



UNITED STATES MUAYTHAI FEDERATION

BYLAWS

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Contact:
USMF Main Office
Phone: (832) 326 - 6453
info@usamuaythai.sport

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USMF BYLAWS

ARTICLE I. NAME AND STATUS

- 1.1 **NAME:** The name of the corporation shall be UNITED STATES MUAYTHAI FEDERATION, Inc. (referred to in these Bylaws as "USMF"). USMF 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.
- 1.2 **NON-PROFIT STATUS:** USMF was incorporated in the state of Texas on February 1, 2016, under the name of "UNITED STATES MUAYTHAI FEDERATION" and "USMF". On March 15, 2016, the Corporation was granted exemption from taxation within the meaning of Section 501(c) (3) of the Internal Revenue Code.

ARTICLE II. OFFICES

- 2.1 **SEAT:** The seat of USMF is the address of the incumbent President unless otherwise directed by the Board of Directors.
- 2.2 **BUSINESS OFFICE:** The principal office of USMF shall be in HOUSTON, TEXAS. USMF may at any time and from time to time change the location of its principal office. USMF may have such other offices, either within or outside TEXAS, as the Board of Directors may designate or as the affairs of USMF may require from time to time.
- 2.3 **REGISTERED OFFICE:** The registered office of USMF required by the TEXAS NONPROFIT CORPORATION ACT (the "Nonprofit Corporation Act") shall be maintained in TEXAS. The registered office may be changed from time to time by the Board of Directors or by the officers of USMF, or to the extent permitted by the Nonprofit Corporation Act by the registered agent of USMF. The registered office may be, but need not be, the same as the principal office.

ARTICLE III. MISSION AND STRUCTURE

- 3.1 **MISSION:** The Mission of USMF is to improve the quality and quantity of Muaythai in the United States, to enable United States athletes to achieve sustained competitive excellence in

Olympic, Paralympic, Pan American, ParaPan American, IWGA World Games, World Championships and other international competitions all under the IOC governing body, the International Federation of Muaythai Associates (IFMA), and to promote and grow Muaythai in the United States.

- 3.2 **STRUCTURE:** USMF is an organization open to individuals, constituents, and organizations involved in the sport of Muaythai, recreational Muaythai, and other social Muaythai activities. It is managed by elected officers, directors, and chairs (as ratified under these bylaws), and other eligible organization delegates as shall qualify for representation as specified in these bylaws. At the local level, USMF operates through chapters. To coordinate chapter and individual member activities on a geographic basis, the United States is divided into regions and districts.

ARTICLE IV. CERTIFICATION AS NATIONAL GOVERNING BODY

- 4.1 **CERTIFICATION AS A NATIONAL GOVERNING BODY:** USMF shall seek and attempt to maintain certification by the United States Olympic & Paralympic Committee (the "USOPC") as the National Governing Body for Muaythai in the United States. In furtherance of that purpose, USMF shall comply with the requirements for certification as a National Governing Body as set for in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§ 220501 – 220543) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements USMF shall:

4.1.1 GOVERNANCE AND COMPLIANCE

- 4.1.1.1 fulfill all responsibilities as a NGB as set forth in the Act and within the statutes of the International Olympic Committee (the "IOC") recognized International Governing Body for Muaythai
- 4.1.1.2 provide an equal opportunity to participate in Muaythai competitions and other organizational activities, without discrimination on the basis of race, color, national origin, sex, sexual orientation, gender identity or expression, religion, age, disability and with fair notice and opportunity for a hearing before declaring such individual ineligible to participate
- 4.1.1.3 adopt and maintain governance and athlete representation policies complying with the requirements of these Bylaws
- 4.1.1.4 adopt and maintain an Athletes Advisory Council as a part of its overall governance structure
- 4.1.1.5 adopt and maintain appropriate good governance practices
- 4.1.1.6 be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code
- 4.1.1.7 adopt and enforce a code of conduct for its employees, members, Board of Directors, and officers including clear conflicts of interest principles

- 4.1.1.8 adopt and enforce ethics policies and procedures
- 4.1.1.9 demonstrate an organizational commitment to diversity and inclusion
- 4.1.1.10 submit to binding arbitration in any controversy involving:
 - 4.1.1.10.1 Its certification as a national governing body, upon demand of the USOPC; and
 - 4.1.1.10.2 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
 - 4.1.1.10.2.1 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.
- 4.1.1.11 satisfy such other requirements as are set forth by the USOPC

4.2 FINANCIAL STANDARD AND REPORTING PRACTICES

- 4.2.1 demonstrate financial operational capability to administer its sport
- 4.2.2 be financially and operationally transparent and accountable to its members and to the USOPC
- 4.2.3 adopt a budget and maintain accurate accounting records in accordance with accounting principles generally accepted in the United States of America (GAAP)
- 4.2.4 submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the USOPC annually
- 4.2.5 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
- 4.2.6 satisfy such other requirements as are set forth by the USOPC

4.3 ATHLETE SAFETY

- 4.3.1 encourage and support research development and dissemination of information in the areas of sports medicine and safety
- 4.3.2 comply with all applicable athlete safety and child protection laws
- 4.3.3 comply with the policies and requirements of the US Center for Safe Sport

- 4.3.4 maintain and enforce an athlete safety program consistent with the policy(ies) and standards directed by the USOPC
- 4.3.5 comply with the anti-doping policies of the IOC recognized International Governing Body for Muaythai, USOPC, and with the policies and procedures of USADA
- 4.3.6 satisfy such other requirements as are set forth by the USOPC

4.4 SPORT PERFORMANCE

- 4.4.1 maintain and execute on a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence and in growing the sport of Muaythai
- 4.4.2 maintain and implement effective plans for successfully training Muaythai athletes
- 4.4.3 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
- 4.4.4 establish clear athlete, team, and team official selection procedures for international events, and timely disseminate such procedures to the athletes and team officials
- 4.4.5 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
- 4.4.6 competently and timely recommend to the USOPC athletes, teams, and team officials for Delegation Event teams as applicable
- 4.4.7 satisfy such other requirements as are set forth by the USOPC

4.5 OPERATIONAL PERFORMANCE

- 4.5.1 demonstrate managerial capability to administer its sport
- 4.5.2 obtain and keep current insurance policies in such amount and for such risk management as appropriate
- 4.5.3 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
- 4.5.4 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;
 - 4.5.4.1 adopt, maintain, and enforce a whistleblower and anti-retaliation policy;
 - 4.5.4.2 not interfere in any way with an investigation undertaken by the US Center for Safe Sport

4.5.4.3 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

4.5.4.4 satisfy such other requirements as are set forth by the USOPC

4.6 NATIONAL GOVERNING BODY SAFESPORT AND ANTI-DOPING OBLIGATIONS

4.6.1 Compliance with the USOPC and US Center for SafeSport Policies and Procedures

4.6.1.1 As a member of the United States Olympic & Paralympic Committee, USMF shall adhere to the athlete safety rules and regulations of the USOPC.

4.6.1.2 USOPC Bylaw Section 8.4.1(c)(ii) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations.

4.6.1.2.1 The USOPC has designated the U.S. Center for SafeSport as that organization.

4.6.1.2.2 The current safe sport rules, policies and procedures are available at the offices of USMF or on-line at the following website:
<https://usamuaythai.sport/codes-and-policies/>

4.6.1.3 USMF 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.

4.6.1.3.1 USMF’s current athlete safety rules, policies, and procedures are available at the offices of USMF or on-line at the following website:
<https://usamuaythai.sport/codes-and-policies/>

4.6.2 Compliance with the IOC Recognized International Governing Body for Muaythai, USOPC, and United States Anti-Doping Agency (USADA) Rules and Regulations

4.6.2.1 As a member of the United States Olympic & Paralympic Committee, USMF shall adhere to the anti-doping rules and regulations of the USOPC.

4.6.2.2 Additionally, USOPC Bylaw Section 8.4.1(c)(iv) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations.

4.6.2.2.1 The USOPC has designated USADA as that organization.

4.6.2.2.2 The current anti-doping rules, policies and procedures are available at the offices of USMF or on-line at the following website:
<https://usamuaythai.sport/codes-and-policies/>

4.6.2.2.3 As the recognized National Member Body for the United States by the IOC recognized International Governing Body for Muaythai, USMF shall adhere to their anti-doping rules and regulations.

4.7 **AUTONOMY:** Except for compliance with the rules of IOC recognized International Governing Body for Muaythai (IFMA) and the USOPC, USMF is autonomous in the governance of its affairs and may not delegate determination or control of matters central to such governance. Autonomy includes self-determination of the titles, locations, dates, authorization, and rules for the conduct of USMF sanctioned Muaythai events (both Championships and others), and such other items as may periodically be required and/or considered such in accordance with USOPC regulations and practices.

ARTICLE V. MEMBERSHIP

5.1 **CATEGORIES OF MEMBERSHIP:** The USMF shall have individual and organization membership categories as follows:

5.1.1 Individual Membership Categories

- 5.1.1.1 Athlete members. Athlete members are those individuals who register as competitive athletes and are eligible for competition in Muaythai. Adult members 18 years of age and older are required to satisfy the USMF Safe Sport Program requirements.
- 5.1.1.2 Coach members. Coach members are those individuals who register as active coaches, satisfy the USMF Safe Sport Program requirements and who are recognized as a coach by USMF. Coach members are eligible to compete as athletes in USMF events and sanctioned events and/or to become licensed Technical Official.
- 5.1.1.3 Technical Official members. Technical Official members are those individuals who register as active Technical Officials, satisfy the USMF Safe Sport Program requirements and who are recognized as Technical Officials by holding current licenses issued by USMF. Technical Official members are eligible to compete as athletes in USMF events and sanctioned events and/or to participate as coaches.
- 5.1.1.4 Supporting members. Supporting members are those individuals who register as Supporting members and who are interested in the purpose, programs, aims and objectives of USMF.

5.1.2 Organization Membership Categories

- 5.1.2.1 Club members. Club members are those Muaythai clubs that register and are approved as clubs and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USMF. Clubs are required to satisfy the USMF SafeSport Program requirements and the requirements set forth by the SafeSport Code and Minor Athlete Abuse Prevention Policies as defined for Local Affiliated Organizations (LAO).

