

June 7, 2017

BYLAWS

OF

USA SURFING, INC.

(REV 08/30/17 – Board member qualifications and Board makeup)

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. Non-profit Status.

USA Surfing shall be a non-profit 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 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

Section 3.1. Mission.

The Mission of USA Surfing shall be to enable United States athletes to achieve sustained competitive excellence in Olympic, Paralympic, Pan American and Parapan American competition and to promote and grow the sport of Surfing in the United States.

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

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 Committee 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 as set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§ 220501 – 220529) and as mandated by the United States Olympic Committee (“USOC”) 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 and the International Paralympic Committee 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 twenty percent (20%) of the voting power held in its Board or other governance body;
- f. be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin, or gender, with reasonable representation on the Board of both males and females;
- g. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in Surfing competitions without

discrimination on the basis of race, color, religion, age, gender, or national origin;

- h. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOC 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 USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Olympic and Amateur Sports Act;
- l. not have eligibility criteria relating to amateur status or to participation 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 International Olympic Committee or the International Paralympic Committee;
- m. perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOC on a National Governing Body.
- n. Members of USA Surfing are under the jurisdiction of the World Anti-Doping Association Code, USADA protocol and the International Surfing Association anti-doping rules.

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.
 5. Life members. Life members are those individuals who register as life members and who pay to USA Surfing a life membership fee.
- 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 the 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 that register as contributing organizations and which conduct athletic programs or activities that further the sport of Surfing in the United States or which otherwise support the sport of Surfing in the United States.

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:

Affiliated Member Organizations may select one person to act as their representative on the Affiliated Member Organization Committee of USA Surfing. Members of the Affiliated Member Organization Committee may elect one member to the Board of Directors of USA Surfing for a term of 2 years.

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

Individuals and organizations belonging to the following membership categories have no voting privileges:

- a. Individual Membership Categories – See section 5.1.a

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 Olympic NGB for surfing in the United States, USA Surfing is required by the International Olympic Committee (IOC), and the USOC 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 USOC has contracted with the United States Anti-Doping Agency (USADA) (an independent legal entity not subject to USOC 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 the International Surfing Association (ISA) and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic

and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by the ISA 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 or referred by USADA.
- b. Safe Sport Policy/Procedure - As a member National Governing Body of the United States Olympic Committee, USA Surfing is required to adhere to the safe sport rules and regulations of the USOC. Additionally, USOC Bylaw Section 8.7(1) provides that, as a condition of membership in the USOC, each NGB shall comply with the policies and procedures of the independent safe sport organization designated by the USOC to investigate and resolve safe sport violations. The USOC has designated the U.S. Center for Safe Sport as that organization. The current safe sport rules, policies and procedures are available at the offices of USA Surfing, on-line 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 safe sport rules, policies and procedures of the U.S. Center for Safe Sport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for Safe Sport for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time. To the extent any USA Surfing rule is inconsistent with the rules of the U.S. Center for Safe Sport, such rule is hereby superseded.

Section 5.4. Termination of Membership.

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

termination. The NGB may retain jurisdiction over any member who has pending financial obligations, or pending grievances against him/her, 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 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.

Section 6.2. Function of the Board.

USA Surfing's Board of Directors shall represent the interests of the Surfing community for USA 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 and diligently oversee the Chief Executive Officer in the operation of USA Surfing. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- a. implements procedures to orient new Board directors, to educate all directors on the business and governance affairs of USA Surfing, and to evaluate Board performance;
- b. selects, compensates, evaluates and may terminate the Chief Executive Officer and plans for management succession;
- c. reviews and approves USA Surfing's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USA Surfing;
- e. reviews and approves significant corporate actions;
- f. oversees the financial reporting process, communications with stakeholders, and USA Surfing's legal and regulatory compliance program;
- g. oversees effective corporate governance;
- h. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- i. reviews and approves financial statements, annual reports, financial and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- j. monitors to determine whether USA Surfing's assets are being properly protected;

- k. monitors USA Surfing's compliance with laws and regulations and the performance of its broader responsibilities; and
- l. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

Section 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. 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. A director must be a U.S. citizen. A director need not be a resident of California.

