

BYLAWS

OF

USA SURFING, INC.

Amended & Restated November 15, 2025
Amended Effective November 5, 2026

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SECTION 1. NAME AND STATUS

Section 1.1 Name.

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

Section 1.2 Nonprofit Status.

USA Surfing shall be a nonprofit corporation incorporated and licensed pursuant to the laws of the State of California. USA Surfing shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international amateur sports competition in the sport of Surfing. USA Surfing shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

SECTION 2. OFFICES

Section 2.1 Business Offices.

The principal office of USA Surfing shall be in San Clemente, CA. USA Surfing may at any time and from time to time change the location of its principal office. USA Surfing may have such other offices, either within or outside California, as the Board of Directors may designate or as the affairs of USA Surfing may require from time to time.

Section 2.2 Registered Office.

The registered office of USA Surfing required by the Nonprofit Corporation Act of the State of California shall be maintained in California. The registered office may be changed from time to time by the Board of Directors or by the officers of USA Surfing, or to the extent permitted by the Nonprofit Corporation Act by the registered agent of USA Surfing. The registered office may be, but need not be, the same as the principal office.

SECTION 3. MISSION AND VISION

Section 3.1 Mission.

USA Surfing is the exclusive International Surfing Association (ISA)-recognized national federation for the sport of surfing in the U.S. USA Surfing's mission is to stoke the sport of surfing by stewarding its growth, empowering future generations of champions and showcasing the transformative power of surfing on the Olympic stage.

The successful accomplishment of this mission will enable United States athletes to achieve sustained competitive excellence in domestic, international Olympic, Paralympic, Pan American and Parapan American, if applicable, competitions. And lead, serve and grow all areas of the sport of Surfing in the United States achieving excellence while providing a lifetime of opportunities for all to participate in a safe and positive environment.

The sport of Surfing is defined as follows:

a. An activity in which the primary force that moves the participant's Surfing equipment, is a wave either of natural or artificial source.

b. An activity on the waves on any type of equipment used for Surfing.

c. An activity in calm waters on any type of equipment used for Surfing.

d. All Stand Up Paddle (SUP) activities in all bodies of water in any format.

Section 3.2 Vision.

Be a world-class leading organization in all aspects of the sport of Surfing and to engage and inspire our nation through a cultivated passion for the sport of Surfing and success at winning Olympic and Paralympic medals.

SECTION 4. CERTIFICATION AS NATIONAL GOVERNING BODY

Section 4.1 Certification as a National Governing Body.

USA Surfing shall seek and attempt to maintain certification by the United States Olympic & Paralympic Committee (USOPC) as the National Governing Body for the sport of Surfing in the United States. In furtherance of that purpose, if USA Surfing is certified as the National Governing Body ("NGB") for the sport of surfing, USA Surfing shall comply with the requirements for recognition as an NGB as set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§ 220501 et seq.) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements USA Surfing shall:

a. be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee (IOC) and the International Paralympic Committee (IPC) as the worldwide governing body for the sport of Surfing;

b. be autonomous in the governance of the sport of Surfing, by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;

c. maintain the managerial and financial competence and capability to establish national goals for Surfing relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for the sport of Surfing;

d. provide for individual and/or organizational membership;

e. ensure that its Board of Directors, and any other governance body, has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur athletic competition in Surfing or who have represented the United States in an international amateur athletic competition in Surfing within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than thirty-three percent (33%) of the voting power held in its Board or other governance body;

f. be governed by a Board of Directors, made up of a diverse group of members, whose members are selected without regard to race, color, religion, national origin, gender identification, sexual orientation, or disability, or sex, except that, in sports where there are separate male and female programs, it provides for reasonable representation of both males and females on the board of directors or other governing board in accordance with §220522(9) of the Act;

g. provide an equal opportunity to amateur athletes, coaches, trainers, managers,

administrators, and officials to participate in all activities sponsored by USA Surfing without discrimination on the basis of race, color, age, religion, national origin, gender identification, sexual orientation, or disability;

h. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOPC as a National Governing Body;

i. provide procedures for the prompt and equitable resolution of grievances of its members;

j. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;

k. agree to submit to binding arbitration in any controversy involving: (i) its recognition as a National Governing Body, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition in Surfing, upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, manager, administrator or official, 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 corporation with the concurrence of the Team USA Athletes ’Commission and the National Governing Bodies' Council, as modified and provided for in the corporation's constitution and bylaws;

l. not have eligibility criteria relating to amateur status or to participate in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of Surfing recognized by the IOC or the IPC;

m. perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOPC on a National Governing Body;

n. shall ensure members of USA Surfing are under the jurisdiction of the World Anti-Doping Association Code (WADA), the International Surfing Association (ISA) anti-doping rules, the USOPC including the USOPC National Anti-Doping Policy, the U.S. Anti-Doping Agency (USADA) including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, ISA, USA Surfing, the USOPC, and USADA and any other Anti-Doping Organization that has results management authority;

o. comply with all applicable athlete safety and child protection laws and USA Surfing’s SurfSafe policy;

p. adhere to athlete safety standards of the U.S. Center for SafeSport (“USCSS”) and recognize and enforce sanctions;

q. demonstrate managerial capability to administer the sport of Surfing;

r. demonstrate financial and operational capability to administer the sport of Surfing; and

s. shall enforce and comply with the rules and regulations of the USOPC, ISA, IOC, and IPC. To the extent authority has been granted by the USOPC, IOC and IPC, USA Surfing shall have exclusive jurisdiction to nominate individuals who will represent the United States in the Olympic Games, the Pan American Games, and the Paralympic Games. USA Surfing shall enforce with respect to such nominations the definition of an eligible athlete adopted by the USOPC, ISA, IOC and IPC; and

t. shall enforce anti-doping sanctions from WADA, IOC, IPC, ISA, USADA or any other anti-doping organization that has results management authority, as applicable, and shall ensure compliance with anti-doping rules and policies from WADA, ISA, USADA and the USOPC, including the USOPC National Anti-Doping Policy.

SECTION 5. MEMBERS

Section 5.1 Categories of Membership.

USA Surfing shall have individual and organization membership categories as follows:

a. Individual Membership Categories

   1. Athlete members. Athlete members are those individuals who register as competitive athletes and are eligible for competition in Surfing.

   2. Coach members. Coach members are those individuals who register as active coaches and who are certified as coaches by USA Surfing.

   3. Judging members. Judging members are those individuals who register as active judges and who are certified as judges by USA Surfing.

   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 USA Surfing.

b. Affiliated Organizations

   1. Affiliated Organization members. Affiliated Organization members are those amateur sports organizations that register as affiliated organizations, and which conduct a regional program or regular regional amateur athletic competition in Surfing on a level of proficiency appropriate for the selection of amateur athletes to participate in international competition. Such organizations must reflect the nature, scope, quality, and strength of the programs and competitions of USA Surfing in relation to all other surfing programs and competitions in the United States.

   2. Surfing Organization members. Surfing Organization members are those amateur sports organizations or amateur athletic event sponsors that are associated organizations of USA Surfing and which conduct athletic programs or activities that further or support the sport of Surfing in the United States (e.g., surf camps or schools).

Section 5.2 Voting Members.

Individuals belonging to the following membership categories shall be entitled to vote in an election for directors of the Board of USA Surfing:

Affiliated Organizations in good standing may vote in an election to select one member as a director of the Board of USA Surfing to serve as the Affiliated Organizations Representative board member.

Athletes meeting the NGB 10 Year Athlete qualification standards for the Athlete Director seats are eligible to vote on the Athlete Director positions, whether or not they are members of USA Surfing.

The remaining individual and organization membership categories described above (Section 5.1) have no voting rights.

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 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 USA Surfing 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 USA Surfing at least thirty (30) days prior to the date of the election (record date) in order to be eligible to vote in an election, except that an athlete voting on the Athlete Director positions need not be a member and shall instead meet the NGB 10 Year Athlete qualification standards as of the record date.

