
The United States Olympic and Paralympic Committee (USOPC) “template” for National Governing Bodies (NGB’s) has been drafted to give guidance to the structure of bylaw development. USA Boccia as the High Performance Management Organization for the sport of boccia in the United States used this template to align our current bylaws to the suggested template.

In addition, the committee took advantage of speaking directly to advisors from the USOPC. The bylaw committee incorporated feedback from membership.

These Bylaw Amendment Proposals were prepared and reviewed by a group of 10 members representing the USA Boccia committees.

Thank you for taking your time to review the proposals. When you have questions or comments, please contact usaboccia@gmail.com, and a committee member will get back to you.

Tips:

- There are 16 Proposals for you to review. Each has its own page, so continue to scroll down for the next proposal.

- Color Coding Format:

  Black is language common to both the template from the USOPC template and to the current USA Boccia bylaws
  Red is something in template that is not in our current bylaws
  Blue is something in current bylaws that we want left in
  Strike through is used for something that we want to remove from our current bylaws
  Green is anything else.

Black Italic is NOTES: Comments/explanations

Please scroll down to read each proposal
PROPOSED AMENDMENT CHANGE #1........................USA Boccia Bylaw Committee

ARTICLE TWO: Office

Section 2.2: Secretary of State as Designated Agent.

As provided for under the Not-for-Profit Corporation Law of New York, the secretary of state of New York shall be the agent who will accept service of process against USA Boccia. Upon changing the location of its principal office, USA Boccia shall file a certificate with the secretary of state to change the address to which copies of process will be mailed.

*NOTE: This has been approved by USOPC NGB Services.*

*No change in Section 2.1: Business Offices.*
ARTICLE THREE: Mission, Core Values and Purposes

Section 3.1: Mission Statement.

In its pursuit of competitive excellence, USA Boccia provides athletes with physical disabilities the opportunity to compete and excel in the sport of Boccia on the local, regional, national (USA Boccia Nationals) and international level (BISFed, Parapan American, & Paralympic competitions). USA Boccia seeks to promote and grow the sport of Boccia in the United States.

NOTE: No change in Section 3.2: Purposes.
PROPOSED AMENDMENT CHANGE #3……………………..USA Boccia Bylaw Committee

ARTICLE FOUR: Recognition as a High Performance Management Organization

Section 4.1: Recognition as a High Performance Management Organization.

USA Boccia shall seek and attempt to maintain recognition by the United States Olympic and Paralympic Committee as the High Performance Management Organization for the sport of Boccia in the United States. In furtherance of that purpose, USA Boccia shall comply with the requirements for recognition as a High Performance Management Organization as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 -220543 and as mandated by the United States Olympic and Paralympic Committee as such requirements are promulgated or revised from time to time.

In fulfilling those requirements USA Boccia shall:

1. be a member of only one (1) international sports federation, which is recognized by the International Paralympic Committee as the worldwide governing body for the sport of Boccia;
2. be autonomous in the governance of the sport of Boccia 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;
3. maintain the managerial and financial competence and capability to establish national goals for Boccia relating to the development and wellbeing of the sport, to implement and administer the annual strategic and the high performance plans for the attainment of those goals, and to execute its obligations as the High Performance Management Organization for the sport of Boccia;
4. provide for individual membership;
5. 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 athletic competition in Boccia or who have represented the United States in a BISFed amateur athletic competition in Boccia within the preceding ten (10) years, and ensures that the membership and voting power held by those individuals is not less than twenty (20) percent of the voting power held in its Board or other governance body;
6. be governed by a diverse Board of Directors whose members are selected without regard to disability, race, color, religion, national origin, gender or sexual orientation, with reasonable representation on the Board of both males and females;
7. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in Boccia competitions without discrimination on the basis of disability, race, color, religion, age, sexual orientation, gender, or national origin;
8. 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/High Performance Management Organization;

9. provide procedures for the prompt and equitable resolution of grievances of its members;

10. 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;

11. agree to submit to binding arbitration in any controversy involving: a) its recognition as a High Performance Management Organization, or b) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in Boccia, 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;

12. not have eligibility criteria relating to amateur status or to participation in Paralympic or Parapan American games that are more restrictive than those of the international sports federation for the sport of Boccia recognized by the International Paralympic Committee;

13. perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOPC on a Paralympic Sport Organization.

