

USA ULTIMATE BYLAWS
***Adopted May 12, 2014, as amended on February 21, 2016,
November 20, 2017, June 23, 2018 and August 22, 2023***

ARTICLE I

NAMES AND OFFICES

Section 1.1 Name and Offices. The name of USA Ultimate shall be the Ultimate Players Association which shall be referred to in these Bylaws as USA Ultimate. USA Ultimate may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 1.2 Nonprofit Status. USA Ultimate shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Colorado. USA Ultimate shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and International Amateur Sports Competition in the sport of ultimate. USA Ultimate shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

Section 1.3 Offices.

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

(b) The registered office of USA Ultimate required by the Colorado Revised Nonprofit Corporation Act (the "Nonprofit Corporation Act") shall be maintained in Colorado. The registered office may be changed from time to time by the Board of Directors or by the officers of USA Ultimate, or to the extent permitted by the Nonprofit Corporation Act or by the registered agent of USA Ultimate. The registered office may be, but need not be, the same as the principal office.

ARTICLE II
DEFINITIONS

Capitalized terms not otherwise defined herein shall have the meanings set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. Sec. 220501 et seq.) (the "Ted Stevens Olympic and Amateur Sports Act").

ARTICLE III
PURPOSES

USA Ultimate is organized exclusively for educational purposes and to foster national and International Amateur Sports Competition within the meaning of and pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or under the corresponding provision of any future United States Internal Revenue law) and in furtherance of such purposes, USA Ultimate shall:

1. Serve as the national governing body of the sport of Ultimate in the United States, representing the interests of the sport and the interests of all players and exercise exclusive jurisdiction over all matters pertaining to the participation of the United States in the sport of Ultimate in world championships and other international competitions;
2. Maintain the managerial and financial competence and capability to establish national goals for athletic activities related to the sport of Ultimate and encourage the attainment of those goals, and to execute its obligations as the national governing body for the sport of Ultimate;
3. Promote the Spirit of the Game so that Ultimate is conducted in accordance with the spirit of true sportsmanship and establish principles for ethical behavior;
4. Develop interest and expand participation in Ultimate throughout the United States;
5. Protect the right of opportunity, without discrimination on the basis of race, color, religion, age, gender, sexual orientation, national origin or disability of an athlete, coach, manager, administrator or official to participate in Ultimate;

6. Establish rules regarding eligibility, participation, and competition of USA Ultimate members on a local, regional, national and international level and disseminate and distribute in a timely manner the applicable rules and any changes to such rules of the national governing body, USA Ultimate, the appropriate international sports federation, the International Olympic Committee, the International Paralympic Committee, and the Pan-American Sports Organization as applicable;
7. Coordinate and develop athletic activity and competition in the United States relating to the sport of Ultimate and promote participation and the development of athletes' skills at all levels through programs for players, coaches, administrators and officials;
8. Honor men and women, past and present, who by their deeds as players, coaches, officials and/or contributors to the sport of Ultimate, and by the example of their lives, personify the Spirit of the Game and the highest levels of competition and to enshrine such persons in the Ultimate Hall of Fame;
9. Keep its members informed of organizational policy matters and reasonably reflect the views of its members in its policy decisions;
10. Provide and coordinate technical information on physical training, equipment design, coaching, and performance analysis and encourage and support research, development, and dissemination of information in the areas of sports medicine and sports safety;
11. Provide procedures for the prompt and equitable resolution of grievances of USA Ultimate members;
12. Perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOC on a National Governing Body; and
13. Consistent with the above purposes, to transact any and all other lawful business or businesses for which a corporation may be incorporated pursuant to the Colorado Nonprofit Corporation Act, as it may be amended from time to time.

ARTICLE IV

POWERS

USA Ultimate shall be autonomous in its governance of the sport of Ultimate, in that it independently shall determine and control all matters central to such governance, shall not delegate such determination and control to other organizations, and shall be free from outside restraint. This provision shall not be construed as preventing USA Ultimate from contracting with third parties for administrative assistance and support in connection with its purposes or from delegating to its members the authority to conduct certain portions of USA Ultimate's program. In connection therewith, and without limiting any powers granted by applicable state law, USA Ultimate shall have the following powers:

1. Be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee as the worldwide governing body for the sport of ultimate, and represent the United States in all relations with that international federation;
2. Serve as the coordinating body for Amateur Athletic Competition in the sport of Ultimate in the United States;
3. Exercise jurisdiction over international amateur athletic activities and sanction International Amateur Athletic Competition held in the United States and sanction the sponsorship of International Amateur Athletic Competition held outside the United States in the sport of Ultimate;
4. Conduct Amateur Athletic Competition in the sport of Ultimate, including regional and national championships and festivals, and International Amateur Athletic Competition in the United States, and establish procedures for the determination of eligibility standards for participation in such competitions;
5. Designate individuals and teams to represent the United States in international Amateur Athletic Competition (other than the Olympic, Pan American, Paralympic, or Para Pan American Games) in the sport of Ultimate and certify, in accordance with the rules of its international federation, the eligibility of such individuals and teams;
6. Facilitate, through orderly and effective administrative procedures, the resolution of conflicts or disputes which involve

any of its members, any Amateur Athlete, coach, trainer, manager, administrator, official, or Amateur Sports Organizations, and which may arise in connection with their eligibility for and participation in world championship competition or other international or national competitions;

7. Establish and maintain offices for the conduct of the affairs of USA Ultimate;
8. Publish one or more newspapers, magazines, online publications or other publications consistent with its corporate purposes;
9. Promote and encourage educational programs in the sport of Ultimate, including programs that inform people of the virtues of good citizenship and Spirit of the Game, of the cultural aspects of amateur athletic activities, and of the benefits of physical fitness and participation in amateur athletic activities;
10. Establish and define the official rules of ultimate in the United States; and
11. Take such other actions and engage in such other activities as may be consistent with and in furtherance of the purposes of USA Ultimate.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 In General. USA Ultimate shall be governed by a Board of Directors whose members are selected in accordance with the provisions of these Bylaws.

