

Amended & Restated Bylaws
&
Rules of Governance & Operation
USA Federation for Sport Cheering

ARTICLE 1—DEFINITIONS

The following definitions apply for purposes of these Bylaws:

- 1.1 “Actively Engaged Athlete Representative” means an Athlete who qualifies as a 10 Year or 10 Year+ Athlete, or who has been actively engaged in Amateur Athletic Competition in Cheer within the preceding twenty-four (24) months prior to election/selection, which may include events that categorize entrants in age-restricted classifications. At such time as USA Cheer is recognized by the USOPC as the NGB for Cheer, “Actively Engaged Athlete Representative” means the definition set forth in the USOPC Bylaws.
- 1.2 “Active Paralympic Athlete” means any individual who, at the time of election/selection has either: (i) demonstrated that, within the prior ten (10) years, he or she represented the United States in World Paralympic Competition in Cheer, or (ii) demonstrated that, within the preceding twenty-four (24) months, he or she was actively engaged in Amateur Athletic Competition in Cheer by demonstrating that he or she finished in the top half of the national championships or team selection competition for World Paralympic Competition in Cheer, participated as a member of USA Cheer’s national team in World Paralympic Competition, or for purposes of satisfying the requirement set forth in Section 8.5.4 of the USOPC Bylaws only, within ten (10) years preceding election/selection, represented the United States in the World Paralympic Competition in Cheer.
- 1.3 “Amateur Athletic Competition” shall have the same meaning as “amateur athletic competition” as set forth in the USOPC Bylaws. At the time of entering into these Bylaws, “Amateur Athletic Competition” means a contest, game, meet, match, tournament, regatta, or other event in which Athletes compete.
- 1.4 “Amateur Sports Act” means the Ted Stevens Olympic and Amateur Sports Act adopted on November 8, 1978, amended on July 8, 1980 and October 21, 1998, codified at 36 U.S.C. § 220501 through § 220529 of the United States Code, as amended from time to time.
- 1.5 “Athlete,” until such time as USA Cheer is recognized by the USOPC as the NGB for Cheer, means an Athlete who (i) is eligible under ICU rules to compete in International Amateur Athletic Competition sanctioned by ICU, or (ii) is eligible to participate in one or more of the disciplines of Cheer, including (without limitation) All-Star, Scholastic, STUNT, Adaptive, and Youth/Recreational. At such time as USA Cheer is recognized by the USOPC as the NGB for Cheer, “Athlete” shall mean the definition set forth for “amateur athlete” in the USOPC Bylaws.
- 1.6 “Athlete Representative” means any Athlete elected or appointed to meet the Athlete Representative Requirement.
- 1.7 “Athlete Representative Requirement” means those standards set forth in Section 10.1.
- 1.8 “Cheer” means sport cheering.

- 1.9 “Cheer Community” means all those individuals, groups, and organizations that have an association with or interest in Cheer.
- 1.10 “Code” means the Internal Revenue Code of 1986, as amended.
- 1.11 “Delegation Event” means, individually or collectively as applicable, the Olympic Games, the Olympic Winter Games, the Paralympic Games, the Paralympic Winter Games, the Pan American Games, and the Parapan American Games.
- 1.12 “Designated Committee” shall have the same meaning as “Designated Committee” as set forth in the USOPC Bylaws. At the time of entering into these Bylaws, “Designated Committee” means any committee that makes recommendations or decisions directly impacting elite Athletes, including at least the following (by name or by function): (i) allocation of USOPC- and/or NGB-provided resources (if any), (ii) audit, (iii) Budget/Finance, (iv) Compensation, (v) Ethics, (vi) Judicial and any hearing panel affecting any individual’s participation in Protected Competition, (vii) Nominating and Governance (including Bylaws amendments), and (viii) selection of athletes, coaches, and/or staff for Protected Competition, including development, approval, and implementation of selection criteria.
- 1.13 “GAISF” means the Global Association of International Sports Federations (formerly known as SportAccord).
- 1.14 “ICU” means the International Cheer Union, a nonprofit corporation and the international federation for Cheer, as recognized by the IOC and GAISF.
- 1.15 “Independent Director” means an individual defined in Section 6.5.
- 1.16 “International Amateur Athletic Competition” shall have the same meaning as “international amateur athletic competition” as set forth in USOPC Bylaws. At the time of entering into these Bylaws, “International Amateur Athletic Competition” means Amateur Athletic Competition between any Athlete or Athletes representing the United States, either individually or as part of a team, and any Athlete or Athletes representing any foreign country.
- 1.17 “IOC” means the International Olympic Committee.
- 1.18 “IPC” means the International Paralympic Committee.
- 1.19 “National Governing Body” or “NGB” means a National Sports Organization that is recognized by the USOPC under Section 220521 of the Amateur Sports Act.
- 1.20 “National Sports Organization” means a nonprofit corporation, club, federation, union, association, or other group organized in the United States that sponsors or arranges any Amateur Athletic Competition, instruction, events, or other services associated with Cheer.

- 1.21 “NFHS” means the National Federation of State High School Associations.
- 1.22 “PASO” means the Pan American Sport Organization.
- 1.23 “Protected Competition” shall have the same meaning as “Protected Competition” as set forth in the USOPC Bylaws, except as provided below in this Section. At the time of entering into these Bylaws, “Protected Competition” means: (i) any Delegation Event, (ii) any international competition between Athlete(s) officially designated by the appropriate NGB as representing the United States, either individually or as part of a team, and any Athlete(s) representing any foreign country where the terms of such competition require that the entrants be individuals or teams representing their respective nations; and the athlete(s) representing the United States are organized and sponsored by the appropriate NGB in accordance with a defined selection or tryout procedure that is open to all and publicly announced in advance except for domestic amateur athletic competition, which, by its terms, requires that entrants be expressly restricted to members of a specific class of athletes such as those referred to in Section 220526(a) of the Amateur Sports Act (i.e., high school students, college students, members of the Armed Forces, or similar groups or categories); or (iii) any domestic competition or event (i.e., a camp, tryout, or trials event) organized and conducted by an NGB or PSO in its selection procedure and publicly announced in advance as a competition or event directly qualifying each successful competitor as an athlete representing the United States in a Delegation Event or protected international competition as defined in (ii) above.

Notwithstanding the language above in this Section, until such time as Cheer is an Olympic Sport, “Protected Competition” shall also include the World Championships sanctioned by ICU.

- 1.24 “PSO” means a Para Sport Organization that is an amateur sports organization recognized and certified as an NGB in accordance with the USOPC Bylaws;
- 1.25 “STUNT” means the sport of STUNT developed by USA Cheer, which shall include any substantially similar sport (i.e., competitive sport cheer in California).
- 1.26 “TBOC” means the Texas Business Organizations Code, as amended.
- 1.27 “USA Cheer” means USA Federation for Sport Cheering.
- 1.28 “USADA” means the U.S. Anti-Doping Agency.
- 1.29 “USASF” means the United States All Star Federation.
- 1.30 “USOPC” means the United States Olympic & Paralympic Committee. USA Cheer shall make a reasonable effort to comply with all USOPC requirements referenced herein; until such time as USA Cheer is recognized by the USOPC as the NGB for Cheer, where compliance is determined to be impractical or not possible, USA Cheer shall comply as substantially as practical or possible, as determined in its sole discretion.

