

AMENDED AND RESTATED

BYLAWS

OF

USA CYCLING, INC.

Effective and Adopted by the Board of Directors December 1, 2020

Amended April 28, 2022

SECTION 1.

NAME AND STATUS

Section 1.1. Name. The corporation's name shall be USA Cycling, Inc. (referred to in these Bylaws as "USA Cycling"). USA Cycling may establish such acronyms or abbreviations as appropriate for business use and may establish logos, service marks, or trademarks as appropriate to further its purposes, mission recognition, and goals.

Section 1.2. Nonprofit Status. USA Cycling shall be a nonprofit corporation incorporated and licensed according to Colorado's laws. USA Cycling shall operate 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 cycling. USA Cycling shall operate consistently with and shall maintain tax-exempt status under section 501(c)(3) of the Internal Revenue Code.

SECTION 2.

OFFICES

Section 2.1. Business Offices. The principal office of USA Cycling shall be in Colorado Springs, Colorado. USA Cycling may at any time and from time to time change the location of its principal office. USA Cycling may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the affairs of USA Cycling may require from time to time.

SECTION 3.

AFFILIATIONS

Section 3.1. USA Cycling is a member of the United States Olympic and Paralympic Committee (“USOPC”).

Section 3.2. USA Cycling is a member of the Union Cycliste Internationale (“UCI”) and shall remain a member so long as UCI is recognized by the International Olympic Committee as the International Federation governing Olympic cycling.

Section 3.3. The USA Cycling Foundation (“Foundation”), a Colorado nonprofit corporation that is tax-exempt under Section 501(c)(3) of the Internal Revenue Code, supports USA Cycling.

SECTION 4.

CERTIFICATION AS A NATIONAL GOVERNING BODY

Section 4.1. Certification as a National Governing Body. USA Cycling shall maintain certification by the USOPC as the National Governing Body (“NGB”) for the sport of cycling in the United States. USA Cycling shall comply with the requirements for certification as an NGB as outlined in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§ 220501 – 220543) (the “Sports Act”) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. USA Cycling shall satisfy the following requirements:

- a. Governance and Compliance.
 - i. fulfill all responsibilities as an NGB as set forth in the Sports Act
 - ii. adopt and maintain governance and athlete representation policies complying with the requirements of the USOPC Bylaws
 - iii. adopt and maintain an Athletes Advisory Council as a part of its overall governance structure
 - iv. adopt and maintain appropriate good governance practices
 - v. be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code
 - vi. adopt and enforce a code of conduct for its employees, members, board of Directors, and officers, including clear conflicts of interest principles
 - vii. adopt and enforce ethics policies and procedures
 - viii. demonstrate an organizational commitment to diversity and inclusion
 - ix. submit to binding arbitration in any controversy involving—
 - A. its certification as a national governing body, upon demand of the USOPC; and
 - B. the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition, upon demand of the USOPC or any aggrieved amateur athlete, coach, training, administrator, or official
 1. Such arbitration shall be conducted in accordance with the standard commercial arbitration rules of an established major national provider of arbitration and mediation services based in the United States and designated by the USOPC with the concurrence of the USOPC AAC and the National Governing Bodies Council.
 - x. satisfy such other requirements as are set forth by the USOPC
- b. Financial Standards and Reporting Practices.
 - i. demonstrate financial operational capability to administer its sport
 - ii. be financially and operationally transparent and accountable to its members and to the USOPC
 - iii. adopt a budget and maintain accurate accounting records in accordance with accounting principles generally accepted in the United States of America (GAAP)

- iv. submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the USOPC annually
 - v. post on its website its current bylaws and other organic documents, its IRS Form 990 for the three most recent years, and its audited financial statements for the three most recent years
 - vi. satisfy such other requirements as are set forth by the USOPC
- c. Athlete Safety.
- i. comply with all applicable athlete safety and child protection laws
 - ii. comply with the policies and requirements of the USCSS
 - iii. maintain and enforce an athlete safety program consistent with the policy(ies) and standards directed by the USOPC
 - iv. comply with the anti-doping policies of the USOPC and with the policies and procedures of USADA
 - v. satisfy such other requirements as are set forth by the USOPC
- d. Sport Performance.
- i. maintain and execute on a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence, and in growing the sport
 - ii. establish clear athlete, team, and team official selection procedures approved by a Designated Committee (as defined in the USOPC Bylaws, and by the USOPC, for Delegation Event teams as applicable, and timely disseminate such procedures to the athletes and team officials
 - iii. effectively conduct, in accordance with such selection procedures, a selection process, including any trials (as approved by the USOPC), to select athletes for Delegation Event teams
 - iv. competently and timely recommend to the USOPC athletes, teams, and team officials for Delegation Event teams as applicable
 - v. maintain and implement effective plans for successfully training Delegation Event athletes
 - vi. satisfy such other requirements as are set forth by the USOPC
- e. Operational Performance.
- i. demonstrate managerial capability to administer its sport
 - ii. obtain and keep current insurance policies in such amount and for such risk management as appropriate
 - iii. actively seek, in good faith, to generate revenue in addition to any resources that may be provided by the USOPC, sufficient to achieve financial sustainability
 - iv. maintain and enforce grievance procedures that provide for prompt and equitable resolution of grievances and fair notice and an opportunity for a hearing before declaring an individual ineligible to participate;
 - v. adopt a whistleblower and anti-retaliation policy;
 - vi. not interfere in any way with an investigation undertaken by the US Center for SafeSport

- vii. cooperate with the USOPC in preventing the unauthorized use of the names and trademarks of the USOPC, the words “Olympic,” “Paralympic,” “Pan American,” “Parapan American” and their derivatives, as well as their symbolic equivalents
- viii. satisfy such other requirements as are set forth by the USOPC

Section 4.2. National Governing Body SafeSport and Anti-Doping Obligations.