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 possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USA 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, who shall also serve on the Audit 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 at least seven (7) and up to ten (10) directors, at least forty percent (40%) of whom shall be independent directors, at least twenty percent (20%) of whom shall be athlete directors, and the rest of whom shall be drawn from appropriate representation in the United States Surfing community, 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.

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

- a. Independent Directors. The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate, a number that is at least forty percent (40%) of the total number of the board, directors from among individuals considered to be independent, as that term is defined in Section 6.7.
- b. Athlete Directors. The three athlete directors shall be directly elected by athletes eligible to run. At least twenty percent (20%) of the total number of directors shall be athlete directors.

To be eligible, Athlete Directors must meet the following "Elite Athlete" standard: 1) within the ten (10) years preceding election, represented the United States in the Olympic, Pan American, or Paralympic Games, World Championships, or an event designated by the USOC as an Operation Gold event; or 2) within the twenty-four (24) months preceding election demonstrated that they are actively engaged in amateur athletic competition by finishing in the top half of USA Surfing's national championships.

USA Surfing's representative to the USOC Athletes' Advisory Council shall be one of the three athlete directors on USA Surfing's Board of Directors provided that the athlete director meets all other Board of Director member qualifications.

- 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.

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 Committee. For USA Surfing's initial board of directors, determination of independence of each prospective board member will be made with input of legal counsel.

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.

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

Section 6.8. Staggered Board.

Directors of the Board shall be elected/selected so as to implement a staggered Board system. The initial Board shall be comprised of some individuals who serve two (2) year terms and some individuals who serve four (4) year terms. The Nominating and Governance Committee shall designate prior to election/selection of the Board whether a director is serving a two (2) or four (4) year term.

Section 6.9. Board 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 1 of an odd numbered year. However, a director shall hold office until the director's successor is elected/selected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.

Section 6.10. Board Term Limits.

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

For the initial Board, a term of two (2) or more years shall constitute a full term. Thus, 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 telephone. Directors shall be required to attend no less than one scheduled Board meeting in person 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 Chief Executive Officer. 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, unless they are able to demonstrate to the other directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent directors 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 directors to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). Directors 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.

Section 6.13. Regular and Special Meetings.

USA Surfing's Board shall meet at regularly scheduled meetings at least four (4) times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. Special meetings of the Board shall be held upon the call of the 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 five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. 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 two (2) days 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 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 the Board before the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 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 6.18. to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 6.20. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

The Board shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile, 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 Chief Executive Officer. 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 meetings of the Board of Directors shall be published on USA Surfing's website. Every reasonable effort will be made to publish the minutes within thirty (30) days after completion of the 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 are disqualified from receiving compensation for services rendered to or for the benefit of USA Surfing in any other capacity.

SECTION 7.

OFFICERS

Section 7.1. Designation.

The officers of USA Surfing shall be a Chair of the Board, a Treasurer and a Secretary.

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 Chief Executive Officer, 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 USOC.

The Treasurer shall be elected from among the directors of the Board. Recognizing the significance of the Treasurer in financial matters, the Treasurer shall have a financial background enabling him or her to fulfill the duties of Treasurer.

The Secretary shall be elected from among the directors of the Board. The Secretary shall have a business background enabling him or her to fulfill the duties of Secretary.

Section 7.3. Term.

The term of office of the Chair of the Board, the Treasurer, and the Secretary shall be four (4) years. The newly elected Chair, Treasurer and Secretary shall take office immediately. The Chair, Treasurer or Secretary shall hold office until the Chair, Treasurer or Secretary's successor is elected and qualified, or until the Chair, Treasurer or Secretary's earlier resignation, removal, incapacity, disability or death.

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 and (iv) 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 Chief Executive Officer 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 USOC as a National Governing Body.

