

**USA Boccia Bylaws
Proposed May 2023**

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**Bylaws
of
USA Boccia, Inc.**

ARTICLE ONE: Name

Section 1.1: Name.

The name of the corporation shall be USA Boccia, Inc. (referred to in these bylaws as “USA Boccia”). USA Boccia may establish such acronyms or abbreviations as may be appropriate for business use, and may establish any logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 1.2: Non-profit Status

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

ARTICLE TWO: Office

Section 2.1: Business Offices.

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

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.

ARTICLE THREE: Mission, Core Values and Purposes

Section 3.1: Mission Statement.

USA Boccia provides athletes with physical disabilities the opportunity to participate and compete in the sport of Boccia at the local, regional, national and international level. USA Boccia seeks to promote and grow the sport of Boccia in the United States.

Section 3.2: Purposes.

The purposes of USA Boccia are:

1. To act as a national organization for USA Boccia including:
 - a. holding local, regional and national tournaments for USA Boccia athletes to learn, improve, and excel in the sport of Boccia; and
 - b. support, in all appropriate ways and in cooperation with the United States Olympic & Paralympic Organization for Boccia.
2. To grow and expand opportunities for athletes and volunteers to participate in Boccia at all levels of competition. To protect the interests of the USA Boccia membership:
 - a. by creating a fiscally stable environment and ensuring sound financial decisions,
 - b. by establishing governance best practices;
 - c. by creating and maintaining a professional, effective, and efficient management structure;
 - d. by ensuring good communications with all USA Boccia constituencies;
 - e. by ensuring national competitive excellences through the development of players, coaches, and local programs; and
 - f. by ensuring adequate resource development by identifying, acquiring and increasing revenue streams.

ARTICLE FOUR: Membership

Section 4.1: Types of Membership.

Members - Any individual, athlete, coach, referee or supporting individual involved in the sport of Boccia and who has a current USA Boccia membership shall be considered a member of USA Boccia. Members shall have voting privileges at the USA Boccia Annual Assembly. As a condition of membership, members, players and staff agree to establish and maintain high standards of eligibility, ethical conduct, and fair play. All members will adhere to USA Boccia Code of Ethics/Code of Conduct.

The following is a list of memberships:

1. **Athlete members.** Athlete members are those individuals who register as competitive athletes and are eligible for competition in USA Boccia.
2. **Coach members.** Coach members are those individuals who register as active coaches and who are certified as coaches by USA Boccia.
3. **Referee members.** Referee members are those individuals who register as active referees and who are certified as referees by USA Boccia.
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 Boccia.

ARTICLE FIVE: Dues and Membership Eligibility

Section 5.1: Membership Requirements and Dues. Membership in USA Boccia is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements which may include background checks and SafeSport education and training, 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 prorating 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, in accordance with the rules and procedures as established above.

Section 5.2: 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 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 5.3: 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.

ARTICLE SIX: 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 Boccia shall be governed by its Board of Directors.

Section 6.2: Function of the Board.

The USA Boccia Board of Directors shall represent the interests of the Boccia community for USA Boccia in the United States and its athletes by providing USA Boccia with policy, guidance and strategic direction. The Board shall oversee the management of USA Boccia and its affairs, but it does not manage USA Boccia. The Board shall select a well-qualified Executive Director and diligently oversee the Executive Director in the operation of USA Boccia. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Executive Director to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

1. implements procedures to orient new Board directors, to educate all directors on the business and governance affairs of USA Boccia, and to evaluate Board performance;

2. selects, compensates, evaluates, and may terminate the Executive Director and creates plans for management succession;
3. reviews and approves USA Boccia's strategic plan, and the annual operating plans, budget, business plans, and corporate performance;
4. sets policy and provides guidance and strategic direction to management on significant issues facing USA Boccia;
5. reviews and approves significant corporate actions;
6. oversees the financial reporting process, communications with stakeholders, and USA Boccia's legal and regulatory compliance program;
7. oversees effective corporate governance;
8. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
9. reviews and approves financial statements, annual reports, audit and control policies, and selects independent auditors;
10. monitors to determine whether USA Boccia's assets are being properly protected;
11. monitors USA Boccia's compliance with laws and regulations and the performance of its broader responsibilities; and
12. 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 Boccia's Board shall be sensitive to the desirability of diversity at all levels of USA Boccia, including among its athletes. USA Boccia's Board shall develop and implement a policy of diversity at all levels. USA Boccia Board shall develop norms that favor open discussion and the presentation of different views.