Section 5.3 Membership Requirements and Dues.

a. *General Requirements.* Membership in USA Surfing 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, which may include background checks and SafeSport education and training. 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.

b. *SafeSport and SurfSafe Obligations.* Members will always abide by athlete safety policies. As a condition of membership in USA Surfing and a condition for participation in any competition or event sanctioned by USA Surfing or its member organizations, each USA Surfing member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in USA Surfing or USA Surfing events (whether or not a USA Surfing member), agrees to comply with the safe sport rules, policies and procedures of the U.S. Center for SafeSport, including the SafeSport Code, as amended from time to time, and the USA Surfing SurfSafe Policy. Those individuals agree to be bound by the jurisdiction of USA Surfing and to submit, without reservation or condition, to the USA Surfing Complaint Resolution

Policy for adjudication.

c. *Anti-Doping Obligations.* Adherence to the World Anti-Doping Code (the Code) is an important requirement of membership to protect the health and welfare of individuals, and to ensure a fair playing field. Members will comply with the following:

   i. *All Individual Members (including Athlete Members) Anti-Doping Obligations*. It is the duty of individual members of USA Surfing to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), the ISA, the USOPC including the USOPC National Anti-Doping Policy, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the ISA, the USOPC and USADA. If it is determined that an individual member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the [IF], if applicable or referred by USADA.

   ii. *Athlete Members (only) Anti-Doping Obligations*. Athlete members agree to submit to drug testing by the ISA 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.

   iii. *Organizational Members Anti-Doping Obligations*. It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by USA Surfing, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USA Surfing, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, the ISA, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the ISA and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person associated with an Organizational member may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the ISA if applicable or referred by USADA.

Section 5.4 Termination of Membership.

The membership of any member may be terminated at any time with cause by the Board of Directors of USA Surfing. A member shall have the right to a hearing prior to termination. USA Surfing may retain jurisdiction over any member who has pending financial obligations, or pending grievances against them, regardless of the status of membership.

Section 5.5 Transfer of Membership.

Members may not transfer their membership in USA Surfing. Members shall have no ownership rights or beneficial interests of any kind in the property of USA Surfing.

Section 5.6 Proprietary Interest of Members.

No member shall have proprietary interest in USA Surfing or in property at any time owned by USA Surfing. Members shall have no right to receive, by reason of affiliation, any of the property of USA Surfing either upon dissolution or otherwise.

SECTION 6. BOARD OF DIRECTORS

Section 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 USA Surfing shall be managed by its Board of Directors whose members are elected/selected without regard to race, color, religion, national origin, gender identification, sexual orientation, or disability, and composed of reasonable representation of both males and females.

Section 6.2 Function of the Board.

USA Surfing's Board of Directors shall represent the interests of the surfing community for the sport of Surfing in the United States and its athletes by providing USA Surfing with policy, guidance and strategic direction. The Board shall oversee the management of USA Surfing and its affairs, but it does not manage USA Surfing. The Board shall select a well-qualified Chief Executive Officer (CEO) and diligently oversee the CEO in the operation of USA Surfing. The Board shall focus on long- term objectives rather than on day-to-day management, empowering the CEO to manage a staff-driven organization with effective oversight. In addition, the Board performs the following specific functions, among others:

a. implements procedures to orient new Board directors, to educate all directors on the business and governance affairs of USA Surfing, and to evaluate Board performance;

b. selects, compensates, evaluates (including an annual written evaluation) and terminates the CEO;

c. plans for management succession;

d. encourages a culture of ethical behavior and compliance throughout USA Surfing;

e. reviews, monitors and approves USA Surfing's strategic plan and the annual operating plans, budget, business plans, and corporate performance;

f. sets policy and provides guidance and strategic direction to management on significant issues facing USA Surfing;

g. reviews and approves significant corporate actions;

h. oversees the financial reporting process, communications with members and directors, and USA Surfing's legal and regulatory compliance program;

i. oversees effective corporate governance;

j. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;

k. reviews and approves financial statements, annual reports, financial and control policies, and, upon the recommendation of the Audit, Finance & Budget Committee, selects independent auditors;

l. monitors to determine whether USA Surfing's assets are being properly protected;

m. displays as much transparency in the operations of USA Surfing as is reasonable and keeping both members and directors of USA Surfing informed about the business and operations of USA Surfing;

n. ensures that USA Surfing adopts and maintains athlete safety rules, policies and procedures that comply with the requirements of the USOPC and the USCSS;

o. monitors USA Surfing's compliance with laws and regulations and the performance of its broader responsibilities; and

p. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

Section 6.3 Diversity of Discussion.

USA Surfing's Board shall be sensitive to the desirability of diversity at all levels of USA Surfing, including among its athletes and members. USA Surfing's Board shall develop and implement a policy of diversity at all levels of USA Surfing, supported by meaningful efforts to accomplish that diversity. USA Surfing's Board shall develop norms that favor open discussion and favor the presentation of different views.

Section 6.4 Qualifications.

Each director of the Board must be eighteen (18) years of age or older and not be affiliated with any national surfing federation other than USA Surfing. A director must be a U.S. citizen, but need not be a resident of California.

A director shall (i) have the highest personal and professional values, judgement and integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other directors, in collectively serving the long-term interests of USA Surfing. Each Director shall have passed a background check, and completed SafeSport education and training. Directors shall have an understanding of athletic competition and a commitment to the Olympic and Paralympic ideals, and have diverse experience in the key business, financial, and other challenges that face USA Surfing. Directors shall have a high

level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the Independent Directors (as defined in Section 6.7), who shall also serve on the Audit, Finance & Budget Committee, shall have financial expertise.

In addition to the above, Athlete Directors must also meet the applicable eligibility requirements of bodies they belong to related to their board service (i.e., the Team USA Athletes ʾCommission and/or the USA Surfing Athletes ʾAdvisory Council).

The following individuals are ineligible for a leadership role in USA Surfing:

a. A felony conviction involving harm to a member of a vulnerable population such as children, elderly or individuals with a disability;

b. A felony conviction for sexual abuse or assault of any kind;

c. A felony conviction for a hate crime;

d. Served a period of ineligibility for an Anti-Doping Rule Violation (ADRV) as defined by the World Anti-Doping Code; or

e. Served a period of ineligibility for a SafeSport Code violation as defined by the USCSS or a National Governing Body.

Any other felony conviction must be disclosed in advance of consideration for service as a Board director and may be considered in evaluations. Any misdemeanor, suspension, or ineligibility from a sport or sport organization for rule violations or otherwise must also be disclosed for similar consideration. Leaders have an ongoing duty to disclose. If a potential or existing leader is under investigation for, or has been formally accused of, any of the above infractions, that individual may be asked to suspend his/her candidacy or leadership role until the investigation or accusation has been adjudicated. The Board's Ethics Committee or their designee will receive disclosures and resolving questions and disputes in eligibility and the application of these qualifications for service.

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.

Section 6.5 Number.

The Board of Directors shall consist of twelve (12) directors, at least one-third (1/3) of whom shall be Independent Directors (as defined in Section 6.7), at least one-third (1/3) of whom shall be Athlete Directors (as defined in Section 6.6(b)), and the rest of whom shall be General Directors (as defined in Section 6.6(d)) drawn from appropriate representation

in the United States Surfing community, including Affiliated Organizations (as defined in Section 6.6(c)), with no single constituency, such as employees of surfing brands or board members of affiliated organizations, comprising a majority of directors.

Section 6.6 Election/Selection.

For an initial Board of Directors, as defined when at least ¾ of the board members have been removed or otherwise vacant, and a new slate of board members must be populated, the Chair of the Board, with the affirmative vote of the remaining board members if any, may directly elect directors that fit the eligibility standards as set forth below. If there are no board members on a board, the Nominating and Governance Committee shall directly elect and fill the director positions. This will ensure that the board is properly populated.

Eligible directors shall be elected at the annual meeting of the Board of Directors and shall hold office until the end of their term, as further delineated in Sections 6.8 and 6.9 below.

The Nominating and Governance committee will establish requirements for administering the election to ensure it is handled fairly, consistently and appropriately (e.g. free of conflicts, voter eligibility is reviewed and validated, election procedures are followed consistently).