Section 7.6. Term Limits.

There are no term limits for service as the Chair of the Board, the Treasurer or the Secretary, except that the Chair, Treasurer and Secretary must be directors and so if their position as a director terminates, then their position as an officer will also terminate.

Section 7.7. Resignation, Removal and Vacancies.

An officer's position with USA Surfing may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair of the Board, 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 Chair of the Board, the Treasurer or Secretary may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). The Chair, the Treasurer or the Secretary 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).

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 7.8. Compensation.

The Chair of the Board, the Treasurer or the Secretary shall not receive compensation for his or her service as Chair, Treasurer or Secretary, although the reasonable expenses of the Chair, Treasurer or Secretary may be paid or reimbursed in accordance with USA Surfing's policies. The Chair, Treasurer and Secretary are disqualified from receiving compensation for services rendered to or for the benefit of USA Surfing in any other capacity.

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: an Audit Committee, an Ethics Committee, a Judicial Committee and a Nominating and Governance Committee.

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

Section 8.2. Appointments.

Committee appointments, including the designation of standing committee Chairs, shall be made every two 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. Committee members shall be expected to attend in person all regularly scheduled committee meetings. Participation by telephone shall be permitted in exigent circumstances. 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 on the Audit Committee. The Audit 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 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 five (5) 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 five (5) individuals.

Section 8.4. Athlete Representation.

Athlete representatives shall equal at least twenty percent (20%) on all Committees and Task Forces.

Designated Committees (Nominating and Governance, Budget, Grievance, or those that prepare, approve or implement 1) expenditure of funds allocated to Surfing America by USOC, or 2) selection of international teams) must meet the “Elite Athlete” standard as defined in Section 6.6.b.

To be eligible to serve on Committees other than Designated Committees, athlete representatives must have either met the “Elite Athlete” standard, or within the twenty-four (24) months preceding election, demonstrated that they are actively engaged in amateur athletic competition, as determined by USA Surfing.

Paralympic athlete representatives shall equal at least twenty percent (20%) 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 twenty percent (20%) 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 USOC Bylaw 7.7.2 (10-year rule or Actively Engaged (Higher Standard)).

Athletes on all Committees, including Designated Committees, shall be selected by the Board of Directors with approval of athletes, or a representative group of athletes, who are eligible to run.

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, 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. 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, 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 Chief Executive Officer, if appointed by the Chief Executive Officer. 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 Chief Executive Officer, if appointed by the Chief Executive Officer, 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 Chief Executive Officer, if appointed by the Chief Executive Officer. 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 Chief Executive Officer, if appointed by the Chief Executive Officer. 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 Chief Executive Officer, if appointed by the Chief Executive Officer.

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 Committee.

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

- a. The Board of Directors shall appoint the members of the Audit Committee and its chair, all of whom shall be directors of the Board. (Athlete representatives shall be selected and approved per Section 8.4.) An independent director of the Board with financial experience shall be on the Audit Committee.
- b. The Audit 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; and
 3. 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 per Section 8.4. Members of the Ethics Committee shall satisfy the standards of independence for “independent directors” as set forth in these Bylaws. No director of the Board shall be appointed to 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. No director of the Board shall be appointed to the Judicial Committee.
- b. The Judicial Committee shall –
 1. generally, administer and oversee all administrative grievances and right to compete matters filed with USA Surfing;
 2. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
 3. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters; and
 4. perform such other duties as assigned by the Board.

Section 8.16. Nominating and Governance Committee.

The Nominating and Governance Committee shall be elected/selected and have the responsibilities as follows:

- a. The Nominating and Governance Committees shall be selected as follows:
 1. one (1) individual elected by the previous Nominating and Governance Committee from that Committee, who shall be the Chair;
 2. one (1) individual who is independent as that term is defined in these Bylaws and who is selected by the previous Nominating and Governance Committee;
 3. one (1) athlete selected and approved per Section 8.4; and
 4. two (2) individuals who shall be selected from the other appropriate USA Surfing membership groups as defined by USA Surfing.
- 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. select individuals to serve on the Board as provided in these Bylaws;
 3. recommend as requested by the Board individuals to serve on various committees and task forces;
 4. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
 5. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces; and
 6. 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 his or her company or in his or her 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 consisting of five individuals including USA Surfing's representative on the USOC Athletes' Advisory Council.