Section 5.2 Authority and Powers. The USA Ultimate Board of Directors shall represent the interests of the Ultimate community for Ultimate in the United States and its athletes by providing USA Ultimate with policy, guidance and strategic direction. The Board of Directors shall oversee the management of USA Ultimate and its affairs, but it does not manage USA Ultimate. The Board of Directors shall select a well-qualified and ethical Chief Executive Officer (the "CEO") and diligently oversee the CEO in the operation and management of USA Ultimate. The Board of Directors shall focus on long-term objectives and impacts rather than on day-to-day

management, empowering the CEO to manage a staff-driven organization with effective oversight. In addition, the Board of Directors shall perform the following specific functions, among others:

- (a) implements, procedures to orient new Board members, to educate all Board members on the business and governance affairs of USA Ultimate, and to evaluate the performance of the Board of Directors.
- (b) selects, compensates, and evaluates the CEO and such other corporate officers as it designates from time to time and plans for management succession;
- (c) reviews and approves USA Ultimate's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- (d) sets policy and provides guidance and strategic direction to management on significant issues facing USA Ultimate;
- (e) reviews and approves significant corporate actions;
- (f) oversees the financial reporting process, communications with stakeholders, and USA Ultimate's legal and regulatory compliance program;
- (g) oversees effective corporate governance;
- (h) approves financial strategies, borrowing commitments, and long-range financial planning;
- (i) reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit and Ethics Committee, selects independent auditors;
- (j) monitors whether USA Ultimate's assets are being prudently invested;
- (k) monitors USA Ultimate's compliance with laws and regulations and the performance of its broader responsibilities; and
- (l) ensures that the Board of Directors and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

Section 5.3 Diversity. USA Ultimate is committed to taking meaningful and intentional actions to promote diversity among Board members. USA Ultimate recognizes the need to promote and enhance diversity throughout the sport of Ultimate and diversity among Board members is consistent with and in furtherance of that overall goal. Board members shall be selected without regard to race, color, religion, age, gender, sexual orientation, national origin or disability.

Section 5.4 Composition. The Board of Directors shall consist of a total of twelve (12) individuals, comprised as follows: four (4) At-Large Board members who shall be elected by the members of USA Ultimate, three (3) Elite Athlete Board members who shall be elected by Elite Athletes, two (2) Appointed Board members who shall be appointed by the Board of Directors, and three (3) Independent Board members who shall be appointed by the Board of Directors

Section 5.5 General Qualifications. Each Board member shall exhibit the following general qualifications in addition to the specific qualifications set forth in Section 5.6 below:

- (a) Be a citizen of the United States and not be an officer of any other national federation other than USA Ultimate;
- (b) Be at least eighteen (18) years of age;
- (c) Be of good character;
- (d) Be judged qualified and appropriate for the particular position;
- (e) Be committed to serving in the best interest of USA Ultimate and the sport of Ultimate regardless of the constituency that selects the Board member;
- (f) Be willing to adhere to USA Ultimate's policies and procedures; and
- (g) Possess strong communication and interpersonal skills.

Section 5.6 Additional Qualifications.

- (a) **At-Large Board Members.** Each At-Large Board member must be a member of USA Ultimate in good standing. At-Large Board members shall not represent any one

region, district or constituency group and shall act in the best interests of USA Ultimate without regard to geographic allegiance or other concerns.

(b) Elite Athlete Board Members. Each Elite Athlete Board member must qualify as an Elite Athlete at the time of election and must be a current member of USA Ultimate in good standing. "Elite Athlete" shall mean a USA Ultimate member who has either (i) within the last ten (10) years preceding election, represented the United States in a world championship event recognized by WFDF for which a competitive selection process was administered by USA Ultimate or an international championship recognized by WFDF or (ii) within twenty-four (24) months prior to election (a) finished in the top half of USA Ultimate's national championship or team selection competition for an international championship recognized by WFDF or (b) has been a member of USA Ultimate's national team.

(c) Appointed Board Members. Appointed Board members shall not represent any one region, district or constituency group and shall act in the best interests of USA Ultimate without regard to geographic allegiance or other concerns. Appointed Board members may or may not be members of USA Ultimate and will be appointed to fill areas of expertise.

(d) Independent Board Members. The Board of Directors, through its Nominating Committee, shall affirmatively make a determination as to the independence of each Independent Board member, and shall disclose those determinations to the Board of Directors. An "Independent Board member" shall be determined to have no material relationship with USA Ultimate, either directly or through an organization that has a material relationship with USA Ultimate. A relationship is "material" if, in the judgment of the Nominating Committee, it would interfere with the Board member's independent judgment. To assist it in determining whether a Board member is independent, the Nominating Committee shall apply the following guidelines on a case by case basis:

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

(1) The Board member was employed by USA Ultimate, any international federation that governs the sport of Ultimate, the international regional sport entity of Ultimate, or any sport family entity of Ultimate;

(2) An immediate family member of the Board member was employed by USA Ultimate, the United States Olympic Committee ("USOC"), the relevant international federation of, any international, any regional federation of Ultimate, or any sport family entity of Ultimate;

(3) The Board member was employed by USA Ultimate's outside auditor or outside counsel or was involved in a business venture with USA Ultimate's outside auditor or outside counsel as a partner, principal or manager;

(4) An immediate family member of the Board member was employed by or was involved in a business venture with USA Ultimate's outside auditor or outside counsel as a partner, principal or manager;

(5) The Board member receives any compensation from USA Ultimate, directly or indirectly;

(6) The Board member is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Ultimate; or

(7) The Board member was a member of USA Ultimate and was involved in an active role or identified with any constituent group.