- 1.31 “USOPC Bylaws” means those Bylaws adopted by the USOPC, as amended from time to time. At the time of entering into these Bylaws, the USOPC Bylaws were most recently amended on March 11, 2021. USA Cheer shall make a reasonable effort to comply with all sections of the USOPC Bylaws referenced herein; until such time as USA Cheer is recognized by the USOPC as the NGB for Cheer, where compliance is determined to be impractical or not possible, USA Cheer shall comply as substantially as possible, as determined in its sole discretion.
- 1.32 “WADA” means the World Anti-Doping Agency.
- 1.33 “World Paralympic Competition” means the Paralympic or Parapan American Games or an IPC-recognized World Championship in events on the Paralympic Games program.
- 1.34 “10 Year Athlete” means an Athlete who has represented the United States in a Delegation Event (if any), World Championships, or another event designated by the USOPC and USA Cheer as an elite-level event for purposes of this definition, within the previous ten (10) years. For purposes of meeting the 10 Year Athlete Requirement, Athletes may not be drawn from events that categorize entrants in age-restricted classifications commonly known as “Juniors,” “Masters,” “Seniors,” “Veterans,” or other similarly designated age-restricted competition; this restriction on age-restricted categories is not intended to exclude from eligibility Athletes who compete in an event for which the IOC or ICU has established an age restriction but whom otherwise meet the standard set forth in this Section.
- 1.35 “10 Year+ Athlete” means an Athlete who has represented the United States in a Delegation Event (if any), World Championships, or another event designated by the USOPC and USA Cheer as an elite-level event for purposes of this definition, but not within the previous ten (10) years.

ARTICLE 2—OFFICES; GENERAL PURPOSES

- 2.1 **Name and Purpose.** The name of this corporation shall be “USA Federation for Sport Cheering” (hereinafter referred to as “USA Cheer”). USA Cheer is formed exclusively as an exempt organization within the meaning of Section 501(c)(3) of the Code to (i) act as the National Governing Body for Cheer in the United States (or, if no National Governing Body for Cheer is recognized in the United States, act in a manner which accomplishes a similar goal), (ii) be recognized as such by the USOPC, and (iii) act as the United States member in the ICU. At such time as it becomes eligible therefor and except as otherwise provided herein, USA Cheer shall (i) comply with the applicable requirements for recognition as a National Governing Body and (ii) perform all other applicable obligations and duties as set forth in the Amateur Sports Act and as mandated by the USOPC (if and as applicable), as such requirements, obligations, and duties are promulgated or revised from time to time. Specifically, as the Governing Body for Cheer, USA Cheer has the following primary purposes:

- a. Foster Amateur Athletic Competition in Cheer and International Amateur Athletic Competition in Cheer;
- b. Develop and grow interest and participation in Cheer throughout the United States;
- c. Achieve sustained competitive excellence by the United States in Cheer in Olympic, Paralympic, Pan American, and Parapan American competition, as well as other Amateur Athletic Competition and International Amateur Athletic Competition, as applicable;
- d. Encourage and support safety in Cheer, including (i) providing and coordinating technical information on physical training, equipment design, coaching, and performance analysis in Cheer; and (ii) encouraging and supporting research, development, and dissemination of information in the areas of sports medicine and sports safety in Cheer;
- e. Sanction Amateur Athletic Competition in Cheer, in accordance with the provisions of these Bylaws, and coordinate Athlete participation in such competition; and
- f. Coordinate the representation of the United States in International Amateur Athletic Competition for Cheer.

Pursuant to such purposes, USA Cheer may engage in the following activities, without limitation:

- a. Be responsible to the persons and National Sports Organizations, including other Cheer organizations, which are active in Cheer.
- b. Minimize, through coordination with other National Sports Organizations and other Cheer organizations, conflicts in the scheduling of all practices and competitions in Cheer.
- c. Keep Athletes active in Cheer informed of policy matters and reasonably reflect the views of such Athletes in the policy decisions of USA Cheer.
- d. Disseminate and distribute to Athletes, coaches, trainers (including, without limitation, athletic trainers and non-medical personnel), managers, administrators, and officials in a timely manner the applicable rules and any changes to such rules of USA Cheer, the USOPC, the ICU, the IOC, the IPC, and PASO.
- e. Allow an Athlete to compete in any Amateur Athletic Competition conducted by any National Sports Organization or person, unless USA Cheer establishes that its denial is based on evidence that the organization or person conducting the competition does not meet the requirements stated in Section 220525 of the Amateur Sports Act.

- f. Coordinate and provide for participation by Athletes in national Amateur Athletic Competition in Cheer, in accordance with the provisions of USA Cheer's Certificate of Formation, as amended, or these Bylaws.
- g. Provide equitable support and encouragement for participation in Cheer.
- h. Encourage and support athletic programs in Cheer for disabled individuals and the participation of individuals with disabilities in amateur athletic activity, including, where feasible, the expansion of opportunities for meaningful participation by individuals with disabilities in programs of Amateur Athletic Competition.
- i. Be committed to equal opportunity and fair treatment providing for equal opportunity to all applicants for employment and to employees without regard to race, color, religion, national origin, age, disability, sex, sexual orientation, gender identity, gender expression, or marital status, and actively involve minorities and women, and similarly encourage its members (as defined in these Bylaws) towards such involvement, to occupy positions at all levels of USA Cheer including the Board of Directors, committees, and administrative staff.
- j. Follow and support the programs that are endorsed by the IOC, the IPC, and the USOPC (as applicable) pursuant to the rules and regulations of WADA, USADA, and all those similar rules that are consistent with the best interest of the Athletes involved with Cheer.

2.2 Support of School Environment. USA Cheer acknowledges and appreciates the unique role that Cheer has historically played as an educational, leadership, sportsmanship, and team-building activity in the high schools and institutions of higher education of the United States. While USA Cheer supports the competitive aspects and activities of Cheer, which function more as a sport, USA Cheer is also committed to maintaining and supporting the traditional role of Cheer (i.e., game day Cheer) in the school environment.

2.3 Non-Interference with the Sport; Surplus Funds. USA Cheer acknowledges and appreciates the unique manner in which Cheer has developed in the United States, with myriad organizations engaging in activities that further develop Cheer and enhance and increase the available opportunities to participate in Cheer on all levels. USA Cheer further recognizes that its role as a governing body should, to the extent possible, seek to enhance the existing Cheer Community, rather than create unnecessary restriction or bureaucracy. USA Cheer also acknowledges that its funds and assets should be used to such purpose, and that it should avoid in all possible events, the temptation to create additional administrative or bureaucratic positions that unnecessarily increase cost.

At the end of each fiscal year, USA Cheer shall determine the amount of revenue in excess of expenses for such fiscal year, taking into consideration the operating budget for the succeeding year, as approved by the Board of Directors (the "**Surplus**"). The Board of Directors may allocate all or any portion of such Surplus as an operating reserve. Unless two-thirds (2/3^{rds}) of the Board of Directors determines otherwise due to extenuating

circumstances, the remaining Surplus shall be used for the following specific purposes: (i) encouraging and supporting the growth of Cheer in areas lacking resources (including, without limitation, equipment grants and college scholarships), and (ii) funding safety studies and initiatives and related projects.

- 2.4 Principal Office. The principal office of USA Cheer shall be located in the State of Texas, City of Dallas, County of Dallas. USA Cheer may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of USA Cheer may require from time to time.
- 2.5 Registered Office and Registered Agent. USA Cheer shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the TBOC. The registered office may be, but need not be, identical with the principal office of USA Cheer in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors, the President, or the Executive Director.