- a. Compliance with the USOPC and U.S. Center for SafeSport Policies and Procedures. USA Cycling shall adhere to the athlete safety rules and regulations of the USOPC and the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the U.S. Center for SafeSport as that organization. USA Cycling also shall adopt and maintain athlete safety policies and procedures consistent with the U.S. Center for SafeSport’s rules, policies, and procedures, as they may be modified or amended from time to time. USA Cycling’s current athlete safety rules, policies, and procedures are available online at USA Cycling’s website.
- b. Compliance with the USOPC and United States Anti-Doping Agency (USADA) Rules and Regulations. USA Cycling shall adhere to the anti-doping rules and regulations of the USOPC and the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations. The USOPC has designated USADA as that organization.

SECTION 5.

MEMBERS

Section 5.1. Individual Membership. USA Cycling shall have individual members. Membership in USA Cycling is open to all individuals who participate in the sport of cycling as athletes, coaches, trainers, managers, administrators, mechanics or officials, or such other categories as the Board of Directors may from time to time determine. Members shall have an equal opportunity to participate in bicycle racing without discrimination on the basis of race, color, religion, age, gender, sexual orientation, or national origin

Section 5.2. Voting Rights. No members shall have voting rights except that 10-Year Athlete members (as defined in the USOPC Bylaws) shall be entitled to vote in elections for Athlete Directors, USA Cycling's USOPC AAC representatives, and USA Cycling's AAC.

Section 5.3. Membership Requirements and Dues. Membership in USA Cycling is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements that may include background checks, Safe Sport education and training, and dues as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

Section 5.4. USA Cycling Regulations. All members agree to submit to the jurisdiction of USA Cycling concerning any violation of USA Cycling's rules and regulations (collectively "Regulations"). Regulations may provide for the denial, suspension, or revocation of membership or the imposition of such other sanctions against a member as the Board may authorize, subject to the member's right to fair notice and an opportunity to be heard. USA Cycling's jurisdiction over a member includes violations that occur while the member participated in USA Cycling's affairs, even if such member ceases to be a member of USA Cycling.

Section 5.5. SafeSport Obligations. As a condition of membership in USA Cycling and a condition for participation in any competition or event sanctioned by USA Cycling, each USA Cycling member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other individuals who participate in USA Cycling or USA Cycling events (whether or not a USA Cycling member), agrees to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for SafeSport for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time, to the extent the alleged violation falls within the jurisdiction of the U.S. Center for SafeSport. Each USA Cycling member and each athlete, coach, trainer, agent, athlete

support personnel, medical personnel, team staff, official and other individuals who participate in USA Cycling or USA Cycling events (whether or not a USA Cycling member) also agrees to comply with and be bound by the athlete safety rules, policies and procedures of USA Cycling and to submit, without reservation or condition, to the jurisdiction of USA Cycling for the resolution of any alleged violations of the U.S. Center for SafeSport's rules or of USA Cycling's Safe Sport rules that do not fall within the U.S. Center for SafeSport's exclusive jurisdiction and over which the U.S. Center for SafeSport declines to exercise discretionary jurisdiction. To the extent any USA Cycling rule is inconsistent with the rules of the U.S. Center for SafeSport, such rule is hereby superseded.

Section 5.6. Anti-Doping Obligations. Individual members of USA Cycling must comply with all anti-doping rules of the World Anti-Doping Agency ("WADA"), the UCI, the USOPC including the USOPC National Anti-Doping Policy, and of the U.S. Anti-Doping Agency ("USADA"), including the USADA Protocol for Olympic and Paralympic Movement Testing ("USADA Protocol") and all other policies and rules adopted by WADA, the UCI, the USOPC, and USADA. Athlete members agree to submit to drug testing by the UCI and USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules makes them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that an individual member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the UCI, if applicable, or referred by USADA.

Section 5.7. Suspension or Termination of Membership. The membership of any member may be suspended or terminated at any time with cause as provided in USA Cycling's rules. A member shall have the right to fair notice and an opportunity to be heard before suspension or termination, except for interim emergency suspensions that may be imposed as provided in USA Cycling rules. During any suspension period, a member shall not be entitled to exercise the rights and privileges of membership. A member who has been expelled or suspended shall be liable to USA Cycling for dues, assessments, fines, or fees as a result of obligations incurred or commitments made before expulsion or suspension. USA Cycling retains jurisdiction over any member who has pending financial obligations or pending grievances against them, regardless of membership status.

Section 5.8. Transfer of Membership. Members may not transfer their membership in USA Cycling. Members shall have no ownership rights or beneficial interests of any kind in the property of USA Cycling.

Section 5.9. Annual Meeting of Members. An annual meeting of the members shall not be required.

SECTION 6.

BOARD OF DIRECTORS

Section 6.1. General Powers. Except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USA Cycling shall be managed by, its Board of Directors.

Section 6.2. Functions of the Board. The USA Cycling Board of Directors shall represent the interests of the cycling community for USA Cycling in the United States and its athletes by providing USA Cycling with policy, guidance, and strategic direction. The Board shall oversee the management of USA Cycling and its affairs, but it does not manage USA Cycling. The Board shall select a well-qualified Chief Executive Officer and diligently oversee the Chief Executive Officer in the operation of USA Cycling. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. The Board also performs the following specific functions, among others:

- a. implements formal procedures to orient new Board directors, to educate all directors on the business and governance affairs of USA Cycling, and to evaluate Board performance;
- b. selects, compensates, evaluates, and may terminate the Chief Executive Officer and plans for management succession;
- c. reviews and approves USA Cycling'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 Cycling;
- e. reviews and approves significant corporate actions;
- f. oversees financial activities and the financial reporting process, communications with stakeholders, and USA Cycling's legal and regulatory compliance program;
- g. oversees effective corporate governance;
- h. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- i. reviews and approves financial statements, annual reports, and, upon the recommendation of the Audit Committee, selects independent auditors;

- j. monitors to determine whether USA Cycling's assets are adequately protected;
- k. monitors USA Cycling's compliance with laws and regulations and the performance of its broader responsibilities; and
- l. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.
- m. ensures that the athlete safety rules, policies, and procedures of USA Cycling comply with the requirements of the USOPC and the USCSS.

