



BYLAWS OF THE UNITED STATES AMATEUR CONFEDERATION OF ROLLER SKATING DBA USA ROLLER SPORTS

2012

(January 1, 2012)

(All changes from the previous edition are marked in red and italics)

An Official Publication of
USA ROLLER SPORTS

Recognized by the United States Olympic Committee and the Federation International de Roller Sports (FIRS) as the National Governing Body for Competitive Roller Sports in the United States.

This book is fully protected by copyright and nothing that appears in it may be reprinted in any manner, either wholly or in part, for any use whatsoever, without special written permission of the copyright owner expressly permitting such reprint upon each and every occasion.

© 2012 USA Roller Sports
4730 South Street, Lincoln, Nebraska 68506

**BY-LAWS OF THE UNITED STATES AMATEUR CONFEDERATION OF ROLLER SKATING
(Dba USA ROLLER SPORTS)**

ARTICLE I. PRINCIPLE OFFICE

The principle office of USA Roller Sports (USARS) is located at 4730 South Street, Lincoln, Nebraska 68506.

ARTICLE II. MISSION, VISION AND PURPOSE

SECTION 1. MISSION

As the recognized National Governing Body (NGB) by the United States Olympic Committee, the Mission of the USA Roller Sports (USARS) shall be to develop, promote, educate and grow Roller Sports at all levels and to enable athletes to achieve sustained competitive excellence in domestic and international competitions.

SECTION 2. VISION

To inspire and enable our members to achieve excellence in Roller Sports and in life by building the base, promoting the sport and achieving competitive success.

SECTION 3. PURPOSE

USARS shall comply with the requirements for recognition as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. §220501 et seq. and as mandated by the United States Olympic Committee (referred to in these Bylaws as "USOC") as such requirements are promulgated or revised from time to time. In fulfilling those requirements USARS shall:

- A. Be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee as the worldwide governing body for Roller Sports (currently FIRS);*
- B. Be autonomous in the governance of the Roller Sports 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 Roller Sports relating to the development and well being 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 Roller Sports;*
- D. Provide for individual and 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 athletic competition in Roller Sports or who have represented the United States in an international athletic competition in Roller Sports within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than twenty (20) percent of the voting power held in its Board or other governance body;*
- F. Provide for reasonable direct representation on its Board of Directors for any sports organization which, in the sport of Roller Sports, conducts on a level of proficiency appropriate for selection of athletes to represent the United States in international athletic competition, a national program, or regular national athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that sports organization in relation to all other of those programs and competitions in Roller Sports in the United States;*
- G. Be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin or sex, with reasonable representation on the Board of both males and females;*
- H. Provide an equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in Roller Sports competitions without discrimination on the basis of race, color, religion, age, sex or national origin;*
- I. Not have an officer who is also an officer of another sports organization that is recognized by the USOC as a National Governing Body;*
- J. Provide procedures for the prompt and equitable resolution of grievances of its members;*
- K. Provide fair notice and an opportunity for a hearing to any athlete, coach, trainer, manager, administrator or official before declaring such individual ineligible to participate;*
- L. Agree to submit to binding arbitration in any controversy involving:
 - 1. its recognition as a National Governing Body, or*
 - 2. the opportunity of any athlete, coach, trainer, manager, administrator or official to participate in athletic competition in Roller Sports, upon demand of the USOC or any aggrieved athlete, coach, trainer, manager, administrator or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Olympic and Amateur Sports Act;**
- M. Not have eligibility criteria relating to membership status or to participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of Roller Sports recognized by the International Olympic Committee (currently FIRS);*
- N. Perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOC on a National Governing Body.*

ARTICLE III. MEMBERSHIP

SECTION 1. MEMBERSHIP QUALIFICATIONS

- A. Membership shall be open to ALL individuals who are residents of the United States, who are interested in promoting the purposes of USARS as set forth in these By-Laws and who meet the requirements of membership set forth in subsection C and Section 3.*