(ii) Where the guidelines above do not specifically address a particular relationship, the determination of a Board member's independence, shall be made by the Nominating Committee.

(e) At least one (1) Board member shall serve on the Audit and Ethics Committee and shall have financial expertise.

Section 5.7 Classes and Term.

(a) The Board of Directors shall be divided into three (3) classes of Board members. Each class shall be comprised of four (4) Board members as follows:

Class 1 – One (1) At-Large Board member, One (1) Elite Athlete Board member, One (1) Independent Board members, One (1) Appointed Board member

Class 2 – Two (2) At-Large Board members, One (1) Elite Athlete Board member, One (1) Independent Board member.

Class 3 – One (1) At Large Board member, One (1) Elite Athlete Board member, One (1) Independent Board members, One (1) Appointed Board member.

(b) The Board members in each class shall be elected or appointed for a three (3) year term. The next subsequent three (3) year term for Class 1 shall commence in January 2014, for Class 2 in 2015 and Class 3 in 2016.

Section 5.8 Term Limits. No Board member shall serve more than two (2) consecutive terms and there shall be a minimum of one (1) year between the expiration of the second consecutive term and the start of any new term. A term of one and one-half years shall constitute a full term.

Section 5.9 Election and Appointment. Board members shall be elected and appointed as follows:

(a) At-Large Board Members. At-Large Board members shall be elected directly by USA Ultimate eligible members. If a member of USA Ultimate is an active member in good standing with USA Ultimate, he or she is eligible to vote and/or run in the election of At-Large Board members.

(b) Elite Athlete Board Members. Elite Athlete Board members shall be elected directly by Elite Athletes. If an Elite Athlete is an active member in good standing with USA Ultimate, he or she is eligible to vote in the election of Elite Athlete Board Members.

(c) Appointed Board Members – Appointed Board Members shall be appointed to the Board of Directors after a vote of the Board of Directors at a duly convened meeting of the Board of Directors.

(d) Independent Board Members. Independent Board Members shall be appointed to the Board of Directors after a vote of the Board of Directors at a duly convened meeting of the Board of Directors.

(e) The slate of candidates for each vacant Board member position shall be determined by the Nominating Committee, except for Elite Athlete Board Members.

Section 5.10 Meetings.

(a) The Board of Directors shall meet at least four (4) times per year. Additional meetings may be scheduled by the President as necessary. The annual meeting shall be a face to face meeting occurring once per year, and shall constitute one of the four meetings required by this Section.

(b) A special meeting of the Board of Directors may be held at any time and at any place when called by the President of the Board or by four (4) or more Board members after proper notice has been given pursuant to Section 5.13(b).

Section 5.11 Attendance at Meetings. Board members shall attend all regular meetings of the Board of Directors whenever practicable, and physical attendance is required at the annual meeting and at other regular meetings unless alternative arrangements have been made with the President. The Secretary shall monitor the attendance of Board members at meetings of the Board of Directors and Board members who fail to attend meetings shall be required to explain the reason or reasons for their absence to the President and the Governance and Board Development Committee. Any member of the Board of Directors who fails to attend at least three-quarters of the meetings of the Board of Directors during his or her initial term shall not be eligible for re-election to a second term unless the Governance and Board Development Committee determines that unique and extraordinary circumstances prevented a particular individual from attending at least three-quarters of the meetings of the Board of Directors during his or her initial term, in which case such individual shall be deemed eligible for re-election to a second term.

Section 5.12 Presence Through Communication Device. Unless otherwise provided by law, the Articles of Incorporation or these Bylaws, Board members may participate in any meeting by means of a conference telephone or similar communication device through which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. Meetings of the Board of Directors may take place entirely through the use of a conference telephone or similar communication device if circumstances require that a meeting be conducted in such manner, as determined by the President.

Section 5.13 Notice.

(a) Notice of any meeting of the Board of Directors shall be given by the President or by the President's designee. Notice of each regular meeting of the Board of Directors, stating the place, day and hour of the meeting, along with the agenda and any supporting materials, shall be given to each Board member prior to the time designated for the meeting. Written notice may be delivered either personally, by mail to the Board member's business address (or such other address provided by the Board member for such purpose), by private carrier, by facsimile or by electronic transmission. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If transmitted by facsimile or electronic transmission, such notice shall be deemed to be given when the transmission is received.

(b) Reasonable notice consisting of at least five (5) days prior notice of the time and place of special meetings of the Board of Directors shall be given to each Board member. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of incorporation or these Bylaws or unless there is to be considered at the meeting: (i) contracts or transactions of USA Ultimate with interested persons; (ii) amendments to the Articles of Incorporation or these Bylaws; (iii) an increase or decrease in the number of Board members; (iv) removal or suspension of a Board member; or (v) the merger or conversion of USA Ultimate.

(c) Subject to all applicable law, the transactions of any meeting of the Board of Directors, however called and noticed or

wherever held, shall be as valid as though there had been a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Board members not present signs a written waiver of notice.