Section 6.3. Qualifications. Each director of the Board must be a citizen of the United States and eighteen (18) years of age or older. A director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other directors, in collectively serving the long-term interests of USA Cycling. Directors shall possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USA Cycling. Directors shall have a high level of expertise and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport.

Section 6.4. Number. The Board of Directors shall consist of twelve (12) directors. At least thirty-three and one-third percent (33.3%) of the directors shall be Athlete Directors. The President/CEO shall be an ex-officio member of the Board of Directors with no vote.

Section 6.5. Election. The Board of Directors shall be designated without regard to race, color, religion, age, gender, sexual orientation, or national origin, except that to the extent there are separate male and female programs in the sport of cycling, there shall be reasonable representation of both males and females on the Board of Directors. The USA Cycling Board of Directors shall be selected as follows:

- a. At-Large Directors. USA Cycling shall have four (4) At-Large Directors. The Nominating and Governance Committee shall nominate, using whatever process the Nominating and Governance Committee determines to be appropriate, the At-Large Directors for selection by the Board. At least one At-Large director shall be "independent" as defined in Section 6.6 of these Bylaws.

- b. Athlete Directors. USA Cycling shall have four (4) Athlete Directors, the composition of which shall be:

- i. One Athlete Director shall be USA Cycling's representative to the USOPC Athletes' Advisory Council;
- ii. One Athlete Director shall be USA Cycling's alternate representative to the USOPC Athletes' Advisory Council;

iii. The remaining two Athlete Directors shall be athletes who meet the USOPC's requirements for athlete representatives on NGB boards.

c. Foundation Directors. The Foundation shall appoint three (3) directors. Only a member of the Foundation's Board of Directors may serve as a USA Cycling Director.

d. Affiliated Organization Director. "Affiliated Organizations" are those "amateur sports organizations" (as defined in the Sports Act and the USOPC Bylaws) that conduct national programs or regular national amateur athletic competitions in the sport of cycling on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athlete competitions in the sport of cycling, and which register with USA Cycling as Affiliated Organizations. If there is no Affiliated Organization member, the Affiliated Organization director seat shall be vacant. If there is one (1) Affiliated Organization, then that organization shall select a qualified individual to serve as the Affiliated Organization Director. If there is more than one (1) Affiliated Organization, then the Affiliated Organizations as a group shall select a qualified individual to serve as the Affiliated Organization Director. If the Affiliated Organization director seat is vacant, the seat will not count towards the total number of members of the Board of Directors.

Section 6.6. Independence. The board shall affirmatively determine each director's independence and disclose those determinations through its Nominating and Governance Committee. Under the definition of "independence" adopted by the Board, an "independent director" shall be determined to have no material relationship with USA Cycling, either directly or through an organization with a material relationship with USA Cycling. A relationship is "material" if, in the judgment of the Nominating and Governance Committee, it would interfere with the director's independent judgment. To assist it in determining whether a director is independent, the Board shall adopt the guidelines set forth below, which shall be applied on a case-by-case basis by the Nominating and Governance Committee.

In addition to considering whether an individual has a material relationship with USA Cycling, the Nominating and Governance Committee shall also find that an individual is not "independent" if, within the preceding two (2) years:

- a. the Director was employed by or held any governance position (whether a paid or volunteer position) with USA Cycling, the UCI, or COPACI, or any sport family entity connected to cycling;
- b. an immediate family member of the Director was employed by or held any governance position (whether a paid or volunteer position) with USA Cycling, the UCI, COPACI, or any sport family entity connected to cycling;
- c. the Director was affiliated with or employed by USA Cycling's outside auditor or outside counsel;

- d. an immediate family member of the Director was affiliated with or employed by USA Cycling's outside auditor or outside counsel as a partner, principal, or manager;
- e. the Director was a member of USA Cycling's Athletes' Advisory Council;
- f. the Director was a member of any constituent group with representation on the Board;
- g. the Director receives any compensation from USA Cycling, directly or indirectly;
- h. the Director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Cycling;
- i. the Director is a member of USA Cycling in a membership category that participates in Protected Competitions as defined in the USOPC Bylaws;
- j. the Director is the parent or close family member or coach of an athlete that has competed in a Protected Competition as defined in the USOPC Bylaws.

The Director must maintain independence during the Director's entire term and any successive term.

An independent Director is excepted from the requirement prohibiting them from holding any governance position with USA Cycling or the UCI, provided the only governance position they hold is their director position or related to their director position (e.g., a director does not lose their independence as a result of serving successive terms or serving as a board liaison to the UCI).

An independent Director is excepted from the requirement prohibiting them from accepting any payment from USA Cycling, provided that all payments received are reimbursements for approved expenses reasonably incurred as part of their board duties.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether the Director is independent shall be made by the Nominating and Governance Committee. An independent Director shall maintain independence under the criteria set forth above through their term.

Section 6.7. Initial Board of Directors. The initial Board of Directors of USA Cycling ("Initial Board") is deemed to be those Directors serving on December 1, 2020.

Section 6.8. Staggered Board. Directors of the Board shall be elected to implement a staggered board system. The Initial Board shall be comprised of some individuals who serve one (1) year terms, some individuals who serve two (2) year terms, and Athlete

Directors who will initially serve three (3) year terms. The Nominating and Governance Committee shall designate before the Initial Board's election whether a non-Athlete Director will serve a one (1) or two (2) year term.

Section 6.9. Board Term. The term of office for a Director of the Board shall be two (2) years, except that the term of office for an Athlete Director shall be four (4) years. A year of a term shall end November 30, and a new year of a term shall begin on December 1. However, a director shall hold office until the director's successor is elected and qualified or until the director's earlier resignation, removal, incapacity, disability, or death.