Section 6.4: Qualifications.

Each director of the Board of Directors must be eighteen (18) years of age.

In addition, a director shall:

1. Have the highest personal and professional integrity;
2. Have demonstrated exceptional ability and judgment;
3. Be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USA Boccia;
4. Possess an understanding of athletic competition, Paralympic ideals and the sport of Boccia;
5. Have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, sport and any other challenges that face USA Boccia;
6. At least one (1) of the independent directors, who shall also serve on the Finance Committee, shall have verifiable financial expertise;

7. Be fluent in a variety of forms of electronic communication and social media;
8. Have the ability to be present (in-person or virtually) at a majority of meetings and a willingness to travel nationally and/or internationally as needed; and
9. Understand the necessity of compliance, not only with legal standards, but also with best practices to ensure the safety of our athletes as well as the success of the organization as a whole.

Directors shall inform the Nominating and Governance Committee of any changes in the 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: Composition.

The Board of Directors shall consist of a MINIMUM of six (6) and a MAXIMUM of twelve (12) directors.

1. It shall be made up of at least two (2) Athlete Directors and at least four (4) Contributing Organizational Directors.
2. Once the Board has reached its minimum of six (6) elected members, the Board may exercise the right to appoint, by a unanimous vote, after consultation with the Nominating and Governance Committee, up to six (6) independent Board members without general election.
3. The Executive Director and Finance Director of USA Boccia shall also be considered non-voting, ex officio members of the Board of Directors.
4. If an Athlete or Contributing Organizational Director position becomes vacant, the Board shall operate with full authority until this position is filled by a valid vote of the membership.

Section 6.6: Election/Selection.

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

1. **Independent Directors.** The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate, directors from among individuals considered to be independent, as the term is defined in Section 6.7.
2. **Athlete Directors.** The Athlete Director(s) shall be directly elected by USA Boccia members. Athlete Directors must, in the five years prior to their election, be a member in good standing of USA Boccia and have competed in at least one USA Boccia sanctioned tournament.
3. **Contributing Organizational Director.** A Contributing Organizational Director shall be defined as any individual who has made a substantial contribution to the sport of Boccia in the USA (e.g., coach, sport assistant, and competition volunteers). The Nominating and Governance Committee shall select candidates from among individuals considered to be a Contributing Organizational Director, and using an agreed upon, established process of

election by the USA Boccia's membership, will fill the open slots of the four (4) directors.

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 Boccia, either directly or through an organization that has a material relationship with USA Boccia. A relationship is “material” if, in the judgment of the Nominating and Governance Committee, it would interfere with the director’s independent judgment. To assist it in determining whether a director is independent, the Board shall adopt the guidelines set forth below, which shall be applied on a case-by-case basis by the Nominating and Governance Committee.

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

1. the director was employed by or held any governance position (whether a paid or volunteer position) with USA Boccia, the international federation of Boccia, the international regional sport entity of Boccia, or any sport family entity of Boccia;
2. an immediate family member of the director was employed by or held any governance position (whether a paid or volunteer position) with USA Boccia, the international federation of Boccia, the international regional sport entity of Boccia, or any sport family entity of Boccia;
3. the director was affiliated with or employed by USA Boccia’s outside auditor or outside counsel;
4. an immediate family member of the director was affiliated with or employed by USA Boccia’s outside auditor or outside counsel as a partner, principal or manager;
5. the director was a member of USA Boccia’s Athletes’ Advisory Council;
6. the director was a member of any constituent group with representation on the Board;
7. the director receives any compensation from USA Boccia, directly or indirectly; or
8. the director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Boccia.