ARTICLE 3—AUTHORITY

The powers of USA Cheer shall not violate the restrictions imposed under Section 501(c)(3) or other relevant provisions of the Code, but shall otherwise include, without limitation, the following powers:

- a. Represent the United States in the ICU.
- b. Establish national goals and encourage the attainment of those goals in Cheer.
- c. Serve as the coordinating body for athletic activity of Cheer in the United States.
- d. Exercise jurisdiction over international athletic activities as relevant, including sanctioning International Amateur Athletic Competition in Cheer held in the United States, and sanctioning the sponsorship of International Amateur Athletic Competition in Cheer held outside the United States, in accordance with the provisions of these Bylaws.
- e. Conduct and/or sanction Amateur Athletic Competition in Cheer, including national championships and International Amateur Athletic Competition in the United States, and establish procedures for the determination of eligibility standards for participation in such competitions, except for restricted competition referred to in paragraph g of this Article 3.
- f. If and when appropriate, recommend to the USOPC or other governing bodies individuals and teams to represent the United States in the Olympic or Paralympic Games, or other such designated international events, in Cheer.
- g. Designate individuals and teams to represent the United States in International Amateur Athletic Competition in Cheer (including, without limitation, the World Championship conducted by ICU or any championship conducted by a continental

alliance) and certify, in accordance with the rules of ICU, the eligibility of such individuals and teams; provided, however that any National Sports Organization which conducts Amateur Athletic Competition, participation in which is restricted to a specific class of Athletes (such as high school students, college students, members of the USASF or similar groups or categories), shall have exclusive jurisdiction over such competition.

ARTICLE 4—AUTONOMY

USA Cheer shall be autonomous in its governance of Cheer within the United States and as set forth in USA Cheer’s Certificate of Formation, as amended, and these Bylaws, in that it independently shall determine and control all matters central to such governance, shall not delegate such determination and control, and shall be free from outside restraint. This provision shall not be construed as preventing USA Cheer from contracting with third parties for administrative assistance and support, or other such support deemed appropriate and necessary by the President, Executive Director, or Board of Directors.

ARTICLE 5—MEMBERSHIP

Membership in USA Cheer shall be a privilege and not a right. Members shall not be considered voting or non-voting members as defined in the TBOC, and members shall not have voting rights of any kind.

- 5.1 Members. Membership shall be open to individual cheerleaders, coaches, trainers (including, without limitation, athletic trainers and non-medical personnel), managers, administrators, and officials. Membership benefits shall be determined by the Executive Director.
- 5.2 Dues and Assessments. The Executive Director, President, or Board of Directors may set annual dues (if any) for each membership category and may alter dues and assess members for additional amounts, as appropriate. Dues notices (if any) shall be distributed according to a schedule determined by the Executive Director, compliance with which shall determine whether a member is in good standing. Except as otherwise determined by the Executive Director, only members in good standing are entitled to the rights, services, and benefits of membership in USA Cheer.
- 5.3 Meetings of the Members. Meetings of the members of USA Cheer may be called by the President. At any meeting of the members, the members shall receive a report from the President or Executive Director concerning activities of USA Cheer, as well as advisement on any other relevant matters of USA Cheer at the discretion of the Executive Director, President, or Board of Directors.
- 5.4 Removal or Suspension of Member. USA Cheer may suspend or remove a member for cause.

ARTICLE 6—BOARD OF DIRECTORS

6.1 General Powers. The affairs of USA Cheer shall be governed and conducted by the Board of Directors. Directors need not be residents of Texas but shall be residents of the United States. Actions taken by the Board of Directors shall constitute the acts of USA Cheer and have full binding effect.

6.2 Number, Election, Tenure, and Qualification.

6.2.1 The Board of Directors shall consist of fifteen (15) persons. The Board of Directors may not increase or decrease the number of directors without amending these Bylaws, and in no event shall the number of directors ever be less than three (3).

6.2.2 Election. Directors shall be appointed or elected, as the case may be, to meet the following categories, subject to the additional limitations set forth in this Section 6.2.2, as applicable.

* 10 Year Athletes	5 directors
* All Star	1 director
* Scholastic	1 director
* STUNT	1 director
* Adaptive	1 director
* Youth/Recreational	1 director
* NFHS	1 director
* At Large	4 directors

Each director shall serve for a term of four (4) years and shall have no limitation as to the number of additional terms served. The terms of the directors shall be staggered such that approximately one-half (1/2) of the directors' terms expire every two (2) years. A director shall hold office until his or her successor shall have been elected or appointed, as the case may be, and qualified, or until his or her earlier death, resignation, or removal.

6.2.2.1 10 Year Athletes. The 10 Year Athletes, as identified pursuant to Section 10.1.1.2, shall elect five (5) directors in the manner prescribed under Section 10.1.1, at least three (3) of whom must be 10 Year Athletes and the remainder of whom must be either 10 Year Athletes or 10 Year+ Athletes; provided, however, that preference should be given so that a representative number of directors are elected from the current or former national teams; further provided that, wherever possible, preference should be given so that all disciplines of Cheer are represented by the directors elected under this Section 6.2.2.1.

6.2.2.2 All Star Cheer. One (1) director shall be appointed by USASF and confirmed by the Board of Directors of USA Cheer.

- 6.2.2.3 Scholastic Cheer. The coach and college coach membership of USA Cheer shall be invited to present candidates representing Scholastic Cheer to the Nominating and Governance Committee, which shall recommend an individual for election to the Board of Directors.
- 6.2.2.4 STUNT. The STUNT Coaches' Association shall be invited to present candidates representing STUNT to the Nominating and Governance Committee, which shall recommend an individual for election to the Board of Directors.
- 6.2.2.5 Adaptive Cheer. The director representing Adaptive Cheer shall be elected by the Board of Directors from among individuals recommended by the Nominating and Governance Committee.
- 6.2.2.6 Youth and Recreational Cheer. The director representing Youth and Recreational Cheer shall be elected by the Board of Directors from among individuals recommended by the Nominating and Governance Committee.
- 6.2.2.7 NFHS. One (1) director shall be appointed by NFHS and confirmed by the Board of Directors of USA Cheer; provided, however, that the director appointed under this Section 6.2.2.7 shall be an Independent Director as defined under Section 6.5.
- 6.2.2.8 At Large. Four (4) At Large Directors shall be elected by the Board of Directors from among individuals recommended by the Nominating and Governance Committee; provided, however, that each director elected under this Section 6.2.2.8 shall be an Independent Director as defined under Section 6.5. Further provided, that to the extent expertise in one or more of the following areas is not otherwise represented on the Board of Directors, preference shall be given to candidates with such expertise: law, medicine, and finance.
- 6.2.3 Athlete Representative Requirement. The composition of the Board of Directors shall at all times meet the Athlete Representative Requirement as set forth in Article 10. There shall be no limitation on the number of terms any Athlete Representative may serve as a director, provided he or she meets the Athlete Representative definition at the time of such subsequent election and the other elements of the Athlete Representative Requirement are met.
- 6.2.4 Vacancies. If a vacancy occurs on the Board of Directors, it shall be filled by the same manner in which that director was elected or appointed, as the case may be, prior to the occurrence of such vacancy, and the person elected or appointed to fill

the vacancy shall serve for the remaining unexpired portion of the term in question or until his or her earlier death, resignation, or removal.

- 6.2.5 Removal. A director may be removed in either of the following manners: (i) by a two-thirds (2/3) vote of the other directors, or (ii) at the direction of the organization that appointed the director (as applicable, and as set forth in Section 6.2.2); provided however, that if any such organization (i) directs the removal of more than one (1) director in a six-month (6-month) period or (ii) directs the removal of a director in the six-month (6-month) period preceding the Summer Olympic Games in which Cheer is on the Olympic program, such removal shall only be effective upon approval by a majority of the other directors. Any vacancy due to removal shall be filled pursuant to Section 6.2.4.
- 6.2.6 Ex-Officio and Non-Voting Advisory Directors. The Board of Directors may designate any number of persons as ex-officio (non-voting) directors or non-voting advisory directors, and each such category or classification shall have such rights and privileges (other than voting rights) as the Board of Directors may determine.
- 6.2.7 No Discrimination. Members of the Board of Directors shall be selected without regard to race, color, religion, national origin, age, disability, sex, sexual orientation, gender identity, gender expression, or marital status.