Section 4.2: Compliance with the USOPC and US Center for SafeSport Policies and the United States Anti-Doping Association Procedures.

As a member of the United States Olympic and Paralympic Committee, USA Boccia shall adhere to the safe sport athlete safety rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, each National Governing Body governing body shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the U.S. Center for SafeSport as that organization.

The current safe sport rules, policies and procedures are available at the offices of USA Boccia or on-line at the following website: https://uscenterforsafesport.org/

USA Boccia also shall adopt and maintain athlete safety policies and procedures consistent with the U.S. Center for SafeSport’s rules, policies, and procedures, as they may be modified or amended from time to time. USA Boccia’s current athlete safety rules, policies, and procedures are available at the offices of USA Boccia or on-line at the following website: www.usaboccia.org

Compliance with the USOPC and United States Anti-Doping Agency (USADA) Rules and Regulations - As a member of the United States Olympic and Paralympic Committee, USA Boccia shall adhere to the anti-doping rules and regulations of the USOPC. Additionally, USOPC Bylaw
Section 8.7(k) provides that, as a condition of membership in the USOPC, USA Boccia shall comply with the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations. The USOPC has designated USADA as that organization. The current anti-doping rules, policies and procedures are available at the offices of USA Boccia or on-line at the following website: www.usada.org.
ARTICLE SIX: Dues and Membership Eligibility
Section 6.1: Membership Requirements and Dues. (no change)

Section 6.2: Membership SafeSport and Anti-Doping Obligations.

As a condition of membership in USA Boccia and a condition for participation in any competition or event sanctioned by USA Boccia, each USA Boccia 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 Boccia or USA Boccia events (whether or not a USA Boccia member), agrees to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction of USA Boccia the U.S. Center for SafeSport for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time, to the extent the alleged violation falls within the jurisdiction of the U.S. Center for SafeSport. Each USA Boccia member and each athlete, coach, trainer, agent, athlete support personnel, medical personnel, team staff, official and other person who participates in USA Boccia or USA Boccia events (whether or not an USA Boccia member) also agrees to comply with and be bound by the athlete safety rules, policies and procedures of USA Boccia, and to submit, without reservation or condition, to the jurisdiction of USA Boccia for the resolution of any alleged violations of the U.S. Center for SafeSport’s rules or of USA Boccia’s rules that do not fall within the U.S. Center for SafeSport’s exclusive jurisdiction and over which the U.S. Center for SafeSport declines to exercise discretionary jurisdiction. To the extent any USA Boccia rule is inconsistent with the rules of the U.S. Center for SafeSport, such rule is hereby superseded.

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

Section 6.3: Suspension and 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 an opportunity for a hearing prior to termination. Cause may be determined to be from violations of USA Boccia Code of Ethics, Code of Conduct, Conflict of Interest and/or repeated egregious violations of USA Boccia rules.
USA Boccia may retain jurisdiction over any member who has pending financial obligations, or pending grievances against him/her, regardless of the status of membership.