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: Tenure and Term Limits.

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 and qualified, or until the director’s earlier resignation, removal, incapacity, disability or

death. No director shall serve more than two (2) consecutive terms. Directors of the Board shall be elected to implement a staggered Board system.

Section 6.9: Director Attendance.

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

Section 6.10: Resignation, Removal and Vacancies.

A director's position on the Board of Directors shall be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director shall resign at any time by giving written notice to the President of USA Boccia, except the President's resignation shall be submitted to the Executive Director and Board of Directors. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Directors shall be removed by the Board if they fail to attend 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 a majority of the total voting power of the Board.

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 Boccia's Code of Ethics.

Any vacancy occurring on 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 6.11: Regular and Special Meetings.

USA Boccia's Board shall meet at regularly scheduled meetings at least once per year in person and three (3) times per year by phone, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year.

Special meetings of the Board shall be held upon the call of the President or upon the written request of not less than fifty (50) percent of the Board.

Section 6.12: Notice of Meetings.

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to

each director of the Board by or at the direction of the President of the Board. Notice may be given either in writing, email 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/email notice shall be delivered no fewer than ten (10) 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. 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 6.13: Quorum.

The presence of a majority of the directors of the Board of Directors at the time of any meeting shall constitute a quorum for the transaction of business, and the act of a majority of directors on the Board shall constitute the act of the Board, provided the notice requirements of Section 6.12 have been satisfied.

Section 6.14: Voting by Proxy.

No director may vote or act by proxy at any meeting of USA Boccia Board of Directors.

Section 6.15: Presumption of Assent.

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting, or unless the director shall file a written dissent to such action with the Executive Director or President before the adjournment thereof or shall forward such dissent by registered mail to the Executive Director or President immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 6.16: Agenda.

The President, in consultation with the Executive Director and other Board directors, shall determine the agenda for Board meetings. Board directors shall be permitted to request items for inclusion on the agenda for Board meetings.

Section 6.17: Questions of Order and Board Meeting Leadership.

Questions of agenda order shall be decided by the President of the Board unless otherwise provided in advance by the Board of Directors. The President shall lead meetings of the Board. If

the President is absent from any meeting of the Board, then the designated Vice President shall preside. If the Vice President is unable to make or the President has not made a designation of an alternative Board member to preside, the Board may choose another member of the Board to serve as presiding officer for that meeting.

Section 6.18: 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 6.19: Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board of Directors shall be open to members, and where appropriate, non-members. However, the President of the Board, with the consent of a majority of the directors of the Board in attendance, may specifically designate and call an executive session if it is deemed appropriate to exclude non-members at an open meeting for any reason; or to consider and discuss matters relating to personnel, nomination, discipline, salary, litigation or other sensitive matter.

Section 6.20: Minutes of Meetings.

The minutes of all meetings of the Board of Directors shall be published on USA Boccia's member website. Every reasonable effort will be made to publish the minutes in a timely manner after completion of the meeting.

Section 6.21: 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 Boccia's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA Boccia in any other capacity.

Section 6.22: 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: votes for such action; or votes against such action; or abstains from voting. Each director who delivers a writing described in this section to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 6.23: 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 President of the Board the urgency of the case requires such action.

ARTICLE SEVEN: Officers

Section 7.1: Designation. The officers of USA Boccia shall be a President, a Vice President, a Treasurer, and a Secretary who shall be elected by the Board of Directors. These officers shall be

elected from among the current Board Directors. Individuals possessing professional accounting and/or finance designations (e.g., Certified Public Accountant) shall be given preference in serving as Treasurer.

Section 7.2: Election.

The Board of Directors of USA Boccia shall elect the Officers of President, Vice President, Treasurer, and Secretary at the first Board Meeting subsequent to the Annual Assembly.

Section 7.3: Authority and Duties of the President and Vice President.

The President of USA Boccia 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 this document, except that in any event the President shall exercise such powers and perform such duties as may be required by law:

The President shall:

1. set all meeting and meeting agendas;
2. make all committee appointments, with approval of the full Board of directors, as provided in this document;
3. submit an annual report to the Board of Directors for inclusion in the Board of Director’s annual “State of USA Boccia” presentation to the Annual Assembly; and
4. fulfill all other duties as provided in this document.