6.3 Meetings.

- 6.3.1 Annual and Regular Meetings. The Board of Directors shall have at least two (2) meetings annually, and one (1) such meeting shall be designated as its annual meeting. The President or Executive Director shall provide at least seven (7) days written notice of any regular meeting of the Board of Directors. The Board of Directors shall approve a budget for each fiscal year at such time or times as it is recommended by the Executive Director.
- 6.3.2 Special Meetings. Special meetings of the Board of Directors may be called by the President, individually, or by either the President or the Secretary at the request of at least eight (8) directors. No special meeting of the Board of Directors may be called with less than ten (10) days written notice.
- 6.3.3 Manner of Acting. Except as otherwise provided in these Bylaws, in the exercise of any of the powers herein given to the directors, a majority of directors present at a meeting at which a quorum is present shall have authority to make determinations and to act, and all actions of the directors shall be taken either by resolution at a meeting or by written record without a meeting.
- 6.3.4 Proxies. A director may vote by proxy executed in writing by the director. A proxy expires three (3) months after the date of its execution. A proxy is revocable unless otherwise provided by the proxy or made irrevocable by law.

- 6.3.5 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Further provided, a director present by proxy shall not be counted towards a quorum.
- 6.3.6 Public Meetings, Executive Session. There may be a portion of each Board of Directors meeting that shall be open to the public. Prior to such meeting, the contents of that portion of the meeting shall be presented by the President or Executive Director to the Board of Directors for their approval. No one other than members of the Board of Directors shall be in attendance when the Board of Directors meets in executive session. For this purpose, “executive session” means meetings of the Board of Directors which the Board of Directors determines, in its discretion, shall relate to confidential or otherwise sensitive issues. Examples of confidential or otherwise sensitive issues include, without limitation, the discussion of salaries, employment issues, and legal matters.
- 6.4 Compensation. Directors shall serve without compensation, and no director shall receive any pecuniary benefit from USA Cheer in his or her capacity as a director except reimbursement for actual expenses incurred in connection with the business of USA Cheer, to the extent such expenses are determined to be reasonable.
- 6.5 Independent Directors. The Board of Directors, upon recommendation by the Nominating and Governance Committee, shall affirmatively make a determination as to the independence of each Independent Director. An Independent Director shall have no material relationship with USA Cheer, either directly, or through any organization that has a material relationship with USA Cheer. A relationship is material if, in the judgment of Board of Directors, it would interfere with the director’s independent judgment. In determining whether a director is independent, the guidelines set forth below shall apply on a case-by-case basis. A director shall not be considered independent if, at any time during the term as a director or at any time during the two (2) years preceding commencement of such term, (i) the director or a Family Member (defined below) of the director was employed by or held any governance position (whether a paid or volunteer position) with USA Cheer; (ii) the director was affiliated with or employed by USA Cheer’s outside auditor or outside counsel; (iii) a Family Member of the director was affiliated with or employed by USA Cheer’s outside auditor or outside counsel as a partner, principal, or manager; (iv) the director received compensation from USA Cheer, whether directly or indirectly (other than as reimbursement for expenses incurred related to the performance of the duties of a USA Cheer director or officer); (v) the director or a Family Member of the director is an executive officer, controlling shareholder, or partner of a corporation, partnership, or other business entity that has a material business relationship with USA Cheer; (vi) the director or a Family Member of the director had any relationship or affiliation or engaged in any activity, employment, or other role that, in the judgment of the Board of Directors, could interfere with the director’s independent judgment. For purposes of this Section 6.5, a “Family Member” of a director shall include the following,

whether by whole or half blood or adoption: a director's spouse, descendants, and the spouses of descendants.

Notwithstanding anything to the contrary contained herein, active involvement by an individual or an individual's Family Member, including, without limitation, as a member of the Board of Directors or an officer of USA Cheer shall not, in and of itself, undermine an individual's independence for purposes of this Section 6.5.

The Nominating and Governance Committee shall review the independence of the Independent Directors at least annually.

ARTICLE 7—OFFICERS

- 7.1 The officers of USA Cheer shall be a President, two (2) Vice Presidents, a Secretary, a Treasurer, and such other officers as shall be elected by the Board of Directors. The President shall concurrently be a member of the Board of Directors. The Board may elect one (1) or more Assistant Treasurers and one (1) or more Assistant Secretaries, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

No person who is an officer of another National Governing Body (recognized as such by the USOPC) shall be eligible to be elected as an officer of USA Cheer. No one (1) individual on the Board of Directors may serve in more than one (1) capacity as an officer, except that the offices of Secretary and Treasurer may be held by the same person.

- 7.2 Officers shall have specific responsibilities, obligations, and duties associated with their positions. Their titles, duties, obligations, and other responsibilities, shall include, without limitation, the following:

7.2.1 President. The President shall preside at all meetings of the Board of Directors and shall be the principal executive officer of USA Cheer. The President shall have the responsibility to supervise and manage the organization's business and conduct such business as deemed necessary and appropriate by the Board of Directors. As set forth in Sections 14.2 and 14.3, the President may sign, with other proper officers of USA Cheer as authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of USA Cheer; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

7.2.2 Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice Presidents, together, shall 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. In the event the Vice Presidents, while acting in the

absence of the President, fail to come to a consensus on how to act, the Board of Directors shall determine the manner in which the Vice Presidents shall proceed. Any Vice President shall perform such other duties as from time to time may be assigned by the President or Board of Directors.

- 7.2.3 Secretary. The Secretary shall, with the assistance of other employees and agents of USA Cheer, (i) keep the minutes of the meetings of the Board of Directors, (ii) supervise the distribution of the minutes and any reports, (iii) give all notices in accordance with the provisions of these Bylaws or as required by law, (iv) be custodian of the corporate records, and (v) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- 7.2.4 Treasurer. If required by the Board of Directors, the Treasurer (if any) shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall, with the assistance of other employees and agents of USA Cheer, (i) have charge and custody of and be responsible for all funds and securities of USA Cheer, (ii) receive and give receipts for moneys due and payable to USA Cheer from any source whatsoever, and deposit all such moneys in the name of USA Cheer in such banks, trust companies, or other depositories as shall be selected, and (iii) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall make a written report of the finances of USA Cheer at each regular meeting of the directors, and at such other time as the directors shall require or as requested by the Executive Director or President.
- 7.2.5 Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, any Assistant Treasurer shall give a bond for the faithful discharge of his or her duties in such sums and with such sureties as the Board of Directors shall determine. Any Assistant Treasurer or Assistant Secretary shall, in general, perform such duties as shall be assigned by the Treasurer or the Secretary or by the President or the Board of Directors.
- 7.3 Election. Election of officers shall be conducted by the Board of Directors from candidates recommended by the Nominating and Governance Committee. Each officer shall hold office for a term of four (4) years, or until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation, or removal.
- 7.4 Vacancies. The Board of Directors shall fill any officer vacancies for any unexpired terms, subject to the limitations on eligibility contained in this Article 7.
- 7.5 Removal. Any officer may be removed by a two-thirds (2/3) vote of the Board of Directors whenever in its judgment the best interests of USA Cheer would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so

removed. Any vacancy due to removal under this Section 7.5 shall be filled pursuant to Section 7.4.

- 7.6 Compensation. Officers shall serve without compensation, although there shall be no prohibition against such an individual receiving compensation for services provided in another capacity. Officers may receive reimbursement for actual expenses incurred in connection with the business of USA Cheer, to the extent such expenses are determined to be reasonable by the Board of Directors.
- 7.7 No Discrimination. Officers shall be elected without regard to race, color, religion, national origin, age, disability, sex, sexual orientation, gender identity, gender expression, or marital status.