(d) A Board member may waive notice of any meeting before or after the time and date of the meeting. Except as otherwise provided in this Section 5.13(d), the waiver shall be in writing and signed by the Board member entitled to the notice. Such waiver shall be delivered to USA Ultimate for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A Board member's attendance at or participation in a meeting waives any required notice to that Board member of the meeting unless: (i) at the beginning of the meeting or promptly upon the Board member's later arrival, the Board member objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting; or (ii) if special notice was required of a particular purpose pursuant to the Nonprofit Corporation Act or these Bylaws, the Board member objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by law, the articles of incorporation or these Bylaws. All such waivers shall be filed with the corporate records or made a part of the meeting.

Section 5.14 Quorum. At any meeting of the Board of Directors a simple majority of the Board members then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 5.15 Action by Vote. When a quorum is present at any meeting, a majority of the Board members present at the meeting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Incorporation or these Bylaws.

Section 5.16 Action by Writing. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the Board members are provided the notice required by C.R.S. 7-128-202, two-thirds of all Board members then in office consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting. If the President or presiding officer receives a written demand that such action not be taken without a meeting, then the Board of Directors shall hold a meeting to vote on the action.

Section 5.17 Removal. At any meeting of the Board of Directors, any non-Elite Athlete Board member may, by a vote of not less than two-thirds of the directors then in office, be removed from office for cause and a successor may be appointed pursuant to Section 5.19 below. The Board member in question shall not participate in the vote. For purposes of this Section "cause" shall mean the failure by the Board member to carry out his or her duties or responsibilities as a Board member or any action or inaction which materially and adversely affects or may affect USA Ultimate. Elite Athlete Board members may be removed, with or without cause, by the Elite Athlete voting group via a recall process whereby two-thirds of eligible Elite Athletes vote for removal. Initiation of a recall shall require a petition in writing to the President of the Board signed by 200 Elite Athletes.

Section 5.18 Resignation. Any Board member may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance of the resignation as determined by the Board of Directors.

Section 5.19 Vacancies. In the event of the death, resignation, or removal of a Board member, the Board of Directors may elect a successor for the unexpired term, except for Elite Athlete members. In the event of the death, resignation, or removal of an Elite Athlete Board member, the Elite Athletes shall elect a successor for the unexpired term. The Board of Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 5.20 Each Board member so elected shall serve for the unexpired portion of the term of the Board member being replaced. If

the remaining term is less than one-half (1/2) of the length of a full term, such unexpired term shall not be counted toward the two-term service limit set forth in Section 5.8 of these Bylaws. If the remaining term is one-half (1/2) or more of the length of a full term, the remaining term shall be counted as a full term with respect to the Board member elected to fill such vacancy for purposes of said two-term service limit.

Section 5.21 Compensation. No compensation shall be paid to any Board member for services as a Board member but, at the discretion of the Board of Directors, a Board member may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of USA Ultimate.

ARTICLE VI

OFFICERS

Section 6.1 Enumeration. The officers of USA Ultimate shall be elected or appointed by the Board of Directors. The officers of USA Ultimate shall be as follows: a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Chief Executive Officer, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including, but not limited to, one or more Assistant Secretaries and one or more Assistant Treasurers, 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.

Section 6.2 Term of Office. Each of the President and Vice President shall serve for a term of two (2) years or until a successor is duly elected and takes office or until the officer's earlier, death, resignation, or removal. USA Ultimate shall not have an officer who is also an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body.

Section 6.3 Term Limits. No individual may serve as President more than two consecutive (2) terms and no individual may serve as President more than two (2) terms during a six (6) year period. When an individual is elected to fill a vacancy because of a past President's resignation, removal, incapacity, disability or death, and the remaining

term is more than one (1) year, such term shall constitute a full term. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the newly elected President may serve two (2) additional two (2) year terms following completion of the filled vacancy term.

Section 6.4 Election. The officers of USA Ultimate, except for the CEO, shall be elected by Board members at the first meeting of the Board of Directors of the calendar year. If the election of officers is not held at such meeting, such election may take place at a subsequent meeting as determined by the Board of Directors.

Section 6.5 Vacancies. Any vacancy in the officers of USA Ultimate shall be filled by the Board of Directors.

Section 6.6 Resignation and Removal. Any officer may resign at any time by giving written notice to the President and/or the full Board of Directors. Such resignation shall take effect at the time specified therein, or if no time the Board of Directors accepts the resignation. Any officer of USA Ultimate may be removed from office at any time by a two-thirds (2/3) vote of all the Board members who are entitled to vote, with or without assigning cause, whenever in their judgment the best interests of USA Ultimate will be served. The officer in question shall not participate in the vote.

Section 6.7 President. The President shall be the chair of the Board of Directors. The President shall in general supervise the business and affairs of USA Ultimate, and shall serve as the commissioner of the sport of Ultimate. He or she shall preside at all meetings of the members and of the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors. The President must be a current member of the Board of Directors of USA Ultimate.

Section 6.8 Vice President. In the absence of the President or in event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) 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. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors. The Vice President must be a current member of the Board of Directors of USA Ultimate.

Section 6.9 Chief Executive Officer. The CEO shall be selected by and shall serve at the direction and will of the Board of Directors. The CEO shall serve as a non-voting, ex-officio member of the Board of Directors. The CEO shall have all of the powers and shall perform the functions and responsibilities usually vested in the office of the CEO of a business corporation, including, but not limited to, the responsibilities described in Article VI of these Bylaws.

Section 6.10 Secretary. The Secretary shall keep, or shall direct and cause another to keep, the minutes of the meetings of the Board of Directors and members in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post-office address of each Board member and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors. The Secretary need not be a Board member and the CEO may designate one member of the staff of USA Ultimate to serve as Assistant Secretary to handle the functions usually required by that position under corporate law and take minutes at meetings of the Board of Directors.

