law, defend, indemnify and hold harmless each director of the Board, officer, employee or other agent from and against all liabilities and expenses, including without limitation, counsel fees, judgments, fines, excise taxes, penalties, settlement payments, and any expenses of establishing a right to indemnification hereunder, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, administrative or investigative, in which he or she may be involved by reason of his or her service in such capacity with USA Surfing. Such person shall be entitled to indemnification if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of USA Surfing, or the applicable standard of conduct required by law.

Any amount payable as indemnification under this Section 17.1 shall be determined and paid by USA Surfing pursuant to a determination by a majority vote of a quorum of the Board, consisting of members of the Board who have not incurred expenses in connection with the litigation for which indemnification is sought, that such person seeking indemnification has met the standards of conduct set forth in this Section. If such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, such determination shall be made either

A. By the Board upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct set forth in this Section has been met; or

B. By a majority vote of the members of the Board upon a finding that the person seeking indemnification has met the applicable standard of conduct set forth in this Section 17.1.

Any expenses incurred by such person in connection with the defense of any litigation may be paid by USA Surfing in advance of a final disposition of such litigation upon receipt of an undertaking by such person to repay such amount if it is determined under Section 17.1 hereof that such person is not entitled to be indemnified under this Section.

The right of indemnification under this Section 17.1 shall be in addition to, and not exclusive of, all other rights to which such person may be entitled.

The Board may, at its discretion, authorize the purchase of insurance on behalf of any persons qualified to receive indemnification under this Section. Such insurance may include provisions for indemnification of such persons for expenses of a kind not subject to indemnification under this Section. Any repeal or modification of this Section 17.1 shall be prospective only and shall not adversely affect any right or protection of a Director, officer,

employee, and other agent of USA Surfing under this Section 17.1, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Section 17.1, prior to such repeal or modification.

Section 17.2 Discharge of Duties.

Each director of the Board, officer, employee or other agent shall engage in his or her duties: (i) in good faith, (ii) with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances, and (iii) in a manner the director, officer, employee or other agent reasonably believes to be in the best interests of USA Surfing.

Section 17.3 Conflicts of Interest.

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

Section 17.4 Prohibited Loans.

No loans shall be made by USA Surfing to the Chair of the Board, director of the Board, officer, committee or task force member or employee.

SECTION 18. FINANCIAL MATTERS

Section 18.1 Fiscal Year.

The fiscal year of USA Surfing shall commence January 1st and end on December 31st each year.

Section 18.2 Budget.

USA Surfing shall have an annual budget.

Section 18.3 Audit, Finance & Budget

Each year USA Surfing shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit, Finance & Budget Committee. The Audit, Finance & Budget Committee shall provide the auditor's report to the Board of Directors upon completion.

Section 18.4 Individual Liability.

No individual director of the Board, officer, employee or agent shall be personally liable in respect of any debt or other obligation incurred in the name of USA Surfing pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 18.5 Irrevocable Dedication and Dissolution.

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

SECTION 19. MISCELLANEOUS PROVISIONS

Section 19.1 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 19.2 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 at any meeting.

SECTION 20. AMENDMENTS OF BYLAWS

Section 20.1 Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of directors of the Board at any meeting duly called and at which a quorum is present provided the proposed amendment(s) or change(s) are posted in a redline version on USA Surfing's website fourteen (14) days prior to the meeting.

SECTION 21. EFFECTIVE DATE

Section 21.1 Effective Date.

These Bylaws were amended and restated by the Board of Directors effective September 11, 2021.