USA Surfing's Board of Directors shall be elected/selected as follows:

a. *Independent Directors*. At least one-third (1/3) of the Board directors shall be Independent Directors as defined in Section 6.7. The Nominating and Governance Committee shall submit candidates to the Board of Directors for approval, using whatever process the Nominating and Governance Committee and the Board of Directors determine to be appropriate, but at a minimum demonstrate the candidate was properly vetted against the definition of independence.

b. *Athlete Directors*[1]. At least one-third (1/3) of the Board directors shall be Athlete Directors with at least twenty percent (20%) of the total Board directors meeting the "NGB[2] 10 Year Athlete" qualifications, as defined in the USOPC Bylaws[3]. The remaining Athlete Director(s) can meet the "NGB 10 Year Athlete" or "NGB 10 Year+ Athlete" definition. One (1) Athlete Director will be the Representative to the Team USA Athletes 'Commission. All other Athlete Directors will be directly elected by the entire pool of athlete members meeting the NGB 10 Year Athlete

[1] A Director who meets the NGB 10 Year Athlete or 10 Year+ Athlete definition, but was not elected as an Athlete Director, will not fulfill the requirements to be considered an Athlete Director.

[2] The terms "NGB 10 Year Athlete" and "NGB 10 Year+ Athlete" are defined terms in the USOPC Bylaws.

[3] Any reference to a definition from an alternate entity (e.g. USOPC) will be construed with the understanding that the definition may be amended from time to time. The definition at the time of its application, and not on the effective date of these Bylaws, will be utilized.

requirements, whether or not members of USA Surfing. Candidates for Athlete Director seats shall be members of USA Surfing in good standing. Candidates must meet all applicable eligibility requirements, including disclosure of felonies and any disqualifying conflicts or periods of ineligibility in sport, such as SafeSport or anti-doping.

At least half of these athlete representatives will have obtained 10 Year Athlete or 10 Year+ Athlete eligibility through competing at a USOPC Delegation Event, as defined by the USOPC at the time of election/selection.

An athlete who is an NGB 10 Year Athlete at the time of their election shall remain an NGB 10 Year Athlete for the purposes of calculating the percentage representation on the board for the full duration of their term as an Athlete Director, even if the athlete no longer meets the requirement at some point during their term (i.e., the athlete's most recent qualifying competition ages beyond the ten-year mark during their term).

An Athlete Director elected as an NGB 10 Year Athlete whose most recent qualifying competition was more than ten years prior shall not remain an NGB 10 Year Athlete for the purposes of this requirement in a subsequent term if they continue to serve beyond the term where they were first elected as an NGB 10 Year Athlete.

Team USA Athletes' Commission Representative and Alternate must be elected consistent with the Team USA Athletes' Commission Bylaws and any applicable procedures published by the Team USA Athletes' Commission. This election process is different than that of the other Athlete Director seats. As a result of the individuals' election as the Team USA Athletes' Commission Representative and Alternate, USA Surfing's Representative on the Team USA Athletes 'Commission shall automatically be an *ex officio* Athlete Director on the board (and will be included towards the athlete representation of the board's voting members).

USA Surfing's Alternate on the Team USA Athletes 'Commission will be an *ex officio* director on the Board, with a voice but no vote, and will not be included as part of the minimum USOPC athlete representation requirements. Should an additional USA Surfing athlete hold a leadership position on the Team USA Athletes 'Commission, they will also have an *ex-officio* seat on the USA Surfing Board.

The USA Surfing Athletes 'Advisory Council and the Nominating and Governance Committee will develop a process to jointly identify and vet the eligibility of candidates to serve as the NGB 10 Year Athletes and NGB 10 Year+ Athletes. The

USA Surfing Athletes 'Advisory Council will develop and run[4] the election process for the Athlete director seat, except for the Team USA Athlete Commission Representative. The Ethics Committee will assess any disqualifying conflicts of period or ineligible, including SafeSport and anti-doping.

c. *Affiliated Organization Director*. USA Surfing shall have an Affiliated Organization member that represents the nature, scope, quality, and strength of the programs and competitions of the Affiliated Organization members in relation to all other programs and competitions in surfing in the United States.

   If there is no Affiliated Organization member, then the Affiliated Organization director seat will either be filled by a General Director, or left vacant.

   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. The seat will be immediately filled and count towards the calculation of the proportion of athlete composition and quorum requirements upon the identification of a qualified Affiliated Organization member.

   If there is one (1) Affiliated Organization member, then that organization shall select a qualified individual to serve as the Affiliated Organization director, in accordance with a written process they develop. If there is more than one (1) Affiliated Organization member, then the Affiliated Organizations as a group shall select a qualified individual to serve as the Affiliated Organization director, with a written process they develop. Affiliated Organizations qualify as a General Director representative.

d. *General Director*. General Directors shall be members of USA Surfing in good standing with consideration from appropriate representation in the United States Surfing community, including an Affiliated Organization Director if applicable, with no single constituency, such as employees of surfing brands or members of affiliated organizations, comprising a majority of directors. The Nominating and Governance Committee shall vet and recommend a slate of candidates for Board vote.

Section 6.7 Independence.

The Board, through its Nominating and Governance Committee, shall affirmatively make a determination as to the independence of each Independent Director, and disclose those determinations. Under the definition of "independence" adopted by the Board, an "Independent Director" shall be determined to have no material relationship with USA

[4] The USA Surfing Athletes 'Advisory Council may seek independent assistance with the election process, which could be through USA Surfing or elsewhere.

Surfing, either directly or through an organization that has a material relationship with USA Surfing. A relationship is "material" if, in the judgment of the Nominating and Governance Committee, it would interfere with the director's independent judgment. To assist it in determining whether a director is independent, the Board shall adopt the guidelines set forth below, which shall be applied on a case-by-case basis by the Nominating and Governance Committee.

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

a. the individual was employed by or held any governance position (whether a paid or volunteer position) with USA Surfing[5], ISA, the Pan American Surf Association, or any sport family entity connected to USA Surfing;

b. an immediate family member of the individual was employed by or held any governance position (whether a paid or volunteer position) with USA Surfing, ISA, Pan American Surf Association, or any sport family entity connected to Surfing;

c. the individual was affiliated with or employed by USA Surfing's outside auditor or outside counsel;

d. an immediate family member of the individual was affiliated with or employed by USA Surfing's outside auditor or outside counsel as a partner, principal or manager;

e. the individual is/was a member of USA Surfing's Athletes 'Advisory Council;

f. the individual is/was a member of any constituent group with representation on the Board;

g. the individual receives or received any compensation from USA Surfing, directly or indirectly; or

h. the individual is/was an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USA Surfing.

i. The individual is/was a member of USA Surfing in a membership category that participates in competitions; or

j. The individual is/was the parent, close family member, coach of an athlete or member who participates in a Protected Competition, as defined by the USOPC.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a director is independent, shall be made

[5] If an individual serves on a USA Surfing Committee as an independent committee member, and does not take 2 years stepping away from the NGB, may still be considered for an Independent Director board seat, if they have continued to meet all other criteria for an independent perspective.

by the Nominating and Governance Committee.

The director must maintain an independent perspective by maintaining the requirements above for the entire term and any successive term, with the exception of holding any governance role in USA Surfing, ISA, Pan American Surf Association, or sport family entity connected to USA Surfing, provided that the only governance position they hold is their board position or related to their board position. Additionally, an Independent Director retains independence for accepting compensation only for the reasonable reimbursement of related expenses as part of their board duties.

Section 6.8 Staggered Board.

Directors of the Board shall be elected/selected to implement a staggered Board system. Directors serve for a term of four (4) years, half ending December 31 of the year following the Olympic Games quadrennium, as defined in the USOPC Bylaws, and half ending December 31 of the mid-quad. The Team USA Athlete Commission representative and alternate (*ex-officio*) will be on the quad term, with the other athletes ending mid-quad. Half of the Independent Directors shall end on a quad term, half on a mid-quad term. Half of the General Directors shall end on a quad term, half on a mid-quad term with the Affiliated Organization member seat ending mid-quad. For the purposes of the initial board (when at least ¾ of board members replaces an old board), except for the Team USA Athlete Representative, half of the directors will serve a two-year term, and the other half will serve a four-year term. The directors serving a two-year term will be considered a full term. The Nominating and Governance Committee shall designate prior to election/selection of a Board member whether a director is serving a quad or mid-quad term.