Section 6.11 Treasurer. The Treasurer shall keep, or shall direct another to keep, the accounting records of USA Ultimate. From time to time at the request of the President or the Board of Directors, but in any case no less than once per year, and with the cooperation and assistance of the staff, the Treasurer shall prepare or cause to be prepared, and submit to the Board of Directors statements of the financial condition of USA Ultimate. Periodically, but no less than annually, the Treasurer shall review the budget to ensure compliance with the approval of expenditures and financial policy of the Board of Directors, cause independently audited financial reports to be prepared. The Treasurer shall 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 Board of Directors.

Section 6.12 Other Officers. The Board of Directors shall appoint such other officers from time to time as may be necessary to conduct the business of USA Ultimate and shall assign such duties and responsibilities as the Board of Directors deems necessary. In addition, the Board of Directors may designate special consultants or agents at any time.

Section 6.13 Immediate Past President ExOfficio Member of the Board of Directors: If the immediate past President of the Board is not a current Board member, then, for a period of two years after the immediate past President's position ends as President of the Board, he or she may be an exofficio member of USA Ultimate's Board of Directors by majority vote of the remaining board members, and would be allowed to attend Board meetings and may speak on matters as requested by the Board. The immediate past President shall not vote on any matter. The position shall not factor into quorum requirements.

Section 6.14 Compensation. The Officers of USA Ultimate who are also Board members shall serve without compensation. This provision shall not preclude the reimbursement of reasonable expenses incurred in the performance of official duties.

ARTICLE VII

COMMITTEES

Section 7.1 In General. USA Ultimate shall have the following standing committees:

- (a) a Governance and Board Development Committee;
- (b) a Nominating Committee;
- (c) an Audit and Ethics Committee;
- (d) a Judicial Committee;
- (e) a Spirit, Officiating and Rules (SOAR) Committee;
- and
- (f) such other committees as may be created from time to time by resolution of the Board of Directors.

Section 7.2 General Composition, Term, and Appointment. The members of each committee shall be appointed by the President at the first meeting of the Board of Directors of each calendar year. Any vacant committee seats remaining after the first meeting of the Board of Directors of each calendar year shall be filled in accordance with the procedures of the relevant committee. The composition of each committee shall be determined by the Board of Directors pursuant to the resolution creating such committee. Notwithstanding the

foregoing, all committees shall have at least twenty (20%) percent Elite Athlete representation as required by Section 8.8 of the USOC Bylaws. The term of each committee member shall set forth in the resolution approved by the Board of Directors for that committee. No paid employee of USA Ultimate may be appointed as a voting member of any committee.

Section 7.3 Committee Chair. The President shall name the chair of each committee from among the members of such committee.

Section 7.4 General Powers. Each committee shall have such power, authority, and duties as provided for in these Bylaws or in the resolution creating and controlling the committee. No committee shall have any independent decision-making authority except to the extent specifically conferred upon such committee by the Board of Directors.

Section 7.5 Specific Powers.

(a) Governance and Board Development Committee. The Governance and Board Development Committee shall:

1. Develop and implement an annual self-evaluation process of the Board of Directors and its committees, task forces and working groups;
2. Educate Board members on best practices and responsibilities of being a Board member;
3. Develop and maintain the policies and procedures of the Board of Directors;
4. Perform such other duties as assigned by the Board of Directors.

(b) Nominating Committee. The Nominating Committee shall:

1. Identify and evaluate prospective candidates for the Board;
2. Recommend individuals to serve on the Board, as provided in these Bylaws;

3. Recommend as requested by the Board individuals to serve on various committees and task forces;
4. Consult with the Audit and Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
5. Perform such other duties as assigned by the Board of Directors.

(c) Audit and Ethics Committee. The Audit and Ethics Committee shall:

1. Recommend the independent auditors of USA Ultimate, review the report of the independent auditors and management letter, and recommend action as needed;
2. Investigate matters of fiscal controls and disclosure and such other matter as directed by the Board of Directors;
3. Develop, and review on an annual basis, a Code of Ethics for the Board of Directors, officers, committee and task force members, volunteers, staff and member organizations for adoption by the Board of Directors;
4. Oversee implementation of, and compliance with, the Code of Ethics for USA Ultimate;
5. Report to the Board of Directors on all ethical issues;
6. Generally administer and oversee compliance with the Code of Ethics;
7. Review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
8. Review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USA Ultimate members;
9. Perform such other duties as assigned by the Board of Directors.

(d) Judiciary Committee. The Judiciary Committee shall:

1. Generally administer and oversee all administrative grievances and right to compete matters filed with USA Ultimate;
2. Identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
3. Hear and render a decision, or the chair may appoint a panel to hear and render a decision, on grievances and disciplinary matters;
4. Perform such other duties as assigned by the Board of Directors.

(e) Spirit, Officiating and Rules (SOAR) Committee. The Spirit, Officiating and Rules (SOAR) Committee shall:

1. Oversee, review and recommend policy-level decisions related to officiating, rules, and Spirit of the Game (SOTG)
2. Ensure consistency in strategy, policy, and tactics across these three key areas of USA Ultimate's operation
3. Prepare and review proposals for changes to the rules of ultimate and make recommendations to the Board of Directors

Section 7.6 Special Committees. The President, subject to the approval of the Board of Directors, may establish such special committees, working groups and task forces as the President and Board of Directors considers necessary and shall determine the responsibilities and appoint necessary members.