- B. Membership shall be open to organizations which are organized within and under the laws of the United States, which are interested in promoting the purposes of USARS as set forth in these By-Laws, and which meet the requirements of membership set forth in subsection C and Section 3.
- C. Membership shall be divided into classes according to the following requirements:
1. **CLASS I. ATHLETES - COMPETITIVE ROLLER SKATERS.** The Amateur Sports Act of 1978, Public Law, 95-606, Title I, Section 103(1) defines an amateur athlete as any athlete who meets the eligibility standards established by the National Governing Body for the sport in which the athlete competes. USARS, the National Governing Body for roller *sports*, defines an amateur skater as follows: A roller *sports* competitor who conducts him or herself in the Olympic tradition of good sportsmanship while engaging in USARS competitions and all other sponsored activities of USA ROLLER SPORTS. The competitor must be truthful and honorable in dealing with other athletes and officials, and when establishing eligibility for USARS competitive events which are determined by age or previous competitive experience. There are no occupational requisites or restrictions applied to USARS competitive eligibility.
 2. **CLASS II. OFFICIALS.** Officials are roller *sports* trainers, managers, administrators, referees, judges or other officials active in ROLLER SPORTS.
 3. **CLASS III.A. OTHER INDIVIDUAL MEMBERS.** Other individual members are individuals who are not members of Class I, Class II, or Class VI and whose interest in the sport(s) of roller skating, in the sole discretion of the Board of Directors, is sufficient to qualify them for membership.
 4. **CLASS III.B. OTHER ORGANIZATIONAL MEMBERS.** Other organizational members are corporations, associations or other entities which are not members of Class IV or Class V, and which do not participate in, arrange, conduct, or sanction roller *sports* competitions, but which have sufficient interest in the sport(s) of roller skating, in the sole discretion of the Board of Directors, to qualify them for membership.
 5. **CLASS IV. CHARTERED CLUBS, LEAGUES, ASSOCIATIONS AND GROUPS.** General roller *sports* organizations are not-for-profit corporations, clubs, federations, unions, associations, leagues or other groups which sponsor or arrange roller *sports* activities, which are chartered by or accepted by USARS and which agree to comply with all By-Laws, General Rules, and decisions of the USARS Board of Directors. The decision to charter a club, league, association or group as a Class IV member shall be in the sole discretion of the Board of Directors.
 6. **CLASS V. NATIONAL ROLLER *SPORTS* ORGANIZATIONS.** National roller *sports* organizations are not-for-profit corporations, federations, unions, associations or groups which conduct regular national programs or competitions in roller *sports* at various relevant levels of proficiency, and which are capable of holding an annual championship on a level of proficiency appropriate to the selection of athletes to represent the United States in international competition.
 7. **CLASS VI. REGISTERED AND CERTIFIED COACHES.** Coaches are individuals qualifying as registered or certified coaches under requirements adopted by the Board of Directors from time to time. In order to receive recognition by USARS as a certified coach, an individual must successfully pass a documented course of study such as the USARS Board of Directors may from time to time prescribe in consultation with athletic educational professionals and with the U.S. Olympic Committee Director of Coaches Education. A roller *sports* coach, as recognized by USARS for the purposes of his or her participation in USARS sanctioned competitions and training programs, must in every positive sense of the word be a “professional” in training, conduct and demeanor. The coach’s responsibilities require skills as a teacher, motivator and as a guardian of the physical and mental well being and health of athletes. USARS reserves the right in the interest of its athletes to recognize coaches for the purpose of their participation in USARS sanctioned events.
 8. **CLASS VII. INDEPENDENT COMPETITIVE ROLLER *SPORTS* GROUPS.** Other groups or entities may be accepted for membership when they can demonstrate that they have arranged, conducted, or sanctioned and continue to arrange, conduct, or sanction roller *sports* activities in accordance with appropriate, published rules which provide for rules of competition, officiating, record keeping, and safety, and for conduct of the activities in accordance with publicized claims. Such other groups or entities also must agree in writing to coordinate and cooperate with USARS to avoid unnecessary conflicts in the scheduling of competitions. The decision to accept an independent competitive roller *sports* group as a Class VII member shall be in the sole discretion of the Board of Directors.

SECTION 2. MEMBERSHIP PRIVILEGES

- A. 1. A member shall be eligible to receive newsletters, communications, and other privileges of membership as set forth in these By-Laws and as the Board of Directors may determine, upon meeting the qualifications and paying the dues, subscriptions or fees, if any, which the Board may establish from time to time. Such privileges may differ among classes of members and, where reasonably justified, among different members of a class. Such privileges shall include, but not necessarily be limited to, those set forth in paragraphs B through H following.
2. **USARS MEDICAL INSURANCE**
 USARS has contracted for an accidental death and dismemberment, and medical excess insurance coverage for all individually registered USARS members. The price of each individual membership card shall include this insurance. However such coverage is conditioned upon USARS’ ability to continue a policy with at least the coverage provided members by these By-Laws at a reasonable cost as determined at the discretion of the Board of Directors. By registering with USARS, you are provided with excess (secondary) accident/medical expense benefits for injuries occurring ON SKATES limited to organized and supervised practice sessions held within USARS chartered club facilities, or during USARS sanctioned competitions and/or USARS training sessions sanctioned by national headquarters specified

to occur outside of club facilities. Coverage for non-competitive cardholders as USARS officials is limited to accidents occurring either on or off skates while actually participating in a competition that is in progress.

Not covered is training off skates or training outside of chartered club facilities, unless specified by USARS sanction, or any injury occurring while on skates but while not in training for USARS competitions. Pre-existing conditions are not covered under this policy, meaning any condition for which prior treatment has been provided.