Section 6.10. Board Term Limits. Non-Athlete Directors of the Board shall not serve more than four (4) consecutive terms, and Athlete Directors of the Board shall not serve more than two (2) consecutive terms, except that any partial term served by reason of an election to fill a vacancy for an unexpired term shall not be counted. For the Initial Board, a term of one (1) or more years shall constitute a full term.

Section 6.11. Resignation, Removal, and Vacancies. A director's position on the Board shall be declared vacant upon the director's resignation, removal, incapacity, disability, or death.

Section 6.11.1. Resignation. Any director may resign at any time by giving written notice to the Secretary of USA Cycling. Such resignation shall take effect at the time specified in the written notice, and unless otherwise specified in the written notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.11.2. Removal. Directors may be removed as follows:

- a. If a voting group elects a director, only that voting group may vote to remove that director. Subject to Section 7-127-208 (3) of the Colorado Nonprofit Act, a director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.
- b. A director elected by the Board of Directors may be removed with or without cause by the vote of a majority of the directors then in office.
- c. A designated director may be removed by an amendment to the Bylaws deleting or changing the designation so long as the amendment complies with Colorado law regarding such amendments.

Section 6.11.3. Vacancies. Any vacancy occurring in the Board shall be filled as set forth for the election of the director of the Board. A director elected to fill a vacancy shall be elected for such director's predecessor's unexpired term in office.

Section 6.12. Chair and Vice-Chair. The Board of Directors shall elect a Chair and Vice-Chair from among its voting members, except the Affiliated Organization member, if any, shall not be eligible for election.

Section 6.12.1 The Chair. The Chair will:

- a. preside at all meetings of the directors;
- b. have primary responsibility for ensuring that the Board carries out its duties under these Bylaws and applicable laws;
- c. appoint, with approval of the Board, Board members to Board committees as appropriate; and
- d. perform such other duties as the Board may from time to time prescribe.

Section 6.12.2 The Vice-Chair. The Vice-Chair will:

- a. preside at all meetings of the directors in the Chair's absence; and
- b. perform such other duties as the Board may from time to time prescribe.

Section 6.12.3. Terms. The terms for the Chair and Vice-Chair shall be two years, and each shall take office immediately upon election. Election of the Chair and Vice-Chair will be by a majority vote of the directors' voting power then in office.

Section 6.12.4. Removal. The Board may remove the Chair or Vice-Chair for any reason at any time before the expiration of the Chair or Vice-Chair's term by the affirmative vote of a majority of the voting power of the directors then in office (excluding the voting power of the Chair or Vice-Chair as the case may be). Removal from serving as the Chair will not, in and of itself, constitute removal from the Board.

Section 6.13. Meetings of the Board of Directors.

Section 6.13.1. Annual Meeting. The Board of Directors' annual meeting shall be held each year at a time and place designated by the Board.

Section 6.13.2. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as the board shall designate. No less than thirty (30) days written notice of such meeting shall be given to each director.

Section 6.13.3. Special Meetings. Special meetings of the Board of Directors may be held upon the call of its President or Chair, or upon the written request to its Secretary of a majority of the Board of Directors at such place as may be designated by the

President or Chair in such written request, as the case may be. Notice of the time, place, and purpose of any special meeting shall be given by the Secretary to each member of the Board of Directors at least five (5) days before such meeting.

Section 6.13.4. Waiver of Notice. A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Failure of literal or complete compliance concerning date and times of notice or the sending or receipt of the same, or errors in the phraseology of the notice of proposals, which in the judgment of a majority of the persons entitled to vote at and attending the meeting does not substantially abridge their voting rights, shall not invalidate the actions or proceedings taken at the meeting.

Section 6.13.5. Deemed Assent. A director of the Board who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to all action taken at the meeting unless (i) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or (ii) the director contemporaneously requests the director's dissent or abstention as to any specific action taken to be entered in the minutes of the meeting; or (iii) the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before the adjournment thereof or by the corporation promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to a director who votes in favor of the action taken.

Section 6.13.6. Quorum and Voting. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors unless otherwise required by the Colorado Nonprofit Act, the articles of incorporation or these bylaws. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 6.13.7. Voting by Proxy. No director may vote or act by proxy at any meeting of the directors.

Section 6.13.8. Meetings by Telephone/Video Conference. Members of the Board of Directors may participate in a regular or special meeting by or conduct the meeting through any means of communication by which all directors participating may 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.

Section 6.13.9. Action Without a Meeting. Any action that may be taken by a meeting of the Board of Directors may be taken without a meeting under the procedures set out in (and subject to the requirements of) Colo. Rev. Stat. Section 7-128-202, or in any amendment to it that is effective at the time of the action taken.

Section 6.13.10. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile. The Board shall have the power to transact its business by mail, electronic mail, telephone, or facsimile if, in the judgment of the Chair of the Board, the urgency of the case requires such action.

Section 6.13.11. Minutes of Meetings. The minutes of all meetings of the Board of Directors shall be published on USA Cycling's website. Every reasonable effort will be made to publish the minutes within thirty (30) days after the completion of the meeting.

Section 6.13.12. Compensation. Directors of the Board shall not receive compensation for their services as directors. Notwithstanding the foregoing, the reasonable expenses of directors may be paid or reimbursed under USA Cycling's policies, including, at a minimum, travel expenses for Athlete Directors to attend Board meetings.

Section 6.13.13. Director Attendance. Directors of the Board shall be expected to attend in person all regularly scheduled Board meetings, though, for exigent circumstances, a director may participate in a meeting by telephone.

SECTION 7.

OFFICERS

Section 7.1. Designation. The officers of USA Cycling shall be a President, Secretary, and Treasurer.

Section 7.2. Election/Selection. The Chief Executive Officer of USA Cycling shall serve as the President of USA Cycling. The Chief Financial Officer of USA Cycling shall serve as the Treasurer of USA Cycling. The Chief Executive Officer shall designate one staff member to serve as USA Cycling's corporate Secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings.