ARTICLE 8—EXECUTIVE DIRECTOR

- 8.1 Generally. The Board of Directors shall have the right to employ an Executive Director as the principal administrator of the affairs of USA Cheer. The Executive Director shall be responsible to the Board of Directors for the performance of such managerial and administrative duties as shall be assigned by the President and Board of Directors and as set forth in these Bylaws.
- 8.2 Duties. The Executive Director shall, among his or her other duties, cause an annual proposed budget (with the assistance of the Treasurer, if any, and in conjunction with the Finance & Accounting Committee, if any) for USA Cheer to be prepared, and shall submit such budget to the Board of Directors. Once the budget has been approved by the Board of Directors, the budget may be revised upon action by the Board of Directors. If no Executive Director is employed, the Treasurer (if any) shall be responsible for preparing and submitting a budget (in conjunction with the Finance & Accounting Committee, if any).
- 8.3 Additional Personnel. Subject to the approval of the Board of Directors, the Executive Director shall employ such additional administrative personnel as are necessary to carry out the affairs of USA Cheer.

ARTICLE 9—COMMITTEES

- 9.1 Committees of Directors. In addition to those committees described in these Bylaws, a majority of the Board of Directors then acting may, by affirmative vote, designate and appoint one (1) or more committees, the majority of the members of which shall be directors, which committees, to the extent provided by the Board, shall have and exercise the authority of the Board of Directors in the management of USA Cheer. However, no such committee shall have the authority of the Board of Directors in reference to altering, amending, repealing, replacing, or restating the Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of USA Cheer; altering, amending, repealing, replacing, or restating the Certificate of Formation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of

USA Cheer; authorizing the voluntary winding up and termination of USA Cheer or revoking proceedings therefor; adopting a plan for the distribution of the assets of USA Cheer; or altering, amending, repealing, replacing, or restating any resolution of the Board of Directors which by its terms provides that it shall not be altered, amended, repealed, replaced, or restated by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him or her by law. Committees shall at all times remain subject to the control and supervision of the Board of Directors.

The Executive Director shall determine whether any committee established under this Section 9.1 shall be treated as a Designated Committee, in which event such committee shall, at all times, follow the selection process for Athlete Representatives on Designated Committees set forth in Section 10.1.2.

9.2 Other Committees. In addition to those committees described in these Bylaws, other committees not having and exercising the authority of the Board of Directors in the management of USA Cheer may be designated by the Board of Directors. Except as otherwise provided by the Board of Directors, members of each such committee shall be appointed by the President of USA Cheer. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of USA Cheer shall be served by such removal.

9.3 Sport and Safety Committees. In addition to those committees described in this Article 9, USA Cheer shall have the following Sport and Safety Committees, with charters to be approved by the Executive Director and President: All Star Committee, College Committee, School Committee, STUNT Committee, Youth Committee, and Safety Council.

The Executive Director shall determine whether each committee described in this Section shall be treated as a Designated Committee, in which event such committee shall, at all times, follow the selection process for Athlete Representatives on Designated Committees set forth in Section 10.1.2.

9.4 Nominating and Governance Committee. The Nominating and Governance Committee shall assist the Board of Directors regarding governance matters, including the Bylaws, and in identifying and recommending candidates for the Board of Directors and other roles.

The Nominating and Governance Committee shall consist of three (3) to five (5) members, and its members shall be recommended by the President, approved by the Nominating and Governance Committee, and appointed by the Board of Directors; provided, however, that at all times the Nominating and Governance Committee shall follow the selection process for Athlete Representatives on Designated Committees set forth in Section 10.1.2.

The President shall designate a Chair of the Nominating and Governance Committee. Only the President or Board of Directors may remove members of the Nominating and

Governance Committee. Each member of the committee shall have one (1) vote and the Chair shall only vote in the case of a tie. The Nominating and Governance Committee shall meet at least quarterly and shall hold additional meetings as needed to fulfill its responsibilities.

The Nominating and Governance Committee shall solicit or independently gather recommendations of prospective candidates to fill positions, including for the Board of Directors and officers, as required under these Bylaws and at the direction of the Executive Director, President, or Board of Directors. The Nominating and Governance Committee shall review candidates and make recommendations for consideration and election or appointment, as applicable, and shall prepare information regarding the qualification and identification of candidates.

- 9.5 Ethics Committee. The Board of Directors may establish an Ethics Committee in its discretion. If established by the Board of Directors, the President, with approval of the Board of Directors, has the authority to appoint the members of the Ethics Committee; provided, however, that at all times the Ethics Committee shall follow the selection process for Athlete Representatives on Designated Committees set forth in Section 10.1.2.

The Ethics Committee shall have no less than five (5) members and at least one (1) member shall be a member of the Board of Directors. No more than two (2) members of the Board of Directors shall serve on the Ethics Committee. Ethics Committee selection should be made from individuals from various areas of the Cheer Community who are respected, trusted, and whose names are associated with the highest levels of integrity and moral worth.

The Ethics Committee shall make recommendations to the President or the Board of Directors should it determine any areas of controversy or questionable activity by a member, a group, a federation or an officer, employee, or any other individual or group related to, involved in, or transacting business with USA Cheer. Penalties and sanctions may include, without limitation, reprimands, suspensions, removals, and terminations of members, organizations, or other individuals or groups. Provided however, no procedure initiated by the Ethics Committee shall be in conflict with the Conflict of Interest Policy adopted by the Board of Directors, except to the extent specifically authorized by the Board of Directors.

The Ethics Committee may create and publish a “Code of Conduct,” based upon similar policies, guidelines, and standards associated with international sport. This document shall be reviewed at regular intervals by the Ethics Committee.

- 9.6 Adaptive Committee. The Board of Directors may establish an Adaptive Committee in its discretion. If established, the Adaptive Committee shall study, evaluate, and represent the interests of the disabled populations that wish to have an involvement with Cheer. The Adaptive Committee shall make recommendations and present ideas to the Board of Directors for action to create ways that disabled individuals may participate in Cheer activities, including competition. The Adaptive Committee should also engage, as

appropriate, in communication with the USOPC's Disabled Sports Organization, as well as groups such as Special Olympics or Wheelchair Sports USA.

The Executive Director shall determine whether the Adaptive Committee shall be treated as a Designated Committee, in which event, the Adaptive Committee shall, at all times, follow the selection process for Athlete Representatives on Designated Committees set forth in Section 10.1.2.

- 9.7 Finance & Accounting Committee. The Board of Directors may establish a Finance & Accounting Committee in its discretion. If established, the Finance & Accounting Committee shall oversee the finance and accounting practices of USA Cheer. The Finance & Accounting Committee shall work with the Treasurer (if any), as well as the President and any administrative staff, to review and evaluate the financial status of USA Cheer. The committee shall also assist with and help produce an annual budget, as well as make suggestions and recommendations on managing the budget. The committee may recommend certain accounting practices and oversee the implementation of such recommendations.

At all times, the Finance & Accounting Committee shall follow the selection process for Athlete Representatives on Designated Committees set forth in Section 10.1.2.

- 9.8 Public Relations/Marketing Committee. The Board of Directors may establish a Public Relations/Marketing Committee in its discretion.

- 9.9 Athlete Representative Requirement. Each committee shall at all times meet the Athlete Representative Requirement and shall follow the applicable selection process for Athlete Representatives set forth in Section 10.1 for either a Designated Committee or a committee other than a Designated Committee, as applicable.

- 9.10 Composition; Governance; Rules; Chair. Except as otherwise provided in this Article 9, committees may have the composition, size, governance, and responsibilities as prescribed either in these Bylaws or in the discretion of the Board of Directors. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors. The Board of Directors may modify such rules in its discretion.

Except as otherwise provided in this Article 9, the President shall appoint the Chair of each committee and the Executive Director, President, or Board of Directors may appoint or remove committee members.