**Section 6.4: Transfer of Membership.**
Members may not transfer their membership in USA Boccia. Members shall have no ownership rights or beneficial interests of any kind in the property of USA Boccia.
PROPOSED AMENDMENT CHANGE #5…………………..USA Boccia Bylaw Committee

ARTICLE NINE: Meetings Annual Assembly

Section 9.1: USA Boccia Annual Assembly.
There shall be a USA Boccia Annual Assembly at which all individual and organization members and other USA Boccia constituencies in the United States Boccia family shall gather and provide input to the Board of Directors on important issues confronting the organization. At USA Boccia’s Annual Assembly, the Board of Directors shall provide a report on the “State of USA Boccia”. The Executive Director or President shall also provide a managerial report addressing issues of concern and importance to USA Boccia. Individual and organization members and other constituencies may pose questions to the Board and Executive Director for response. At the USA Boccia Annual Assembly the voting membership of USA Boccia shall elect new members of the Board of Directors as provided in these Bylaws. At the USA Boccia Annual Assembly the voting membership may amend these Bylaws as provided in ARTICLE EIGHTEEN of these Bylaws.

Section 9.2: Location of USA Boccia Annual Assembly.
The USA Boccia Annual Assembly shall be held in conjunction with a regularly scheduled Board of Director’s meeting and when possible will be held at the USA Boccia National Championships.

Section 9.3: Notice of USA Boccia Annual Assembly.
Notice of USA Boccia Annual Assembly stating the place, date and time of the meeting shall be posted on the website of USA Boccia and also be distributed to the membership by mail no fewer than ninety (90) days before the date of the meeting.

Section 9.4: Elections.
At least thirty (30) forty five (45) days prior to the scheduled Annual Assembly, the Nominating and Governance Committee (see 10.14.4 of these Bylaws) shall submit a slate of nominees for Board offices to the Executive Director or President for publication and distribution to the voting membership of the organization. The Nominating and Governance committee shall submit all nominations received from the voting membership, as well as the nominations of the committee. Nominations for board offices shall be closed thirty forty five (45) days prior to the Annual Assembly and no nominations from the floor of the Annual Assembly shall be permitted, except in the circumstance where the Nominating and Governance Committee fails to submit nominations for a particular Board office.

In conjunction with the Annual Assembly, the Chair of the Nominating and Governance Committee with the Executive Director and/or President will prepare a method of voting. Active Members (Section 5.1) will have the privilege of voting. It is suggested that the vote for Board Members and the vote for proposed bylaw amendments be presented in separate sections. There will be a provision for absentee voting.

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The methods for voting and absentee voting must be published at least forty five (45) days prior to the Annual Assembly.

At the Annual Assembly, the chair of the Nominating and Governance Committee, in conjunction with the Executive Director or President, shall prepare ballots for the voting membership which list all nominees by the Board office for which the candidates were nominated.

The chair of the Nominating and Governance Committee, in conjunction with the Executive Director or President, shall also prepare ballots for any amendment issues that have been submitted as provided in ARTICLE EIGHTEEN of this document.

The voting membership shall cast their votes for all nominees (board director and/or committee) on a single secret ballot at the Annual Assembly. If and when there are proposed amendments they will be on their own single, secret ballot at the Annual Assembly. The results shall be tabulated and announced immediately.

Voting members of USA Boccia who cannot attend the Annual Assembly may alternatively request an absentee ballot from the Chair of the Nominating and Governance Committee. The request for an absentee ballot must be received at least thirty (30) days prior to the Annual Assembly. The completed absentee ballot must then be received by the Chair of the Nominating and Governance at least ten (10) days prior to the commencement of the Annual Assembly. Absentee ballots shall be tabulated at the same time as other ballots during the Annual Assembly.

Note: 9.4 At least 45 days notice for the initial slate of officers
Note: 45 days before Annual Assembly nominations close
Note: 45 days prior the method for voting and absentee voting method is published

This allows time for the absentee ballot to go out and get returned.
PROPOSED AMENDMENT CHANGE #6……………………..USA Boccia Bylaw Committee

ARTICLE TEN: Committees
Section 10.1: Designation.

There shall be no Executive Committee or other committee(s) with management authority delegated by the Board.

USA Boccia 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 and/or Executive Director shall appoint such advisory task forces or committees as the Board or Executive Director believes 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 and/or the Executive Director.

Section 10.2: Appointments.