Section 7.3. Term. The terms of office of President, Treasurer, and Secretary are at will. The President, Treasurer, and Secretary shall hold office until their employment by USA Cycling ends, when the Chief Executive Officer designates a different individual to serve as Secretary, or until the Secretary's earlier resignation, removal by the Chief Executive Officer, incapacity, disability, or death. In any circumstance in which the Chief Executive Officer has not designated an employee to serve as Secretary, the Board of Directors may select a director of the Board or another individual employed by USA Cycling to serve as Secretary.

Section 7.4. Authority and Duties of Officers. The officers of USA Cycling shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event, each officer shall exercise such powers and perform such duties as may be required by law:

a. President. The President shall: (i) cooperate with the Chair to set all meetings and meeting agendas, (ii) see that all Board commitments, resolutions, and oversight are carried into effect, and (iii) exercise such powers and perform such other duties as from time to time may be assigned by the Board.

b. Treasurer. The Treasurer shall (i) have general oversight of the financial affairs of USA Cycling, including preparation of the annual budget, (ii) present financial reports to the Board as the Board may request; (iii) ensure that an annual audit is conducted of USA Cycling, and (iv) in general, perform all duties incident to the office of Treasurer.

c. Secretary. The Secretary shall: (i) keep the minutes of the proceedings of the Board; (ii) see that all notices are duly given under the provisions of these Bylaws or as required by law; (iii) be the custodian of the corporate records; (iv) perform all duties incident to the office of Secretary; and (v) perform such other duties as from time to time may be assigned to the Secretary by the Chief Executive Officer or by the Board.

Section 7.5. Restrictions. Officers of USA Cycling shall perform their functions with due care. No individual may serve simultaneously as an officer of USA Cycling and as an officer of an organization holding membership in USA Cycling or as an officer of another NGB.

SECTION 8.

COMMITTEES

Section 8.1. Designation. The Board of Directors may designate one or more standing committees consisting of three or more individuals, which shall have the authority of the Board of Directors to the extent provided in the designating resolution or the Bylaws, except that no such committee shall have the authority of the Board in reference to: authorizing distributions; approving or proposing to members action required to be approved by members; adopting, amending, or repealing the Articles of Incorporation or these Bylaws; electing, appointing, or removing any member of such committee or any officer or director of USA Cycling; adopting a plan of merger or adopting a plan of consolidation with another corporation; approving a sale, lease, exchange or other disposition of all or substantially all of its property, with or without goodwill, otherwise than in the usual and regular course of business subject to approval by members; or amending, altering, or repealing any resolution of the Board of Directors which, by its terms, provides that it shall not be amended, altered, or repealed by such committee.

The Board of Directors or Chief Executive Officer may appoint such task forces or committees as the Board of Directors or Chief Executive Officer believe appropriate. The name, objectives and responsibilities of each such task force or committee, and the rules and procedures for the conduct of its activities, shall be determined by the Board of Directors or Chief Executive Officer. An advisory board may provide such advice, service, and assistance to USA Cycling, and carry out such duties and responsibilities for USA Cycling as may be specified by the Board of Directors or the Chief Executive Officer. The decision to appoint or not appoint and to terminate such an advisory board shall be exclusively the Board of Directors' or the Chief Executive Officer's.

Section 8.1.1 Audit and Finance Committee. All members of the Audit and Finance Committees shall be Directors of the Board. An independent Director of the Board shall be on the Audit and Finance Committee. The Audit and Finance Committee shall assist the Board in its oversight of the integrity of the financial statements and internal controls, compliance with legal and regulatory requirements and ethics, and the independence and performance of the independent auditors, recommend the independent auditors of USA Cycling, review the report of the independent auditors and management letter, and recommend action as needed, assist the Board in its oversight of the management of USA Cycling's financial assets, review and recommend approval of an annual operating budget, regularly review financial results, ensure the maintenance of an appropriate capital structure, and advise the Board concerning the compensation and terms of employment of the President/CEO.

Section 8.1.2. Nominating and Governance Committee. The Nominating and Governance Committee shall identify and evaluate prospective candidates for the Board, vet all nominations for potential conflict of interest or other problematic background issues, develop and recommend to the Board for its consideration an annual self-evaluation process of the Board; advise the Board on matters related to its internal

governance, provide oversight of USA Cycling's athlete protection policies and programs, and perform such other duties as assigned by the Board.

The Nominating and Governance Committee takes into consideration the candidate's contribution to the effective functioning of USA Cycling; any potential or impending change in the candidate's principal area of responsibility with their company or in their employment; whether the candidate continues to bring relevant experience to the Board; whether the candidate can attend meetings and fully participate in the activities of the Board; the candidate's reputation for personal integrity and commitment to ethical conduct; and whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the director to continue serving on the Board.

Section 8.1.4. Ethics Committee. The Ethics Committee shall oversee the implementation of, and compliance with, the USA Cycling Principles of Ethical Conduct and Conflict of Interest Policy, report to the Board on all ethical issues, develop and review on an annual basis a code of ethics for the Board, officers, staff members, committee and task force members, and volunteers for adoption by the Board, review and investigate matters of ethical impropriety and make recommendations on such matters to the Board, review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USA Cycling members; review annual and periodic conflict of interest disclosure forms and determine if a conflict of interest exists as to any particular transaction, relationship or matter involving USA Cycling; and, perform such other duties as assigned by the Board. The Ethics Committee will determine whether a complaint or matter submitted to it falls within its jurisdiction. No Director of the Board shall be appointed to the Ethics Committee.

Section 8.2. Appointments. Standing committee appointments, including committee Chairs, shall be made annually by the Chair with the approval of the Board. Appointments shall be made based on a combination of factors, including each individual member's expertise, USA Cycling's needs, and these Bylaws. Task forces and other committee appointments may be made by the Chair with the Board's approval, or by the Chief Executive Officer.