- 9.11 Term of Office. Unless otherwise provided in these Bylaws, each member of a committee shall serve a two-year (2-year) term and shall remain in such position until his or her successor is appointed, unless (i) the committee shall be sooner terminated, (ii) such member shall be removed from such committee, or (iii) such member shall cease to qualify as a member thereof.

There shall be no limitation on the number of terms any committee member may serve; provided, however, that an Athlete Representative must meet the Athlete Representative definition at the time of such subsequent election or appointment and the other elements of the Athlete Representative Requirement must be met.

- 9.12 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 9.13 Proxies. A committee member may vote by proxy executed in writing by the committee member. A proxy expires three (3) months after the date of its execution. A proxy is revocable unless otherwise provided by the proxy or made irrevocable by law.
- 9.14 Quorum; Manner of Acting. Unless otherwise provided by the Board of Directors when designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**ARTICLE 10—ATHLETE REPRESENTATIVES; ATHLETES’ ADVISORY COUNCIL;
PARALYMPIC ATHLETES**

- 10.1 Athlete Representative Requirement. Athletes shall represent at least thirty-three and one-third percent (33 1/3%) of the voting power and membership of the Board of Directors, other governing boards (if any), Designated Committees, and all other committees (if any) within the governance and administrative structure of USA Cheer.

10.1.1 Athlete Representatives on Boards.

10.1.1.1 Eligibility. The Athlete Representatives on any governing board (including the Board of Directors and any other governing boards) shall meet the following standards: (i) at least twenty percent (20%) of the total number of directors or other governing board members, as applicable, shall be 10 Year Athletes, (ii) the remaining Athlete Representatives on the governing board (equaling thirteen percent (13%) of the total number of directors or other governing board members, as applicable) shall be either 10 Year or 10 Year+ Athletes, and (iii) at least one-half (1/2) of the Athlete Representatives shall have obtained 10 Year or 10 Year+ Athlete Representative eligibility through competing at an event that, at the time of election/selection, is on a Delegation Event program (or, until such time as USA is recognized by the USOPC as the NGB for Cheer, a Protected Competition program).

10.1.1.2 Selection. The Athlete Representatives on governing boards (including the Board of Directors and any other governing boards) shall be elected by the Athletes serving on the Athletes’ Advisory Council who meet the requirements as 10 Year Athletes. At such

time as USA Cheer is recognized by the USOPC as the NGB for Cheer, the Athletes' Advisory Council and USA Cheer Nominating and Governance Committee shall develop a process to jointly identify and vet candidates to serve as the 10 Year and 10 Year+ Athletes and meet any additional USOPC requirements.

10.1.2 Athlete Representatives on Designated Committees.

10.1.2.1 Eligibility. The Athlete Representatives on Designated Committees shall meet the following standards, as applicable: (i) at least twenty percent (20%) of the total members of the Designated Committee shall be 10 Year Athletes, (ii) the remaining Athlete Representatives shall be either 10 Year or 10 Year+ Athletes, and (iii) in the case of any committee overseeing selection of Athletes, coaches, and/or staff for a Para sport Protected Competition, at least one-half of the Athlete Representatives (10 Year and 10 Year+) shall have obtained 10 Year or 10 Year+ Athlete Representative eligibility through competing in a Para sport event.

10.1.2.2 Selection. The Athlete Representatives on Designated Committees shall be elected by the Athletes' Advisory Council. At such time as USA Cheer is recognized by the USOPC as the NGB for Cheer, the Athletes' Advisory Council and USA Cheer Nominating and Governance Committee shall develop a process to jointly identify and vet candidates to serve as the 10 Year and 10 Year+ Athletes and meet any additional USOPC requirements.

10.1.3 Athlete Representatives on Other Committees.

10.1.3.1 Eligibility. The Athlete Representatives on committees other than Designated Committees shall be Actively Engaged Athlete Representatives.

10.1.3.2 Selection. The Athlete Representatives on committees other than Designated Committees shall be selected by the Athletes' Advisory Council. At such time as USA Cheer is recognized by the USOPC as the NGB for Cheer, the Athletes' Advisory Council and USA Cheer Nominating and Governance Committee shall develop a process to jointly identify and vet candidates to serve as Actively Engaged Athlete Representatives and meet any additional USOPC requirements.

10.1.4 Weighted Vote. If necessary, in the Board of Directors' discretion and to the extent it complies with USOPC requirements (if and as applicable), one (1) or more Athlete Representative(s) on any board, committee, or decision-making body may

have a weighted vote sufficient to fulfill the Athlete Representative Requirement for such board, committee, or decision-making body.

10.1.5 Role of Athlete Representatives. In addition to the duties of any particular role to which he or she is elected, each Athlete Representative shall participate in and represent the Athletes that participate in Cheer. Athlete Representative(s) shall attend meetings, serve on committees, and be familiar with the operation and management of USA Cheer. Athlete Representative(s) shall also create and encourage communication with the Athlete populations in order to properly and accurately speak and represent the Athletes in Cheer. It is preferred that Athlete Representatives also be active in the Athletes' Advisory Council.

10.2 Athletes' Advisory Council.

10.2.1 Generally. Athletes shall be elected to serve on the Athletes' Advisory Council as set forth in this Article 10.

10.2.2 Membership on Athletes' Advisory Council. The Athletes' Advisory Council shall consist of Athletes nominated and elected in accordance with Section 10.2.4, except as otherwise provided therein.

The members of the Athletes' Advisory Council shall be selected with the intention that they represent a broad spectrum of Athletes in Cheer in the United States. The Athletes' Advisory Council shall include, in the determination of the Board of Directors, a proportionate and representative number of Active Paralympic Athletes. At such time as USA Cheer is recognized by the USOPC as the NGB for Cheer, USA Cheer shall begin to restructure the Athletes' Advisory Council to comply with the provisions of the USOPC Bylaws in place at such time with respect to the group of Athletes required.

Athletes who are members of the Athletes' Advisory Council shall remain members of the Athletes' Advisory Council until such time as they die, resign, no longer qualify as Athletes, or are removed by the Board of Directors.

In the event an Athlete Representative is unable to complete the term of a position to which he or she has been duly elected, the Athletes' Advisory Council shall appoint a replacement for the remainder of the un-expired term, and shall comply with any requirements applicable to such position at such time.

10.2.3 Function; Voting. The primary function of the Athletes' Advisory Council is to (i) elect Athlete Representatives to positions in USA Cheer, as set forth in these Bylaws, (ii) collaborate with the USA Cheer Nominating and Governance Committee to develop a process to jointly identify and vet candidates to serve as 10 Year Athletes, 10 Year+ Athletes, and Actively Engaged Athlete Representatives, and (iii) collaborate with the USA Cheer Nominating and Governance Committee to identify and maintain an ongoing record of eligible 10 Year Athletes.

Except as otherwise provided in these Bylaws, the Athletes' Advisory Council shall act by simple majority vote and each Athlete who is a member of the Athletes' Advisory Council shall have one (1) vote.

10.2.4 Nomination and Election of Athletes.

10.2.4.1 Nomination. Except as otherwise provided herein, the Nominating and Governance Committee shall nominate Athletes for positions in USA Cheer, including without limitation the Athletes' Advisory Council and those positions set forth in Section 10.1, but excluding the Athletes elected pursuant to Section 10.1.1.2.

10.2.4.2 Election. Except as otherwise provided herein, the Athletes' Advisory Council shall vote on the nominated Athletes.

10.2.4.3 USOPC Rules. If USA Cheer is recognized by the USOPC as the NGB for Cheer, the nomination and election of Athletes shall be conducted in accordance with the requirements, qualification, and election procedures set forth in the USOPC Bylaws at such time.