- 5.1.2.2 Approved Sports Organization members. Approved Sports Organization members are those organizations that register and are approved as Approved Sports Organizations and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USMF. Approved Sports Organizations shall be the exclusive representative for their membership. Approved Sports Organizations shall have more than 100 registered members (full members) and 3 registered clubs. An ASO shall be entitled to 1 vote.
- 5.1.2.3 Contributing Organization members. Contributing Organization members are those amateur sports organizations that register and are approved as contributing organizations, which conduct athletic programs or activities that further the sport of Muaythai in the United States or which otherwise support the sport of Muaythai in the United States, and which agree to be bound by the rules and regulations of USMF.
- 5.1.2.4 Affiliated Organization members. Affiliated Organization members are those amateur sports organizations that register and are approved as affiliated organizations and which conduct, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athlete competition, a national program or regular national amateur athletic competition in the sport of Muaythai.
 - 5.1.2.4.1 Programs and resources recognized by USMF as being contributory to the development of athlete, coaches and Technical Officials in the United States. Programs and resources may include, but not be limited to hosting camps, clinics, financial support and events that meet USMF Standards.
 - 5.1.2.4.2 Insurance coverage equivalent to or better than the insurance standards required of USMF when reciprocal participation and or point and coaching agreements are in place.
 - 5.1.2.4.3 SafeSport and safety guidelines for members equivalent to those implemented by USMF including reciprocal acceptance and publishing of disciplinary actions related to criminal and/or SafeSport-related incidents. Individual organizational governance-related disciplinary actions may or may not be accepted as reciprocal by USMF and will be determined by the USMF Board of Directors, in consultation with the USMF Chief Executive Officer (CEO).
 - 5.1.2.4.4 Contributing Member Organizations shall comply with all obligations and requirements that NGBs must follow under the Sports Act and USOPC Bylaws.
- 5.1.2.5 National Affiliated Organization Director (1). If there are no National Affiliated Organization members, then the National Affiliated Organization Director seat shall be vacant. If there is one (1) National Affiliated Organization member, then that organization shall select a qualified individual to serve as the National Affiliated Organization Director. If there is more than one (1) National

Affiliated Organization member, then the Organizations as a group shall select a qualified individual to serve as the National Affiliated Organization Director.

5.1.2.5.1 Should this role be vacant, the seat will not count towards to the total membership of the Board of Directors for the purposes of

- 5.2 **VOTING MEMBERS:** Individuals belonging to the following membership categories shall be entitled to vote in an election for directors of the Board and other committees where the members select the position:
- 5.2.1 Athlete members in the 10 year category (athletes who are members and who satisfy the requirements of Sections 8.5 et seq. of the Bylaws of the USOPC)
- 5.2.2 All other adult members. Organizations belonging to the following membership categories shall be entitled to vote in an election for directors of the Board: Approved Sport Organization members and Affiliated Organization members. No other voting privileges are conferred upon these members. An individual may belong to more than one (1) of the above-mentioned membership categories. However, an individual is only eligible to vote in one (1) membership category. Any individual who is a member of more than one (1) membership category shall designate the membership category in which he or she shall vote. An individual in a voting class must remain in that class for 4 years at which time they can designate another voting class. An individual shall be a citizen of the United States and at least eighteen (18) years of age in order to be eligible to vote in an election. Notwithstanding these restrictions on voting, membership in USMF is open to individuals who are less than eighteen (18) years of age and to individuals who are not citizens of the United States. An individual shall be a member of USMF sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in an election. An individual shall be in good standing in order to be eligible to vote in an election. Individuals and organizations belonging to the following membership categories have no voting privileges: Supporting members, Club Member Participants, Club Members and Contributing Organization members.
- 5.3 **MEMBERSHIP REQUIREMENTS AND DUES:** Membership in USMF is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements 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. A member who obtains a Lifetime Membership will be treated as an auto-renewing individual membership and will follow the same criteria for membership category and voting rights as the individual membership.
- 5.3.1 Any member of the USMF, by reason of membership, agrees to be subject to the complaint procedures set forth in Section 14 of these Bylaws and agrees to be bound by any decision rendered pursuant to those complaint procedures.
- 5.4 **MEMBERSHIP SAFESPORT AND ANTI-DOPING OBLIGATIONS:** As a condition of membership in USMF and a condition for participation in any competition or event sanctioned by USMF or its member organizations, each USMF member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in USMF or USMF events (whether or not a USMF 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 USMF member and each athlete, coach, trainer, agent, athlete support personnel, medical personnel, team staff, official and other person who participates in USMF or USMF events (whether or not an USMF member) also agrees to comply with and be bound by the athlete safety rules, policies and procedures of USMF, and to submit, without reservation or condition, to the jurisdiction of USA Muaythai for the resolution of any alleged violations of the U.S. Center for SafeSport's rules or of USMF's 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 USMF rule is inconsistent with the rules of the U.S. Center for SafeSport, such rule is hereby superseded.

5.4.1 It is the duty of individual members of USMF to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), IFMA, the USOPC including USOPC National Anti-Doping Policy, and of the USADA, including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, IFMA, the USOPC and USADA. Athlete members agree to submit to drug testing by IFMA and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make 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 IFMA if applicable or referred by USADA.

5.5 **SUSPENSION AND TERMINATION OF MEMBERSHIP:** The membership of any member may be suspended and/or terminated at any time with or without cause by the Board of Directors, or in accordance with procedures set out below or adopted by the Board of Directors, or by the rules of competition, or a sanction from the U.S. Center for SafeSport, or a sanction from the U.S. Anti-Doping Agency, or procedures otherwise established by the Board. A member shall have the right to a hearing prior to termination or suspension pursuant to the provisions related to administrative grievances under Section 14 below except as the Board may provide by rule for emergency suspensions.

5.6 **TRANSFER OF MEMBERSHIP:** Members may not transfer their membership in USMF. Members shall have no ownership rights or beneficial interests of any kind in the property of USMF.

ARTICLE VI. BOARD OF DIRECTORS

6.1. **GENERAL POWERS:** Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USMF shall be governed by, its Board of Directors.

6.2. **FUNCTION OF THE BOARD:** The Board of Directors represents the interests of USMF's membership, the USA Muaythai community and Muaythai athletes by providing USMF with policy, guidance and strategic direction. The Board oversees the management of USMF and its affairs, but it does not manage USMF. The Board shall select a well-qualified and ethical

Chief Executive Officer and diligently oversee the Chief Executive Officer in the operation of USMF. 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. In addition, the Board performs the following specific functions, among others:

- 6.2.1. implements procedures to educate each director of the Board on the business and governance affairs of USMF, to evaluate each director's performance, and to orient new directors;
 - 6.2.2. selects, compensates, and evaluates the Chief Executive Officer and plans for management succession;
 - 6.2.3. reviews and approves USMF's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
 - 6.2.4. sets policy and provides guidance and strategic direction to management on significant issues facing USMF;
 - 6.2.5. reviews and approves significant corporate actions;
 - 6.2.6. oversees the financial reporting process, communications with stakeholders, and USMF's legal and regulatory compliance program;
 - 6.2.7. oversees effective corporate governance;
 - 6.2.8. approves capital structure, financial strategies, borrowing commitments, and long range financial planning;
 - 6.2.9. reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
 - 6.2.10. monitors to determine whether USMF's assets are being properly protected;
 - 6.2.11. monitors USMF's compliance with laws and regulations and the performance of its broader responsibilities;
 - 6.2.12. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis;
 - 6.2.13. ensures that USMF adopts and maintains athlete safety rules, policies, and procedures that comply with the requirements of the USOPC and USCFSS.
 - 6.2.14. as necessary, the Board of Directors shall elect from its membership a representative who in absence of the President shall represent USMF in the IJF and PJC Congresses at international Muaythai functions and events. In absence of the representative, the President may appoint an acting representative.
- 6.3. **DIVERSITY OF DISCUSSION:** The Board of Directors shall be sensitive to the desirability of diversity at all levels of USMF. The Board shall develop and implement a policy of diversity, supported by meaningful efforts to accomplish diversity. The Board shall develop norms that favor open discussion and favor the presentation of different views.
- 6.4. **QUALIFICATIONS:** Each director of the Board must be a citizen of the United States and eighteen (18) years of age or older. A director need not be a resident of Texas.

- 6.4.1. A director shall have the highest personal and professional integrity, shall have demonstrated exceptional ability and judgment, and shall be effective, in conjunction with the other directors, in serving the long-term interests of USMF. Each Director shall have passed a background check, completed SafeSport education and training, and have no record of SafeSport violations. Directors should 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, legal and other challenges that face USMF. Directors should have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, legal, marketing, fundraising, audit, management, communications, and sport. Either the Independent Director or at least one (1) of the At-Large Directors shall serve on the Audit Committee and have financial expertise.
- 6.4.2. Directors shall inform the Nominating and Governance Committee of any changes in their employment responsibilities or other constraints on their time in order for the Nominating and Governance Committee to determine whether it is appropriate to nominate the Board Director for continuing Board service.
- 6.5. **NUMBER:** The Board of Directors shall consist of at least eight (8) total directors: three (3) of whom shall be Independent Directors, two (2) of whom shall be Athlete directors, one (1) of whom shall be an Elected At-Large director, one (1) of whom shall be an Appointed At-Large director, and one (1) of whom shall be an Affiliated Organization director. If there is no Affiliated Organization member, then the Affiliated Organization director seat shall remain vacant and there shall only be eight (8) total directors. Athlete directors shall at all times comprise at least 33.3 percent of the membership and voting power of the Board as defined in Section 8.5.3 of the USOPC Bylaws.

The alternate on the USOPC Athlete Advisory Council will be a non-voting ex officio member of the Board, provided that if the alternate is included as a full member of the Board with voice and vote, they will be included as part of the 20% 10 Year Athlete representation requirement.