Claim forms may be obtained from USARS National Headquarters. All injury claims should be submitted first to your personal medical insurance company. If you do not have personal medical insurance, this coverage will become primary. Date of effective coverage is the date the athlete signs and dates the application and remits full payment to a USARS representative. Application and full payment must be received at USARS National Headquarters within 10 days of the date on the application in order for the insurance to remain valid. Injuries should be reported immediately and claims must be filed within 30 days of occurrence, submitted on forms provided by USARS. Equipment required for safety under USARS General Rules must be worn at all practices and competitions, otherwise USARS accident/medical insurance is void.

- B. **CLASS I ATHLETES:** Competitive Roller Skaters, if they are otherwise qualified, and eligible, and in good standing under these By-Laws and the General Rules:
1. May participate in competitive events sanctioned by USARS;
 2. May participate in exhibitions and roller *sports* shows sanctioned by USARS;
 3. May hold office in USARS and local clubs if they are of legal age;
 4. May become, upon passing the required tests, a commissioned judge of USARS sanctioned roller *sports* activities;
 5. May officiate in other capacities at sanctioned USARS activities;
 6. May submit their views to the Board of Directors and, under such restrictions and time limitations as the Board of Directors may impose by majority vote, may personally present their views at Board of Directors meetings. However, in matters involving protests, members shall follow the procedures in the General Rules governing protests; and
 7. May vote in the election of Directors as provided in Article V.
- C. **CLASS II. OFFICIALS:** if they are otherwise qualified, eligible, and in good standing under the By-Laws and General Rules:
1. May hold office in USARS and local clubs if they are of legal age;
 2. May participate in USARS sanctioned exhibitions or carnivals with the written permission of USARS;
 3. May become, upon passing the required tests, a commissioned judge or referee of USARS roller *sports* contests, and may officiate in other capacities at sanctioned USARS activities;
 4. May submit their views to the Board of Directors and, under such restrictions and time limitations as the Board of Directors may impose by majority vote, may personally present their views at Board of Directors Meetings. However, in matters involving protests, members shall follow the procedures in the General Rules governing protests; and
 5. May, if they are and have been for the immediately preceding two (2) years commissioned by USARS as a national championship meet official, vote in the election of Directors as provided in Article V.
- D. **CLASS III.A. OTHER INDIVIDUAL MEMBERS,** if they are otherwise qualified, eligible, and in good standing under these By-Laws and the General Rules:
1. May hold office in USARS and local clubs if they are of legal age;
 2. May become, upon passing the required tests, a commissioned judge of USARS roller *sports* contests;
 3. May officiate in other capacities of sanctioned USARS activities; and
 4. May submit their views to the Board of Directors and, under such restrictions and time limitations as the Board of Directors may impose by majority vote, may personally present their views at Board of Directors meetings. However, in matters involving protests, members shall follow the procedures in the General Rules governing protests.
- E. **CLASS III.B. OTHER ORGANIZATIONAL MEMBERS,** if they are in good standing, under these By-Laws and General Rules, may submit their views to the Board of Directors and, under such restrictions and time limitations as the Board of Directors may impose by majority vote, may personally present their views at Board of Directors meetings. However, in matters involving protests, members shall follow the procedures in the General Rules governing protests.
- F. **CLASS IV.A. CHARTERED FIGURE, SPEED, HOCKEY AND ROLLER DERBY CLUBS, LEAGUES, ASSOCIATIONS AND GROUPS,** if they are in good standing under these By-Laws and General Rules:
1. May apply for sanctions within the authority of their charter for local, state and regional roller *sports* activities, which shall be granted or denied under the provisions for sanctioning of these By-Laws and the General Rules;
 2. May conduct other activities within the authority of their charter; and
 3. May submit their views to the Board of Directors and, under such restrictions and time limitations as the Board of Directors may impose by majority vote, may personally present their views at Board of Directors meetings. However, in matters involving protests, members shall follow the procedures in the General Rules governing protests.
 4. Each club, through its President or other authorized officer, may cast one vote in the election of Directors as provided in Article V.
- G. **CLASS IV.B. CHARTERED FITNESS CLUBS,** if they are in good standing under these By-Laws and General Rules:
1. May apply for sanctions within the authority of their charter for local, state and regional roller *sports* activities, which shall be granted or denied under the provisions for sanctioning of these By-Laws and General Rules.
 2. May conduct other activities within the authority of their charter, and

