

BY-LAWS

OF THE

UNITED STATES COLLEGIATE ARCHERY ASSOCIATION
CORPORATION

Adopted by the USCAA Board of Directors - 14 May, 2010

Article 1. ORGANIZATION

Name

The name of the organization is the United States Collegiate Archery Association (USCAA) Corporation. The USCAA Corporation is referred to herein as the "Association" and will also do business as (DBA) United States Collegiate Archery and USCA.

Internal Revenue Code Section 501(c)(3) Purposes

This association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Specific Purposes

The United States Collegiate Archery Association Corporation is the national governing body for collegiate archery in the United States. The purpose of the Association is to foster national and international collegiate archery competition. In support of this overarching purpose, the Association is responsible for:

- A. Sanctioning and conducting national, regional, and local archery competitions and championships.
- B. Selecting, supporting, and managing teams and staff for international collegiate archery competitions including the World University Archery Championships and the World University Games.
- C. Creating and maintaining the resources and infrastructure that are necessary to support the growth of collegiate archery in the United States of America.
- D. Promoting the growth and development of instructional and competitive archery programs in the institutions of higher learning in the United States of America.
- E. Providing leadership experiences for student-athletes.
- F. Establishing and enforcing rules, regulations, and procedures concerning eligibility to compete in order to ensure fair competition.

General

- A. The Vision of the Association is to establish college archery as an integral part of the campus experience in colleges and universities in the United States of America.
- B. The Association's membership and representation is organized regionally: North, South, East, and West. Each region consists of the USCAA Clubs that are located within the associated states. The state-to-region assignments are listed in the following table.

North Region	South Region	East Region	West Region
Illinois	Alabama	Connecticut	Alaska
Indiana	Arkansas	Delaware	Arizona
Iowa	Florida	Maine	California
Kansas	Georgia	Maryland	Colorado
Michigan	Kentucky	Massachusetts	Hawaii
Minnesota	Louisiana	New Hampshire	Idaho
Missouri	Mississippi	New Jersey	Montana
Nebraska	North Carolina	New York	Nevada
North Dakota	Oklahoma	Pennsylvania	New Mexico
Ohio	South Carolina	Rhode Island	Oregon
South Dakota	Tennessee	Vermont	Utah
Wisconsin	Texas	Virginia	Washington
		West Virginia	Wyoming

Dominion

The Association shall have full and sole dominion and authority over the use of any and all specially designed or created logos, names, awards, titles, and other items that are created and approved for official use.

Governance

The Association shall be governed by these By-laws and the Association’s Rules and Procedures. These By-laws and the Association’s Rules and Procedures are adopted and changed by a two-thirds vote of the full Board of Directors. Where there is a conflict between these By-laws and the Association’s Rules and Procedures, these By-laws take precedence.

Offices

- A. The Association may have offices at various places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.
- B. The Association’s public records including these By-laws and the minutes of meetings of the Board of Directors are available by download from the website located on the Internet at “uscollegiatearchery.org”

Article 2. MEMBERSHIP

Classes

The Association shall have one class of voting membership (Club Members) and two classes of non-voting classes of memberships (Athlete Members and Coach Members), as further set forth below.

Club Members

- A. **Rights and Privileges.** The Club Membership shall be the formal membership of the Association; Club Members, through their designated Representatives, shall have the right to vote in elections and to vote at the General Assembly. Club Members of the Association shall be referred to herein as USCAA Clubs.
- B. **Qualifications.** Club Members shall meet the following requirements to maintain their membership.
 - a. The USCAA Clubs shall be associated with an Institution of Higher Learning (IHL) that is an accredited college or university as recognized by the United States Department of Education and has been designated with a Federal School Code number. There shall be a one-to-one relationship between USCAA Clubs and IHL campuses. In cases where a USCAA Club applies for Club Membership with the Association and an existing USCAA Club is currently associated with the IHL, the existing USCAA Club shall maintain its membership and the second Club shall be refused membership.
 - b. Each USCAA Club shall be a student club or varsity team of their IHL. Exemptions to this rule may be granted at the discretion of the Executive Director or their designee. In the case of a conflict of interest between the Executive Director and the USCAA Club in question, the Board of Directors has the authority to grant the exception. In the event that an exception is denied, the USCAA Club may appeal to the Board of Directors as set forth in the USCAA Rules and Procedures Ethics Guide.
 - c. The Club shall pay annual Club Membership fees on or prior to the due date.
 - d. The Club shall submit forms and documentation as required. Association admission standards shall be set by the Board of Directors and shall remain in effect until they are renewed, amended or revised.
 - e. The Club shall be comprised of one or more active Athlete Members.
- C. **Obligations.** The Club Member shall allow any full-time student who meets the Club's membership requirements to join the Club. The intent of this bylaw is to ensure that full-time student athletes are given the opportunity to participate in college archery. This bylaw doesn't affect any other type of member (part-time student, for example) that each USCAA Club allows to participate at the club level.