Section 7.7 Meetings. Committees shall hold meetings as frequently as necessary in order to ensure that the committee's business is being carried out effectively. Unless otherwise provided by law, the Articles of Incorporation or these Bylaws, committee members may participate in any meeting by means of a conference telephone or similar communication device through which all persons participating

in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. At a minimum each committee shall meet prior to any meeting of the Board of Directors and shall deliver a report to the Board of Directors on the actions of the committee to date.

Section 7.8 Term Limits. The term limits applicable to each Board member serving on a committee shall be the same as the term limit applicable to such Board member generally. Each individual that serves on a committee who is not a Board member shall be limited to serving on such committee for a maximum period of two (2) successive two (2) year terms.

Section 7.9 Removal. At any meeting of the Board of Directors, any committee member, including the chair, may be removed from the relevant committee, with or without cause, by the Board of Directors, and a successor who meets the requirements for membership in that committee may be selected.

Section 7.10 Resignation. Any committee member may resign at any time by giving written notice to the chair of the relevant committee and the President. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance by the Board of Directors.

Section 7.11 Vacancies. In the event of the death, resignation, or removal of a committee member, the persons or body responsible for the selection of such committee member shall select a replacement. If the remaining term is more than one-half of a full term, the replacement committee member shall be deemed to have served for a full term.

Section 7.12 Compensation. No compensation shall be paid to any committee member for services but, at the discretion of the Board of Directors, a committee member may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of USA Ultimate.

ARTICLE VIII

CHIEF EXECUTIVE OFFICER

Section 8.1 Designation. USA Ultimate shall have a CEO, who shall be an officer of USA Ultimate, a non-voting, ex-officio member of the Board of Directors, and the leader of management and vested with the authority to make decisions on behalf of management.

Section 8.2 Tenure. The CEO shall be employed by the Board of Directors for whatever term the Board of Directors deems appropriate which may be memorialized by contract on such terms and conditions as the Board of Directors deems appropriate.

Section 8.3 Responsibilities. Subject to the general direction and policies of the Board of Directors as may be adopted from time to time, the CEO shall either directly or by delegation perform the following responsibilities:

- (a) Staff. Manage all staff functions; determine the size and compensation of professional staff; and hire and terminate the professional staff in accordance with USA Ultimate's compensation policies and guidelines.
- (b) Strategy. Develop a strategy for achieving the mission, goals and objectives of USA Ultimate in keeping with the policies adopted by the Board of Directors, implement the policies established by the Board of Directors and report to the Board of Directors concerning the results achieved.
- (c) Finances. Be responsible for resource generation allocation and prepare and submit semi-annual and annual budgets to the Board of Directors.
- (d) International Communications and Representation. Manage key international relationships and coordinate international activities of staff.
- (e) Other Duties. Perform such other functions as usually vested in the office of the CEO of a business corporation and as may be delegated by the Board of Directors.

Section 8.4 Contracts. The CEO shall have the authority to enter into ordinary operational contracts as well as to negotiate and execute on behalf of USA Ultimate any contract specifically authorized by the Board of Directors. The CEO may delegate this authority to members of the staff. Any proposed contract which extends beyond four years and/or exceeds (10%) percent of the USA Ultimate's annual

operating budget for the fiscal year in which the contract is signed shall require approval by the Board of Directors.

ARTICLE IX

MEMBERS

Section 9.1 Membership. USA Ultimate may establish various types and categories of membership in USA Ultimate, to include both individual and organizational memberships, as USA Ultimate and the Board of Directors may from time to time determine in the best interest of USA Ultimate. USA Ultimate shall establish the criteria and conditions for each category of membership including the amount of dues or fees, if any.

Section 9.2 Membership Rights. The members of USA Ultimate eligible to vote shall have such rights and privileges as granted by USA Ultimate in its sole discretion. Eligible members of USA Ultimate shall vote to elect the At-Large members of the Board of Directors subject to the conditions of these Bylaws but shall otherwise not have voting rights with respect to any other actions of USA Ultimate.

Section 9.3 Member Quorum. One (1%) of members who are Elite Athletes shall constitute a quorum for the purposes of electing Elite Athletes to the Board of Directors. No specific percentage of the general membership will be required as a quorum for election of At Large Directors.

Section 9.4 Annual Meeting of Members. There shall be no annual meeting of the members of USA Ultimate unless called by the Board of Directors after giving such notice as may be required by applicable law or these Bylaws.

ARTICLE X

GRIEVANCES AND APPEALS

Section 10.1 Designation of Complaints. The following types of complaints may be filed with USA Ultimate:

- (a) Administrative Grievance. USA Ultimate or any member of USA Ultimate may file a complaint pertaining to any

matter within the cognizance of USA Ultimate, including but not limited to any alleged violation of or grievance concerning: (i) any USA Ultimate rule or regulation, (ii) any provision of USA Ultimate's Bylaws, or (iii) any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USA Ultimate's recognition as a national governing body;

(b) **Right to Participate.** Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individuals opportunity to participate in a USA Ultimate sanctioned competition.

Section 10.2 **Manner of Filing.** The complainant shall file the complaint with the Judicial Committee. The complaint shall be filed using the appropriate complaint form, as provided via the USA Ultimate website, including i) the name of the respondent, ii) the alleged violation, grievance denial or threat to deny, and iii) the remedy requested.

Section 10.3 **Filing Fee.** A complaint filed by an individual shall be accompanied with a \$150 filing fee. The complainant may request that the filing fee be reduced or waived. If such request is made, the Judicial Committee or the hearing panel, as the case may be, shall determine whether or not to reduce or waive the filing fee.