Section 8.3. Athlete Representation. Athlete representatives on Designated Committees (as defined in the current USOPC Bylaws) must be 10 Year Athletes or 10 Year+ Athletes as defined in the USOPC Bylaws. At least half of the athlete representatives on Designated Committees must be 10 Year Athletes; the remainder may be 10 Year Athletes or 10 Year+ Athletes. To be eligible to serve on Other Committees (as defined in the USOPC Bylaws), athlete representatives must be 10 Year Athletes, 10 Year+ Athletes, or have within the twenty-four (24) months preceding election, demonstrated that they are actively engaged in amateur athletic competition, as determined by USA Cycling. Athletes on all committees shall be selected by the USA Cycling AAC upon recommendation by the Board of Directors.

Section 8.4. Term. The term for all standing and other committee members shall be two (2) years. A committee member shall remain on the committee until the committee member's successor is appointed or until the committee member's earlier resignation, removal, incapacity, disability, or death.

The term for all task force members shall be until their assignment concludes, but in any event, shall not exceed a period of two (2) years.

Section 8.5. Term Limits. There are no term limits for service on a committee or task force.

Section 8.6. Committee Member Attendance. Committee and task force members are expected to attend all regularly scheduled committee and task force meetings of which they are a member.

Section 8.7. Resignation, Removal, and Vacancies. A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability, or death. A committee member may resign at any time by giving written notice to the Board if appointed by the Board or to the Chief Executive Officer if appointed by the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Committee or task force members appointed by the Board may be removed with or without cause by the vote of a simple majority of the directors then in office. Committee or task force members appointed by the Chief Executive Officer may be removed with or without cause upon the Chief Executive Officer's determination.

Any vacancy occurring in a committee or task force shall be filled as set forth for the appointment of that committee or task force member. A committee or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office.

Section 8.8. Minutes of Meetings. Each committee and task force shall take minutes of its meetings.

Section 8.9. Compensation. Committee and task force members who are directors of the Board shall not receive compensation for their services as committee or task force members, although USA Cycling may pay or reimburse the reasonable expenses of committee and task force members under USA Cycling's policies. Committee and task force members who are not directors of the Board may receive compensation for services rendered to or for the benefit of USA Cycling in any other capacity, provided the Board gives explicit approval.

SECTION 9.

USA CYCLING ATHLETES' ADVISORY COUNCIL

Section 9.1. Purpose. The USA Cycling Athletes' Advisory Council ("USA Cycling AAC") shall be a forum to provide a means of communication between athletes USA Cycling. The USA Cycling AAC will lead, serve, and engage athletes to communicate the interests and protect the rights of athletes, and be a conduit to USA Cycling. The USA Cycling AAC shall:

- a. Serve as a vehicle for athlete engagement;
- b. Endeavor to protect the rights of athletes;
- c. Provide athlete feedback to the USA Cycling Board of Directors;
- d. Build and establish relationships among the athletes of USA Cycling;
- e. Assist in identifying potential future athlete board representative candidates and introduce athletes to USA Cycling's governance structure; and
- f. Serve as SafeSport and USADA ambassadors and advocates.

Section 9.2. Qualifications. To be eligible to serve on the USA Cycling AAC, athlete representatives must be at least 19 years of age, a U.S. citizen, a member of USA Cycling in good standing, and meet the eligibility standards for 10-Year Athletes as defined in the USOPC Bylaws

Section 9.3. Composition. The USA Cycling AAC shall consist of ten (10) members. One member shall be elected from each of the following six (6) disciplines: Road, Track, Mountain Bike, BMX, BMX Freestyle, and Cyclocross. USA Cycling's four (4) Athlete Directors shall also serve as members of the USA Cycling AAC.

Section 9.4. Election. Athlete representatives on the USA Cycling AAC shall be directly elected by athletes who are eligible to run. The election shall take place after the conclusion of the Summer Olympic Games, but before January 1 of the year following the Summer Olympic Games. Prior to election, each athlete representative candidate shall submit a conflict of interest disclosure in accordance with USA Cycling Principles of Ethical Conduct and Conflict of Interest Policy, along with disclosure of any felony convictions, or other period of ineligibility served in sport such as violations of anti-doping codes, or SafeSport violations.

Section 9.5. Term. The term for members of the USA Cycling AAC shall be for four (4) years, provided however, that the term for members of the initial USA Cycling AAC shall run through 2024. A member shall remain on the USA Cycling AAC until the

member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability, or death.

Section 9.6. Sport Advisory Committees. Each member of the USA Cycling AAC shall serve on at least one of USA Cycling's sport advisory committees.

Section 9.7. Term Limits. No USA Cycling AAC member shall serve for more than two (2) consecutive terms.

Section 9.8. Chair. The USA Cycling AAC shall elect from among its members, by majority vote, a Chair. The term of office of the Chair shall be two years, provided, however, that the term for the initial Chair of the USA Cycling AAC shall run through 2024. The newly elected Chair shall take office immediately. The Chair shall hold office until the Chair's successor is elected and qualified, or until the Chair's earlier resignation, removal, incapacity, disability, or death.

Section 9.9. Procedures. The USA Cycling AAC shall establish procedures for conducting its business and affairs.

Section 9.10. Meetings. The USA Cycling AAC shall have an annual meeting each year. The USA Cycling AAC may meet at such other times and places as the USA Cycling AAC determines necessary to fulfill its purpose.

Section 9.11. Staff Liaison. USA Cycling's President and CEO, or their designee, shall serve as the USA Cycling Staff Liaison to the USA Cycling AAC and shall participate in all meetings of the USA Cycling AAC. The Staff Liaison shall work with the USA Cycling AAC Chair to set all meeting agendas for USA Cycling AAC meetings.

Section 9.12. Compensation. USA Cycling AAC members shall not receive compensation for their services as USA Cycling AAC members. USA Cycling shall pay for the reasonable expenses of all members of the USA Cycling AAC to attend meetings of the USA Cycling AAC. While members of the USA Cycling AAC shall not receive compensation for their services as USA Cycling AAC members, they shall be entitled to obtain compensation from USA Cycling in connection with their capacity as athletes, including, but not limited to, compensation in the form of Direct Athlete Support or in connection with Operation Gold.