3. May submit their views to the Board of Directors and, under such restrictions and time limitations as the Board of Directors may impose by majority vote, may personally present their views at Board of Directors meetings.
- H. **CLASS V. NATIONAL ROLLER *SPORTS* ORGANIZATIONS**, if they are in good standing under these By-Laws:
1. May apply for sanctions for international roller *sports* competitions which sanction shall be granted or denied under the provision of the United States Olympic Committee (USOC) Article VII. Section 2;
 2. May apply for sanctions for other roller *sports* activities, which shall be granted or denied under the provisions for sanctioning set forth in these By-Laws and the General Rules;
 3. Shall be entitled to reasonable direct representation on the Board of Directors, provided that such representation shall reflect the nature, scope, quality and strength of the programs and competitions of such national organization in relation to all other such programs and competition in roller *sports* in the United States and subject to the provisions of Article V; and
 4. May submit their views to the Board of Directors and, under such restrictions and time limitations as the Board of Directors may impose by majority vote, may personally present their views at Board of Directors meetings. However, in matters involving protests, members shall follow the procedures in the General Rules governing protests.
- I. **CLASS VI. REGISTERED AND CERTIFIED COACHES**, if they are in good standing under these By-Laws and General Rules may receive membership benefits as follows:
1. Membership in USARS for designated *sport*.
 2. Subscription to "USA Roller Sports, The Magazine".
 3. Coaching recognition as registered, certified, advanced and elite coach.
 4. Free distribution of General Rules and appropriate *sport* technical manuals.
 5. Semimonthly coaching newsletter (as available).
 6. Eligible to be commissioned official.
 7. Eligible to be club officer. USARS coaches may use this membership for the purpose of registering as a club officer in any *sport*, in the same fashion as the non-competitive registration.
 8. Recognition pins for championship achievement.
 9. Eligibility for all other Class VI membership privileges as enumerated in USARS By-Laws.
 10. Accident/injury insurance, if any, as per USARS membership card while actively coaching in a registered USARS club facility or sanctioned competition.
 11. Liability insurance while actively coaching in a registered USARS club facility or participating in a sanctioned competition. In addition to the personal accident insurance coverage for all USARS registered coaches, USA ROLLER SPORTS will provide \$1 million liability insurance for USARS certified coaches who are engaged in coaching or assisting USARS registered athletes who are participating in or training for roller sports competitions. An "A" rated company, meeting the requirements for National Governing Bodies, as established by the U.S. Olympic Committee, issues this insurance protection. This coverage is participant liability insurance, which is generally difficult to obtain in standard insurance policies. However, this coverage is subject to continued availability of a policy providing at least the coverage provided herein to members at a reasonable cost as determined at the discretion of the Board of Directors. Conditions of the policy require that each participant must be a member of USARS, for which a liability insurance premium has been paid; the individual coach and student have accident/injury protection as part of their member insurance coverage; and that both have executed a USARS waiver of liability statement on their primary membership registration applications. For this reason, the liability insurance umbrella of USARS protects a coach when they are instructing a skater who is preparing for USARS competitions. There is no coverage for general liability, normally part of commercial rink operation, when a teacher is not involved with USARS programs, such as teaching athletes who are not USARS competitive members or instructing class or group lessons for skaters under similar circumstances. Coaches should bear in mind that coverage under this program begins when the student is an individual USARS member. Mass instructional programs of non-members, such as classes and other general rink promotional teaching, are recreational activities not covered by the general USARS insurance program. These do not meet the insurance policy's defense requirements for USARS competitive programs, but are risks associated with the rink's own general liability insurance.
 12. Certification as USARS-USOC coach, with competitive floor privileges, upon fulfillment of requirements for certification as adopted by the Board of Directors from time to time. USARS registered or certified coaches are to be admitted free to all sanctioned USARS competitions, including regional and national championships in the respective *sport*. They are also to have access to the floor area or pit area at a championship if they are in their first year as a USARS registered coach or as a certified coach. Access to the pit/floor area is an exclusive right for USARS coaches. Free admission to the championship site may be extended to others at the option of the meet host.
 13. Seminars and programs for continuing coaches' education.
 14. May, if a certified coach, vote in the election of Directors as provided in Article V.
- J. **CLASS VII. INDEPENDENT COMPETITIVE ROLLER *SPORTS* GROUPS**. Accepted members are those organizations who demonstrate that they have arranged, conducted or sanctioned roller *sports* activities. Accepted members if they are in good standing under these By-Laws and General Rules:
1. May apply for sanctions for international roller *sports* competitions which sanctions shall be granted or denied under the provisions of the United States Olympic Committee Constitution, Article VII, and Section 2;
 2. May apply for sanctions for other roller *sports* activities, which shall be granted or denied under the provisions for sanctioning set forth in these By-Laws and General Rules;

3. May submit their views to the Board of Directors and, under such restrictions and time limitations as the Board of Directors may impose by majority vote, may personally present their views at Board of Directors meetings. However, in matters involving protests, members shall follow the procedures in the General Rules governing protests.