Athlete Members

- A. **Rights and Privileges.** Athlete Members shall have the rights and privileges within the Association to:

- a. Compete at Association sanctioned events where they meet the eligibility requirements as defined in the Association's Rules and Procedures.
 - b. Be a candidate for and serve, if elected, as Men's or Women's Athlete Director on the Association's Board of Directors
 - c. Serve in the capacity of USCAA Club Representative (as designated by their USCAA Club)
 - d. Compete for athlete positions on teams that represent the Association and USA at international events and championships and, if selected, compete at international events and championships.
 - e. Earn honors and titles of the Association through achievement.
- B. **Qualifications.** Athlete Members shall be recognized as full-time students by their IHL and shall be pursuing a degree at their IHL. Athlete Members shall be eligible to compete for a maximum of five years. The Athlete Member shall select the years to use their eligibility; the eligible years are not required to be continuous. Athlete Members shall be members of a USCAA Club.
- C. **Voting.** Athlete Members shall not have the right to vote at the national level of the Association. Athlete Members' USCAA Club Representative exercises the right to vote as outlined in Section 2.02 A.
- D. **Obligations.** The Athlete Members shall be required to:
- a. Ensure that they meet the eligibility requirements for all Association sanctioned competitions that they participate in.
 - b. Abide by the Association's Code of Ethics, these By-laws, and the Association's Rules and Procedures

Coach Members

- A. **Rights and Privileges.** Coach Members shall have the rights and privileges within the Association to:
- a. Actively support their USCAA Club at events that are sanctioned by the Association where they meet the eligibility requirements as defined in the Association's Rules and Procedures.
 - b. May run for and serve as a Regional Director on the Board of Directors
 - c. May serve in the capacity of USCAA Club Representative (as designated by their USCAA Club)
 - d. May serve in various capacities for their USCAA Club (as designated by their USCAA Club)
 - e. May apply for and, if selected, serve on the team staff of international teams.
- B. **Qualifications.** Coach Members shall be actively affiliated with a current USCAA Club as a Coach and designated as such by the USCAA Club.

- C. **Voting.** Coach Members shall not have the right to vote at the national level of the Association. Coach Members' USCAA Club Representative exercises the right to vote as outlined in Section 2.02 A.
- D. **Obligations.** The Coach Members are required to abide by the Association's Code of Ethics, these By-laws, and the Association's Rules and Procedures.

Termination of Membership

- A. The Board of Directors, by an affirmative vote of two-thirds of all of the members of the Board, may suspend or expel an Athlete, Coach, or Club Member. This may be done with cause for any of the following reasons: failure to abide by the Association's By-laws or Rules and Procedures, ethical violations, and failure to pay membership dues. The process for suspending or expelling a USCAA member shall be set forth in the USCAA Rules and Procedures Ethics Guide. This is the most stringent requirement for a Board action and is intended to protect the Member.
- B. All individual Athlete or Coach Members that are affected by a termination action lose their standing with the Association and are removed from board positions that are held at the time of the termination. The USCAA Members shall have the right to reapply for full Membership rights and responsibilities. The reapplication process is defined in the USCAA Rules and Procedures Ethics Guide.

Resignation

- A. Any member shall resign by filing a notice with the Executive Director. However, such resignation shall not relieve the member of the obligation to pay any dues or other charges theretofore accrued and unpaid. The resignation shall not obligate the Association to refund or partially refund membership dues.
- B. All individual Athlete and Coach Members that are affected by a resignation shall lose their standing with the Association and shall be removed from board positions that are held at the time of the resignation.