Committee appointments, including the designation of standing committee Chairs, shall be made annually by the Board. Appointments shall be made based on a combination of factors including each individual member’s expertise, the interest in achieving a diversity of the membership of committees, and the needs of USA Boccia.

Committee meetings and agendas may be developed by the Committee Chair in consultation with the appropriate members of management and with the input of other directors. Regularly scheduled committee meetings may occur telephonically or by videoconference. Each Committee Chair shall make a written report on committee matters to the Board at the next regularly scheduled Board meeting.

Section 10.3: Committee Composition Number.

Membership on standing committees shall not exceed five (5) individuals. USA Boccia 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.

Athlete representatives shall equal at least twenty (20) percent on all committees and task forces.

Section 10.4: Athlete Representation Qualifications.

Athlete representatives on Designated Committees (Nominating, Audit, Ethics, Judicial, or those committees that prepare, approve or implement (1) expenditure of funds allocated to USA Boccia by USOPC, or (2) selection of international teams) must meet the Elite Athlete eligibility...
requirements listed in Section 7.6.2.

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

Athletes on all Committees, including Designated Committees, shall be selected by the Board of Directors and/or the Executive Director.
ARTICLE TEN: Committees (cont.)

Section 10.5: Term.

The term for all standing and other committee members shall be two (2) years. 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 10.6: Term Limits.

A member of a USA Boccia Committee or Task Force shall be permitted to serve up to four (4) two (2) year terms, after which he or she is ineligible for service on such Committee or Task Force for a period of two (2) years. After the two (2) year gap, the individual shall be eligible for reappointment to the Committee or Task Force. A person may serve on more than one committee and or task force, the term and term limits will be calculated for each assignment separately.

Section 10.7: 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 (12) month period.

Section 10.8: 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 Executive Director, if appointed by the Executive Director. 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 (12) month period, unless they are able to demonstrate to the directors of the Board, or to the Executive Director, if appointed by the Executive Director, 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 Executive Director, if appointed by the Executive Director. 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 Executive Director, if appointed by the Executive Director.

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 10.9: 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 Boccia’s website.

Section 10.10: Open and Executive Meeting Sessions.

Ordinarily, all committee and task force meetings shall be open to USA Boccia 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 a) may declare that the meeting is closed, or b) 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 10.11: Minutes of Meetings.

Each committee and task force shall take minutes of its meetings. Such minutes should be submitted to the Executive Director or President within 30 days of the meeting.
Section 10.12: 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 Boccia’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 Boccia in any other capacity, provided the Board gives explicit approval. Each committee and task force member shall be bound by USA Boccia’s Conflict of Interest Policy, Code of Ethics and Code of Conduct.
Section 10.12: 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 Section 7.6.2. Members of the Ethics Committee shall satisfy the standards of independence for “independent directors” as set forth in Section 7.7. No director of the Board shall be appointed to the Ethics Committee.

The Ethics Committee Shall -

1. oversee the implementation of, and compliance with the USA Boccia Code of Ethics, the Conflict of Interest Policy, and other policies that fall under the role and responsibilities of the Ethics Committee as designated in these bylaws;

2. report to the Board on all ethical issues;

3. develop and review, on an annual basis, the USA Boccia Code of Ethics, and the Conflict of Interest Policy for the Board, Executive Director and staff, committee and task force members, and volunteers 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, Executive Director and Staff, committee and task force members, volunteers, and USA Boccia members;

6. request and review annual and periodic Conflict of Interest disclosure forms and determine if a conflict of interest exists as to any particular transaction, relationship, or matter involving USA Boccia;

7. evaluate requests for approval under USA Boccia’s Gift and Entertainment Policy;

8. vet any conflicts of interests on hearing panels or selection committees, and
9. perform such other duties as assigned by the Board.

The Ethics Committee will determine whether a complaint submitted to it falls within its jurisdiction.
PROPOSED AMENDMENT CHANGE #9…………………..USA Boccia Bylaw Committee

Section 10.14: Nominating and Governance Committee.