- 6.6. **ELECTION/SELECTION:** The Board of Directors shall be elected/selected as follows:
- 6.6.1. Independent Directors. The Board of Directors shall select, using whatever process the Board of Directors determines to be appropriate and considering the recommendation of the Nominating and Governance Committee, from among individuals considered to be independent, as that term is defined in Section 6.7.
- 6.6.2. Athlete Directors. The two (2) Athlete Board directors shall be elected by athletes. The first Athlete director shall be USMF's representative to the USOPC Athletes' Advisory Council, elected pursuant to Section 11.3 of these Bylaws. If for some reason USMF's representative to the USOPC Athlete's Advisory Council is unable or unwilling to serve, then USMF's alternate representative to the USOPC Athletes' Advisory Council, also elected pursuant to Section 11.3 of these Bylaws, shall serve as an Athlete director. The second athlete director shall be elected by the 10 year athletes from the 10 year athletes in accordance with Section 8.5.3 of the USOPC Bylaws. The third Athlete director shall be elected by the 10 year athletes from 10 year and 10 year+ athletes in accordance with Section 8.5.3 of the USOPC Bylaws.
- 6.6.3. Affiliated Organization Director. If there is no Affiliated Organization member, then the Affiliated Organization Board director seat shall be vacant. If there is one (1) Affiliated Organization member, then that organization shall select a qualified individual to serve as the Affiliated Organization director. If there is more than one (1) Affiliated Organization member, then the Affiliated Organizations as a group shall nominate qualified individuals to be voted upon with each affiliated member entitled

to one (1) vote. The individual with the most votes will serve as the Affiliated Organization director.

- 6.6.4. Group Member Director (1). If there are no Organization members, then the Group Member Director seat shall be vacant. If there is one (1) Organization Member, then that organization shall select a qualified individual to serve as the Group Member Director. If there is more than one (1) Organization member, then the Member Organizations as a group shall select a qualified individual to serve as the Group Member Director based on the voting process outlined in Section 5.2.
- 6.6.5. Should this role be vacant; the seat will not count towards to the total membership of the Board of Directors for the purposes of calculating one third athlete composition nor calculation of quorum.
- 6.6.6. Technical Official Board Member (1). The Technical Official Board Member will come from nominations made by Technical Official Members of USMF who are in good standing. At the appropriate time, the Nominating and Governance Committee will solicit nominations of Technical Officials who are Technical Official Members, in accordance with procedures to be established by the Nominating and Governance Committee. The nominees will be considered by the Nominating and Governance Committee to determine that they each qualify to serve if elected. The Nominating and Governance Committee will then timely present the names of at least three (3) qualified nominees to the Technical Official Members for election (or, in the event there are fewer than 3 qualified nominees, the names of all qualified nominees). All current USMF Technical Official Members (as defined in Section 5.1.(a.3). of these Bylaws) in good standing shall then vote for the Technical Official Board Member in accordance with procedures to be established by USMF. Each USMF Technical Official Member in good standing shall have 1 vote. The individual with the highest vote total is elected.
- 6.6.7. Coach Board Member (1). The Nominating and Governance Committee shall solicit nominations of coaches from the population of current USMF member coaches in good standing. The nominees will be considered by the Nominating and Governance Committee. The Nominating and Governance Committee shall select three (3) qualified individuals from those nominated who shall then stand for election (or, in the event there are fewer than 3 qualified nominees, the names of all qualified nominees). All current USMF member coaches shall then vote for the Board Member. Each USA Judo member coach shall have one (1) vote. The individual with the highest vote total is elected.
- 6.6.8. National Affiliated Organization Director (1). If there are no National Affiliated Organization members, then the National Affiliated Organization Director seat shall be vacant. If there is one (1) National Affiliated Organization member, then that organization shall select a qualified individual to serve as the National Affiliated Organization Director. If there is more than one (1) National Affiliated Organization member, then the Organizations as a group shall select a qualified individual to serve as the National Affiliated Organization Director.
- 6.6.9. Should this role be vacant, the seat will not count towards to the total membership of the Board of Directors for the purposes of calculating one third athlete composition nor calculation of quorum.
- 6.6.10. Appointed At-Large Directors. The Board of Directors shall select, using whatever process the Board of Directors determines to be appropriate and considering the recommendation of the Nominating and Governance Committee, from among individuals who are familiar with and have knowledge of the sport of Muaythai.
- 6.6.11. Elected At-Large Director. The Nominating and Governance Committee shall solicit nominations from the current membership and manage the election as follows:

- 6.6.11.1. All active Adult USMF Members are eligible to run for the position
 - 6.6.11.2. Any active Adult USMF member can nominate any other active adult USMF member if the nominee accepts the nomination in writing
 - 6.6.11.3. All nominations must be accompanied with 25 signatures of support from current adult USMF members
 - 6.6.11.4. The Nominating and Governance committee shall validate nominations as per the requirements above
 - 6.6.11.5. All eligible nominees shall be included in the election
 - 6.6.11.6. Only active adult USMF members that cannot vote for another Board member position as individuals shall be eligible to vote for this position
 - 6.6.11.7. If one candidate receives more than 50% of the vote in the election, that candidate shall be elected.
 - 6.6.11.8. If no candidate receives more than 50% of the vote, the 3 candidates that received the most votes shall be included in a run-off election.
 - 6.6.11.9. The candidate with the plurality of the votes in the run-off election shall be elected to the position.
- 6.6.12. Single nominations. In the event that only one person is nominated to serve as a Director, the Nominating and Governance Committee shall submit that individual's name for election by the respective class, who shall have the right to approve or reject the nomination by a majority of votes cast by the eligible voters. In the event that the nomination is rejected, the Nominating and Governance Committee shall wait not fewer than three months before soliciting new nominations to fill the vacant seat.
- 6.6.13. All Directors/Board Members shall be selected without regard to race, color, national origin, gender, age, religion, gender identity or expression, disability, or sexual orientation.
- 6.7. INDEPENDANCE:** An "independent director" must be determined to have no material relationship with USMF, either directly or through an organization that has a material relationship with USMF or is a competitor of the USMF. A relationship is "material" if it would interfere with the director's independent judgment. A relationship is "competing" if it involves any organization that is national or international in scope that conducts competitions and events involving the same talent pool of Muaythai athletes, coaches, and/or Technical Officials, as does USMF. The Nominating and Governance Committee shall determine the independence of a director after considering all relevant information concerning that director.
- 6.7.1. An individual may not be considered independent or able to provide an independent perspective if, within the preceding two (2) years:
 - 6.7.2. the individual was employed by or held any governance position (whether a paid or volunteer position) with the USMF, the international sports federation for the sport of Muaythai recognized by the International Olympic Committee (currently IFMA), a Pan American Muaythai organization, a competing national or international Muaythai organization, or any sport family entity connected to USMF;
 - 6.7.3. an immediate family member of the individual was employed by or held any governance position (whether a paid or volunteer position) with USMF, the international sports federation for the sport of Muaythai recognized by the International Olympic Committee (currently IFMA), a Pan American Muaythai

organization, a competing or international Muaythai organization or any sport family entity connected to USMF;

- 6.7.4. the individual was affiliated with or employed by the USMF's outside auditor or outside counsel;
 - 6.7.5. an immediate family member of the individual was affiliated with or employed by the USMF's outside auditor or outside counsel as a partner, principal or manager;
 - 6.7.6. the individual was a member of USMF or the USOPC Athletes' Advisory Council;
 - 6.7.7. the individual was a member of any constituent group with representation on the board;
 - 6.7.8. the individual receives any compensation from the USMF, directly or indirectly;
 - 6.7.9. the individual is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with the USMF;
 - 6.7.10. the individual is the parent or close family member or coach of an athlete who has competed in a protected competition;
 - 6.7.11. the individual is a member of the USMF in a membership category that participates in competitions;
 - 6.7.12. the individual is an employee of a national or international Muaythai organization. "Employee" is defined as a hired position for pay, whether as a consultant, coach, or any other paid position;
 - 6.7.13. the individual owns (in whole or in part) any Muaythai school, dojo or studio;
 - 6.7.14. the individual receives compensation as a Muaythai instructor; or
 - 6.7.15. the individual is qualified to serve as an "athlete representative" under Section 8.5 (or any successor provision) of the USOPC Bylaws in the sport of Muaythai.
 - 6.7.16. Immediate and Close family is defined as spouse/domestic partners, children, siblings, parents, and in-laws. Sport Family is defined as Local Affiliate Organizations (LAOs).
 - 6.7.17. Independent Directors must continue to meet the definition of independent perspective for the entire term and any successive term with the exception of holding any governance position with USMF, Confederacion Panamericana de Muaythai, or IFMA and reimbursement of expenses related thereto.
- 6.8. VOTING BY EMAIL:** Election of Athlete and Elected At-Large directors to the Board of Directors or any committee requiring election by members shall be conducted by email ballot or such other method approved by the Board of Directors. Determination of the list of members eligible to vote shall be conducted in a non-discriminatory fashion by the National Office and approved by the Nominating and Governance Committee. All members shall be provided with ballots at least twenty-one (21) days before the date of the election. Ballots shall be time stamped no later than the date of the election, or if delivered by courier or by hand received no later than the date of the election.
- 6.9. TENURE:** The term of office for a director of the Board shall be up to four (4) years aligned to the classes of the Staggered Board identified in Section 6.10 Staggered Board. 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.

- 6.10. STAGGERED BOARD:** Directors of the Board shall be elected/selected so as to implement a staggered Board system.
- 6.11. TERM LIMITS:** The term of office for a Director of the Board shall be four (4) years. A Director's term shall end on December 31 of an even-numbered year and new Director's term shall begin on January 1 of an odd numbered year. USMF shall nominate and elect a successor Director within sixty (60) days of the end of a Director's term, or by the next regularly-scheduled meeting of the Board, whichever is earlier. A Director therefore shall hold office for a maximum of sixty (60) days beyond the end of his or her four (4) year term to permit time for USMF to identify and elect a successor Director. USMF shall also nominate and elect a successor Director within sixty (60) days of the date of a Director's resignation, removal, incapacity, disability or death, or, at the latest, shall elect a successor Director at the next regularly-scheduled Board meeting.
- 6.12. DIRECTOR ATTENDANCE:** Directors of the Board are expected to attend all regularly scheduled Board meetings. Each director must attend at least one-half (1/2) of the Board meetings during any twelve-month (12) period. If the Board member misses more than one half of the Board meetings in any twelve month period, the Board of Directors shall call for a recall election at which the group who has the authority to elect or appoint such member may remove the member.
- 6.13. RESIGNATION, REMOVAL, AND VACANCIES:** A director's position on the Board may be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director may resign at any time by giving written notice to the President, except the President's resignation shall be given to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.13.1. Appointed Directors

- 6.13.1.1.** Directors appointed by the Board of Directors may be removed by the Board, and all other Board members may be removed by the class by whom they were elected if they fail to attend more than one-half (1/2) of the regular meetings of the Board during any twelve-month (12) period, unless they are able to demonstrate to the other directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent director can be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent director) or a majority of the members voting in the removal election, provided at least as many votes are cast in the original election in which the director was elected, with respect to member-elected Board members.
- 6.13.1.2.** Directors appointed by the Board of Directors may also be removed without cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question).