Dues

Dues and due dates shall be established by the Board of Directors.

Meetings

The Annual Meeting of the Association shall be held at the US Inter-Collegiate Archery Championships (USIAC) every year. It shall be conducted as a General Assembly of the Board of Directors, Executive Director and Representative Council of the Association. The purpose of the Annual Meeting is to hold election for the Athlete and Region Directors and the appointment of the At-Large Director, as needed, and to distribute a financial report of the Association. The order of business follows:

- A. Call the Meeting to order
- B. Reports
 - a. State of the Association

- b. Report of Current Year Operations
- c. Financial Report
- C. Status of Elections
- D. Adjournment

Article 3. Board of Directors

Authority

The Association shall be governed by a Board of Directors (also known as “the Board”). The Board shall establish policies and directives governing business and programs of the Association by a majority vote of a quorum of its members, unless otherwise indicated in these By-laws. The Board shall delegate to the Executive Director, subject to the provisions of these By-laws, authority and responsibility to see that the policies and directives are followed.

Number and Term

The Association shall be governed by a Board of Directors. The Board of Directors shall be comprised of seven individuals. Four of the Directors shall represent the regions of the Association.

- North Region Director
- South Region Director
- East Region Director
- West Region Director

Two of the Directors shall represent the student-athlete members of the Association.

- Men’s Athlete Director
- Women’s Athlete Director

And one of the Directors shall be appointed by the Board:

- At-Large Director

There shall be no restrictions on the number of terms for the Directors.

A brief description of each position and the associated responsibilities, term, and election cycle is contained in the following paragraphs.

- A. **North Region Director.** The North Region Director shall be a voting member of the Board and shall be the Administrator, along with the Regional Athlete Representatives for matters outlined by the USCAA Board of Directors relating to the specific geographic area that encompasses the states listed in Section 1.04. The North Region Director shall be a Member Coach and not an Athlete Member of a USCAA Club from within the jurisdiction of the North Region. In addition, the North Region Director shall perform such other duties as may be delegated by the Board of Directors. The North Region Director shall be elected in odd numbered years.

- B. **South Region Director.** The South Region Director shall be a voting member of the Board and shall be the Administrator, along with the Regional Athlete Representatives for matters outlined by the USCAA Board of Directors relating to the specific geographic area that encompasses the states listed in Section 1.04. The South Region Director shall be a Member Coach and not an Athlete Member of a USCAA Club from within the jurisdiction of the South Region. In addition, the South Region Director shall perform such other duties as may be delegated by the Board of Directors. The South Region Director shall be elected in odd numbered years.
- C. **East Region Director.** The East Region Director shall be a voting member of the Board and shall be the Administrator, along with the Regional Athlete Representatives for matters outlined by the USCAA Board of Directors relating to the specific geographic area that encompasses the states listed in Section 1.04. The East Region Director shall be a Member Coach and not an Athlete Member of a USCAA Club from within the jurisdiction of the East Region. In addition, the East Region Director shall perform such other duties as may be delegated by the Board of Directors. The East Region Director shall be elected in even numbered years.
- D. **West Region Director.** The West Region Director shall be a voting member of the Board and shall be the Administrator, along with the Regional Athlete Representatives for matters outlined by the USCAA Board of Directors relating to the specific geographic area that encompasses the states listed in Section 1.04. The West Region Director shall be a Member Coach and not an Athlete Member of a USCAA Club from within the jurisdiction of the West Region. In addition, the West Region Director shall perform such other duties as may be delegated by the Board of Directors. The West Region Director shall be elected in even numbered years.
- E. **Men's and Women's Athlete Directors.** The Men's and Women's Athlete Directors shall be voting members of the Board. Together they shall be responsible for representing the Athlete's interests to the Board of Directors. The Men's and Women's Athlete Directors shall perform such other duties as may be delegated by the Board of Directors. The Men's and Women's Athlete Directors shall have a term of office of one year. To be eligible for election as the Men's Athlete Director an individual shall be a current Athlete Member of the Association and shall meet the eligibility requirements for men's competition at Association sanctioned events. To be eligible for election as the Women's Athlete Director an individual shall be a current Athlete Member of the Association and shall meet the eligibility requirements for women's competition at Association sanctioned events. The Men's and Women's Athlete Director shall remain in their seat if they graduate or if their competition eligibility is not maintained.
- F. **At-Large Director.** The At-Large Director shall be a voting member of the Board and shall be appointed by a majority vote of the full Board of Directors. It is intended that this position be filled by an individual with significant service to the Association in order to help maintain continuity with operations and tradition, but it is not a requirement of the position. In addition, the At-Large Director shall perform such other duties as may be delegated to him by the Board of Directors. The At-Large Director shall be appointed in odd numbered years.