10.2.5 Cooperation. USA Cheer shall work with the Athletes' Advisory Council to best manage and facilitate the voting and selection process in order to best serve the Athletes' rights. The President, in his or her discretion, may appoint a liaison or a committee to evaluate and execute this process.

10.3 Paralympic Athlete Committee. A Paralympic Athlete Committee shall be established to prepare, approve, and implement the selection of Athletes for any team competing in a Para sport Protected Competition.

ARTICLE 11—ICU MEMBERSHIP, SANCTIONING, AND ELIGIBILITY

11.1 USA Cheer shall carry out the responsibilities of the ICU membership, as they may be defined from time to time by the ICU governing bodies. International Amateur Athletic Competition in Cheer shall be conducted in accordance with the terms of Article VII, Section 2 of the USOPC Constitution, if and as applicable. USA Cheer shall not be a member of more than one (1) international sports federation which is recognized by the IOC or the IPC.

11.2 Equal Opportunity. USA Cheer shall provide an equal opportunity to Athletes, coaches, trainers (including, without limitation, athletic trainers and non-medical personnel), managers, administrators, and officials to participate in Amateur Athletic Competition without discrimination on the basis of race, color, religion, national origin, age, disability, sex, sexual orientation, gender identity, gender expression, or marital status.

11.2.1 Before declaring any Athlete, coach, trainer, manager, administrator, or official ineligible to participate in any Amateur Athletic Competition, USA Cheer shall

provide the affected individual with written notice of the alleged grounds of ineligibility and of the individual's right to a hearing on the matter.

- 11.3 No More Restrictive. USA Cheer shall not adopt eligibility criteria relating to amateur status or participation in the Olympic, Pan American, Paralympic, or Parapan American Games that are more restrictive than those of the ICU, the IOC, or the IPC.

ARTICLE 12—INTERNAL GRIEVANCE PROCEDURE

- 12.1 Filing of Grievance. Any member of USA Cheer may file a written grievance with the President or Executive Director (if any) pertaining to any matter within the cognizance of USA Cheer and alleging a violation of any provision of these Bylaws, the Amateur Sports Act, the USOPC Constitution (as applicable), or the USOPC Bylaws (as applicable). Provided, however, that no grievance shall be filed with USA Cheer that addresses a violation which is alleged to have occurred at and is related to an event which USA Cheer sanctions, but which is administered and/or coordinated by another organization. If the Board of Directors determines that a grievance filed with USA Cheer should be handled by another organization, the Board of Directors shall forward the grievance to the appropriate organization and provide notice of the same to the member that filed the grievance.

12.1.1 Any grievance shall be signed and allege with particularity the nature of the grievance and each claimed violation of the aforementioned documents by reference to specific sections thereof, stating in concise language how, when, and where the alleged violation occurred.

- 12.2 Treatment of Grievance. Upon receipt of a grievance, the Executive Director (if any) shall refer it to the President and the Board of Directors. If the President determines that the grievance can be resolved informally (and the Board of Directors does not direct the President otherwise), he or she shall make an effort to resolve the grievance himself or herself. If the President cannot resolve the grievance informally or if the President has a conflict of interest in reviewing or addressing the grievance, he or she shall refer it to the Board of Directors.

If the grievance is referred to the Board of Directors or, in the event that the member filing a grievance is not satisfied with the resolution of the matter reached by informal methods by the President, the member shall be entitled to be heard before the Board of Directors at its next scheduled meeting. Procedures for hearing of the grievance shall be the same as are set forth in Section 12.3. The Board of Directors' determination of the matter shall be final, except as provided in the arbitration provisions of Article 13.

- 12.3 Procedures for Hearing. Unless the President determines that a hearing before the Board of Directors would result in unnecessary delay, the hearing shall be held before the Board of Directors at its next scheduled meeting. The affected individual shall be notified of the time and place of the hearing, his or her right to appear personally and/or through an attorney, and his or her right to present evidence and argument relating to his or her eligibility. USA

Cheer shall also have the right to present evidence and argument at the hearing, either through the Executive Director (or if none, the President) or his or her designee. The hearing shall be informal, with all parties being given reasonable opportunity to examine the pertinent evidence and to exchange views. At the request and expense of the affected individual, a transcript of the proceedings may be taken by a certified court reporter. Otherwise, the Secretary shall keep minutes of the hearing. Following the close of the hearing, the Board of Directors shall render its written decision, citing the principal grounds therefore, and a copy thereof shall be provided to the affected individual. There shall be no right of an appeal within USA Cheer from a decision of the Board of Directors (except as provided in the arbitration provisions in Article 13).

If the President determines that a hearing before the Board of Directors would result in unnecessary delay, he or she shall promptly appoint, from among the Board of Directors, one (1) or more disinterested hearing officer(s) to conduct the initial eligibility hearing, and the same procedures set forth in this Section 12.3 shall apply to a hearing before the hearing officer(s), except that he or she, rather than the Secretary, shall keep the minutes of the hearing. If the decision of the hearing officer(s) is adverse to the affected individual, he or she shall have the right to appeal to the Board of Directors at its next scheduled meeting. Such an appeal shall consist of a de novo proceeding as provided above in this Section 12.3, except that the transcript or minutes of the hearing before the hearing officer(s) shall automatically be included in the evidence before the Board of Directors.

ARTICLE 13—BINDING ARBITRATION

USA Cheer shall, subject to exhaustion of any internal remedies set forth in these Bylaws, submit to binding arbitration conducted in accordance with the Commercial Rules of the American Arbitration Association if required by the USOPC Bylaws and the Amateur Sports Act.

ARTICLE 14—CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

14.1 Powers. No director, officer, employee, or agent of USA Cheer (other than the President and Executive Director, as set forth below in this Section 14.1) shall have the power to incur any indebtedness on behalf of USA Cheer in excess of Five Hundred Dollars (\$500.00) without advance authorization to do so by the Board of Directors.

The President shall have the power to incur indebtedness on behalf of USA Cheer in excess of Five Hundred Dollars (\$500.00) for any one (1) transaction, but shall not have the power to incur indebtedness on behalf of USA Cheer in excess of Fifty Thousand Dollars (\$50,000.00) for any one (1) transaction or series of related transactions without advance authorization to do so by the Board of Directors.

The Executive Director shall have the power to incur indebtedness on behalf of USA Cheer in excess of Five Hundred Dollars (\$500.00) for any one (1) transaction, but shall not have the power to incur indebtedness on behalf of USA Cheer in excess of Five Thousand Dollars (\$5,000.00) for any one (1) transaction or series of related transactions without advance authorization to do so by the Board of Directors.

Directors, officers, employees, and agents of USA Cheer shall comply with any additional policy(ies) adopted by USA Cheer regarding expenditures and/or approval and execution of contracts or agreements, if any, then in effect.

- 14.2 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of USA Cheer, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of USA Cheer. Such authority may be general or confined to specific instances, and it may be set forth in one or more additional policies. In the absence of such determination by the Board of Directors, any such instruments approved by the Board of Directors, as contemplated by USA Cheer's budget process or otherwise, may be signed by the Executive Director or President and any instrument with financial obligations over \$50,000 shall require the signature of both the President and the Executive Director.

Provided, however, that any such instrument may only be signed as set forth in this Section 14.2 to the extent the expenditure has been approved by the Board of Directors, as contemplated by USA Cheer's budget process or otherwise.

- 14.3 Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of USA Cheer shall be signed by such officer or officers, agent or agents of USA Cheer and in such manner as shall from time to time be determined by the Board of Directors. Such authority may be general or confined to specific instances, and it may be set forth in one or more additional policies. In the absence of such determination by the Board of Directors, an instrument may be signed by the President or the Executive Director so long as it does not exceed \$5,000; any instruments exceeding \$5,000 shall require signatures from any two (2) of the following: the President, the Executive Director, or the Assistant Treasurer.