Section 9.2. Qualifications.

To be eligible to serve on USA Surfing's Athletes' Advisory Council, athlete representatives must have, 1) within the ten (10) years preceding election, represented the United States in the Olympic, Pan American, Parapan American or Paralympic Games, or World Championships, or event designated by the USOC as an Operation Gold event, or 2) within the twenty-four (24) months preceding election, demonstrated that they are actively engaged in amateur athletic competition, as determined by USA Surfing, and be at least eighteen (18) years old and a USA citizen.

Section 9.3. Election.

Athlete representatives on USA Surfing's Athletes' Advisory Council shall be directly elected by athletes who are eligible to run.

The initial election shall take place at the USA Surfing Quarterly Board of Directors meeting in September 2017 by a majority vote of athletes casting a ballot.

Subsequent elections shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.

The four individuals with the highest vote totals will be elected as the representatives to the USA Surfing Athletes' Advisory Council. The USOC Athletes' Advisory Council representative will be the fifth individual on USA Surfing's Athletes' Advisory Council.

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 Athletes' Advisory Council shall be for four (4) years. A member shall remain on the Athletes' Advisory Council 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 Athletes' Advisory Council member shall serve for more than two (2) consecutive terms.

Section 9.6. Chair.

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

Section 9.7. Open and Executive Meeting Sessions.

Ordinarily, all Athletes' Advisory Council meetings shall be open to athlete members, and where appropriate to USA Surfing members. In the event the Athletes' Advisory Council chair, with the consent of a majority of the Athletes' Advisory Council 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 Athletes' Advisory Council to non-members, with the consent of a majority of the members of the Council in attendance.

Section 9.8. Compensation.

Athletes' Advisory Council members shall not receive compensation for their services as Athletes' Advisory Council members. USA Surfing shall pay for the reasonable expenses of all members of the Athletes' Advisory Council to attend Athletes' Advisory Council meetings. In addition, USA Surfing shall pay for the reasonable expenses of the athlete Board directors to attend USA Surfing Board meetings.

SECTION 10.

USOC ATHLETES' ADVISORY COUNCIL

Section 10.1. Designation.

USA Surfing shall have a representative and an alternate to the USOC Athletes' Advisory Council.

Section 10.2. Qualifications.

To be eligible to serve on the USOC Athletes' Advisory Council, athlete representatives must have, within the ten (10) years preceding election, represented the United States in the Olympic, Pan American, Parapan American or Paralympic Games, or World Championships, or event designated by the USOC as an Operation Gold event.

Section 10.3. Election.

Athlete representatives on the USOC Athletes' Advisory Council shall be directly elected by athletes who are eligible to run.

USA Surfing shall adopt and submit to the AAC, consistent with policies established by the AAC, a procedure whereby eligible athletes shall elect a representative and an alternate to the USOC Athletes' Advisory Council.

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

The individual with the highest vote total will be elected as the representative to the USOC Athletes' Advisory Council. The individual with the second highest vote total of the opposite gender (as is required by the USOC Athletes' Advisory Council), is elected as the alternate to the USOC Athletes' Advisory Council.

Section 10.4. Term.

The term for all representatives to the USOC Athletes' Advisory Council shall be for four (4) years, to start on January 1 of the year following the year in which the Summer Olympic Games is scheduled to be held, and end on December 31 of the year in which the next edition of summer Olympic Games is scheduled to be held.

A representative shall remain on the USOC Athletes' Advisory Council until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death. Any vacancies shall be filled immediately, or as soon as practicable.

Section 10.5. Term Limits.