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

1. The Nominating and Governance Committees shall be selected as follows:
   a. one (1) individual selected by the previous Nominating and Governance Committee from that Committee, who shall be the Chair;
   b. one (1) individual who is independent as that term is defined in these bylaws Article 7.7 and who is selected by the previous Nominating and Governance Committee;
   c. one (1) athlete selected and approved according to Section 10.4 of these Bylaws; and
   d. two (2) individuals who shall be selected from the other appropriate USA Boccia groups as defined by USA Boccia.

2. 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.

3. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current member of the Board of Directors. 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 Boccia capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Governance Committee ends.

4. The Nominating and Governance Committee shall:
   a. identify and evaluate prospective candidates for the Board;
   b. select individuals to serve on the Board of Directors as provided in these Bylaws;
   c. recommend as requested by the Board individuals to serve on various committees and task forces;
   d. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
e. present the voting membership with a slate of potential Board of Director nominees at the USA Boccia Annual Assembly each year,

f. establish procedures for monitoring and evaluating the Executive Director and the Board of Directors;

f. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board.

g. accept and evaluate proposed changes to USA Boccia rules and regulations and make recommendations for changes to the Board of Directors.

g. perform such other duties as assigned by the Board.

5. In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:

a. the candidate’s contribution to the effective functioning of USA Boccia;

b. any potential or impending change in the candidate’s principal area of responsibility with his or her company or in his or her employment;

c. whether the candidate continues to bring relevant experience to the Board;

d. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;

e. the candidate’s reputation for personal integrity and commitment to ethical conduct;

f. whether the candidate has passed a mandatory background check and completed the Center’s SafeSport education and training as/if required; and

g. 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.
PROPOSED AMENDMENT CHANGE #10........................USA Boccia Bylaw Committee

ARTICLE ELEVEN: USOPC NATIONAL GOVERNING BODIES’ COUNCIL

Section 11.1: Designation.

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

Section 11.2: Election/Selection.

The Executive Director shall be USA Boccia’s representative to the USOPC National Governing Bodies’ Council. The President of the Board shall be USA Boccia’s alternate representative to the USOPC National Governing Bodies’ Council.

NOTE:

Renumbering of ARTICLES will be handled in edits as proposals are accepted.
ARTICLE ELEVEN: Executive and Management Staff

Section 11.1: Designation.

USA Boccia shall have an Executive Director, who shall be the leader of management and vested with the authority to make decisions on behalf of management. The Executive Director shall not be a director of the Board but shall be permitted and expected to attend Board meetings as the staff representative.

The Board shall hire and oversee the Executive Director, who shall have responsibilities outlined below in Section 11.4.

Section 11.2: Tenure.

Executive Director shall be employed by the Board of Directors for whatever term the Board deems appropriate. The Executive Director may be removed by the Board at any time, with or without cause.

Section 11.3: Secretary General.

The Executive Director or Board President shall serve as Secretary General of USA Boccia and in that capacity shall represent USA Boccia in relations with the international sports federation for Boccia recognized by the International Olympic Committee and International Paralympic Committee at international Boccia functions and events.

Section 11.4: Responsibilities.

The Executive Director shall:

1. develop a strategy for achieving USA Boccia’s mission, goals and objectives and present the strategy to the Board of Directors for approval; thereafter, the Executive Director shall provide the Board with regular progress updates as needed as well as provide at least an Annual Report to membership;
2. determine the size and compensation of, hire and terminate the professional staff in accordance with USA Boccia compensation policies and guidelines (established by the Board) to effectively carry out USA Boccia’s mission, goals and objectives;
3. prepare and submit quadrennial and annual budgets to the Board for approval;
4. either directly or by delegation manage all staff functions;
5. be responsible for resource generation and allocation of resources;
6. coordinate USA Boccia’s international activities;
7. with the Board President, act as the USA Boccia’s spokesperson; and
8. perform all functions as usually pertain to the office of Executive Director;
9. convene, as necessary, committees and/or task forces to assist in examining issues identified by management;
10. perform all other duties as assigned by the Board of Directors.
PROPOSED AMENDMENT CHANGE #12............USA Boccia Bylaw Committee