The Vice President in the absence of the President or in the event of his/her inability or refusal to act (or in the event there is more than one Vice President, the Vice Presidents, in the order designated, or in the absences of any designation then in the order of their election), shall:

1. perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President; and
2. perform such other duties as from time to time may be assigned to him/her by the President of the Board of Directors.

Section 7.4: Restrictions.

Officers of USA Boccia shall perform their functions with due care. No individual may serve simultaneously as an officer of USA Boccia and as an officer of another amateur sports organization that is recognized by the USOPC as a National Governing Body or High Performance Management Organization.

Section 7.5: Resignation, Removal and Vacancies.

An officer’s position within USA Boccia may be declared vacant upon the officer’s resignation, removal, incapacity, disability or death. The President will appoint a member of USA Boccia to serve in the vacant position until the Annual Assembly. In the event that the officer leaving is the President, the Vice President will serve as the interim President for the remainder of the term until the next Annual Assembly.

Section 7.6: Duties of the Secretary and Treasurer:

Treasurer

The Treasurer shall:

1. in consultation with the members of the Finance Committee, review and recommend the independent auditors of USA Boccia, review the report of the independent auditors and the management letter, and recommend action as needed;
2. investigate matters of fiscal controls and disclosure and such other matters as directed by the Board of Directors;
3. oversee ongoing financial information prepared by the Director of Finance; and
4. perform such other duties as assigned by the Board of Directors.

Secretary

The Secretary shall:

1. oversee the minutes of the proceedings of the Board;
2. ensure, in conjunction with the Executive Director or President, that all required notices are duly given in accordance with the provisions of these bylaws or as required by law;
3. ensure, in conjunction with the Executive Director or President, oversight of the corporate records located at the corporate headquarters; and
4. perform such other duties as from time to time may be assigned to the Secretary by the Board of Directors.

ARTICLE EIGHT: Annual Assembly

Section 8.1: 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 these bylaws.

Section 8.2: Location of USA Boccia Annual Assembly.

The USA Boccia Annual Assembly shall be held in conjunction with a regularly scheduled Board of Directors meeting and, when possible, will be held at the USA Boccia National Championships.

Section 8.3: 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 no fewer than ninety (90) days before the date of the meeting.

Section 8.4: Elections.

At least forty-five (45) days prior to the scheduled Annual Assembly, the Nominating and Governance Committee shall submit a slate of nominees for Director positions to the Executive Director or President for publication and distribution to the voting membership of the organization. Nominations for Board offices shall be closed 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. Members as defined by Articles 4 and 5 will have the privilege of voting.

It is suggested that the vote for Board Members and the vote for any proposed bylaw amendments be presented in separate sections.

There will be a provision for absentee voting.

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

ARTICLE NINE: Committees

Section 9.1: Designation.

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

USA Boccia shall have at least the following standing committees: Nominating and Governance Committee, Finance Committee, Ethics & Judicial Committee, and Development 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 9.2: 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 9.3: Number.

Membership on standing committees shall be of the minimum number and size possible to permit both conduct of the sport and appropriate Board governance. Every committee shall include to the greatest extent possible at least one athlete representative.

Section 9.4: Athlete Representation Qualifications.

Athlete representatives on all committees must meet the Athlete Member definition in Section 4.1 and shall be selected by the Board of Directors and/or the Executive Director.

Section 9.5: 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 9.6: 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 they are 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 9.7: Committee Member Attendance.

Committee and task force members are expected to attend all regularly scheduled committee and task force meetings of which they are a member. Each committee or task force member must attend a minimum of at least one half (1/2) of the committee or task force meetings of which they are a member during any twelve (12)-month period.

Section 9.8: Resignation, Removal and Vacancies.

A committee or task force member's position on a committee or task force may be declared vacant upon the committee 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 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. Committee members may also be removed for cause. 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.

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 9.9: Procedures.