Section 6.9 Term.

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 1st of the following odd numbered year. If a vacancy remains on January 31st, that position will be filled within sixty (60) days or by the next regularly-scheduled meeting of the Board, whichever is earlier. A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.

Section 6.10 Term Limits.

No director of the Board shall serve more than two (2) consecutive terms.
A director elected/selected for a two (2) year term shall be eligible to serve only one (1) additional four (4) year term immediately following the two (2) year term.

When a director is elected/selected to fill a vacancy because of the resignation, removal,

incapacity, disability or death of a director, and the remaining term is for two (2) or more years, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, the director may serve one additional four (4) year term immediately following the two (2) year term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term. Thus, the director shall be able to serve two (2) additional four (4) year terms following completion of the filled vacancy term.

Section 6.11 Director Attendance.

Directors of the Board shall be expected to attend in-person all regularly scheduled Board meetings. Joining in a meeting by conference telephone, electronic video screen communication or electronic transmission, or other such means long as all directors participating in the meeting are able to hear one another shall meet the requirements for in-person). Such participation shall constitute presence in-person at the meeting for purposes of a quorum and voting. . Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board meetings during a twelve (12) month period.

Section 6.12 Resignation, Removal and Vacancies.

A director's position on the Board shall be declared vacant upon the director's resignation, removal, incapacity, disability or death, or in the case of the Team USA Athlete Commission Representative if a Representative has not been elected. Any director may resign at any time by giving written notice to the Chair of USA Surfing, except the Chair's resignation, which shall be given to the remaining Board of Directors. Such resignation shall take effect at the time specified in the written notice, and unless otherwise specified in the written notice, the acceptance of such resignation shall not be necessary to make it effective.

Directors shall be removed by the Board if they fail to attend in-person more than one half (1/2) of the regular meetings of the Board during any twelve (12)-month 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 shall be removed by the affirmative vote of a majority of the voting Board members (including Athlete Directors), or for an Athlete Director, upon the affirmative vote of a majority of the total voting power of the remaining Athlete Directors.

Directors shall also be removed without cause at any duly noticed meeting of the Board, upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the remaining Board members (including Athlete Directors).

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

No director shall be subject to removal or to not being re-nominated based on how they

vote as a director, unless such voting is part of a violation of USA Surfing's Code of Ethics, Code of Conduct or Conflict of Interest Policy.

If an Athlete Director who is USA Surfing's Team USA Athletes 'Commission Representative is removed from USA Surfing's Board, or the seat otherwise becomes vacant, then the Alternate shall fill the vacancy and become a voting Athlete Director. If both the Team USA Athletes 'Commission Representative and Alternate seat are vacant, another athlete meeting the qualifications for an athlete director shall fill that seat in the interim.

Regardless if the Team USA Athletes 'Commission Representative or Alternate (if the alternate is an Athlete Director on the board) is removed as a voting member, they will stay on the board as an *ex-officio* board member based on their status on the Team USA Athletes 'Commission.

Section 6.13 Regular and Special Meetings.

The Board of Directors by resolution may establish a schedule of regular meetings of the Board. USA Surfing's Board shall meet at regularly scheduled meetings at least three (3) times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty percent (50%) of the Board.

Section 6.14 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 Chair of the Board. 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. 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 four (4) 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, including a voice messaging system or by electronic transmission. 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 forty-eight (48) hours 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.

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.

Section 6.15 Quorum.

A simple majority of the directors of the Board in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present at a meeting, a majority of the directors present at the meeting may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 6.16 Action of the Board/Consent.

The act of a majority of directors on the Board present at a duly called meeting in which a quorum is established shall constitute an act of the Board.

The unanimous written consent of all directors on the Board, collectively, shall also constitute an act of the Board.

Section 6.17 Voting by Proxy.

No director may vote or act by proxy at any meeting of the Board.

Section 6.18 Presumption of Assent.

A director who is present at a meeting of the Board 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 of USA Surfing before the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 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 6.19. to USA Surfing shall be deemed to have

waived the right to demand that action not be taken without a meeting. The written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 6.20 Transacting Business by Mail, Electronic Mail, Telephone, Electronic Video Screen Communication or Electronic Transmission.

The Board shall have the power to transact its business by mail, electronic-mail, facsimile, conference telephone, electronic video screen communication or electronic transmission (pursuant to Cal. Corp. Code Section 5211 (a)(6)) by and to USA Surfing, if in the judgment of the Chair of the Board, the urgency of the case requires such action.

Section 6.21 Agenda.

The agenda for a meeting of the Board shall be set by the Chair of the Board after consultation with the CEO. A director may request that items be placed on the Board agenda.

Section 6.22 Questions of Order and Board Meeting Leadership.

Questions of order shall be decided by the Chair of the Board unless otherwise provided in advance by the Board. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair shall designate in writing in advance one (1) other director of the Board to preside. If the Chair 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.

Section 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.

Section 6.24 Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board of Directors shall be open to USA Surfing members. In the event the Chair of the Board, 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 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 of the Board may open a meeting of the Board to non-members, with the consent of a majority of the directors of the Board in attendance.

Section 6.25 Minutes of Meetings.

The minutes of all Board meetings and the consent or consents shall be published on USA Surfing's website within thirty (30) days after approval of the minutes by the Board at its subsequent meeting. Meeting minutes shall make note of the attendees at meetings, motions taken, and shall note whenever a meeting participant declares a conflict of interest and recuses him or herself, or limits participation as determined by the Ethics Committee, due to that conflict of interest. For an executive session, the meeting minutes should capture the high-level topics covered in the course of that session.

Section 6.26 Compensation.

Directors of the board, including the Chair and any other officer who is also a director on 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 USA Surfing's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA Surfing in any other capacity. Athlete Directors, however, shall be entitled to obtain compensation from USA Surfing only in connection with their capacity in the sport, including all benefits to which all elite athletes are eligible.

USA Surfing shall also cover the costs and expenses of Athlete Directors who travel to a meeting of the Board of Directors held at a physical location, if they are able to attend.

Section 6.27 Vote of Retention After Four Years.

If a director has been elected to and served four years, they may choose to stand for a vote of retention. The USA Surfing Board will vote as to whether an Independent Director and General Director will be so retained to serve another four years of service or whether that director position will be opened to be filled by a new director. If there is an Affiliated Director, the Affiliated member(s) will vote as to whether the Affiliated Director will be so retained to serve another four years of service or whether that director position will be opened to be filled by a new director. The USA Surfing Athletes 'Advisory Council will vote as to whether an Athlete Director will be so retained according to the election procedures established by that body.

Section 6.28 Censure.

USA Surfing's Board of Directors reserves the right to censure any director for conduct the Board does not condone or endorse. Examples of conduct that may qualify for censure include, but not limited to, a breach of the director's fiduciary duties; improper or offensive conduct toward other Board members, members, sponsors, vendors, or employees;

conflicts of interest that the director failed to disclose; disruption of Board meetings; violations of SafeSport policies; violations of anti-doping policies; formal government accusation or conviction of a criminal offense that may lead to incarnation. A censure does not remove a director from the Board.

SECTION 7. OFFICERS

Section 7.1 Designation.

a. *Standing Officers*. The officers of USA Surfing shall be a Chair of the Board, a Treasurer and a Secretary.

b. *Other Officers*. USA Surfing may also have, at the discretion of the directors, such other officers as may be appointed by the Directors.

c. *Multiple Officer Positions*. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board.

Section 7.2 Election/Selection.

a. *Chair.* The Chair of the Board shall be elected from among the directors of the Board. Recognizing the significance of the Chair in international matters, the Chair shall exercise ceremonial or representational functions in the international context, but the CEO, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to the ISA, Pan American Surf Association, and the USOPC.

b. *Treasurer.* The Treasurer shall be elected from a pool of candidates that may or may not include Board directors. Recognizing the significance of the Treasurer in financial matters, the Treasurer shall have a financial background sufficient to fulfill the duties of Treasurer.

c. *Secretary.* The CEO shall designate one member of the staff to serve as USA Surfing's corporate Secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board or committee meetings. If there is no staff able to fill this position, the Board of Directors may appoint a Board director for this officer position.