Chairman of the Board.

- A. **Duties.** The Chairman of the Board (also known as "the Chairman") shall lead the Board of Directors and preside over meetings of the Board and General Assembly.

- B. **Election and Term.** The Chairman of the Board shall be elected by a majority vote of the full Board of Directors and shall serve for one year.
- C. **Removal.** The Chairman shall be removed by a minimum of majority vote of the full Board of Directors.

Meetings

- A. **Quorum.** Unless otherwise stipulated herein, the presence of a minimum of two-thirds (2/3) of the Directors shall constitute a quorum. An official meeting of the Board shall not take place without a quorum. As an example, for a Board with seven Directors a quorum is five or more Directors; for a Board with six Directors a quorum is four or more Directors.
- B. **Adoption of a Motion / Determining an Election.** When a quorum is present, a majority vote, that is a majority of the Directors present, shall be sufficient for the adoption of any motion, except where stated otherwise in these By-laws. A majority vote is defined as greater than 50%. A plurality shall never adopt a motion nor elect anyone to office, unless by virtue of a special rule previously adopted. On a tie vote the motion shall be lost. In case of an appeal, though the question is, "Shall the decision of the Board stand?" a tie vote, shall sustain the previous decision. More stringent requirements for adopting actions are required at times as set forth in these bylaws. An action may require a majority vote of the full Board of Directors. This shall indicate that in order for the action to be adopted more than 50% of the Board must vote to adopt it. The quorum rule shall still apply; 2/3 of the Board shall be present at the meeting. As an example, for a Board with seven Directors at least five Directors must sit at the meeting and to adopt the action in question at least four of the Directors must approve. An action may also require a 2/3 vote of the full Board of Directors. This shall indicate that in order for the action to be adopted, more than 2/3 of the Board must vote to adopt it. The quorum rule shall still apply. Two-thirds of the Board shall be present at the meeting. As an example, for a Board with seven Directors, at least five Directors must sit at the meeting and to adopt the action in question, at least five of the Directors must approve.
- C. **Notice.** Meetings shall be called by the Chairman or at the request of any two Directors by notice emailed, mailed, or telephoned to each member of the Board not less than forty-eight hours before such meeting.
- D. **Director meeting via telephone conference.** Members of the Board shall be allowed to participate in a meeting through the use of a conference telephone or similar communications equipment by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting..
- E. **Minutes.** At meetings of the Board, business shall be transacted in such order as the Board may determine from time to time. The Executive Director shall be responsible for preparing minutes of the Board meetings which are to be placed in the minute books of the Association. Minutes of Executive Sessions (private, closed meetings of the Board) shall not be distributed outside of the Board and Executive Director's designated staff.

Miscellaneous

- A. Action by Consent.** Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, shall be taken by email if this method is agreed to unanimously by the Board. The action shall pass with a majority of the full Board, unless these By-laws define a more stringent voting requirement for such action. Such consent and vote on the action shall be placed in the minute book of the Association and shall have the same force and effect as any action of the Board taken at an actual meeting.
- B. Compensation.** The Directors of the Board shall receive no compensation other than reasonable expenses. However, nothing in these By-laws shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation for services rendered. A potential conflict of interest exists in the case where a Board Member serves the Association for compensation. In order for a Board Member to serve in another position for compensation, they shall first pass a rigorous ethics review by the Justice Board and shall be excused from voting on any actions of the Board that are associated with said position.
- C. Resignations.** Each Director shall have the right to resign at any time upon written notice to the Chairman or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt, and the acceptance of such resignation shall not be necessary to make it effective.
- D. Vacancies.** If the remainder of the vacating director's term is less than six months, the Board of Directors shall appoint the replacement; otherwise the Executive Director shall conduct a special election in the region (or nationally in the case of the Athlete Directors) to determine the replacement. A Director that fills a vacancy through appointment or special election shall serve the unexpired term of his or her predecessor in office and shall meet the qualifications of the vacant position.
- E. Removal and Suspension.** A Director may be removed or suspended, at any duly constituted meeting of the Board, by the affirmative vote of two-thirds (2/3) of the full Board of Directors. The process for suspending or expelling a USCAA Director shall be set forth in the USCAA Rules and Procedures Ethics Guide. This is the most stringent requirement for a Board action and is intended to protect the Director.
- F. Proxy.** Voting by proxy is not permitted.