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

Section 9.10: Open and Executive Meeting Sessions.

Ordinarily, all committee and task force meetings shall be open to members upon request. 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 or non-members at an open meeting for any reason, then the chair may declare that the meeting is closed, or convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter. 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 9.11: Minutes of Meetings.

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

Section 9.12: 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 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 9.13: Ethics and Judicial Committee.

The Board of Directors shall appoint the members and the chair(or co-chairs) of the Ethics and Judicial Committee. At least one (1) member of the Ethics and Judicial Committee shall satisfy the standards of independence for "independent directors" as set forth in Section 6.7 of these

bylaws. There shall be a member of the Board of Directors appointed as a non-voting Board liaison to the Ethics and Judicial Committee.

The Ethics and Judicial Committee shall:

1. oversee the implementation of and compliance with the USA Boccia Code of Ethics, the various USA Boccia Codes of Conduct, the Conflict of Interest Policy, and other policies that fall under the role and responsibilities of the Ethics and Judicial Committee as designated in these bylaws;
2. report to the Board on all ethical and judicial issues;
3. develop and review, on an annual basis: the USA Boccia Code of Ethics, USA Boccia Complaint Procedures, 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 alleged ethical impropriety and complaints under the USA Boccia Complaint Procedures to determine if the alleged ethical violation is confirmed. Once verified, a separate panel of committee members will determine is sanctions, if appropriate;
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;
9. generally administer and oversee all administrative grievances and complaints such as opportunity to participate, background check review and disciplinary actions filed with USA Boccia;
10. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
11. hear and render a decision, or appoint a panel to hear and render a decision, on any grievance, complaint or any other disciplinary matters; and
12. perform such other duties as assigned by the Board.

The Ethics and Judicial Committee will determine whether a complaint submitted to it falls within its jurisdiction.

Section 9.15: Nominating and Governance Committee.

The Nominating and Governance Committee shall be selected by the Board of Directors and have the responsibilities as follows:

1. 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.
2. The Nominating and Governance Committee shall:
 - a. identify and evaluate prospective candidates for the Board;
 - b. recommend 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. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board; and
 - g. perform other duties as assigned by the Board.
3. 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, education or 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.

Section 9.16: Finance Committee.

The Finance Committee shall be appointed by the President and shall have the responsibilities as follows:

1. review periodic financial reports;
2. recommend the independent auditors of USA Boccia, review the report of the independent auditors and management letter, and recommend action as needed;

3. investigate matters of fiscal controls and disclosure and such other matters as directed by the Board of Directors; and
4. perform such other duties as assigned by the Board of Directors.

Section 9.17: Development Committee.

The Development Committee shall be appointed by the President, may include any members of USA Boccia and shall have the responsibilities as follows:

1. draft an annual fundraising plan for USA Boccia;
2. assist the President and Executive Director with implementation of the annual fundraising plan; and
3. perform such other duties as assigned by the Board of Directors.

ARTICLE TEN: Executive and Management Staff

Section 10.1: 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 10.4.

Section 10.2: Tenure.

The 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 10.3: 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 10.4: 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 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;
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; and
10. perform all other duties as assigned by the Board of Directors.

ARTICLE ELEVEN: 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.

ARTICLE TWELVE: Sanctioning Events

Section 12.1: Prompt Review of Request.

Shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request:

1. to hold an amateur Boccia competition in the United States; or
2. to sponsor United States Boccia athletes to compete in an international athletic competition held outside the United States.

Section 12.2: Standard for Review.

If USA Boccia, as a result of its review:

1. does not determine by clear and convincing evidence that holding or sponsoring an international or national Boccia competition would be detrimental to the best interest of USA Boccia; and
2. confirms that the sports organization or person meets the requirements for obtaining a sanction as set forth in these bylaws, then USA Boccia shall grant the sanction requested by the amateur organization or person.

Section 12.3: Requirements for Holding A Sanctioned Boccia Competition in the United States.