6.13.2. Elected Directors

- 6.13.2.1.** A director voted onto the Board by a particular membership category may only be removed by that particular membership category. A director who is being removed for failing to attend in person more than one-half (1/2) of the regular meeting of the Board during any twelve-month period shall be removed upon the affirmative vote of a majority of the membership category.
- 6.13.2.2.** A director who is being removed without cause may be removed upon the affirmative vote of at least three-fourths (3/4) of the total voting

power of the membership category for categories with 50 members or less. A director who is being removed without cause may be removed upon the affirmative vote of at least three-fourths (3/4) of the votes cast by the eligible voters in the removal election, provided at least as many votes are cast as the original election in which the director was elected, for categories with 51 members or more.

6.13.2.3. Any action for removal of a director must first be initiated by a petition signed by forty (40) per cent of the membership category for categories with 50 members or less and twenty (20) per cent of the membership category for categories with 51 members or more. Any vacancy occurring in the Board shall be filled as set forth for the election of that director. A director elected to fill a vacancy shall be either appointed or elected for the unexpired term of such director's predecessor in office.

6.14. REGULAR AND SPECIAL MEETINGS: The Board of Directors shall meet at regularly scheduled meetings at least four (4) times per year. The Board shall hold at least one (1) meeting each quarter. Special meetings of the Board shall be held upon the call of the President or upon the written request of not less than fifty (50) percent of the Board.

6.15. NOTICE OF MEETINGS: Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each director of the Board by or at the direction of the President. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. It shall be the responsibility of each Board member to update his or her current mailing address, telephone number, facsimile telephone number and e-mail address and service upon the last such address provided shall be deemed proper notice. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose), to the director's facsimile telephone number or to the director's email address. Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the director (or to such other individual provided by the director for such purpose). Oral notice shall be delivered no fewer than two (2) days before the date of the meeting. Oral notice is effective when communicated. The method of notice need not be the same as to each director.

6.15.1. 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. All notices will only be sent to the directors using USMF provided email address.

6.16. QUORUM: The presence of a majority of the directors of the Board at the start of any meeting constitutes a quorum for the transaction of business, and the act of a majority of directors on the Board constitutes the act of the Board.

6.17. VOTING BY PROXY: No director may vote or act by proxy at any meeting of the Board.

6.18. PRESUMPTION OF ASSENT: A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the individual acting as the Secretary General of the Board before the adjournment thereof or shall forward such dissent

by registered mail to the Secretary General of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

- 6.19. **ACTION WITHOUT A MEETING:** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every director of the Board in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director who delivers a writing described in this Section 6.18. to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.
- 6.20. **TRANSACTING BUSINESS BY MAIL, EMAIL, VIDEO CONFERENCE, TELEPHONE, OR FAX:** The Board of Directors shall have the power to transact its business by mail, electronic-mail, video conferencing, telephone, or facsimile, if in the judgment of the President the urgency of the case requires such action.
- 6.21. **AGENDA:** The agenda for a meeting of the Board of Directors shall be set by the President, after consultation with the Chief Executive Officer. Any director of the Board may request that items be placed on the Board's agenda.
- 6.22. **QUESTIONS OF ORDER AND BOARD MEETING LEADERSHIP:** Questions of order shall be decided by the President unless otherwise provided in advance by the Board. The President shall lead meetings of the Board. If the President is absent from any meeting of the Board, then the President shall designate in writing in advance one (1) other director of the Board to preside. If the President is unable to make or has not made such a designation, the Board may choose another director to serve as presiding officer for that meeting.
- 6.23. **EFFECTIVENESS OF ACTIONS:** Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or when a definite effective date is recited in the record of the action taken.
- 6.24. **OPEN AND EXECUTIVE MEETING SESSIONS:** Ordinarily, all meetings of the Board of Directors shall be open to USMF members. In the event the President, with the consent of a majority of the directors of the Board in attendance, deems it appropriate: (i) to exclude members at an open meeting for any reason, then the President, as Chair, may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the President may specifically designate and call an executive session. Further, the President may open a meeting of the Board to non-USMF members, with the consent of a majority of the directors of the Board in attendance.
- 6.25. **MINUTES OF MEETINGS:** The minutes of all meetings of the Board of Directors shall be published on USMF's web site. Minutes shall state when an individual declares and/or recuses themselves due to a Conflict of Interest that was declared or determined. Minutes shall provide a high-level description of items discussed in Executive Session. Every reasonable effort will be made to publish the minutes within thirty (30) days after approval of the minutes.
- 6.26. **COMPENSATION:** Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USMF's policies. Athlete Directors on the Board shall be reimbursed travel expenses to any in-person Board meeting.

ARTICLE VII. OFFICERS

- 7.1. DESIGNATION:** The officers of USMF shall be the Chief Executive Officer, President and a Secretary General.
- 7.2. ELECTION/SELECTION:** The Board of Directors shall elect from among the directors of the Board, by majority vote, a presiding officer or Chair, to be known as President. The Affiliate Member Director shall not be eligible to be the Chair of the Board of Directors. The election shall be held at the first meeting of the Board on odd numbered years. The newly elected President shall take office immediately.
- 7.2.1. The Chief Executive Officer shall select a Secretary General, and an Assistant Secretary General, if needed. The Secretary General, and Assistant Secretary General, if any, shall be an employee of USMF. The Board shall approve any Secretary General or Assistant Secretary General. The Secretary General and Assistant Secretary General, if any, shall not be a director of the Board and shall not have a vote on the Board.
- 7.2.2. The Board of Directors shall elect from among the directors of the Board, by majority vote, a presiding officer or Chair. The Affiliate Member Director shall not be eligible to be the Chair of the Board of Directors. The election shall be held at the first meeting of the Board on election years. The newly elected Chair shall take office immediately.
- 7.3. TENURE:** The term of office of the President shall be four (4) years. The newly elected President (President-Elect) shall take office immediately. The President shall hold office until the President's successor is elected and qualified, or until the President's earlier resignation, removal, incapacity, disability or death.
- 7.3.1. The term of office of the Secretary General, or the Assistant Secretary General, if any, is unlimited. The Secretary General shall hold office until his or her employment by the USMF ends, upon the Secretary General's resignation, upon removal by the Chief Executive Officer, upon removal by a majority of the Board of Directors, or upon the Secretary General's incapacity, disability or death. The Assistant Secretary General, if any, shall hold office until his or her employment by the USMF ends, upon the Secretary General's resignation, upon removal by the Chief Executive Officer, upon removal by a majority of the Board of Directors, or upon the Secretary General's incapacity, disability or death. In any circumstance in which the Chief Executive Officer has not designated an employee to serve as Secretary General, the Board of Directors may select a director of the Board or another individual employed by the USMF to serve as Secretary General.
- 7.4. AUTHORITY AND DUTIES OF OFFICERS:** The officers of USMF 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:
- 7.4.1. President and Chief Executive Officer. The President shall: (i) set all meeting and meeting agendas, (ii) preside at all meetings of the Board of Directors, (iii) see that all Board commitments, resolutions and oversight are carried into effect, and (iv) exercise such powers and perform such other duties as from time to time may be assigned by the Board.
- 7.4.2. Chief Executive Officer – As defined in Section 13.
- 7.4.3. Secretary General. The Secretary General shall: (i) keep the minutes of the proceedings of the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; (iv) perform all duties incident to the office of Secretary General

- and (v) perform such other duties as from time to time may be assigned to the Secretary General by the Chief Executive Officer or by the Board.
- 7.4.4. Assistant Secretary General. An Assistant Secretary General, if any, shall have the same duties and powers as the Secretary General.
- 7.4.5. Chair. The Chair shall: (i) set all meeting and meeting agendas, (ii) preside at all meetings of the Board of Directors, (iii) see that all Board commitments, resolutions, and oversight are carried into effect, and (iv) exercise such powers and perform such other duties as from time to time may be assigned by the Board.
- 7.5. **RESTRICTIONS:** Officers of USMF shall perform their functions with due care. No individual may serve simultaneously as an officer of USMF and as an officer of an organization holding membership in USMF or as an officer of another amateur sports organization that is recognized by the USOPC as a National Governing Body.
- 7.6. **TERM LIMITS:** No Chair shall serve more than four (4) terms during a twelve (12) year period.
- 7.6.1. When a Chair is elected to fill a vacancy because of the Chair's resignation, removal, incapacity, disability or death, and the remaining term is for more than one (1) year, such term shall constitute a full term. If the vacancy being filled is for one (1) or more years, the Chair can serve three (3) additional two (2) year terms following completion of the filled vacancy term. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the Chair can serve four (4) additional two (2) year terms following completion of the filled vacancy term. The Chair can be retained for an additional term if voted by a simple majority vote of the board.
- 7.6.2. If the Chair does not receive a majority vote an election will be held for the Chair's position.
- 7.6.3. There is no term limit for the President, Chief Executive Officer or the Secretary General.
- 7.7. **RESIGNATION, REMOVAL, AND VACANCIES:** An officer's position with USMF may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair may resign at any time by giving written notice to the Board. The Secretary General or Assistant Secretary General, if any, may resign at any time by giving written notice to the Chief Executive Officer. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.
- 7.7.1. The Chair may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). The Chair may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question). The Secretary General or Assistant Secretary General, if any, may be removed by the Chief Executive Officer, with or without cause.
- 7.7.2. Any vacancy occurring in the Chair shall be filled by the Board, by majority vote. A Chair elected to fill a vacancy shall be elected for the unexpired term of such Chair's predecessor in office. A vacancy in the office of Secretary General, or Assistant Secretary General, if any, shall be filled by the Chief Executive Officer. Any individual selected to fill a vacancy in the office of Secretary General, or Assistant Secretary General, if any, shall be approved by the Board.
- 7.8. **COMPENSATION:** The Chair shall not receive compensation for his or her service as Chair, although the reasonable expenses of the Chair may be paid or reimbursed in accordance with USMF's policies. The Board of Directors may determine that the Chair may be reasonably

compensated for services (i.e. technical seminars, education programs, or intellectual property provided) provided to the federation. The Board of Directors must approve the compensation prior to the Chair receiving the compensation.