Section 7.3 Term.

a. *Chair/Treasurer Term*. The term of office of the Chair of the Board and the Treasurer (serving as a director) shall be four (4) years. The newly elected Chair and Treasurer shall take office immediately. The Chair or Treasurer shall hold office until the Chair or Treasurer's successor is elected and qualified, or until the Chair or Treasurer's earlier resignation, removal, incapacity, disability or death.

b. *Secretary Term*. The Secretary (serving as a staff member) shall hold office until their employment by USA Surfing ends, when the CEO designates a different individual to

serve as Secretary or until the Secretary's earlier resignation, removal by the CEO, incapacity, disability or death.

Section 7.4 Authority and Duties of Officers.

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

a. *Chair of the Board*. The Chair shall: (i) set all meeting and meeting agendas; (ii) preside at all meetings of the Board; (iii) see that all Board commitments, resolutions and oversight are carried into effect; (iv) on behalf of the Board, serve as the immediate supervisor of the CEO; and (v) exercise such powers and perform such other duties as from time to time may be assigned by the Board.

b. *Treasurer*. The Treasurer shall (i) have general oversight of the financial affairs of USA Surfing, including preparation of the annual budget; (ii) ensure the preparation of USA Surfing's financial reports on at least an annual basis; (iii) present financial reports to the Board as the Board may request; (iv) and (v) in general, perform all duties incident to the office of Treasurer[6].

c. *Secretary*. The Secretary shall: (i) keep the minutes of the proceedings of the Board and ensure that such meetings are published to the USA Surfing's website; (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; and (v) perform such other duties as from time to time may be assigned to the Secretary by the CEO or by the Board.

Section 7.5 Restrictions.

Officers of USA Surfing shall perform their functions with due care. No individual may serve simultaneously as an officer of USA Surfing and as an officer of another amateur sports organization that is recognized by the USOPC as an NGB.

Section 7.6 Term Limits.

a. *Chair and Treasurer (board member).* The Chair and Treasurer (if the Treasurer is a board member) may only serve up to two terms, except that if their position as a

[6] This will also include ensuring that an annual audit is conducted of USA Surfing if USA Surfing is certified as the NGB for the sport of surfing.

director terminates, then their position as an officer will also terminate.

b. *Treasurer (non-board member) and Secretary (staff).* There are no term limits for service of the Treasurer (if the Treasurer is not on the board) or the Secretary (if a staff member).

Section 7.7 Resignation, Removal and Vacancies.

An officer's position with USA Surfing may be declared vacant upon the officer's resignation, removal, termination of employment with USA Surfing, incapacity, disability or death. The Chair, Treasurer or Secretary (if a board member) may resign at any time by giving written notice to the Board. A secretary (if staff) may resign at any time by giving written notice to the CEO. 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.

The Board may remove the Chair, Treasurer, or Secretary (if the Secretary is a board member) with or without cause, with an affirmative vote of at least two-thirds (2/3) of the voting power of the remaining board members. The Secretary (if staff) maybe be removed by the CEO, with or without cause.

The removal of an officer (who is also a board member) from his or her position as an officer does not require removal from his/her position on the Board.

Any vacancy occurring in the Chair, the Treasurer or Secretary shall be filled by the Board, by majority vote. A Chair, Treasurer or Secretary elected to fill a vacancy shall be elected for the unexpired term of such officer's predecessor in office. The Board may appoint interim officers during any period of vacancy.

SECTION 8. COMMITTEES

Section 8.1 Designation.

a. *No Executive Committee.* There shall be no Executive Committee or other Committee(s) with management authority delegated by the Board. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the Board, such as a "super-board" (commonly called a governing council or general assembly). This requirement, however, is not intended to detract from the ability of the members or some parts thereof to nominate individuals to serve on the Board.

b. *USA Surfing Standing Committees.* USA Surfing shall have at least the following Standing Committees: (i) Audit, Finance & Budget Committee; (ii) Ethics Committee; (iii) Judicial Committee; and (iv) Nominating and Governance Committee.

c. *Designated Committees.* Designated Committees, as defined in the USOPC Bylaws, include USA Surfing's four Standing Committees (Audit, Finance & Budget Committee, Ethics Committee, Judicial Committee, Nominating and Governance Committee) and any additional committee that makes recommendations or decisions directly impacting its elite athletes, including at least the following (by name or by function): (i) the allocation of USOPC- and/or USA Surfing-provided resources and (ii) the selection of athletes, coaches and/or staff for Protected Competition, as defined in the USOPC Bylaws, including development, approval and implementation of selection criteria.

d. *Other Committees.* The Board or CEO shall appoint other committees as the Board or CEO believe appropriate and shall define narrowly the mission and deliverables of the committees, except as prohibited by statute. The decision to appoint or not appoint and to terminate such a committee shall be exclusively the Board's or the CEO's.

Section 8.2 Appointments.

a. *Board Appointments.* Committee appointments, including the designation of Standing Committee Chairs, shall be made every two (2) years by the Board. When making appointments to the Audit, Finance & Budget Committee, a director on the Board meeting the standards for independence with financial experience shall be considered.

b. *Athlete Appointments.* Athlete representatives on all committees shall be selected by the USA Surfing Athletes 'Advisory Council from candidates identified and vetted to serve as NGB 10 Year and 10 Year+ Athlete representatives through a process agreed upon by the USA Surfing Athletes 'Advisory Council and the Nominating and Governance Committee. Appointments shall be made based on a combination of

factors including each individual member's expertise and the needs of USA Surfing, and these Bylaws. For any Standing Committees which are required to be populated by Board members, the Board chair or Board, rather than than the Athletes' Advisory Council, may select from the athlete representatives seated on the Board.

Section 8.3 Agenda and Reports.

Committee agendas shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of other directors. The Committee Chair of the Audit, Finance & Budget Committee shall make a report on committee matters to the Board at the next regularly scheduled Board meeting. Each Committee Chair on the standing committees or other committees shall make a report on committee matters to the Board, at least annually, or upon a call of the Board Chair or a majority of the Board of directors.

The Audit, Finance & Budget Committee shall periodically meet separately in executive session individually with management, USA Surfing's financial staff, and USA Surfing's outside auditor, if applicable[7].

Section 8.4 Number.

Membership on all Committees will have at least 3 individuals. USA Surfing Committees shall be of the minimum number and size possible to permit both conduct of the sport and appropriate Board governance.

Section 8.5 Athlete Representation[8].

Athlete representatives shall equal at least one-third (1/3) of the membership of all USA Surfing Committees (standing, designated and other committees). At least half of the athlete representatives must be NGB 10 Year Athlete representatives. The remainder must be either NGB 10 Year or NGB 10 Year+ Athlete representatives.

Section 8.6 Term.

The term for all 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, termination of employment with USA Surfing,

[7] In addition, if USA Surfing is the certified NGB for the sport of surfing, the Audit, Finance & Budget Committee, or a designated representative of the Committee, shall meet with the outside auditor prior to the release of USA Surfing's annual audited financial statements and tax filings, to review such materials.

[8] If USA Surfing becomes the certified NGB for the sport of surfing, athlete representation qualification standards will adhere with the USOPC bylaw requirements on all committees.

removal, incapacity, disability or death.

Section 8.7 Term Limits.

A member of a committee shall be permitted to serve up to four (4) consecutive terms.

Section 8.8 Committee Member Attendance.

a. *Meeting Expectations.* Committee members are expected to attend in-person all regularly scheduled Committee meetings of which they are a member, and actively participate. Committee members may participate by teleconference or other means by which all persons in the meeting can hear each other.

b. *Attendance Requirement.* Each committee member must attend a minimum of at least one half (1/2) of the committee meetings of which they are a member during any twelve-month period, or they are subject to removal.

Section 8.9 Resignation, Removal and Vacancies.

a. *Vacancy.* A committee member's position on a committee may be declared vacant upon the committee member's resignation, removal, incapacity, termination of employment from USA Surfing, disability or death.

b. *Resignation.* A committee member may resign at any time by giving written notice to the Board, if appointed by the Board or to the CEO, if appointed by the CEO. 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.

c. *Removal.* Committee members may be removed as follows:

    i. *Failure to Meet Attendance Requirement*. Committee members may be removed by the Board if they fail to attend in person more than one half (1/2) of the regular committee meetings during any twelve-month period, unless they can demonstrate to the directors of the Board, or to the CEO, if appointed by the CEO, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee member shall 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 CEO, if appointed by the CEO.

    ii. *For Cause.* 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 CEO if appointed by the CEO.

iii. *Not for Cause.* 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 CEO, if appointed by the CEO.

iv. *Filling Vacancies*. Any vacancy occurring in a committee shall be filled as set forth for the appointment of that committee member.