Provided, however, that any such instrument may only be signed as set forth in this Section 14.3 to the extent the expenditure has been approved by the Board of Directors, as contemplated by USA Cheer's budget process or otherwise.

The Executive Director (or, if none, the President) and Treasurer shall each conduct a monthly audit of all bank records.

- 14.4 Deposits. All funds of USA Cheer shall be deposited from time to time to the credit of USA Cheer in such banks, trust companies, or other depositories as the Board of Directors may select or authorize to be selected.
- 14.5 Gifts. The Board of Directors may accept on behalf of USA Cheer any contribution, gift, bequest, or devise for the general purposes or for any special purpose of USA Cheer.

ARTICLE 15—INDEMNIFICATION

- 15.1 Extent of Indemnification and Advancement of Expenses. Except as provided below in Section 15.2, USA Cheer shall indemnify and advance expenses to any person who (i) is

or was a director or officer of USA Cheer or (ii) while serving as a governing person, is or was serving at the request of USA Cheer as a representative of another enterprise, another organization, or an employee benefit plan, to the fullest extent that a corporation may or is required to grant indemnification to a director under the TBOC; notwithstanding the foregoing, however, USA Cheer may indemnify and advance expenses to an officer, employee, or agent, or any person who is identified in Section 15.1(ii) and who is not a director, to such extent, consistent with law, as may be provided by USA Cheer's Certificate of Formation, these Bylaws, general or specific action of the Board of Directors, by contract, or as otherwise permitted or required by common law.

- 15.2 Limitation on Extent of Indemnification in Derivative Suits. In case of a suit by or in the right of USA Cheer against a person named in Section 15.1(i) or (ii) by right of his or her holding a position named in Section 15.1(i) or (ii), USA Cheer shall only indemnify such person for reasonable expenses (including attorneys' fees, but excluding amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of the suit.
- 15.3 Indemnification of Other Persons. This Article 15 shall not limit the right of USA Cheer to the extent and in the manner authorized or permitted by law to indemnify and to advance expenses to persons other than persons identified in Section 15.1(i) and (ii). Without limiting the foregoing, USA Cheer may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and the advancement of expenses to any person who is or was an employee or agent of USA Cheer to the same extent that it may indemnify and advance expenses to persons identified in Section 15.1(i) and (ii) and to any such further extent as may be authorized or permitted by law.
- 15.4 Non-Exclusive. The indemnification provided by this Article 15 shall not be exclusive of any other rights to which a person may be entitled by law, these Bylaws, agreement of disinterested directors, or otherwise.
- 15.5 Continuation. Any right of indemnification or advance payment as provided by this Article 15 shall continue as to a person who has ceased to hold a position named in Section 15.1 or Section 15.3, as applicable, and such right shall inure to his or her heirs, executors, and administrators.
- 15.6 Insurance. USA Cheer may purchase and maintain insurance or make other arrangements, at its expense, to protect itself and any such person as specified in Section 15.1 and Section 15.3, against any such expense, liability, or loss, to the extent permitted by the TBOC and without regard to whether or not USA Cheer would have the power to indemnify such person against such expense, liability, or loss under the TBOC.
- 15.7 Reports. Indemnification payments, advance payments, and insurance payments made under this Article 15 shall be reported in writing to the Board of Directors with the next notice of annual meeting, or within six (6) months, whichever is sooner.

ARTICLE 16—MISCELLANEOUS PROVISIONS

- 16.1 Communication Procedures. USA Cheer shall use all the means available to it in order to best communicate and disseminate information among the Board of Directors. With prior consent and approval of the Board of Directors, electronic mail and other electronic communication may be normal and considered an acceptable method and manner to deliver information to the Board of Directors.
- 16.2 Affiliation. USA Cheer reserves the right to create relationships with and may affiliate with other organizations that are determined to be beneficial and in the best interests of USA Cheer, its Athletes, and programs. At the same time, USA Cheer also reserves the right to oppose and not accept any associations and affiliations that the Board of Directors determines to be detrimental, debilitating, or to have a negative influence on Cheer, its Athletes, or programs.
- 16.3 Books and Records. USA Cheer shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.
- 16.4 Fiscal Year. The fiscal year of USA Cheer shall begin on the first day of January and end on the last day in December in each year.
- 16.5 Notice. Any notice required under these Bylaws shall be given by written notice which may be delivered personally or sent by mail, email, or facsimile to the applicable director or committee member at his or her address as shown by the records of USA Cheer. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by email or facsimile, notice shall be deemed to be delivered upon confirmation of receipt. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.
- 16.6 Waiver of Notice. Whenever any notice is required to be given under the provisions of the TBOC or under the provisions of the Certificate of Formation or the Bylaws of USA Cheer, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. All such written waivers shall be filed with the minutes of such meeting. The attendance of a director or committee member at any meeting shall constitute a waiver of notice of such meeting, except where a director or committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 16.7 Meetings by Telephone and Other Means. Any meeting described in these Bylaws may be held by means of a remote electronic communications system, including but not limited to conference telephone, videoconference, or internet, so long as the system provides access to the meeting in a manner or using a method by which each person participating in the

meeting can communicate concurrently with each other participant. Such participation shall constitute presence in person at the meeting for purposes of a quorum and voting. If voting is to take place at a meeting held by means of a remote electronic communications system, USA Cheer shall implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified, and keep a record of any vote or other action taken.

16.8 Informal Action.

16.8.1 Unanimous Consent. Any action required by law to be taken at a meeting of directors or committee members, or any action which may be taken at a meeting of directors or committee members, may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors or committee members, as applicable.

16.8.2 Less Than Unanimous Consent. Any action required by law to be taken at a meeting of directors or committee members, or any action which may be taken at a meeting of directors or committee members, may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by a sufficient number of individuals as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action without a meeting by less than unanimous written consent of the individuals entitled to vote on the action shall be given to those individuals who did not consent in writing to the action.

16.8.3 Execution and Transmission. A consent permitted in this Section 16.8 may be executed and transmitted in the form of: (i) an original signed writing or a reliable reproduction thereof, including but not limited to a photocopy, scan, or facsimile; or (ii) an electronic transmission, provided that the transmission contains or is accompanied by information from which it can be determined that it was transmitted by or on behalf of the relevant individual, and such individual's approval of the matter at issue is clearly stated.

16.9 Electronic Signatures. Any consent or action required to be taken in writing by these Bylaws or otherwise may be executed by electronic signature. Acceptable forms of electronic signature include but are not limited to: (i) a scanned or photographic image of a written signature, and (ii) a typed name adopted by the signatory with the intent to sign the writing. USA Cheer may adopt other methods for capturing electronic signatures, such as software applications designed for that purpose. Where a signature is transmitted by electronic means, it should include or be accompanied by information from which it can be determined that the electronic transmission was sent by or on behalf of the relevant individual.

ARTICLE 17—ADOPTION AND AMENDMENT OF BYLAWS

These Bylaws may only be altered, amended, repealed, replaced, or restated by the affirmative vote of two-thirds (2/3^{rds}) of the directors present at any regular meeting or at any special meeting of the Board of Directors of USA Cheer, if at least seven (7) days' written notice is given of such intention to alter, amend, repeal, replace, or restate these Bylaws at such meeting. The Board of Directors may amend any other operating procedures of USA Cheer, to the extent not inconsistent with the terms herein.

The undersigned, as Secretary of USA Cheer, does hereby certify that the foregoing are the Bylaws of USA Cheer as approved and adopted at a meeting of the Board of Directors held on the 30th day of March, 2022.

Christa G Sanford, Secretary

CHRISTA SANFORD, Secretary