ARTICLE VIII. COMMITTEES

- 8.1. **DESIGNATION:** USMF shall have the following standing committees: an Audit Committee, an Ethics Committee, a Judicial Committee, a Medical Committee, a Nominating and Governance Committee, Technical Official Committees, and a Technical Committee. The Board of Directors or the Chief Executive Officer may appoint such other committees as the Board or Chief Executive Officer deem to be necessary and appropriate. The delegation of authority to any committee or task force shall not operate to relieve the Board or any director of the Board from any responsibility or standard of conduct imposed by law or these Bylaws and if any such committee or task force has one (1) or more members who are entitled to vote and who are not then also directors, such committee or task force may not exercise any power or authority reserved to the Board.
- 8.2. **NUMBER:** Membership on standing committees typically shall not exceed five (5) individuals and shall only exceed five (5) individuals if necessary and appropriate and if approved by a majority of the Board of Directors.
- 8.3. **ATHLETE REPRESENTATION:** At least 33.3 percent of the representation of all committees identified by the Bylaws of the United States Olympic and Paralympic Committee shall be held by athletes qualified under Section 8.5 et seq. of the USOPC Bylaws so as to comply with the Ted Stevens Olympic and Amateur Sports Act and the USOPC Bylaws. Athlete representation on a committee will be selected by the USMF Athlete Advisory Committee.
- 8.4. **TENURE:** The term for all standing and other committee members shall be four (4) 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.
 - 8.4.1. The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of two (2) years.
- 8.5. **TERM LIMITS:** No committee member of the Ethics, Judicial or Nominating and Governance shall serve for more than four (4) consecutive two (2) year terms.
- 8.6. **COMMITTEE MEMBER ATTENDANCE:** Committee and task force members are expected to participate in all regularly scheduled committee and task force meetings of which they are a member. Each committee or task force member must attend a minimum of at least one-half (1/2) of the committee or task force meetings of which they are a member during any twelve-month (12) period. If the Committee member misses more than one half of the Committee meetings in any twelve month period, the Board of Directors shall call for a recall election at which the group who has the authority to elect or appoint such member may remove the member.
- 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 of Directors, 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 therein, the acceptance of such resignation shall not be necessary to make it effective.

- 8.7.1. Committee or task force members may be removed by the Board if they fail to participate in more than one-half (1/2) of the regular committee or task force meetings during any twelve-month (12) period, unless they are able to demonstrate to the directors of the Board, or to the Chief Executive Officer, if appointed by the Chief Executive Officer, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force member can be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer.
- 8.7.2. 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.
- 8.8. **PROCEDURES:** Each committee and task force shall establish procedures for conducting its business and affairs. Such procedures shall be subject to prior board approval and will be published and available on the USMF's website.
- 8.9. **AND EXECUTIVE MEETING SESSIONS:** Ordinarily, all committee and task force meetings shall be open to USMF members. In the event the committee or task force chair, with the consent of a majority of the committee or task force members in attendance, deems it appropriate: (i) to exclude members at an open meeting for any reason, then the chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the committee or task force to non-USMF members, with the consent of a majority of the members of the committee or task force in attendance.
- 8.10. **MINUTES OF MEETINGS:** Each committee and task force shall take minutes of its meetings. Meeting minutes should be submitted to the Secretary General to include in the corporate record.
- 8.11. **COMPENSATION:** Committee and task force members shall not receive compensation for their services as committee or task force members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with USMF'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 USMF in any other capacity, provided the Board of Directors gives explicit approval in accordance with Texas law.
- 8.12. **AUDIT COMMITTEE:** The Audit Committee, a designated committee as defined by Section 8.5.1.d of the USOPC Bylaws, shall be appointed and have the responsibilities as follows:
- 8.12.1. The Board of Directors shall appoint the members of the Audit Committee and its chair, all of whom shall be directors of the Board. An Independent Director or At-Large Director of the Board with financial experience shall be on the Audit Committee.
- 8.12.2. The Audit Committee shall:

- 8.12.2.1. select the independent auditors of USMF, review the report of the independent auditors and management letter, and recommend action as needed;
 - 8.12.2.2. investigate matters of fiscal controls and disclosure and such other matter as directed by the Board; and
 - 8.12.2.3. perform such other duties as assigned by the Board.
- 8.13. **COACHES COMMITTEE:** The Coaches Committee shall be appointed and have the responsibilities as follows:
- 8.13.1. The President shall appoint the members of the Coaches Committee and its chair, with approval by the Board of Directors.
 - 8.13.2. The Coaches Committee shall:
 - 8.13.2.1. define and develop curricula for the training and education of coaches;
 - 8.13.2.2. develop and monitor a certification program to augment the training and educational system;
 - 8.13.2.3. create appropriate materials and manuals to assist coaches;
 - 8.13.2.4. coordinate, develop and administer seminars and clinics for coaches;
 - 8.13.2.5. provide a current list of all certified coaches to the National Office; and
 - 8.13.2.6. perform such other duties as assigned by the Board of Directors or Chief Executive Officer.
- 8.14. **ETHICS COMMITTEE:** The Ethics Committee, a designated committee as defined by Section 8.5.1.d of the USOPC Bylaws, shall be appointed and have the responsibilities as follows:
- 8.14.1. The Board of Directors shall appoint the members of the Ethics Committee and its chair. Members of the Ethics Committee shall satisfy the standards of independence for "independent directors" as set forth in these Bylaws. No director of the Board shall be appointed to the Ethics Committee.
 - 8.14.2. The Ethics Committee shall:
 - 8.14.2.1. Develop, and review on an annual basis, a Code of Ethics for the Board, officers, committee and task force members, volunteers, staff and member organizations for adoption by the Board;
 - 8.14.2.2. generally administer and oversee compliance with the Code of Ethics;
 - 8.14.2.3. Review and monitor Conflict of Interest Disclosures of all Board, staff, committee and task force members;
 - 8.14.2.4. adjudicate claims of SafeSport violations which cannot be adjudicated by the US Center for SafeSport;
 - 8.14.2.5. review and investigate matters of ethical impropriety or conflict of interest and make recommendations on such matters to the Board;

- 8.14.2.6. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USMF members;
 - 8.14.2.7. perform such other duties as assigned by the Board of Directors or Chief Executive Officer.
- 8.15. **JUDICIAL COMMITTEE:** The Judicial Committee, a designated committee as defined by Section 8.5.1.d of the USOPC Bylaws, shall be appointed and have the responsibilities as outlined in Section 14 and as follows:
 - 8.15.1. The Board of Directors shall appoint the members of the Judicial Committee and its chair. No director of the Board shall be appointed to the Judicial Committee.
 - 8.15.2. The Judicial Committee shall:
 - 8.15.3. Generally administer and oversee all administrative grievances and right to compete matters filed with USMF;
 - 8.15.4. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
 - 8.15.5. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters;
 - 8.15.6. perform such other duties as assigned by the Board of Directors.
- 8.16. **MEDICAL ADVISORY COMMITTEE:** The Medical Advisory Committee shall be appointed and have responsibilities as follows:
 - 8.16.1. The President shall appoint the members of the Medical Advisory Committee and its chair, with approval of the Board of Directors.
 - 8.16.2. The Medical Committee shall:
 - 8.16.2.1. As requested to do so by the Board of Directors or Chief Executive Officer, make recommendations regarding selection of national team medical personnel;
 - 8.16.2.2. provide feedback on proposed changes to the rules of competition and the impact to athlete safety.
 - 8.16.2.3. as requested to do so by the Board of Directors or Chief Executive Officer, coordinate and arrange for the provision of medical services to national teams at international and domestic competitions;
 - 8.16.2.4. review current research data regarding medical issues, pharmaceuticals, and prevention and treatment of injuries and periodically report to the Board of Directors regarding that review;
 - 8.16.2.5. compile medical reports from national team medical personnel and periodically report to the Board of Directors regarding that compilation;
 - 8.16.2.6. develop educational programs whereby experts in the appropriate field will advise athletes, coaches and officials on: (a) the prevention and care of athletic injuries; (b) available medications, supplies, equipment, immunizations and other preventive health requirements; (c) proper nutrition and the use of supplements; and (d) the prevention of drug abuse in sports; and

8.16.2.7. perform such other duties as assigned by the Board of Directors or Chief Executive Officer.

8.17. NOMINATING AND GOVERNANCE COMMITTEE: The Nominating and Governance Committee, a designated committee as defined by Section 8.5.1 (d) of the USOPC Bylaws, shall be elected/selected and have the responsibilities as follows:

8.17.1. Subsequent Nominating and Governance Committees shall be selected as follows:

- 8.17.2. one (1) individual elected by the previous Nominating and Governance Committee from that Committee, who shall be the chair;
- 8.17.3. one (1) individual who is independent as that term is defined in these Bylaws and who is selected by the previous Nominating and Governance Committee;
- 8.17.4. one (1) athlete as elected by the Athlete members (athletes who are members and who satisfy the requirements of Sections 8.5 et seq. of the Bylaws of the United States Olympic Committee);
- 8.17.5. one (1) coach or Technical Official as elected by the Coach and Technical Official members; and
- 8.17.6. one (1) representative as elected by Approved Sports Organization members. No director of the Board or Chief Executive Officer shall be elected/selected to the Nominating and Governance Committee. Members of the Nominating and Governance Committee are precluded from serving as a Board director, Chief Executive Officer, or as a member of the Ethics or Judicial Committee for a period of two (2) years after their service on the Nominating and Governance Committee ends.
- 8.17.7. The Nominating and Governance Committee shall:
 - 8.17.7.1. Identify and evaluate prospective candidates for the Board;
 - 8.17.7.2. recommend individuals to serve on the Board as provided in these Bylaws;
 - 8.17.7.3. recommend as requested by the Board individuals to serve on various committees;
 - 8.17.7.4. in cooperation with the Athletes' Advisory Committee will develop a process to jointly identify and vet candidates to serve as the 10 Year+ Athlete Representatives;
 - 8.17.7.5. consult as needed with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
 - 8.17.7.6. develop and recommend to the Board for its consideration an annual self- evaluation process of the Board and its committees;
 - 8.17.7.7. oversee the election for the Board, including supervising preparation of a list of members eligible to vote , supervising the issuance of ballots and supervising the counting of ballots to determine the election vote;
 - 8.17.7.8. perform such other duties as assigned by the Board of Directors In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:

- 8.17.7.8.1.1. the candidate's contribution to the effective functioning of the USMF;
- 8.17.7.8.1.2. any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment;
- 8.17.7.8.1.3. whether the candidate continues to bring relevant experience to the Board;
- 8.17.7.8.1.4. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
- 8.17.7.8.1.5. the candidate's reputation for personal integrity and commitment to ethical conduct;
- 8.17.7.8.1.6. 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; and
- 8.17.7.8.1.7. any other qualification the Nominating and Governance Committee deems appropriate to select a qualified and capable director.