Section 10.4 **Timing.** A complaint filed under these Bylaws shall be filed within one hundred fifty (150) days of the conduct in question. The Judicial Committee or the hearing panel, as the case may be, shall have the discretion at any time to grant complainants extensions of this deadline, including up to 180 days for right to participate complaints, in accordance with the Ted Stevens Olympic and Amateur Sports Act.

Section 10.5 **Field of Play Decisions.** The final determination of an official during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the official) shall not be reviewable through this process unless the decision is: (i) outside the authority of the official to make or (ii) the product of fraud, corruption, partiality or other misconduct of the official. For purposes of this Section, the term "official" shall include any individual with discretion to make field of play decisions.

Section 10.6 Administration.

The Judicial Committee shall generally administer and oversee all administrative grievances and right to participate matters filed with USA Ultimate. The Judicial Committee shall ensure that all complaints are heard in a timely, fair and impartial manner. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USA Ultimate.

Section 10.7 Hearing Panel

Upon the filing of a complaint, the chair of the Judicial Committee shall notify the other committee members. The Judicial Committee may hear the complaint, or may appoint a hearing panel consisting of a minimum of three (3) individuals to hear the complaint. The Judicial Committee shall also appoint a chair of the hearing panel. Judicial Committee members may be appointed to and serve on the hearing panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the hearing panel. At least one (1) member and at least twenty percent (20%) of the hearing panel shall be an Elite Athlete. Members of the panel need not be members of USA Ultimate or involved in the sport of ultimate. The hearing panel shall be considered an extension of the Judicial Committee and shall follow the same rules and procedures as the Judicial Committee. If the Judicial Committee hears the complaint, reference to "hearing panel" in this Article shall mean the Judicial Committee.

Section 10.8 Conduct of the Proceeding.

(a) The hearing panel shall rule on all motions and other matters raised in the proceeding in accordance with its procedures and practices as set forth in the Conduct Policy. If the complaint is not dismissed, the hearing panel shall adjudicate the matter in accordance with its procedures and practices which shall include holding a hearing on the complaint. The hearing panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath.

(b) The hearing may be conducted by teleconference, if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.

(c) Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript.

Section 10.9 Expedited Procedures. Upon the request of a party, and provided it is necessary to expedite the proceeding, in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the hearing panel is authorized to order that the complaint be heard and decided within forty-eight (48) hours of filing the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

Section 10.10 Complaints Involving Selection to Participate in a Competition. Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall, to the best of the complainant's ability, include with the complaint a list of all other individuals that may be adversely affected by a decision rendered on the complaint. The respondent shall also, to the best of the respondent's ability, promptly submit a list of such individuals. The hearing panel shall determine which additional individuals must receive notice of the complaint. USA Ultimate shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the hearing panel regardless of whether the individual chose to participate as a party or not.

Section 10.11 Decision. A decision shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties.

Section 10.12 Publication of Suspensions or Bans. If a member is suspended or banned, the name of the member, date of the decision, duration of the suspension or ban, jurisdiction in which the individual is located, bylaw, rules or policy violated, or other information deemed relevant by the Judicial Committee in its sole discretion shall be published on the USA Ultimate website for the duration of the suspension or ban.

Section 10.13 Arbitration.

(a) Any party may appeal a final determination of the hearing panel to the American Arbitration Association (AAA), following the commercial rules of the AAA. The period for filing an appeal is 30 days from the date of the decision of the hearing panel. For "Administrative Grievances," a "final determination" shall mean the party requesting the arbitration shall have exhausted all administrative remedies available to it, exhausted all other available appeals and received a final decision from USA Ultimate. Failure to receive a final determination and to take all administrative steps necessary to obtain a final determination is a jurisdictional requirement and shall be a bar to requesting arbitration. For "Right to Participate" complaints USA Ultimate will adhere to the Ted Stevens Olympic and Amateur Sports Act."

The arbitrator appointed by the AAA shall give the greatest deference to the final determination of the hearing panel and USA Ultimate. The arbitrator's authority to review the final determination of USA Ultimate is limited to whether the decision was arbitrary, capricious, an abuse of discretion or otherwise not in accordance with the rules and procedures of USA Ultimate, or if it was taken without observance of procedure required by law. The arbitrator shall not substitute its judgment for that of USA Ultimate or the hearing panel. The arbitrator shall only review the record as presented to the hearing panel. Absent allegations of errors or omissions under a plain error standard, the arbitrator shall decline to consider any issues that were not raised to the hearing panel. The plain error standard requires a determination

of: (1) whether there was an error; and (2) whether that error was clearly capable of producing an unjust result.

(b) Arbitration shall not be available for the following:

1. A field of play ruling as described in and subject to limitations set forth in section 10.5.
2. An allegation concerning an anti-doping rule violation, which is subject to the jurisdiction of the independent anti-doping organization designated by USA Ultimate to conduct drug testing.
3. A matter specifically excepted by provisions of these Bylaws.
4. A monetary claim or monetary dispute between parties.

ARTICLE XI

REPRESENTATION to THE WORLD FLYING DISC FEDERATION

Section 11.1 Selection. The Nominating Committee shall submit to the Board its nominees for representatives and alternates to serve as delegates to the World Flying Disc Federation ("WFDF"). Such nomination shall be subject to the review and approval of the Board of Directors.

Section 11.2 Responsibility of Delegates. Any representatives of USA Ultimate selected by the Board to serve as delegates to WFDF are expected to attend all appropriate meetings of WFDF and shall submit timely reports and status updates to the Board. USA Ultimate shall reimburse such representatives for reasonable expenses incurred during their representation of USA Ultimate to WFDF.