No representative to the USOC Athletes' Advisory Council shall serve for more than two (2) consecutive terms. There is no is term limit restriction for the position of alternate.

SECTION 11.

USOC NATIONAL GOVERNING BODIES' COUNCIL

Section 11.1. Designation.

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

Section 11.2. Election/Selection.

The Chief Executive Officer shall be USA Surfing's representative to the USOC National Governing Bodies' Council. The Chair of the Board shall be USA Surfing's alternate to the USOC National Governing Bodies' Council.

SECTION 12.

CHIEF EXECUTIVE OFFICER

Section 12.1. Designation.

USA Surfing shall have a Chief Executive Officer, who shall be the leader of management and vested with the authority to make decisions on behalf of management. The Chief Executive Officer shall not be a voting director of the Board.

The Board shall hire and oversee the Chief Executive Officer, 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 Chief Executive Officer shall be employed by the Board of Directors for whatever term the Board deems appropriate. The Chief Executive Officer 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 Chief Executive Officer. If the Chief Executive Officer has a contract of employment with USA Surfing, the contract shall provide that the Chief Executive Officer's employment may be terminated by the Board with or without cause. The initial Chief Executive Officer of USA Surfing will be the former Executive Director of Surfing America.

Section 12.3. Secretary General.

The Chief Executive Officer 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 International Olympic Committee and at international Surfing functions and events.

Section 12.4. Responsibilities.

The Chief Executive Officer 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. prepare and submit quadrennial and annual budgets to the Board for approval;
- d. either directly or by delegation manage all staff functions;
- e. be responsible for resource generation and allocation of resources;
- f. coordinate USA Surfing's international activities;
- g. with the Chair of the Board, act as USA Surfing's spokesperson; and
- h. perform all functions as usually pertain to the office of Chief Executive Officer.

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 Safe Sport 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.

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.

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 Safe Sport disciplinary proceedings.

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

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

13.7. Safe Sport Decisions. A decision concerning a safe sport violation of a sexual nature adjudicated by the independent safe-sport organization designated by the USOC (currently the United States Center for Safe Sport) 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 grievances 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. 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.

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, 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, 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, that may be adversely affected by a decision rendered on the complaint. The hearing panel shall determine those individuals who must receive notice of the complaint. The complainant shall then

be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the hearing panel even though the individual chose not to participate as a party.

Section 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 anew or if requested by a party to render a decision on a more limited review. Either party may submit the decision of the hearing panel to the arbitrator for the arbitrator's consideration.

SECTION 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. demonstrates 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 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 have been taken to protect the personal welfare of the athletes and spectators at the competition.

SECTION 15.

RECORDS OF THE CORPORATION

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) its Bylaws, (ii) its rules, and regulations (iii) a procedure for communicating with the Chair of the Audit 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 Chief Executive Officer 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.
 - 1. 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.
 - 2. 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.

3. **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.
- d. **Scope of Members' Inspection Rights.**
 1. **Agent or Attorney.** The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
 2. **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.
 3. **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.
 4. **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, and volunteers. Each NGB Board director 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 defend, indemnify and hold harmless each director of the Board and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such director or officer arising out of the latter's performance of his or her duties with USA Surfing, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or director.

Section 17.2. Discharge of Duties.

Each director of the Board and officer shall discharge his or her duties: (i) in good faith, (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances, and (iii) in a manner the director or officer reasonably believes to be in the best interests of USA Surfing.

Section 17.3. Conflicts of Interest.

If any director of the Board, officer, 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, to any director of the Board, or to any committee or task force member or to any USA Surfing employee.

SECTION 18.

FINANCIAL MATTERS

Section 18.1. Fiscal Year.

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

Section 18.2. Budget.

USA Surfing shall have an annual budget.

Section 18.3. Audit

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 Committee. The Audit 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 or officer 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.

SECTION 21.

EFFECTIVE DATE AND TRANSITION

Section 21.1. Effective Date and Election/Selection of New Board.

These Bylaws were approved and shall be effective June 7, 2017.