Article 4. Operations

Authority.

The Executive Director has the authority and responsibility to execute the plans of the Board of Directors and to manage the day-to-day activities of the Association.

Executive Director

- A. Election and Term.** The Executive Director shall be appointed by a majority vote of the full Board of Directors.

- B. Duties.** The Executive Director or their designee has the responsibility to manage the operational activities of the Association. The Executive Director shall report annually on the operational activities and financial status of the Association.
- C. Removal.** The Executive Director may be removed by the affirmative vote of the majority of the Board of Directors then in office whenever in its judgment the best interests of the Association will be served thereby, but such removal shall not affect any contract rights of the Executive Director.
- D. Resignation.** The Executive Director may resign by filing a written notice with the Chairman. However, such resignation shall not relieve the Executive Director of any contractual obligations to the Association.

Article 5. ELECTIONS

Club Representatives

- A. Each USCAA Club shall elect a Representative to the Representative Council.
- B. Each USCAA Club shall have one Representative and that Representative shall have one vote in USCA elections.
- C. The USCAA Clubs shall be responsible for providing the Executive Director with the contact information for their Representative. This information includes the name, email address and physical address, and phone number of the Representative by 1 April of each year and when the USCAA Club changes its Representative.
- D. Each Representative shall be a member in good standing with their USCAA Club, the USCAA Club must be in good standing with the Association, and the USCAA Club must have registered their Representative with the Executive Director in order for the Representative to take his seat in the Representative Council and in order to cast a vote.
- E. Elections for Representatives shall be held by the USCAA Clubs by 1 April each year. Regional Directors

Section 5.02 Regional Directors

- A. Each Region shall elect a Director to the Board of Directors.
- B. The Regional Directors shall be elected in the year specified in Article 3. The exact day and month of the election shall be determined annually by the USCA.
- C. Coach Members may apply to be a Candidate for the Regional Director position of the region that contains their club by submitting an application that includes a brief biographical and campaign statement, photograph, and conflict of interest disclosure statement to the Executive Director of the USCA. Applicants for the Regional Director positions shall become Candidates for these positions only if they submit to and pass a financial and criminal background check and a conflict of interest review. All Club Members in good standing shall be provided with the opportunity to vote through their registered Club Representative in the election for the Regional Director of the region containing said club. All Club Representatives must be registered on the Archer Management System by midnight, 31 March. If no Club Representative is registered, the club will not be able to vote.
- D. The Candidate of a Regional Director election that receives a plurality of the votes cast is the elected Regional Director.
- E. In the case of a tie for any one position, a run-off shall be held, consisting of only those Candidates who shall be tied for the position.
- F. Newly elected Regional Directors are seated on the Board of Directors on announcement of the election results.

Section 5.03 Athlete Directors

- A. The Athlete Directors are elected each year.
- B. Each region must submit the names and a brief biographical and campaign statement, photograph, and conflict of interest disclosure statement to the Executive Director of the USCA of its Men's and Women's Athlete Regional Representatives prior to the Annual Meeting of the Association in the time and manner outlined by USCAA. These Athlete Regional Representatives will be the Candidates for the Athlete Director position after submitting to and passing a financial and criminal background check and a conflict of interest review. All Club Members in good standing shall be provided the opportunity to vote through their Club Representative in the election for the Athlete Directors.
- C. The Candidate of a Men's or Women's Athlete Director Election that receives a plurality of the votes cast is the elected Men's or Women's Athlete Director.
- D. In the case of a tie for any one position, a run-off shall be held, consisting of only those Candidates who shall be tied for the position.
- E. Newly elected Men's and Women's Athlete Directors are seated on the Board of Directors on announcement of the election results.