Section 9.13. Conflicts of Interest. Each member of the USA Cycling AAC shall be bound by USA Cycling's Principle of Ethical Conduct and Conflict of Interest Policy.

SECTION 10.

USOPC ATHLETES' ADVISORY COUNCIL

Section 10.1. Designation. USA Cycling shall have a representative and an alternate representative to the USOPC Athletes' Advisory Council ("USOPC AAC").

Section 10.2. Qualifications. To be eligible to serve on the USOPC AAC, athlete representatives must meet the eligibility standards contained in the USOPC AAC's Bylaws.

Section 10.3. Election. Athlete representatives on the USOPC AAC shall be directly elected by athletes who are eligible to run. USA Cycling shall adopt and submit to the USOPC AAC, consistent with the USOPC AAC policies, a procedure whereby eligible athletes shall elect a representative and an alternate representative to the USOPC AAC. The election shall take place after the conclusion of the Summer Olympic Games, but before January 1 of the year following the Summer Olympic Games. The individual with the highest vote total will be elected as the representative to the USOPC AAC. The individual with the second-highest vote total is elected as the alternate representative to the USOPC AAC.

Section 10.4. Term. The term for representatives to the USOPC AAC shall be outlined in the USOPC AAC Bylaws.

Section 10.5. Term Limits. The term limit for representatives to the USOPC AAC shall be outlined in the USOPC AAC Bylaws.

SECTION 11.

USOPC NATIONAL GOVERNING BODIES COUNCIL

Section 11.1. Designation. USA Cycling shall have a representative and an alternate representative to the USOPC National Governing Bodies Council.

Section 11.2. Election/Selection. The Chief Executive Officer shall be USA Cycling's representative to the USOPC National Governing Bodies Council. The Chair of the Board shall be USA Cycling's alternate representative to the USOPC National Governing Bodies' Council.

SECTION 12.

CHIEF EXECUTIVE OFFICER

Section 12.1. Designation. USA Cycling shall have a Chief Executive Officer who shall be the leader of management and vested with the authority to make decisions on behalf of management. The Chief Executive Officer shall not be a voting director of the Board. The Board shall hire and oversee the Chief Executive Officer, who shall have the responsibilities outlined below in Section 12.4.

Section 12.2. Tenure. The Board of Directors shall employ the Chief Executive Officer for whatever term the Board deems appropriate. The Chief Executive Officer may be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the Chief Executive Officer. If the Chief Executive Officer has a contract of employment with USA Cycling, the contract shall provide that the Board may terminate the Chief Executive Officer's employment with or without cause.

Section 12.3. Secretary General. The Chief Executive Officer or their designee may serve as Secretary General of USA Cycling and, in that capacity, shall represent USA Cycling in relations with the international sports federation for cycling recognized by the International Olympic Committee and at international cycling functions and events.

Section 12.4. Responsibilities. The Chief Executive Officer shall:

- a. develop a strategy for achieving USA Cycling's mission, goals and objectives and present the strategy to the Board of Directors for approval;
- b. determine the size and compensation of, hire and terminate the professional staff following USA Cycling compensation policies and guidelines (established by the Board) to effectively carry out USA Cycling's mission, goals and objectives;
- c. prepare and submit an annual budget to the Board for approval;
- d. either directly or by delegation manage all staff functions;
- e. be responsible for resource generation and allocation of resources;
- f. coordinate USA Cycling's international activities;
- g. with the Chair of the Board, act as USA Cycling's spokesperson; and
- h. perform all functions as usually pertain to the office of Chief Executive Officer.

SECTION 13.

COMPLAINT PROCEDURES

Section 13.1. Administration. USA Cycling provides procedures for prompt and equitable resolution of its members' grievances and complaints according to USA Cycling's Policy III: Grievances as may be amended from time to time.

Section 13.2. Jurisdiction. Any member of USA Cycling, because of membership, agrees to be subject to procedures contained in, and agrees to be bound by any decision rendered under the procedures contained in USA Cycling's Policy III: Grievances.

SECTION 14.

RECORDS OF THE CORPORATION

Section 14.1. Minutes. USA Cycling shall keep as permanent records minutes of all Board meetings, a record of all actions taken by the Board without a meeting, and a record of all waivers of notices of the Board's meetings.

Section 14.2. Accounting Records. USA Cycling shall maintain appropriate accounting records.

Section 14.3. Membership List. USA Cycling shall maintain a record of the members in a form that permits the preparation of a list of the members' names and addresses in alphabetical order by class.

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

Section 14.5. Website. USA Cycling shall maintain a website for the dissemination of information to its members. USA Cycling shall publish on its website (i) its Bylaws, (ii) its rules, and regulations (iii) a procedure for communicating with the Chair of the Audit Committee regarding accounting, internal accounting controls, or audit-related matters; (iv) its three (3) most recent audited financial statements; and (v) its three (3) most recent 990 Forms filed with the Internal Revenue Service. To facilitate interested parties' ability to communicate their concerns or questions, USA Cycling shall publish a mailing address and an e-mail address for communications directly with USA Cycling.

Section 14.6. Records Maintained at Principal Office. USA Cycling shall keep a copy of each of the following records at its principal office:

- a. the articles of incorporation;
- b. these Bylaws;
- c. rules or regulations adopted by the Board of Directors about the administration of the sport of cycling;
- d. rules or regulations that govern the conduct of USA Cycling, the USA Cycling Board and Committees, and USA Cycling members;
- e. rules and regulations that govern the technical conduct of cycling events in the United States as USA Cycling's Board and Chief Executive Officer determine is appropriate in their sole discretion;
- f. the minutes of all Board meetings, and records of all action taken by the Board without a meeting, for the past three (3) years;

- g. all written communications within the past three (3) years to the members generally as the members;
- h. a list of the names and business or home addresses of the current directors and officers;
- i. a copy of the most recent corporate report delivered to the Colorado secretary of state;
- j. all financial statements prepared for periods ending during the last three (3) years;
- k. USA Cycling's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- l. all other documents or records required to be maintained by USA Cycling at its principal office under applicable law or regulation.