SECTION 3. MEMBERSHIP APPLICATION PROCEDURE

A. **ALL CLASS I - ATHLETE - COMPETITIVE ROLLER SKATERS, CLASS II - OFFICIALS, CLASS III - OTHER INDIVIDUAL AND ORGANIZATIONAL MEMBERS and CLASS VI - REGISTERED AND CERTIFIED COACHES** shall apply for membership annually on the form prepared and provided by the National Headquarters. Annual dues shall accompany the application. The National Headquarters, initially, shall grant or deny the applications in accordance with these By-Laws. Any Class I, Class II, or Class VI applicant or any member in good standing who is dissatisfied with the National Headquarters' decision may protest the decision as provided in these By-Laws and the General Rules. There shall be no protest of denials of Class III applications. However, all denials of Class III applications shall be referred by the National Headquarters to the Board of Directors for consideration at their next regular meeting.

B. **CLASS IV. CHARTERED CLUBS, LEAGUES, ASSOCIATIONS AND GROUPS.**

1. CLUBS. Persons participating in the *sports* of figure, speed, hockey and *roller derby* may organize as clubs. Separate registration must be obtained for each *sport*.
 - (a) Club charters shall be issued to organizations whose primary purposes is sport and not for recreational or social roller *sports* activities.
 - (b) Club constitutions must conform to the minimum standards set forth in these By-Laws.
 - (c) A club must have a minimum of two officers: President and Secretary-Treasurer.
 - (d) A club must have a minimum of five (5) qualified and registered *USARS members* who regularly practice roller sports. A club whose membership consists of less than five (5) such *members* shall be or become probationary until the minimum membership requirement is met. A probationary club shall not be entitled to any voting privileges within leagues or state or regional associations or in the election of a director on the Board of Directors.
 - (e) A club must be located at a venue which is suitable to pursue the sport aspects of roller *sports* and must demonstrate that suitable time is available at that location to develop skills and participate in competitive roller *sports*.
 - (f) No club charter may be transferred or relocated without permission of the USARS Board of Directors.
 - (g) All officers and individual members of the club must be individual members of USARS in good standing.
 - (h) The disbursement of club funds must be set forth in writing. This includes initiation fees, dues, fund raising monies, contributions and funds from all sources. Distribution information must be provided to all persons when they become club members. The club's failure to comply with this requirement or failure to distribute the funds as documented should be brought to the attention of the Executive Director of USARS. A copy of the written club document specifying fund distribution should accompany any complaint. When justified, the Executive Director will refer such complaints to the Membership Eligibility Committee for action.
2. STATE AND REGIONAL ASSOCIATIONS may be formed if approved by the USARS Board of Directors.
 - (a) Each such association shall be composed of at least five (5) USARS clubs in good standing, the members of which are all members in good standing with this Confederation.
 - (b) The states comprising any one region shall be specified by the Board of Directors and membership shall be restricted to clubs located within such state or region.
 - (c) For purposes of establishing a state or regional association, all chartered USARS clubs in that state or region must be notified 30 days in advance of the association's organizational meeting.
 - (d) All USARS clubs in the state or region are to be accepted as members of the association should they petition to join.
 - (e) USARS will allow a grace period of 60 days after the end of the previous membership period on *December* 31 to enable chartered clubs and their officers to remain in good standing for the sole purpose of Regional Association organizational meetings and voting.
 - (f) All USARS clubs in good standing that are members of the association shall enjoy equal voice and vote in the affairs of the organization. An individual may be president of more than one (1) USARS member club, and that individual may cast a vote at state or regional association meetings for each individual club, within the same facility, for which he/she is the president. That vote must be made in person. If a person is president of clubs, located within different facilities, he/she will be restricted to voting for those clubs in just one facility. If the president is unable to attend these meetings, he/she may designate in writing another club officer who can use this authority to act as the club's voting delegate at USARS meetings, subject to the same applicable restrictions. At the discretion of a state or regional association, a facility's multiple club votes may be restricted to apply only to that *sport* so affected by a particular vote, i.e., a figure club may be restricted from casting a vote concerning a speed club matter.
 - (g) State and regional associations shall conduct a minimum of one (1) meeting each season.
3. LEAGUES are subdivisions of state or regional associations and may be formed only for the purpose of creating or promoting inter-club competitions between league members.
 - (a) All leagues shall be endorsed annually by the association in the state or region in which they are located before a USARS league charter can be issued. If a league is located in more than one state or region, it shall have the endorsement of all affected state and regional associations.

- (b) All clubs constituting a recognized USARS league must be chartered USARS members in good standing or in probationary status. All competitors who shall participate in these contests also must be USARS members in good standing.
 - (c) Each league shall adopt a constitution, which shall be submitted to USARS with its application.
 - (d) Selection of league officers and their administration shall follow the guidelines set forth in these By-Laws for associations. The league shall submit its competitive dates and site selection to the appropriate state or regional association to coordinate league contests with other area clubs outside the league.
4. ANY ORGANIZATION applying for membership as a regional or state association, league or club shall submit an application annually on the form required by the National Headquarters. Annual dues shall accompany the application. The National Headquarters shall make the initial decision to grant or deny the application. Any applicant or present member who disagrees with the National Headquarters' decision may file a protest as set forth in these By-Laws and the General Rules.