8.18. **TECHNICAL OFFICIAL COMMITTEE:** The Technical Official Committees shall be appointed and have the responsibilities as follows:

- 8.18.1. The President shall appoint the members of the Technical Official Committees and their respective chair, with approval by the Board of Directors.
- 8.18.2. The Technical Official Committees shall consist of 3 separate committees to eliminate the possibilities of perceived or actual conflicts of interest. These 3 committees will work together to strengthen the overall Technical Official program:
 - 8.18.2.1. Operational Technical Official Committee – to manage, oversee and coordinate the environment and operation of each signature event and to recruit members to join the Technical Official corps.
 - 8.18.2.2. Education and Training Technical Official Committee – to develop and implement educational programs, materials and activities to provide members with access and opportunity to achieve knowledge and skills to work as officials with competence, confidence and professionalism.
 - 8.18.2.3. Certification Technical Official Committee – to maintain standards for the licenses offered through USMF. To manage and implement the processes for issuing of licenses at all levels. To be the examination panel for the highest USMF licenses to ensure quality.
 - 8.18.2.4. Operational Technical Official Committee shall:
 - 8.18.2.4.1. Assist in the maintenance of the rules of competition with advice from the technical and medical committee and National Staff. Chief Executive Officer approval is required for all changes to the rules of competition;

- 8.18.2.4.2. coordinate officials for domestic and international competitions under the direction of the Chief Executive Officer or its delegate;
- 8.18.2.4.3. ensure the smooth operation of Technical Officials within signature events;
- 8.18.2.4.4. recruit members to join the Technical Official corps; and
- 8.18.2.4.5. perform such other duties as assigned by the Board of Directors or Chief Executive Officer.

8.18.2.5. Education and Training Technical Official Committee shall:

- 8.18.2.5.1. Assist in the maintenance of the rules of competition with advice from the technical and medical committee and National Staff. Chief Executive Officer approval is required for all changes to the rules of competition;
- 8.18.2.5.2. define and develop curricula for the training and education of Technical Officials;
- 8.18.2.5.3. create appropriate materials and manuals to assist Technical Officials;
- 8.18.2.5.4. maintain the USMF Rules of Competition document in coordination with the educational materials;
- 8.18.2.5.5. coordinate, develop and administer seminars and clinics for Technical Officials and Technical Official instructors; and
- 8.18.2.5.6. perform such other duties as assigned by the Board of Directors or Chief Executive Officer.

8.18.2.6. Certification Technical Official Committee shall:

- 8.18.2.6.1. Assist in the maintenance of the rules of competition with advice from the technical and medical committee and National Staff. Chief Executive Officer approval is required for all changes to the rules of competition.
- 8.18.2.6.2. develop and monitor a certification program to augment the training and educational system; and
- 8.18.2.6.3. perform such other duties as assigned by the Board of Directors or Chief Executive Officer.

8.19. **TECHNICAL COMMITTEE:** The Technical Committee shall be appointed and have the responsibilities as follows:

8.19.1. The President shall appoint the members of the Technical Committee and its chair, with approval by the Board of Directors.

8.19.2. The Technical Committee shall:

- 8.19.2.1. Advise the Board of Directors in technical matters related to Muaythai;

- 8.19.2.2. provide feedback on proposed changes to the rules of competition and the impact on technical matters of Muaythai;
 - 8.19.2.3. organize technical meetings that contribute to the proper technical feedback of national, and international affiliated organizations;
 - 8.19.2.4. organize and present technical seminars for the membership of the USMF;
 - 8.19.2.5. supervise certification for the USMF; and
 - 8.19.2.6. to perform other such duties as assigned by the Board of Directors or Chief Executive Officer.
- 8.20. **SELECTION COMMITTEE:** The Selection Committee, a designated committee as defined by Section 8.5.1.d of the USOPC Bylaws, shall be appointed and have the responsibilities as follows:
- 8.20.1. The Board shall appoint the members of the Selection Committee and its chair, with approval by the Board of Directors.
 - 8.20.2. The Selection Committee shall:
 - 8.20.2.1. Development, approval and implementation of selection procedures for protected competitions;
 - 8.20.2.2. selection of athletes, coaches and staff in accordance with those procedures;
 - 8.20.2.3. to perform other such duties as assigned by the Board of Directors or Chief Executive Officer.

ARTICLE IX. ANNUAL MUAYTHAI ASSEMBLY

- 9.1. **PURPOSE:** There shall be an annual Muaythai Assembly at which all individual and organization members and other Muaythai constituencies shall gather and provide input to the Board of Directors on important issues confronting the organization. The Board shall provide a report on the "State of the Union." The Chief Executive Officer shall provide a managerial report addressing issues of concern and importance to USMF. Individual and organization members and other Muaythai constituencies may pose questions to the Board and Chief Executive Officer for response. The annual Muaythai Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority. The Board shall determine the agenda of the annual Muaythai Assembly. Notwithstanding the foregoing, an annual meeting of the voting members is not required.
- 9.2. **PLACE:** The annual Muaythai Assembly shall be held in conjunction with a meeting of the Board of Directors. If practicable, the annual Muaythai Assembly shall also be held in conjunction with a major USMF competition. The annual Muaythai Assembly may also be held virtually via video conferencing or webinar technologies.
- 9.3. **NOTICE:** Notice of the annual Muaythai Assembly stating the place, date and time of the Assembly shall be posted on the website of USMF no fewer than thirty (30) days before the date of the meeting.

ARTICLE X. ATHLETES' ADVISORY COUNCIL

- 10.1. **DESIGNATION:** The USMF shall have an Athletes' Advisory Council consisting of five (5) individuals.
- 10.2. **QUALIFICATIONS:** Only those individuals who satisfy the definition of an "10 Year athlete representative" as set out in Sections 8.5.1 (a) of the USOPC Bylaws (or any successor provision), who will be at least eighteen years of age on December 31 of the year of election, and who has been a member of USMF for not fewer than the 60 days immediately preceding the election shall be eligible to run for election to the Athletes' Advisory Council. The athletes shall make reasonable efforts to ensure that there is adequate representation on the Athletes' Advisory Council of male and female athletes.
- 10.3. **ELECTION/SELECTION:** Five (5) individuals shall constitute the Athletes Advisory Council.
- 10.4. **TENURE:** The term for members of the Athletes' Advisory Council shall be for four (4) years. A member shall remain on the Athletes' Advisory Council until the member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability or death.
- 10.5. **TERM LIMITS:** No Athletes Advisory Council member shall serve for more than two (2) consecutive terms unless the Athlete is elected to the USOPC Athlete Advisory Committee in which case they can hold no more than 2 consecutive terms as the USOPC representative to the AAC.
- 10.6. **CHAIR:** The Athletes' Advisory Council shall elect from among its members, by majority vote, a chair. The term of office of the chair shall be four (4) years. 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.
- 10.7. **BOARD OF DIRECTORS:** The Athletes' Advisory Council shall elect from among its members, by majority vote, an individual who shall be an athlete director on the Board.
- 10.8. **PROCEDURES:** The Athletes Advisory Council shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on USMF's website.
- 10.9. **OPEN AND EXECUTIVE MEETING SESSIONS:** Ordinarily, all meetings of the Athletes' Advisory Council shall be open to USMF members. In the event the Athletes Advisory Council chair, with the consent of a majority of the Athletes Advisory Council members in attendance, deems it appropriate: (i) to exclude members at an open meeting for any reason, then the chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the Athletes' Advisory Council to non-USMF members, with the consent of a majority of the members of the Council in attendance.
- 10.10. **COMPENSATION:** Athlete Advisory Council members shall not receive compensation for their services as Athlete Advisory Council members. USMF shall pay for the reasonable expenses of all members of the Athletes Advisory Council to attend Athletes Advisory Council meetings. In addition, USMF shall pay for the reasonable expenses of the two (2) athlete Board directors to attend USMF Board meetings.

ARTICLE XI. USOPC ATHLETES' ADVISORY COUNCIL

- 11.1. **DESIGNATION:** The USMF shall have a representative and an alternate representative (athletes who are members and who satisfy the requirements of Sections 14 et seq. of the Bylaws of the United States Olympic Committee) to the USOPC Athletes' Advisory Council.
- 11.2. **QUALIFICATIONS:** In order to serve as a USMF representative to the USOPC AAC, an individual must satisfy the requirements of 14.7 of the USOPC Bylaws (or any successor section) and must be eighteen years by December 31 of the year in which the election is conducted.
- 11.3. **ELECTION/SELECTION:** The election for USOPC AAC representatives shall be held immediately before the election for USMF AAC representatives. The election procedures shall be in accordance with Section 14.8 of the USOPC Bylaws. An individual who is not elected as the USOPC AAC representative or alternate may run for election to the USMF AAC. The individual with the highest vote total is elected as athlete representative to the USOPC Athletes' Advisory Council. The individual of the opposite gender with the next highest vote total (as is required by the USOPC Athletes' Advisory Council), is elected as the alternate representative to the USOPC Athletes' Advisory Council. In order to vote for USOPC AAC representative, an individual must satisfy the requirements of Section 14.7 of the USOPC Bylaws. Should no alternate gender candidate exist the second highest vote total is elected as the alternate representative to the USOPC Athletes' Advisory Council.
- 11.4. **TENURE:** The term for all representatives to the USOPC Athletes' Advisory Council shall be for four (4) years. A representative shall remain on the USOPC Athletes' Advisory Council until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death.
- 11.5. **TERM LIMITS:** No representative to the USOPC Athletes' Advisory Council shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

ARTICLE XII. USOPC NATIONAL GOVERNING BODIES' COUNCIL

- 12.1. **DESIGNATION:** The USMF shall have a representative and an alternate representative to the USOPC National Governing Bodies' Council.
- 12.2. **ELECTION/SELECTION:** The Chief Executive Officer shall be USMF's representative to the USOPC National Governing Bodies' Council. The President or Secretary General shall be USMF's alternate representative to the USOPC National Governing Bodies' Council.