Section 14.7. Inspection of Records by Members. The following rights and restrictions shall apply to the inspection of records by members:

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

b. Financial Statements. Upon the written request of any member, USA Cycling shall mail to such member its most recent annual financial statements showing its assets and liabilities and results of its operations in reasonable detail.

c. Membership List.

1. Preparation of Membership Voting List. After determining the members entitled to vote in an election, USA Cycling shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.

2. Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at USA Cycling's principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least three months immediately preceding the demand to inspect or copy, (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (iii) the member gives

USA Cycling written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list, (iv) the member describes with reasonable particularity the purpose for the inspection, and (v) the inspection is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, before such inspection and copying, execute a signed agreement in the form as approved by USA Cycling, limiting the use of such a list under Section 14.7.c.3.

3. Limitation on Use of Membership Voting List. Without the board of directors' consent, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board, a membership voting list may not be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.

d. Scope of Members' Inspection Rights.

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

2. Right to Copy. The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic, or other means.

3. Reasonable Charge for Copies. USA Cycling may impose a reasonable charge, covering labor and material costs, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.

4. Litigation. Nothing in these Bylaws shall limit a member's right to inspect records to the same extent as any other litigant if the member is in litigation with USA Cycling, or the power of a court to compel the production of corporate records for examination.

SECTION 15.

POLICIES

Section 15.1. Code of Ethics. USA Cycling shall adopt a code of ethics applicable to all USA Cycling employees, Directors of the Board, officers, committee and task force members, and volunteers.

Section 15.2. Conflicts of Interest Policy. USA Cycling shall adopt a conflict of interest policy applicable to all USA Cycling employees, Directors of the Board, committee and task force members, and volunteers.

Section 15.3. Gift Policy. USA Cycling shall adopt a gift policy applicable to all USA Cycling employees, Directors of the Board, committee and task force members, and volunteers.

Section 15.4. Code of Conduct. USA Cycling shall adopt a general code of conduct applicable to all USA Cycling employees, Directors of the Board, committee and task force members, and volunteers.

Section 15.5. Athlete Safety Policy. USA Cycling shall adopt an athlete safety policy applicable to all USA Cycling employees, Directors of the Board, committee and task force members, volunteers, and other persons who participate in USA Cycling or USA Cycling events (whether or not a USA Cycling member).

Section 15.6. Executive Limitation Policy. No individual who is an employee, contractor, or agent of USA Cycling may assist a member or former member of USA Cycling in obtaining a new job (excluding the routine transmission of administrative or personnel files) if the individual knows that the member or former member a) violated the policies or procedures of the U.S. Center for SafeSport related to sexual misconduct; and/or b) was convicted of a crime involving sexual misconduct with a minor in violation of applicable law or the policies and procedures of the U.S. Center for SafeSport.

Section 15.7. Other Policies. USA Cycling shall adopt such other policies to effectively operate and govern the organization as determined by the Board of Directors from time to time.

SECTION 16.

FIDUCIARY MATTERS

Section 16.1. Indemnification. USA Cycling shall indemnify each Director, Officer, Committee Member, and Hearing Panel member of USA Cycling to the fullest extent permissible under the laws of the State of Colorado and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 16.1. USA Cycling shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Section 16.1 to the fullest extent permissible under Colorado law.

Section 16.2. Discharge of Duties. Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the Board, and each Officer with discretionary authority shall discharge the Officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the Director or Officer reasonably believes to be in the best interests of the corporation.

Section 16.3. Conflicts of Interest. If any Director of the Board, officer, or committee or task force member has a financial interest in any contract or transaction involving USA Cycling or has an interest adverse to USA Cycling'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, unless the procedures set forth in USA Cycling's Conflict of Interest Policy are followed.

Section 16.4. Loans to Directors and Officers Prohibited. USA Cycling shall make no loans to any of its directors or officers. Any director or officer who assents to or participates in making any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

SECTION 17.

FINANCIAL MATTERS

Section 17.1. Fiscal Year. The fiscal year of USA Cycling shall commence January 1 and end on December 31 each year.

Section 17.2. Budget. USA Cycling shall have an annual budget.

Section 17.3. Audit. Each year USA Cycling shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit Committee. The Audit Committee shall provide the auditor's report to the Board of Directors upon completion.

Section 17.4. Individual Liability. No individual director of the Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of USA Cycling according to the authority granted directly or indirectly by the Board of Directors.

Section 17.5. Irrevocable Dedication and Dissolution. The property of USA Cycling is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USA Cycling shall inure to the benefit of private persons. Upon the dissolution or winding up of USA Cycling, its assets remaining after payment, or provision for payment, of all debts and liabilities of USA Cycling, 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 18.

MISCELLANEOUS PROVISIONS

Section 18.1. Severability and Headings. The invalidity of any provision of these Bylaws shall not affect the other provisions of these Bylaws, and in such an event, these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 18.2. Saving Clause. Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in the phraseology of notice of proposals, which in the judgment of the directors of the Board do not cause substantial injury to the rights of the directors, shall not invalidate the actions or proceedings of the directors at any meeting.

SECTION 19.

AMENDMENTS OF BYLAWS

Section 19.1. Amendments. The Board of Directors may amend these Bylaws. All amendments to these Bylaws must be approved by at least two-thirds of the total votes cast, abstentions not being counted. The text of any amendment to these Bylaws shall be proposed in writing to the Secretary by a Director, and provided to the Board of Directors no less than 30 days before the meeting at which the amendment will be considered.

SECTION 20.

EFFECTIVE DATE AND TRANSITION

Section 20.1. Effective Date. These Bylaws shall be effective when adopted by the current Board of Directors.

Section 20.2. Transition Plan. The Board of Directors shall adopt and implement a transition plan, if necessary, to give effect to these Bylaws.

Section 20.3. Election/Selection of New Board. Upon adoption, the Nominating and Governance Committee shall initiate the process to have a new Board elected/selected under these Bylaws.