ARTICLE TWELVE: Grievance Procedures

ARTICLE TWELVE: Complaint Procedures

USA Boccia shall adopt Complaint Procedures setting forth the types of complaints that USA Boccia may be asked to resolve, the processes and procedures for hearing and resolving such complaints, and the remedies and sanctions available. USA Boccia’s Complaint Procedures are available at the USA Boccia website.

NOTE:

USA Boccia Bylaws, Article 12 Grievance Procedures will be renamed Complaint Procedures. The current procedures written into the USA Boccia bylaws under Grievance Procedures will be eliminated. This substitute paragraph, Article 12 Complaint Procedures, allows for a stand-alone document entitled Complaint Procedures. This change is suggested by the USOPC.
PROPOSED AMENDMENT CHANGE #13………………..USA Boccia Bylaw Committee

ARTICLE FOURTEEN: Records of the Corporation

Section 14.1: Minutes.
USA Boccia shall keep as permanent records minutes of all meetings of the members and the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all waivers of notices of meetings of the Board of Directors.

Section 14.2: Accounting Records.
USA Boccia shall maintain appropriate accounting records.

Section 14.3: Membership List.
USA Boccia 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 category.

Section 14.4: Records in Written Form.
USA Boccia shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 14.5: Website.
USA Boccia shall maintain a membership website for the dissemination of information to its members. USA Boccia shall publish on its membership website:
1. its Bylaws;
2. USA Boccia’s rules and regulations
3. a procedure for communicating with the Board of Directors’ Chair of the Audit Committee regarding accounting, internal accounting controls, or audit-related matters,
4. its three (3) most recent annual financial statement, and
5. its three (3) most recent 990 form filed with the Internal Revenue Service

So as to facilitate the ability of interested parties to communicate their concerns or questions, USA Boccia shall publish on its website a mailing address and an e-mail address for communications directly with the Board USA Boccia.

Section 14.6: Records Maintained at Principal Office.
USA Boccia shall keep a copy of each of the following records at its principal office:
1. the articles of incorporation;
2. these Bylaws;

3. rules or regulations adopted by the Board of Directors pertaining to the administration of the sport Boccia:

4. rules or regulations that govern the conduct of USA Boccia, the USA Boccia Board and Committees and the USA Boccia members;

5. rules and regulations that govern the technical conduct of USA Boccia’s events in the United States as USA Boccia Board and Executive Director determine is appropriate in their sole discretion;

6. 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;

7. all written communications within the past three (3) years to the members generally as the members;

8. a list of the names and business or home addresses of the current directors and officers of USA Boccia:

9. a copy of the most recent corporate report delivered to the New York State secretary of state of corporate registry;

10. all financial statements prepared for periods ending during the last three (3) years;

11. USA Boccia’s application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and

12. all other documents or records required to be maintained by USA Boccia at its principal office under applicable law or regulation.
Section 14.7: Inspection of Records by Members.

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

1. Records Maintained at Principal Office
   A member shall be entitled to inspect and copy, during regular business hours at USA Boccia’s principal office, any of the records of USA Boccia described in Section 14.6, provided that the member gives USA Boccia written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.

2. Financial Statements
   Upon the written request of any member, USA Boccia shall mail to such member either a hard copy or electronic copy of its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.

3. Membership List
   Preparation of Membership Voting List. After determining the members entitled to vote in an election USA Boccia shall prepare 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.