Section 8.10 Procedures.

Each committee shall establish procedures for conducting its business and affairs. Such procedures shall be published and made available on USA Surfing's website.

Section 8.11 Open and Executive Meeting Sessions.

a. *Open Meetings.* Ordinarily, all committee meetings shall be open to USA Surfing members.

b. *Closed Meetings.* In the event the committee chair, with the consent of a majority of the committee members in attendance, deems it appropriate to exclude members at an open meeting for any reason, then the chair may (i) declare that the meeting is closed.

c. *Executive Session.* To convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matters, the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the committee to non-members, with the consent of a majority of the members of the committee in attendance.

Section 8.12 Minutes of Meetings.

Each committee shall take minutes of its meetings.

Section 8.13 Compensation.

a. *Compensation.* Committee members shall not receive compensation for their services as committee members, Committee members who are not directors of the Board may receive compensation for services rendered to or for the benefit of USA Surfing in any other capacity, provided the Board gives explicit approval.

b. *Expenses.* The reasonable expenses of committee members may be paid or reimbursed in accordance with USA Surfing's policies.

Section 8.14 Audit, Finance & Budget Committee.

The Audit, Finance & Budget Committee shall be appointed and have the responsibilities as follows:

a. The Board of Directors shall appoint the members of the Audit, Finance & Budget Committee and its chair, all of whom shall be directors of the Board. (Athlete Directors shall be selected and approved per Section 8.2(b) and 8.5.) An Independent Director of the Board with financial experience shall be appointed to the Audit, Finance & Budget Committee.

b. The Audit, Finance & Budget Committee shall:

    1. recommend the independent auditors of USA Surfing, review the report of the independent auditors and management letter, and recommend action as needed;

    2. investigate matters of financial controls and disclosure and such other matter as directed by the Board;

    3. be responsible, in cooperation with the Treasurer and Chief Executive Officer, for recommending the annual budget for operations of USA Surfing, reviewing periodic financial statements, Form 990s, internal financial policies and procedures, oversight of financial investments and making recommendations for investment of excess operating funds; and

    4. perform such other duties as assigned by the Board.

Section 8.15 Ethics Committee.

The Ethics Committee shall be appointed and have the responsibilities as follows:

a. The Board of Directors shall appoint the members of the Ethics Committee and its chair, except that athlete representatives shall be selected and approved per Sections 8.2(b) and 8.5. The majority of the members of the Ethics Committee shall satisfy the standards of independence for "Independent Directors" as set forth in these Bylaws. Directors of the Board may not serve on the Ethics Committee.

b. The Ethics Committee shall –

    1. oversee implementation of, and compliance with, USA Surfing's Code of Ethics, Code of Conduct and Conflict of Interest Policy;

    2. review Conflict of Disclosure Certification Forms and make any determinations on mitigating measures for conflicts;

    3. report to the Board on all ethical issues;

    4. develop, and review on an annual basis, a Code of Ethics and Code of

Conduct for the Board, officers, staff members, committee members, volunteers, and member organizations for adoption by the Board;

5. review and investigate matters of ethical impropriety or misconduct and SurfSafe matters and make recommendations on such matters to the Board;
6. review and provide guidance on ethical questions presented to it by the Board, officers, committee members, volunteers, staff and USA Surfing members; and
7. perform such other duties as assigned by the Board.

Section 8.16 Judicial Committee.

The Judicial Committee shall be appointed and have the responsibilities as follows.

a. The Board of Directors shall appoint the members of the Judicial Committee and its chair, except that athlete representatives shall be selected and approved per Sections 8.2(b) and 8.5 ~~8.4~~. The majority of the members of the Judicial Committee shall satisfy the standards of independence for "Independent Directors" as set forth in these Bylaws. Directors of the Board may not serve on the Judicial Committee.

b. The Judicial Committee shall:

1. generally, administer and oversee all complaints, including administrative grievances, disciplinary and right to compete matters filed with USA Surfing;
2. generally, administer and oversee all grievances related to any alleged violation of the USA Surfing SafeSport rules, policies, and procedures, pursuant to the procedures set forth in USA Surfing's Complaint Procedures;
3. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
4. assist hearing panels in their duties to hold an efficient and effective hearing process;
5. appoint a panel to hear and render a decision, on grievances and disciplinary matters (including conduct and SurfSafe matter); and
6. perform such other duties as assigned by the Board.

Section 8.17 Nominating and Governance Committee.

The Nominating and Governance Committee shall be appointed and have the

responsibilities as follows:

a. The Nominating and Governance Committees shall be selected as follows:

1. The Chair of the Nominating and Governance Committee, who shall be selected in accordance with Section 8.17(a)(1)(I)-(ii) below;

i. The Chair of the Nominating and Governance Committee shall be either (a) a former Director of the Board who is not currently serving on the Board and who is ineligible for nomination to the Board in the upcoming election cycle, or (b) an individual who meets the standards of independence for "Independent Directors" as set forth in Section 6.7 and who is not currently serving on the Board. In either case, the Chair shall be nominated by the Board Chair and approved by the Board.

ii. During any vacancy in the Chair role, the Nominating and Governance Committee shall select an Acting Chair from among its existing members by majority vote. The Acting Chair shall serve until a Chair is appointed under subsection (I). If the Committee does not select an Acting Chair, or is unable to act, the Board Chair may designate an Acting Chair from among the Committee's existing members.

2. two (2) individuals who are independent as that term is defined in these Bylaws and who are selected by the previous Nominating and Governance Committee;

3. two (2) athlete representatives selected and approved per Sections 8.2(b) and 8.5; and

4. one (1) individual from the surfing community nominated by the Board Chair and approved by the Board.

b. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current director. No individual who serves on the Nominating and Governance Committee may serve or be eligible to serve on the Board of Directors. Members of the Nominating and Governance Committee shall be precluded from serving as a Board director or in any other USA Surfing capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Governance Committee ends.

c. The Nominating and Governance Committee shall:

1. identify and evaluate prospective candidates for the Board;

2. identify, vet and select, with Board approval, the Independent Directors of the Board;

3. select individuals to serve on the Board as provided in these Bylaws;

4. recommend as requested by the Board individuals to serve on various committees;

5. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;

6. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees; and

7. perform such other duties as assigned by the Board.

d. In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:

1. the candidate's contribution to the effective functioning of USA Surfing;

2. any potential or impending change in the candidate's principal area of responsibility with their company or in their employment;

3. whether the candidate continues to bring relevant experience to the Board;

4. whether the candidate can attend meetings and fully participate in the activities of the Board;

5. the candidate's reputation for personal integrity and commitment to ethical conduct; and

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.

SECTION 9. USA SURFING ATHLETES ʼADVISORY COUNCIL

Section 9.1 Designation.

USA Surfing shall have an Athletes ʼAdvisory Council (AAC) consisting of six (6) to twelve (12) individuals, including USA Surfingʼs Representative and Alternate on the Team USA Athletes ʼCommission. Should a USA Surfing athlete also hold a leadership position on the Team USA Athletes ʼCommission, they will have an *ex-officio* seat on the USA Surfing AAC.

Section 9.2 Qualifications.

To be eligible to serve on the USA Surfing AAC, athlete representatives must be a 10 Year Athlete, be at least eighteen (18) years old and be a United States citizen. 80% of the AAC will be NGB 10 Year Athletes, and the remainder may be NGB 10 Year or 10 Year+ Athletes[9].

Athlete representatives must complete and submit the USA Surfing Conflict of Interest form to the Ethics Committee.

Athlete candidates, prior to election, must disclose any felony convictions or periods of ineligibility served in sport for anti-doping, SafeSport or disciplinary violations.

Section 9.3 Election.