C. CLASS V. NATIONAL ROLLER *SPORTS* ORGANIZATIONS.

1. **Class V. National Roller *Sports* Organizations** must meet the requirements of membership as set out in the Articles and By-Laws. These requirements are taken initially from the USOC Constitution, Article IV. Further definition, however, must be based upon the sport involved and must recognize that the sport of roller sports is a national sport with sanctioned competitive clubs located in at least forty-four states and with suitable competitive facilities located in all fifty states. Therefore, membership requirements are defined further as follows:

- (a) "National roller *sports* organization" shall mean an organization which is comprised of at least fifty (50) bona fide roller *sports* clubs, of which at least twenty-five (25) clubs are located east of the Mississippi River (Eastern Division) and at least twenty-five (25) clubs are located west of the Mississippi River (Western Division); provided those clubs in the Eastern Division shall be located in not less than six (6) separate states and those clubs in the Western Division shall be located in not less than six (6) separate states; and provided, further, that the membership of the organization shall be open to any individual who is an athlete, coach, trainer, manager, administrator or official active in *roller sports*.
- (b) "Bona fide roller sports club" shall mean a roller sports organization formed for the purpose of competitive sport and not for recreational or social roller sports activities, consisting of not less than five (5) qualified and registered *USARS members* who regularly practice roller sports in one (1) or more of the recognized *sports*.
- (c) "Regular national programs or competitions" means an organized system supervised by the national roller *sports* organization in which each member club is offered a reasonable opportunity to compete against other clubs in a sanctioned annual competitive program.
- (d) "Capable of holding an annual championship" means able to demonstrate with a reasonable degree of certainty its financial managerial capacity to plan and execute its obligations, including but not limited to:
 - i) The financial ability to plan, organize, promote and conduct a championship each year of a size appropriate to the size of the organization;
 - ii) The ability to train and certify qualified officials to conduct the competition;
 - iii) The ability to organize and operate a system to protect the status of athletes who will take part in the competition and to protect their eligibility to compete in athletic competition in the United States and in international athletic competitions;
 - iv) The appropriate provision for validation of records, which may be established during the competition;
 - v) The assurance that due regard has been given to any international athletic requirements specifically applicable to the competition;
 - vi) The provision of proper medical supervision for athletes who compete; and
 - vii) The assurance of proper safety precautions to protect the personal welfare of athletes or spectators.
- (e) "Level of proficiency appropriate to the selection of athletes to represent the United States in international competition" shall mean with regard to each *sport* respectively:
 - i) Hockey-At least two teams capable of competing with other international-level teams from the United States shall have competed in its most recent annual championship.
 - ii) Figure-At least two entries for each event regularly found on the program for the Pan American Games and FIRS World Championships who are capable of competing with other international-level entries shall have competed in its most recent annual championship.
 - iii) Speed-At least two entries for each event regularly found on the program for the Pan American Games and FIRS World Championships who are capable of competing with other international-level entries shall have competed in its most recent annual championship.
- (f) "Capable of conducting international athletic competition" means able to demonstrate with a reasonable degree of certainty its financial and managerial capacity to plan and execute its obligations, including but not limited to:
 - i) The ability to plan, organize, promote and conduct an international competition of a size and quality appropriate to international competition;
 - ii) The ability to attract qualified international officials to conduct the competition.

- D. CLASS VII. INDEPENDENT COMPETITIVE ROLLER *SPORTS* GROUPS:** Entities or groups seeking Class VII. Membership by acceptance shall submit the required dues and an application on the form or forms prepared by the USARS

National Headquarters. The information shall be submitted to the National Office and shall be sufficient for a determination to be made regarding the guidelines for acceptance as a Class VII member and shall include, at a minimum:

1. A copy of the organizational documents, i.e. Articles and By-Laws, Constitution, etc.
2. A printed or typewritten copy of the organization's complete rules, including rules of competition, safety, officiating, record keeping, and sanctioning.
3. A listing of the names and addresses of all officers and directors, or members of the policy making body, stating their respective positions.
4. A description of the size of the organization, including number of members and number of competitive divisions, if any, such as clubs, leagues, regions or associations.
5. Identification by date, location, number of participants, and type of competition or other activity, of all competitions or other activity arranged, conducted, or sanctioned by the applicant within the 2 years preceding the date of the application.

The National Headquarters, initially, shall grant or deny applications for acceptance as Class VII members in accordance with these By-Laws. There shall be no protest of denials of acceptance. However, all denials of acceptance shall be referred by the National Headquarters to the Board of Directors for consideration at its next regular meeting.

ARTICLE IV. MEETINGS.