ARTICLE XIII. PRESIDENT AND CHIEF EXECUTIVE OFFICER

- 13.1. **DESIGNATION:** USMF shall have a President and Chief Executive Officer. In the event of a vacancy in either designation, the President or Chief Executive Officer shall assume the responsibilities of both positions as outlined in Paragraph 4 below.

- 13.2. **TENURE:** The President and Chief Executive Officer shall be employed by the Board of Directors for whatever term the Board deems appropriate. The President or 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 President or Chief Executive Officer. If the President or Chief Executive Officer has a contract of employment with USMF, the contract shall provide that the Chief Executive Officer's employment may be terminated by the Board with or without cause.
- 13.3. **SECRETARY GENERAL:** The President shall serve as Secretary General of USMF and in that capacity shall represent the USMF in relations with the international sports federation for the sport of Muaythai recognized by the International Olympic Committee (IFMA) and at international Muaythai functions and events. The Chief Executive Officer may be appointed as the Secretary General to serve in place of the President by the Board of Directors.
- 13.4. **RESPONSIBILITIES:**
- 13.4.1. The President shall:
- 13.4.1.1. Serve as the representative of USMF;
 - 13.4.1.2. with the Chief Executive Officer, develop a strategy for achieving the USMF's mission, goals and objectives;
 - 13.4.1.3. with the Chief Executive Officer, act as the USMF's spokesperson;
 - 13.4.1.4. business development of donors and sponsors to support the activities of USMF;
 - 13.4.1.5. provide consultation to the Board of Directors on matters regarding the sport of Muaythai.
- 13.4.1.6. The Chief Executive Officer shall:
- 13.4.1.7. With the President, develop a strategy for achieving the USMF's mission, goals and objectives;
 - 13.4.1.8. present the strategy to the Board of Directors for approval;
 - 13.4.1.9. prepare and submit quadrennial and annual budgets to the Board for approval;
 - 13.4.1.10. determine the staff needed to effectively carry out USMF's mission, goals and objectives, within USMF's budget;
 - 13.4.1.11. oversee the hiring and termination of all staff;
 - 13.4.1.12. either directly or by delegation manage all staff functions;
 - 13.4.1.13. be responsible for resource generation and allocation of resources;
 - 13.4.1.14. coordinate USMF's international activities;
 - 13.4.1.15. with the President, act as the USMF's spokesperson;
 - 13.4.1.16. perform all functions as usually pertain to the office of Chief Executive Officer;
 - 13.4.1.17. serve, or appoint an individual to serve, as USMF's Designated Representative and Liaison to the U.S. Center for SafeSport.

ARTICLE XIV. COMPLAINT PROCEDURES

- 14.1. **DESIGNATION OF COMPLAINTS:** (Except for matters subject to the jurisdiction of the U.S. Center for SafeSport under Section 14.6 below or U.S. Anti-Doping Agency under Section 14.7 below).
- 14.1.1. The following kinds of complaints may be filed with USMF:
- 14.1.1.1. Administrative Grievance. The USMF or any member of USMF may file a complaint pertaining to any matter within the cognizance of the USMF, including but not limited to any alleged violation of or grievance concerning: (i) any USMF rule or regulation, (ii) any provision of USMF's Bylaws, or (iii) any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USMF's recognition as a National Governing Body;
 - 14.1.1.2. Right to Participate or Compete. 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 or compete in a USMF sanctioned competition.
- 14.2. **JURISDICTION:** Any member of the USMF, by reason of membership, agrees to be subject to these complaint procedures and agrees to be bound by any decision rendered pursuant to these complaint procedures.
- 14.3. **MANNER OF FILING:** The complainant shall file a written complaint with the Judicial Committee. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny, and (ii) the remedy requested. The complainant shall sign the complaint.
- 14.4. **FILING FEE:** A complaint filed by an individual shall be accompanied with a \$200.00 filing fee. A complaint filed by an organization shall be accompanied with a \$400.00 filing fee, except that the USMF is not required to pay a filing fee. If the complaint involves a violation of the SafeSport Policies then the filing fee shall be waived. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee shall determine whether or not to reduce or waive the filing fee. Further, a Hearing Panel may determine as part of its decision that the filing fee should be refunded for just cause.
- 14.5. **STATUE OF LIMITATIONS:** A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny. SafeSport claims have no Statute of Limitation,
- 14.6. **SAFE SPORT - EXERCISE OF JURISDICTION:** The adjudicative bodies of USMF shall not exercise jurisdiction over any manner in which the U,S. Center for SafeSport has exclusive jurisdiction or elects to exercise discretionary jurisdiction. In the event that the U.S. Center for SafeSport imposes and discipline on any person, USMF shall recognize and enforce such discipline to the extent it is within USMF's power to do so.
- 14.7. **DOPING DECISIONS:** A decision concerning a doping violation within the jurisdiction of the U.S. Anti-Doping Agency shall not be reviewable through, or the subject of, these complaint procedures.

- 14.8. **FIELD OF PLAY DECISIONS:** The final decision of a Technical 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 Technical Official) shall not be reviewable through, or the subject of, these compliant procedures unless the decision is:
- 14.8.1. (i) outside the authority of the Technical Official to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the Technical Official. For purposes of this Section, the term "Technical Official" shall include any individual with discretion to make field of play decisions.
- 14.9. **ADMINISTRATION:** The Judicial Committee shall generally administer and oversee all administrative grievances and right to compete matters filed with USMF except for matters subject to the jurisdiction of the U.S. Center for SafeSport or the U.S. Anti-Doping Agency. The Judicial Committee shall be responsible to 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 USMF.
- 14.10. **HEARING PANEL:** Upon the filing of a complaint, the chair of the Judicial Committee, after consultation with the other Committee members, shall appoint a hearing panel consisting 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 of the hearing panel shall be an athlete. Members of the panel need not be members of USMF or involved in the sport of Muaythai.
- 14.11. **CONDUCT OF THE PROCEEDING:** The Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the hearing panel shall hold 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. Testimony shall be taken under oath.
- 14.11.1. The hearing may be conducted by teleconference or video conference, 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.
- 14.11.2. 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.
- 14.12. **DUE PROCESS CONSIDERATIONS:** In any hearing conducted pursuant to these Bylaws, the parties shall be provided with the following:
- 14.12.1. Notice of the charges or alleged violations, with specificity and in writing, and possible consequences if the charges are found to be true;
- 14.12.2. reasonable time between receipt of the notice of charges and the hearing with respect to the charges, within which to prepare a defense;
- 14.12.3. notice of the identity of adverse witnesses provided in advance of the hearing;
- 14.12.4. the right to have the hearing conducted at such a time and place so as to make it practicable for the person charged to attend;

- 14.12.5. a hearing before a disinterested and impartial body of fact finders;
 - 14.12.6. the right to be assisted in the presentation of one's case at a hearing, including the assistance of legal counsel, if desired; however all fees shall be paid by the party seeking assistance of legal counsel;
 - 14.12.7. the right to present oral and written evidence and argument;
 - 14.12.8. the right to call witnesses to testify at the hearing, including the right to have individuals under the control of an adverse party attend; and to confront and cross-examine such individuals;
 - 14.12.9. the right to have a record (i.e., transcript) made of the hearing (In this regard, the reporter shall be paid for by the party requesting the reporter; and a copy of any transcript shall be provided to the other party upon payment of half of the cost. Any transcript ordered by a party shall be made available to the Hearing Panel upon request of the Hearing Panel);
 - 14.12.10. the burden of proof shall be on the proponent of the charge, which burden shall be at least a "preponderance of the evidence" unless an applicable rule of law provides for a higher burden of proof;
 - 14.12.11. a written decision, with reasons therefore, based solely on the evidence of record, handed down in a timely fashion; and
 - 14.12.12. written notice of appeal procedures, if the decision is adverse to the person charged, and the prompt and fair adjudication of any appeal.
- 14.13. **EXPEDITED PROCEDURES:** Upon the request of a party, and provided that 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 Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of 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.
- 14.14. **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 include with the complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The adverse party to the complaint shall also submit a list of individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The hearing panel shall determine those individuals who must receive notice of the complaint. The complainant 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.
- 14.14.1. If an individual is notified of the complaint, then that individual shall be bound by the decision of the hearing panel even though the individual chose not to participate as a party.
- 14.15. **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.
- 14.16. **ARBITRATION:** A party may appeal an adverse decision to the Board of Directors, which shall consider the appeal. No party shall have the right to a hearing before the Board of Directors with respect to such appeal. However, the Board of Directors may determine that such a hearing is necessary to a fair consideration of the appeal. Any party may appeal a decision of the Board of Directors to the American Arbitration Association. The arbitrator appointed by

the American Arbitration Association shall have the authority to hear the matter anew or if requested by a party to render a decision on a more limited review. Either party may submit the decision of the hearing panel to the arbitrator for the arbitrator's consideration. The arbitrator may give whatever weight or authority to the hearing panel's decision as the arbitrator deems appropriate.

- 14.16.1. USMF agrees to submit to binding arbitration conducted under the commercial rules of the American Arbitration Association, in any controversy involving its recognition as a national governing body, as provided in the Ted Steven's Act, or in any controversy involving the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in Athletics competition, as provided for in the constitution and bylaws of the USOPC.