4. Right of Inspection.
   A member shall be entitled to inspect and copy, during regular business hours at USA Boccia’s principal office, a list of members who are entitled to vote in an election, provided that:

   a. the member has been a member for at least 60 days, three (3) months immediately preceding the demand to inspect or copy,
   b. the demand is made in good faith and for a proper purpose reasonably related to the member’s interest as a member,
   c. the member gives USA Boccia written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list,
   d. the member describes with reasonable particularity the purpose for the inspection, and
   e. 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 Boccia limiting the use of such list in accordance with the limitation clause below.

NOTE: There is no change to 14.7.5 Limitations on Use of Membership Voting List and 14.7.6 Scope of Member’s Inspection Rights

Published to Membership April 18, 2020
ARTICLE 15: Code of Ethics

Section 15.1:

USA Boccia shall adopt a Code of Ethics and Conflict of Interest Policy applicable to all USA Boccia Board of Directors, Executive Director and Staff, committee and task force members and volunteers together with athletes, coaches, and associated team members. These individuals shall disclose any possible conflict of interest for review by the Ethics Committee. The aforementioned individuals shall abide by the USA Boccia Code of Ethics and the individual member category Code of Conduct if one exists.

NOTE:

The committee felt it was not appropriate at this time to adopt the USOPC template that replaced the existing Article 15, Code of Ethics, with a number of policies that are not yet included in the USA Boccia Bylaws. Modifications have been made to include documents that are either mentioned in the 2020 bylaw amendments as a stand-alone document, or are in existence as a stand-alone document; Code of Ethics, Conflict of Interest, Code of Conduct.
PROPOSED AMENDMENT CHANGE #15

USA Boccia Bylaw Committee

ARTICLE SIXTEEN: Fiduciary Matters and Financial Matters

Section 16.1: Indemnification.
USA Boccia 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 Boccia unless such claims, charges and expenses were caused by fraud, gross negligence, or willful misconduct on the part of said officer or director.

Section 16.2: Discharge of Duties.
Each director of the Board and officer shall discharge his or her duties: 1. in good faith; 2. with the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and 3. in a manner the director or officer reasonably believes to be in the best interests of USA Boccia.

Section 16.3: Conflicts of Interest.
If any director of the Board, officer, committee or task force member has a financial or personal interest in any contract or transaction involving USA Boccia, or has an interest adverse to USA Boccia’s business affairs, or has any other business interest in the sport governed by USA Boccia, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, or business interest, such individual shall:

1. disclose the conflict of interest;
2. not participate in the evaluation of the contract, transaction or business affair; and
3. not vote on the contract, transaction or business affair, unless the procedures set forth in USA Boccia’s Conflict of Interest Policy are followed.

Section 16.4: Prohibited Loans.
No loans shall be made by USA Boccia to the Chair of the Board, to any director of the Board, to any officer of USA Boccia, or to any committee or task force member or to any USA Boccia employee. No loan shall be made by any director of the Board or any committee or task force member or any USA Boccia employee to USA Boccia.
Section 16.5: Fiscal Year.
The fiscal year of USA Boccia shall commence November 1 and end on October 31 each year. Upon transitioning from its previous fiscal year, USA Boccia will retroactively apply the calendar year for that year.

Section 16.6: Budget.
USA Boccia shall have an annual Board approved budget.

NOTE: Sections 16.7-9: Audit, Individual Liability and Irrevocable Dedication and Dissolution remain the same and are identical to the NGB template. There is no change recommended.
Amendment 21 for Conforming Amendments. The following terminology would be changed throughout the USA Boccia Bylaws to conform to the proposed Bylaws terminology.

<table>
<thead>
<tr>
<th>Currently in Bylaws</th>
<th>Proposed Changes</th>
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<tbody>
<tr>
<td>USA BOCCIA and USA Boccia</td>
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<tr>
<td>Governance</td>
<td>Nominating and Governance Committee</td>
</tr>
<tr>
<td>Chair</td>
<td>President</td>
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NOTE:

This ARTICLE will be completely removed. The edits were completed in the 2019 updates to the bylaws.