Athlete representatives on the USA Surfing AAC shall be directly elected by athletes who are eligible to run.

Elections shall take place after conclusion of the Olympic Games, but prior to January 1st of the year following the Olympic Games.

For any vacancies that may arise, elections shall be conducted as soon as practicable thereafter.

Section 9.4 Term.

The term for members of the USA Surfing AAC shall be for four (4) years. A member shall remain on the USA Surfing AAC until the memberʼs successor is elected and qualified, or until the memberʼs earlier resignation, removal, incapacity, disability or death.

Section 9.5 Term Limits.

[9] This will come into effect if USA Surfing is certified as the NGB for the sport of surfing and will immediately take effect thereafter.

No USA Surfing AAC member shall serve for more than two (2) consecutive terms.

Section 9.6 Chair.

The USA Surfing AAC 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.

Section 9.7 Procedures.

The USA Surfing AAC shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on USA Surfing's website.

Section 9.8 Open and Executive Meeting Sessions.

Ordinarily, all USA Surfing AAC meetings shall be open to athlete members, and where appropriate to USA Surfing members. In the event the USA Surfing AAC chair, with the consent of a majority of the USA Surfing AAC members in attendance, deems it appropriate: (i)to exclude athlete members or USA Surfing 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 USA Surfing AAC to non-members, with the consent of a majority of the council members in attendance.

Section 9.9 Compensation.

USA Surfing AAC members shall not receive compensation for their services as council members. USA Surfing will pay for the reasonable expenses of all members of the USA Surfing AAC to attend council meetings that occur at a physical location. In addition, USA Surfing may pay for the reasonable expenses of the Athlete Directors to attend USA Surfing Board meetings that occur at a physical location.

SECTION 10. TEAM USA ATHLETES ’COMMISSION

Section 10.1 Designation.

If USA Surfing is a certified NGB for the sport of surfing, USA Surfing shall have a representative and an alternate to the Team USA Athletes ’Commission.

Section 10.2 Qualifications.

To be eligible to serve on the Team USA Athletes ’Commission, the athlete representative and alternate must be 10 Year Athletes.

Athlete candidates must disclose any prior felony conviction, or any period of ineligibility served in sport (e.g., anti-doping, SafeSport or disciplinary violations). The disclosure shall be made timely to all eligible voters prior to any Team USA Athletes ’Commission election. Failure to make timely disclosure may be cause for member removal.

Section 10.3 Election.

Athlete representatives on the Team USA Athletes ’Commission shall be directly elected by athletes who are eligible to run and meet the 10 Year Athlete definition.

USA Surfing, in conjunction with the USA Surfing AAC, shall adopt and submit to the Team USA Athletes ’Commission, consistent with policies established by the Team USA Athletes ’ Commission, a procedure whereby eligible athletes shall elect a representative and an alternate to the Team USA Athletes ’Commission.

The election shall take place after conclusion of the Olympic Games, but prior to January 1st of the year following the Olympic Games.

The individual with the highest vote total will be elected as the representative to the Team USA Athletes ’Commission. The individual with the second highest vote total is elected as the alternate to the Team USA Athletes ’Commission.

Section 10.4 Term.

The term for all representatives to the Team USA Athletes ’Commission is four (4) years, to start on January 1st of the year following the year in which the Olympic Games is scheduled to be held, and end on December 31st of the year in which the next edition of Olympic Games is scheduled to be held.

A representative shall remain on the Team USA Athletes ’Commission until the

representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death. The alternate automatically replaces the Team USA Athletes 'Commission representative should the representative seat become vacant. Any vacancies shall be filled immediately, or as soon as practicable.

The representative or alternate may be removed for cause following the rules and procedures in the Team USA Athletes 'Commission Bylaws.

Either the Team USA Athletes 'Commission or the USA Surfing Board may remove and fill the vacancy of the athlete representative or alternate as set forth for the election of that member of the USA Surfing Board. If such removal occurs, the first removing body will promptly inform the other body, which must also remove and replace that athlete representative as soon as possible, but no longer than three (3) months thereafter. Immediate removal may be warranted for violations including, but not limited to, violations of anti-doping, SafeSport, fraud, or felony rules. The first removing body will also promptly inform the NGB Athlete Representation Review Working Group, who will confirm the removal from both bodies was appropriate and will work with the parties to determine the most expedient way to minimize any gap in athlete representation.

Section 10.5 Term Limits.

No representative to the Team USA Athletes 'Commission shall serve for more than two (2) consecutive terms. If the alternate replaces the representative during a quadrennium and the alternate serves more than half the remaining term of the representative, they shall be deemed as serving the full term as representative; and if less than half the remaining term, it shall not constitute a term. There is no term limit restriction for the position of alternate.

SECTION 11. USOPC NATIONAL GOVERNING BODIES ' COUNCIL

Section 11.1 Designation.

If USA Surfing is certified by the USOPC as an NGB, USA Surfing shall have a representative and an alternate to the USOPC National Governing Bodies 'Council.

Section 11.2 Election/Selection.

If USA Surfing is certified by the USOPC as an NGB and becomes a member of the USOPC NGB Council, the CEO shall be USA Surfing's representative to the USOPC National Governing Bodies 'Council. The Chair of the Board shall be USA Surfing's alternate to the USOPC National Governing Bodies 'Council.

SECTION 12. CHIEF EXECUTIVE OFFICER

Section 12.1 Designation.

a. *Chief Executive Officer.* USA Surfing shall have a Chief Executive Officer (CEO), who shall be the leader of management and vested with the authority to make decisions on behalf of management and have the responsibilities as set forth below in Section 12.4. The CEO shall not be a voting director of the Board.

b. *Board Oversight.* The Board shall hire and oversee the CEO. On an annual basis, the Board will conduct an annual review of the CEO's performance and provide transparent feedback to the CEO.

Section 12.2 Tenure.

The CEO shall be employed by the Board of Directors for whatever term the Board deems appropriate. The CEO may be removed by the Board at any time, with or without cause. If the CEO has a contract for employment that does not address removal, or otherwise contradicts this provision, this provision will supersede the contract. Any other employment contract rights will not be affected.

Section 12.3 Secretary General.

The CEO shall serve as Secretary General of USA Surfing, and in that capacity, shall represent USA Surfing in relations with the ISA, recognized by the IOC, Pan American Surf Association, and at international Surfing functions and events.

Section 12.4 Responsibilities.

The CEO shall:

a. develop a strategy for achieving USA Surfing's mission, goals and objectives and present the strategy to the Board of Directors for approval;

b. determine the size and compensation of, hire and terminate the professional staff in accordance with USA Surfing's compensation policies and guidelines (established by the Board) to effectively carry out USA Surfing's mission, goals and objectives;

c. ensure that the staff can competently implement the Board's policies, guidance and strategic direction of USA Surfing;

d. keep, or cause to be kept, all records of USA Surfing, including financial, administrative and historical data, and shall discharge such other duties as are

assigned by the Chair and/or Board of Directors;

e. shall devote time and services to the affairs of USA Surfing and understands that any additional external profession or employment must be vetted and approved by USA Surfing's Board.

f. shall be the principal custodian of the funds and accounts of USA Surfing and is responsible for the collection of revenues, payment of expenses and the keeping of reliable accounting records which reasonably reflect the financial condition of USA Surfing;

g. the authority to enter into ordinary operational contracts in keeping with guidelines established by the Board of Directors;

h. the authority to negotiate and execute on behalf of USA Surfing any contract specifically authorized by the Board of Directors;

i. prepare and submit quadrennial and annual budgets to the Board for approval;

j. either directly, or by delegation, manage all staff functions;

k. be responsible for resource generation and allocation of resources;

l. coordinate USA Surfing's international activities;

m. with the Chair of the Board, act as USA Surfing's spokesperson; and

n. perform all functions as usually pertain to the office of CEO.

SECTION 13. COMPLAINT PROCEDURES

Section 13.1 Designation of Complaints.

USA Surfing shall adopt a Complaint Resolution Policy that sets forth the types of complaints that USA Surfing may be asked to resolve, or has an obligation to resolve; the processes and procedures for hearing and resolving such complaints; the remedies and sanctions available; and any appeal rights.