Section 5.04 Other

The Chairman of the Board, Executive Director, and At-Large Director are appointed by the Board of Directors, see Article 3.

Section 5.05 Term Limits

There are no limits to the number of terms an individual may be elected to a position within the Association.

Section 5.06 Election Management

The Executive Director is responsible for managing the elections of the Association. The activities associated with managing the election include: preparing ballots, distributing and collecting ballots, and tallying and announcing results. Proxy votes are not permitted.

Section 5.07 Early Voting

The USCAA Club Representatives may cast their votes in elections as outlined annually by the USCAA.

Article 6. Justice Board

Purpose.

The purpose of the Justice Board is to make recommendations to the Board of Directors regarding complaints that stem from violations of these By-laws, the Association's Rules and Procedures, and the

Code of Ethics. The Board of Directors shall have the authority to review and take action on a complaint whether or not it has been reviewed by the Justice Board.

Members:

- A. Number and Term. The Justice Board shall be comprised of five members; a member from each region and the chair, who may be from any region; the members serve for one year.
- B. Appointment. Chair of the Justice Board is appointed by the Chairman of the Board. The remaining members are selected and approved by the Board. The members are appointed each year.
- C. Qualification. The members may be either Athlete or Coach Members of the Association.

General.

- A. The activity of the Justice Board is described in the Association's Rules and Procedures Ethics Guide.
- B. Service on the Justice Board does not prohibit a member from serving on the Board of Directors.
- C. The Justice Board shall make recommendations to the Board of Directors on ethical issues and does not have the authority for enforcement, except as noted in Section 8.03. The Board of Directors shall have the authority and responsibility to take action on ethical issues, except as noted in Section 8.03 .

Article 7. IRC 501(c)(3) Tax Exemption Provisions

Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any Activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Distribution of Assets

Upon the necessity for the dissolution of the Association, the Board shall oversee such process and ensure that all assets remaining after payment, or provision for payment, of all debts and liabilities of the Association, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article 8. Conflict of Interest and Compensation Approval Policies

Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

- A. Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Association has a transaction or arrangement,
 - b. A compensation arrangement with the corporation or with any entity or individual with which the Association has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is Association a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 8.03, paragraph B, a person who has a financial interest may have a conflict of interest only if the Justice Board or Board of Directors decides that a conflict of interest exists.

Conflict of Interest Avoidance Procedures and Records

The Procedures and Records associated with Conflict of Interest Avoidance are contained in the Rules and Procedures Ethics Guide.

Note that determination of the existence of a conflict of interest shall be the responsibility of the Justice Board where members of the Board of Directors are involved and shall be the responsibility of the Board of Directors in all other cases.

Compensation Approval Policies

- A. A voting member of the governing board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- D. When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:
 - a. The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.
 - b. All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations).
- E. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation.

Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy
- B. Has read and understands the policy
- C. Has agreed to comply with the policy
- D. Understands the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes

MISCELLANEOUS

Fiscal Year

The fiscal year of the Association shall be the calendar year, January 1 through December 31.

Indemnification

The Association shall indemnify the Directors, Executive Director, committee members, and agents. The Association shall advance expenses to these individuals prior to the final disposition of a proceeding to the extent permissible by the Connecticut General Statute, sections 33-1116 through 33-1124. The Association may procure insurance providing greater indemnification to such persons as well as to volunteers.

Ratification

These By-laws shall become effective immediately upon the approval of the current Board of the Association which was known as the College Archery Program.

Meeting Procedures

All meetings shall be administered in accordance with the most recent version of Robert's Rules of Order, as amended.

Article 9. AMENDMENTS

Amendments

- A. **Initiation.** Amendments, revisions or corrections to these By-laws may be initiated by a formal written request from any USCAA Club to the Executive Director. The Board of Directors may initiate changes to the By-laws, as well.
- B. **Approval.** The Board of Directors approves / disapproves any request for changes to the By-laws. The Board of Directors must act on the request within thirty days of its receipt. When approved, the change is effective on the date specified by the Board.
- C. **Execution.** The Executive Director will update the By-laws and distribute through the Association's website.