ARTICLE XII

SANCTIONING EVENTS

The Board may from time to time establish an impartial policy concerning the sanctioning of Amateur Athletic Competition in the sport of Ultimate, which policy shall be consistent with the purposes of the Ted Stevens Olympic and Amateur Sports Act.

ARTICLE XIII– MISCELLANEOUS

Section 13.1 Amendments.

(a) These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of directors then in office at any meeting duly called and at which two-thirds of the directors then in office are present.

(b) The text, or a summary thereof, or any proposed amendment to be adopted at a meeting shall be sent to the directors at least ten (10) days prior to the meeting at which such action is to be taken. Any proposed changes, additions or deletions to USA Ultimate Bylaws, policies, duties and responsibilities the following procedure must then be followed:

i. Items for submission must be on a USA Ultimate [Legislative Proposal Submission Form](#).

ii. Items submitted must include the specific wording of a proposed change, addition or deletion. The item submitted for the agenda and consideration shall also include a single paragraph explaining the intent and purpose of the proposal, the submitter's name(s), and whom the proposal is directed to (i.e. Board, Committee, etc.). Items submitted without the specific proposal submission form and /or without an explanation paragraph of purpose and intent will not be placed on the agenda for consideration.

iii. Proposed amendment for adoption consideration at a meeting shall be sent to the directors in the legislative submission format at least ten (10) days prior to the meeting.

(c) Such amendment shall be effective as of the date of adoption unless otherwise specified in either the amendment or the resolutions adopting the amendment.

Section 13.2 Indemnification. To the fullest extent permitted by law, USA Ultimate shall indemnify any person made a Party to a Proceeding because the person is [or was] a Director or officer against Liability incurred in, relating to, or as a result of, the Proceeding. The capitalized terms used in the foregoing sentence that are not otherwise defined shall have the meanings ascribed thereto in C.R.S. 7-129-101 or any successor statute.

Section 13.3 Individual Liability. No individual Board member or officer shall be personally liable in respect of any debt or other obligation incurred in the name of USA Ultimate pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 13.4 Discharge of Duties. Each Board member and officer shall discharge his or her duties: (i) in good faith, (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances, and (iii) in a manner the Board member or officer reasonably believes to be in the best interests of USA Ultimate.

Section 13.5 Code of Ethics. USA Ultimate shall adopt a Code of Ethics and an Ethics and Conflicts of Interest Policy applicable to all USA Ultimate employees, Board members, committee members and volunteers (the "Code of Ethics"). Each USA Ultimate employee, Board member, standing committee member and volunteer shall annually certify compliance with the Code of Ethics.

Section 13.6 Conflicts of Interest. If any Board member, officer, committee or task force member has a financial interest in any contract or transaction involving USA Ultimate, or has an interest adverse to USA Ultimate's business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest, (ii) not participate in the evaluation of the contract, transaction or business affair and (iii) not vote on the contract, transaction or business affair.

Section 13.7 Fiscal Year. The fiscal year of USA Ultimate shall commence January 1 and end on December 31 each year.

Section 13.8 Accounts, Books, Minutes and Records. USA Ultimate shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and standing committees. All books and records of USA Ultimate may be inspected

by any Board member, or such authorized agent or attorney, for proper purpose at any reasonable time. Records shall be maintained at the principal office of USA Ultimate.

Section 13.9 Auditors. The accounts and financial reports of USA Ultimate shall be audited annually by an independent firm of auditors. The independent firm of auditors shall be selected by the Board after the Board receives and considers the recommendations of the Audit and Ethics Committee.

Section 13.10 Conveyances and Encumbrances. The assignment, conveyance or encumbrance or sale, exchange, lease or other disposition of any real property of USA Ultimate of all or substantially all of the real property and assets of USA Ultimate shall only be authorized by the Board if the purposes of such assignment, conveyance or encumbrance or sale, exchange, lease or other disposition of any of the real property of USA Ultimate or all or substantially all of the property and assets of USA Ultimate complies with applicable law and the purposes and restrictions on the powers of USA Ultimate set forth in these Bylaws.

Section 13.11 Designated Contributions. USA Ultimate may accept any designated contribution, grant, bequest or device consistent with its general tax-exempt purposes as set forth in these Bylaws, and any restricted gifts policy adopted by the Board of Directors. USA Ultimate shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out USA Ultimate's tax exempt purposes.

Section 13.12 Irrevocable Dedication and Dissolution. The property of USA Ultimate is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USA Ultimate shall inure to the benefit of private persons. Upon the dissolution or winding up of USA Ultimate, its assets remaining after payment, or provision for payment, of all debts and liabilities of USA Ultimate, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 13.13 Prohibited Loans. No loans shall be made by USA Ultimate to the President, to any Board member, or to any committee or task force member or to any USA Ultimate employee. Any

President, Board member, committee or task force member or USA Ultimate employee, who assents to or participates in the making of any such loan, shall be liable to USA Ultimate for the amount of such loan until it is repaid.

Section 13.14 Special Counsel. The Board of Directors may authorize the appointment of special legal counsel or consultants as may be required from time to time at such fees and compensation as agreed upon.

Section 13.15 Gender. Use of the feminine herein shall also refer to the masculine and the use of the masculine herein shall also refer to the feminine, unless otherwise expressly provided. The use of the singular herein shall also refer to the plural unless the context requires otherwise.

Section 13.16 Severability and Headlines. The invalidity of any provision of these Bylaws shall not affect the other provisions these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 13.17 Saving Clause. Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the Board of Directors do not cause substantial injury to the rights of the members of USA Ultimate, shall not invalidate the actions or proceedings of the Board of Directors.

Section 13.18 Effective Date. These Bylaws shall be effective when adopted by the current Board of Directors.