USA Surfing's Complaint Resolution Policy will be published on USA Surfing's website.

SECTION 14. SANCTIONING EVENTS

Section 14.1 Prompt Review of Request.

USA Surfing shall promptly review every request submitted by an amateur sports organization or person for a sanction and decide on such request: (i) to hold an international or national amateur athletic competition in the United States, or (ii) to sponsor United States Surfing athletes to compete in an international athletic competition held outside the United States.

Section 14.2 Standard for Review.

If USA Surfing, 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 United States Surfing, and (i)confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then USA Surfing shall grant the sanction requested by the amateur sports organization or person.

Section 14.3 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:

a. submits, in the form required by USA Surfing, an application to hold such competition;

b. pays to USA Surfing the required sanctioning fee, if such fee shall be reasonable and nondiscriminatory;

c. submits to USA Surfing an audited or notarized financial report of similar events, if any, conducted by the organization or person; and

d. submits a letter from the appropriate entity that will hold the international or amateur athletic competition certifying that:

    i. 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;

    ii. appropriate provision has been made for validation of records which may be established during the competition;

iii. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;

iv. the competition will be conducted by qualified officials;

v. proper medical supervision will be provided for athletes who will participate in the competition; and

vi. proper safety precautions, including insurance and submitting to an audit by USAS of USOPC and USCSS SafeSport compliance requirements, have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 14.4 Requirements for Sponsoring United States Surfing Athletes to Compete in an International Athletic Competition Held Outside the United States.

An amateur sports organization or person requesting a sanction to sponsor United States Surfing athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

a. submits, in the form required by USA Surfing, an application to hold such competition;

b. pays to USA Surfing the required sanctioning fee, if such fee shall be reasonable and nondiscriminatory;

c. 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

d. submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that:

i. 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;

ii. appropriate provision has been made for validation of records which may be established during the competition;

iii. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;

iv. the competition will be conducted by qualified officials;

v. proper medical supervision will be provided for athletes who will participate in the competition; and

vi. proper safety precautions, including insurance, have been taken to protect the personal welfare of the athletes and spectators at the competition.

SECTION 15. RECORDS OF USA SURFING

Section 15.1 Minutes.

USA Surfing shall keep as permanent records minutes of all meetings of the Board, 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.

Section 15.2 Accounting Records.

USA Surfing shall maintain appropriate accounting records.

Section 15.3 Membership List.

USA Surfing shall maintain a record of the members in a form that permits preparation of a list of the names and contact information of the members in alphabetical order, by class.

Section 15.4 Records in Written Form.

USA Surfing shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 15.5 Website.

USA Surfing shall maintain a website for the dissemination of information to its members. USA Surfing shall publish on its website (i) these Bylaws; (ii) its policies, rules, and regulations; (iii) contact information to communicate with the Chair of the Audit, Finance & Budget Committee regarding accounting, internal accounting controls, or audit-related matters that are not of a sensitive or protected nature; (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, USA Surfing shall publish on its website a mailing address and an e-mail address for communications directly with USA Surfing.

Section 15.6 Records Maintained at Principal Office.

USA Surfing shall keep a copy of each of the following records at its principal office:

a. the articles of incorporation;

b. these Bylaws;

c. rules, policies or regulations adopted by the Board of Directors pertaining to the administration of USA Surfing;

d. rules, policies or regulations that govern the conduct of USA Surfing, USA Surfing's Board and Committees and USA Surfing's members;

e. rules, policies and regulations that govern the technical conduct of USA Surfing's events in the United States as USA Surfing's Board and CEO determine is appropriate in their sole discretion;

f. 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;

g. all written communications within the past three (3) years to the members generally as the members;

h. a list of the names and business or home addresses of the current directors and officers;

i. a copy of the most recent corporate report delivered to the California Secretary of State;

j. all financial statements prepared for periods ending during the last three (3) years;

k. USA Surfing's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and

l. all other documents or records required to be maintained by USA Surfing at its principal office under applicable law or regulation.

Section 15.7 Inspection of Records by Members.

The following rights and restrictions shall apply to the inspection of records by members:

a. *Records Maintained at Principal Office.* A member shall be entitled to inspect and copy, during regular business hours at USA Surfing's principal office, any of the records of USA Surfing described in Section 15.6, provided that the member gives USA Surfing written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.

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

c. *Membership List.*

   i. *Preparation of Membership Voting List*. After determining the members entitled to vote in an election USA Surfing 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.

   ii. *Right of Inspection*. A member shall be entitled to inspect and copy, during regular business hours at USA Surfing'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 sixty (60) days immediately preceding the demand to inspect or copy, (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (iii) the member gives USA Surfing 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 USA Surfing limiting the use of such list in accordance with Section 15.7.c.3.

d. *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.

e. *Scope of Members 'Inspection Rights*.

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

iii. 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.

iv. Reasonable Charge for Copies. USA Surfing 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.

v. 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 USA Surfing, or the power of a court to compel the production of corporate records for examination.

SECTION 16. POLICIES

Section 16.1 Code of Ethics and Conflict of Interest Policy.

USA Surfing shall adopt a Code of Ethics and a Conflict of Interest Policy applicable to all USA Surfing employees, directors of the Board, committee members, officers and volunteers. Each director of the Board, officer and employee shall annually certify compliance with the Code of Ethics and submit a Conflict of Interest disclosure form. Additionally, these individuals shall have an ongoing duty to disclose any possible conflict for review by the Ethics Committee.

Section 16.2. Gifts & Entertainment Policy.

USA Surfing shall adopt a Gifts & Entertainment Policy applicable to all USA Surfing employees, board members, officers, committee members, hearing panel members, and volunteers.

Section 16.3. Code of Conduct.

USA Surfing shall adopt a general Code of Conduct applicable to all USA Surfing members, employees, Directors of the Board, committee members, athletes, coaches, officials, volunteers, parents and spectators.

Section 16.4. USA Surfing SurfSafe Policy.

USA Surfing shall adopt a SurfSafe Policy applicable to all USA Surfing members, employees, Directors of the Board, committee members, athletes, coaches, officials and volunteers.

Section 16.5. Complaint Procedures.

USA Surfing shall adopt a Complaint Resolution Policy.

Section 16.6. Other Policies.

USA Surfing shall adopt other relevant policies to effectively run and govern the organization.

Section 16.7. Policy Applicability.

By virtue of membership, employment, contractual relationship, participation in a USA surfing event or activity, or acceptance of a board, officer or committee position, that individual agrees to abide by and be bound by any policy applicable to them.

SECTION 17. FIDUCIARY MATTERS

Section 17.1 Indemnification.

USA Surfing 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 with USA Surfing unless such claims, charges and expenses were caused by fraud, gross negligence, or willful misconduct on the part of said officer or Director.

Section 17.2 Discharge of Duties.

Each director of the Board, officer, employee or other agent shall engage in his or her duties: (i) in good faith, (ii) with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances, and (iii) in a manner the director, officer, employee or other agent reasonably believes to be in the best interests of USA Surfing.

Section 17.3 Conflicts of Interest.

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

Section 17.4 Prohibited Loans.

No loans shall be made by USA Surfing to the Chair of the Board, director of the Board, officer, committee or employee.

SECTION 18. FINANCIAL MATTERS

Section 18.1 Fiscal Year.

The fiscal year of USA Surfing shall commence January 1st and end on December 31st each year.

Section 18.2 Budget.

USA Surfing shall have an annual budget.

Section 18.3 Audit, Finance & Budget

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

Section 18.4 Individual Liability.

No individual director of the Board, officer, employee or agent shall be personally liable in respect of any debt or other obligation incurred in the name of USA Surfing pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 18.5 Irrevocable Dedication and Dissolution.

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

SECTION 19. MISCELLANEOUS PROVISIONS

Section 19.1 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.

Section 19.2 Saving Clause.

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

Section 19.3. Applicable Law.

These Bylaws shall be governed by the laws of the State of California.

SECTION 20. AMENDMENTS OF BYLAWS

Section 20.1 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, or through unanimous written consent as provided in these bylaws.

SECTION 21. EFFECTIVE DATE

Section 21.1 Effective Date.

These Bylaws were amended and restated by the Board of Directors effective November 17, 2025.