ARTICLE XV. SANCTIONING EVENTS

- 15.1. **PROMPT REVIEW OF REQUEST:** USMF shall promptly review every request submitted by an ASO or person for a sanction and make a determination on such request: (i) to hold an international or national amateur athletic competition in the United States, or (ii) to sponsor U.S. Muaythai athletes to compete in an international athletic competition held outside the United States.
- 15.2. **STANDARD FOR REVIEW:** If USMF, as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of Muaythai, and (ii) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then USMF shall grant the sanction requested by the amateur sports organization or person.
- 15.3. **REQUIREMENTS FOR HOLDING AN INTERNATIONAL OR NATIONAL AMATEUR ATHLETIC COMPETITION IN THE UNITED STATES:** An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States shall comply with the following requirements:
 - 15.3.1. submits, in the form required by USMF, an application to hold such competition;
 - 15.3.2. pays to USMF the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
 - 15.3.3. upon request submits to USMF an audited or notarized financial report of similar events, if any, conducted by the organization or person; and demonstrates that:
 - 15.3.3.1. Appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 - 15.3.3.2. appropriate provision has been made for validation of records which may be established during the competition;
 - 15.3.3.3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 - 15.3.3.4. the competition will be conducted by qualified officials;

- 15.3.3.5. proper medical supervision will be provided for athletes who will participate in the competition;
 - 15.3.3.6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and
 - 15.3.3.7. appropriate measures have been taken to prevent abuse of athletes, including emotional, physical, child and sexualized abuse.
- 15.4. **REQUIREMENTS FOR SPONSORING US MUAYTHAI ATHLETES TO COMPETE IN AN INTERNATIONAL ATHLETIC COMPETITION HELD OUTSIDE THE UNITED STATES:** An amateur sports organization or person requesting a sanction to sponsor U.S. Muaythai athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:
- 15.1.1. Submits, in the form required by USMF, an application to hold such competition;
 - 15.1.2. pays to USMF the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
 - 15.1.3. submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and
 - 15.1.4. submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that:
 - 15.1.4.1. Appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 - 15.1.4.2. appropriate provision has been made for validation of records which may be established during the competition;
 - 15.1.4.3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 - 15.1.4.4. the competition will be conducted by qualified officials;
 - 15.1.4.5. proper medical supervision will be provided for athletes who will participate in the competition;
 - 15.1.4.6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and
 - 15.1.4.7. appropriate measures have been taken to prevent abuse of athletes, including emotional, physical, child and sexualized abuse.

ARTICLE XVI. RECORDS OF THE CORPORATION

- 16.1. **MINUTES:** USMF shall keep as permanent records minutes of all meetings of the Board of Directors, a record of all actions taken by the Board without a meeting, and a record of all waivers of notices of meetings of the Board.
- 16.2. **ACCOUNTING RECORDS:** The USMF shall maintain appropriate accounting records.

- 16.3. **MEMBERSHIP LIST:** USMF shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class.
- 16.4. **RECORDS IN WRITTEN FORM:** USMF shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- 16.5. **WEBSITE:** USMF shall maintain a website for dissemination of information to its members. USMF shall post on its website its (i) Bylaws (ii) its rules, and regulations (iii) a procedure for communicating with the Chair of the Audit and Finance 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. So as to facilitate the ability of interested parties to communicate their concerns or questions, USMF shall publish on its website a mailing address and an e-mail address for communications directly with the USMF.
- 16.6. **RECORDS MAINTAINED AT PRINCIPAL OFFICE:** USMF shall keep a copy of each of the following records at its principal office:
- 16.6.1. The articles of incorporation;
 - 16.6.2. these Bylaws;
 - 16.6.3. rules or regulations adopted by the Board of Directors pertaining to the administration of the sport of Muaythai;
 - 16.6.4. rules or regulations that govern the conduct of USMF, the USMF Board and Committees and the USMF members;
 - 16.6.5. rules and regulations that govern the technical conduct of Muaythai's events in the United States as USMF Board and Chief Executive Officer determine is appropriate in their sole discretion;
 - 16.6.6. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
 - 16.6.7. all written communications within the past three (3) years to the members generally as the members;
 - 16.6.8. a list of the names and business or home addresses of the current directors and officers;
 - 16.6.9. a copy of the most recent corporate report delivered to the Texas Secretary General of state;
 - 16.6.10. all financial statements prepared for periods ending during the last three (3) years;
 - 16.6.11. USMF's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
 - 16.6.12. all other documents or records required to be maintained by USMF at its principal office under applicable law or regulation.
- 16.7. **INSPECTION OF RECORDS BY MEMBERS:** The following rights and restrictions shall apply to the inspection of records by members:
- 16.7.1. Records Maintained at Principal Office. A member shall be entitled to inspect and copy, during regular business hours at USMF's principal office, any of the records of the USMF described in Section 16.6., provided that the member gives USMF written

demand at least five (5) business days before the date on which the member wishes to inspect and copy such records. Copies of records shall be at the requester's expense.

- 16.7.2. Financial Statements. Upon the written request of any member, USMF shall mail to such member either a hard copy or electronic copy of its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- 16.7.3. Membership List.
 - 16.7.3.1. Preparation of Membership Voting List. After determining the members entitled to vote in an election USMF shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.
 - 16.7.3.2. Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at USMF'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 (3) 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 USMF 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 of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by USMF limiting the use of such list in accordance with Section 16.7.c.3.
 - 16.7.3.3. Limitation on Use of Membership Voting List. Without consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.
 - 16.7.3.4. Scope of Members' Inspection Rights.
 - 16.7.3.5. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
 - 16.7.3.6. 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.
 - 16.7.3.7. Reasonable Charge for Copies. USMF may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.
 - 16.7.3.8. Litigation. Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is

in litigation with USMF, or the power of a court to compel the production of corporate records for examination.

ARTICLE XVII. POLICIES

- 17.1. **GIFTS AND ENTERTAINMENT POLICY:** USMF shall adopt a Gifts & Entertainment Policy applicable to all USMF employees, staff, board members, officers, committee members, task force members, hearing panel members, and volunteers
- 17.2. **CONFLICTS OF INTEREST POLICY:** USMF shall adopt a Conflicts of Interest Policy applicable to all USMF employees, staff, Directors of the Board, committee members, task force members, and volunteers. Additionally, these individuals shall disclose any possible conflict for review by the Ethics Committee.
- 17.3. **CODE OF CONDUCT:** USMF shall adopt a general Code of Conduct applicable to all USMF members, employees, staff, Directors of the Board, committee members, task force members, and volunteers. USMF shall additionally implement specific Codes of Conduct for the following constituent groups: (i) Athletes; (ii) Coaches; and (iii) Technical Officials.
- 17.4. **ATHLETE SAFETY POLICY:** USMF shall adopt an Athlete Safety Policy applicable to all USMF members, employees, staff, Directors of the Board, committee members, task force members, and volunteers, which policy must satisfy the minimum standards mandated by the USOPC.
- 17.5. **COMPLAINT PROCEDURES:** USMF shall adopt Complaint Procedures as set forth in Section 14 above.
- 17.6. **OTHER POLICIES:** USMF shall adopt other relevant policies to effectively run and govern the organization.

ARTICLE XVIII. FIDUCIARY MATTERS

- 18.1. **INDEMNIFICATION:** USMF shall defend, indemnify and hold harmless each director of the Board and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such director or officer arising out of the latter's performance of his or her duties in the USMF, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or director.
- 18.2. **DISCHARGE OF DUTIES:** Each director of the Board 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 director or officer reasonably believes to be in the best interests of USMF.
- 18.3. **CONFLICTS OF INTEREST:** If any director of the Board, officer, staff, committee or task force member has a financial interest in any contract or transaction involving USMF, or has an interest adverse to USA- NKF'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.
 - 18.3.1. The standard of behavior at the USMF is that all staff, volunteers and board members scrupulously avoid conflicts of interest between the interests of the USMF

on the one hand, and personal professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

- 18.3.2. The purposes of this policy are to protect the integrity of the USMF's decision-making process, to enable the members to have confidence in the integrity of the board, and to protect the integrity and reputations of the volunteers, staff and board members.
 - 18.3.3. All board members, staff and committee members will disclose any interests in any transaction or decision he/her (including his/her business or nonprofit affiliations), his/her family, significant other, employer, or close associates will receive an advantage, benefit or gain. All board members will refrain from voting on, or otherwise addressing, any issue before the board in which that board member has a conflict of interest.
- 18.4. **PROHIBITED LOANS:** No loans shall be made by USMF to the President, to any director of the Board, or to any committee or to any USMF employee or volunteer. Any Chair, director, committee or task force member or USMF employee, who assents to or participates in the making of any such loan, shall be liable to USMF for the amount of such loan until it is repaid.

ARTICLE XIX. FINANCIAL MATTERS

- 19.1. **FISCAL YEAR:** The fiscal year of USMF shall commence January 1 and end on December 31 each year.
- 19.2. **BUDGET:** USMF shall have an annual budget.
- 19.3. **AUDIT:** Each year USMF 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.
- 19.4. **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 USMF pursuant to the authority granted directly or indirectly by the Board of Directors.
- 19.5. **IRREVOCABLE DEDICATION AND DISSOLUTION:** The property of USMF is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USMF is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE XX. MISCELLANEOUS PROVISIONS

- 20.1. **SEVERABILITY AND HEADINGS:** The invalidity of any provision of these Bylaws shall not affect the other provisions of these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.
- 20.2. **SAVINGS CLAUSE:** Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the directors of the Board do

not cause substantial injury to the rights of the directors, shall not invalidate the actions or proceedings of the directors at any meeting.

- 20.3. **NON-DISCRIMINATION POLICY:** The USMF is dedicated to the principles of equal employment opportunity in any and all terms, conditions or privileges of employment including hiring, promotions, termination, training and compensation. The USMF does not discriminate against applicants or employees on the basis of age, race, sex, color, religion, national origin, disability, veteran status, sexual orientation, gender identity or expression, genetic information or any other status protected by federal, state or local law, where applicable.

ARTICLE XXI. AMENDMENTS OF BYLAWS

- 21.1. **AMENDMENTS:** These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of directors of the Board at any meeting duly called and at which a quorum is present, provided, however, that any meeting at which a change, repeal or alteration to the Bylaws, in whole or part, is contemplated must state such change in the Agenda as a separate item and said Agenda shall be disseminated amongst the Board members at least thirty (30) days in advance of the meeting at which such item is to be addressed.