An amateur sports organization or person requesting a sanction to hold a USA Boccia competition in the United States shall comply with the following requirements:

1. must submit, in the form required by USA Boccia an application to hold such competition;
2. demonstrates that 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;
3. demonstrates that appropriate provisions have been made for validation of records which may be established during the competition;
4. demonstrates that the competition will be conducted by qualified officials;
5. demonstrates that proper medical supervision will be provided for athletes who will participate in the competition; and
6. demonstrates that proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

ARTICLE THIRTEEN Records of the Corporation

Section 13.1: 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 13.2: Accounting Records.

USA Boccia shall maintain appropriate accounting records.

Section 13.3: 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 13.4: 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 13.5: 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 Finance Committee regarding accounting, internal accounting controls, or audit-related matters,
4. its three (3) most recent annual financial statements; 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 USA Boccia.

Section 13.6: 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 13.7: 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 13.6,

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.

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 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.

5. 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:

- a. used to solicit money or property;
- b. used for any commercial purpose; or
- c. sold to or purchased by any person.

6. Scope of Members' Inspection Rights

- a. Agent or Attorney: The member's duly authorized agent or attorney has the same inspection and copying rights as the member.

- b. 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.
- c. Reasonable Charge for Copies: USA Boccia 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.
- d. 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 Boccia, or the power of a court to compel the production of corporate records for examination.
- e.

ARTICLE FOURTEEN: Code of Ethics

Section 14.1:

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.

ARTICLE FIFTEEN: Fiduciary and Financial Matters

Section 15.1: 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 they incur 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 15.2: 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 15.3: 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 15.4: Prohibited Loans.

No loans shall be made by USA Boccia to the President of the Board, to any director of the Board, 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 15.5: Fiscal Year.

The fiscal year of USA Boccia shall be the calendar year.

Section 15.6: Budget.

USA Boccia shall have an annual Board approved budget.

Section 15.7: Audit.

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

Section 15.8: 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 Boccia pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 15.9: Irrevocable Dedication and Dissolution.

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

ARTICLE SIXTEEN: Miscellaneous Provisions

Section 16.1: 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 16.2: 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 16.3 Conflicting Provisions.

Any USA Boccia directive outlined herein that is found to be in direct conflict with a similar directive from any other governing body responsible for regulating sport of Boccia shall be superseded in weight and authority by the outside, external directive or law. Additionally, any state or federal regulation change that is found to be in direct conflict with any of these bylaws shall also supersede these bylaws in both weight and authority.

ARTICLE SEVENTEEN: Amendment Process

Section 17.1: Amendments by Member Suggestion.

These USA Boccia bylaws may be amended at USA Boccia Annual Assembly by a two-thirds (2/3) majority of the voting membership present and voting provided that the proposed amendment is submitted in writing to the Executive Director/President and the chair of the Nominating and Governance Committee at least ninety (90) days preceding the Annual Assembly.

Upon receipt of a properly submitted amendment proposal:

1. the staff of USA Boccia, with the oversight of the Board of Directors, shall electronically mail a copy of the proposed amendment to all active members of USA Boccia at least sixty (60) days before the annual meeting,
2. a copy of the proposed amendment shall be posted on USA Boccia website (www.usaboccia.org) not later than sixty (60) days before the Annual Assembly, and
3. all amendments, unless otherwise specified, shall become effective immediately following adoption at USA Boccia Annual Assembly.

Section 17.2: Amendment by Bylaw Revision Committee.

If determined appropriate by the Board, the Board may constitute an ad hoc bylaw Revision Committee which shall be tasked with making any necessary changes or amendments to the bylaws to effectuate the mission and functioning of USA Boccia.

The Board may also amend, repeal or alter the bylaws. To be effective, any proposed changes or amendments must be:

1. approved by the Board at a duly called meeting at which a quorum is present,
2. posted on the USA Boccia website immediately following the vote by the Board,
3. and subsequently ratified at the following USA Boccia Annual Assembly by a two-thirds (2/3) majority of the voting membership present and voting.

If the changes are not ratified at the subsequent USA Boccia Annual Assembly, any changes will be considered void, and the bylaws of USA Boccia will revert to the last enacted bylaws.