SECTION 1. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at least twice each year at a time and place, either within or without the State of Nebraska, designated by the President. The semiannual meeting shall be held within one hundred twenty (120) days of the close of the fiscal year. The annual meeting shall be held not less than four (4) or more than seven (7) months after the semiannual meeting. USARS Board meetings are open to observation by any registered USARS member, provided that notice of the intention to attend the Board meeting is given 10 days prior and delivered by U.S. Mail to USARS Headquarters. No person may participate in the meeting without recognition by the President.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President or at the written request of any five (5) Directors.

SECTION 3. NOTICE

Notice of any regular meeting shall be given at least thirty (30) days previous thereto by written notice, stating the time and place of the meeting, delivered personally or by mail to each Director at his or her business or residence address, as designated by him or her, and by publication in the USARS "U.S. Roller Sports" or similar publication. Notice of any special meeting shall be given at least ten (10) days prior thereto, by written or verbal notice to the Directors and by publication in the USARS "U.S. Roller Sports" or in a special "U.S. Roller Sports." Any Director may waive notice of any meeting. The attendance of a Director at any 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 4. QUORUM

A majority of the number of Directors shall constitute a quorum for the transaction of any business at any regular or special meeting of the Board of Directors, but if less than a quorum is present, those present may adjourn the meeting from time to time without further notice.

SECTION 5. MEMBERS.

Election of Directors by voting members shall be by mail-in ballot in lieu of an annual meeting. Information of significant corporate actions shall be communicated to members through publications in lieu of an annual meeting.

SECTION 6. ABSENCE

If an athlete representative is not going to be at the board table he must notify the office 45 days prior in order to invite the runner up. The alternate will be invited to be a voting member for that meeting.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. AUTHORITY

Its Board of Directors shall manage the business and affairs of USARS, which is not answerable to or associated with any other group, board or organization.

SECTION 2. MEMBERSHIP

The number of Directors shall not be less than thirteen (13). The number of directors shall be established by resolution of the Board of Directors, from time to time, provided that reducing the number of directors shall shorten no director's term. The Directors shall be selected without regard to race, creed, color, religion, age, national origin or sex. It shall be the policy of USARS to assure reasonable representation of both males and females on the Board. The Board of Directors shall be composed of members of USA ROLLER SPORTS. At least twenty percent (20%) of the Directors shall be individuals who are actively engaged in athletic competition in roller *sports*, or who have represented the United States in international competition in roller *sports* within the preceding ten (10) years. No member of the USARS Board of Directors is or may be an officer of any other sports organization recognized as an NGB.

SECTION 3. SELECTION AND TERM OF OFFICE

All Directors must be current USARS members in good standing and maintain membership in good standing throughout their term. Each Director, except for ex officio members of the Board and except as required to provide for staggered terms, shall be elected for a period of three (3) years and until his or her successor is elected and qualified. The terms of the Directors shall be

staggered so as to provide that approximately one-third (1/3) are selected each year. Elections by Class I, II, IV and VI members shall be conducted by mail ballot in lieu of an annual meeting. Ballots for eligible Class I, II, IV and VI members shall be mailed by July 1 of each year to the members of each class or subclass electing a director in such year for return by August 1 to the USARS' principal office for tabulation. No proxy voting shall be permitted. Ex Officio members' terms shall commence immediately upon their eligibility to be directors. Other directors' terms shall commence at the close of the annual meeting following their selection unless a runoff election is necessary, in which case that director's term shall commence either (1) at the close of that year's annual meeting or (2) immediately upon the announcement of the results of the runoff election, whichever is later. A runoff election will be conducted by mail ballot following any election under this section in which no candidate receives a majority of the vote. In the case of Class I, II, IV and VI board seats, USARS will mail ballots containing the names of the two nominees who received the most votes to all eligible electors for the board seat involved no later than September 1. In the event that there is a tie between the nominees who received the most votes, the names of all the nominees who received or tied for the top two places will be mailed to the eligible electors. Eligible electors in the re-run election must return the ballots to the USARS principal office no later than October 1 for tabulation.

Eligibility of electorship as set forth below shall be determined by a member's status at the beginning of the month preceding the deadline for distribution of ballots for those positions selected by election. An individual USARS member may vote in all membership categories for which he or she may qualify. Successor directors shall be selected as follows:

A. Athletes

1. **Speed Athletes.** Class I members belonging to the Roller Speed Federation shall be entitled to elect one (1) director, as defined in Section 4 that follows.
2. **Figure Athletes.** Class I members belonging to the Roller Figure Federation shall be entitled to elect one (1) director, as defined in Section 4 that follows.
3. **Hockey Athletes.** Class I members belonging to the Roller Hockey Federation shall be entitled to elect one (1) director, as defined in Section 4 that follows.
4. **Eligibility and Procedure.** For each of the elections under this subsection (a), this subsection (a) (iv) shall apply. Only those athletes, who are current USARS, registered members within the federation then electing a director, who are competing or have competed within the immediately preceding ten years at the domestic senior elite level will be eligible to vote. Domestic senior elite level shall be defined for Speed Athletes as only those who have competed at the Senior Outdoor National Championships, for Figure Athletes as only those who have competed in Senior World Class National Championships events (as recognized by USARS), and for Hockey Athletes as only those who have competed in the Women's Division of the National Rink Championships, or the National Men's Gold and Silver Divisions and the elite rink hockey camps, and the Men's Gold and Silver Divisions and the Women's Division of the National Roller Inline (Puck) Championships. Only current USARS members, who have attained 18 years of age or older and who either meet the United States Olympic Committee definition of an active athlete and/or who have competed in roller *sports* in the Olympics, Pan American Games, Senior World Championships or other Senior International Elite Level Competitions within the immediately preceding ten years may apply for and qualify for nomination for a Board seat. The ten year qualification period for voting or nomination must be met by the athlete as of the date of the annual meeting at the close of which the director to be elected will take office. Terms shall be staggered so that one *sport* representative will be elected each year to the Board of Directors. Application and qualifications for a board seat to be filled in the following year shall be published in the winter issue of "U.S. Roller Sports" magazine. All applications for nomination must be received at the USARS' principal office no later than the following January 15. The Athlete Nominating Committee shall select from the applicants nominees to be voted upon pursuant to Article VIII E Section 3. The spring issue of "U.S. Roller Sports" magazine shall contain a list of the nominees along with their submitted factual biographies on the form provided by USARS. Athletes may at this time submit additional nominees from the field for Board positions, according to Article VIII. Section 3 (f). Ballots shall be mailed to eligible voters by July 1. Any eligible voter who did not receive a ballot by July 25 may contact the principal office and a ballot shall be mailed immediately. Ballots must be returned and received at USARS' principal office no later than September 1. The USARS' representative or alternate to USOC's Athlete's Advisory Council, an officer of USARS' and a USARS' employee shall tabulate the ballots prior to the annual meeting of the Board of Directors, at the close of which the elected director is to assume office.

B. Officials. Class II members with voting rights (USARS commissioned national championship meet officials who are serving and have served in such capacity for at least the immediately preceding two (2) years) shall be entitled to elect one (1) director. Each "official" elector will be entitled to one vote per person, regardless of the number of commissions held by an official or positions filled at the National Championships. Candidates may be nominated by the nominating committee or by petition and shall meet the following requirements:

1. Be a USARS commissioned national championship meet official for a minimum of five (5) years;
2. Be a current USARS member;
3. Be actively involved in USARS programs;
4. Contribute significantly to the advancement of roller *sports*;
5. Agree in writing to abide by USARS Code of Ethics; and
6. Shall submit a resume and application for the board seat.

C. Clubs. Class IV members not on probation, which are chartered clubs, as defined in Article III, Section 3, shall each be entitled to elect one (1) director, with the one vote of each club to be cast by its President or other authorized club officer

on behalf of the Club. Candidates may be nominated by the Nominating Committee or by petition and shall meet the following requirements:

1. Be a USARS club officer for a minimum of five (5) years;
2. Be an officer in league, state or regional association for a minimum of three (3) years;
3. Be a current USARS member;
4. Be actively involved in USARS programs;
5. Contribute significantly to the advancement of roller *sports*;
6. Agree in writing to abide by USARS Code of Ethics; and
7. Submit resume and application for board seat.

D. **Coaches.** Class VI members who are USARS certified coaches shall be entitled to elect one (1) director. Each coach elector will be entitled to one vote per person, regardless of the number of *sports* in which a certified coach may be registered. Candidates may be nominated by the Nominating Committee or by petition and shall meet the following requirements:

1. Be a USARS advanced or elite certified coach for a minimum of five (5) years;
2. Be actively engaged as a teaching coach;
3. Contribute significantly to the advancement of roller *sports*;
4. Agree in writing to abide by USARS Code of Ethics; and
5. Submit a resume and application for board seat.

E. **FIRS Delegates.** One USARS delegate to the Federation Internationale de Roller Sports (FIRS) shall be an ex officio member of the USARS Board of Directors with vote. Seating shall be according to the following priority:

1. A USARS member elected to the FIRS Executive Commission, including but not limited to the president of FIRS, first vice president of FIRS, CIPA President, CIRH President, CIRILH President, and CIC President; provided that if more than one USARS member attains these positions, the one with the most seniority will qualify as the member of the USARS Board of Directors;
2. In the absence of one USARS delegate being elected to the FIRS Executive Commission, any USARS member who is elected as the North American Continental Vice President of FIRS, and thus is a member of the FIRS Central Committee, shall qualify as a member of the USARS Board of Directors; and
3. If the position on the Board is not filled by the above priorities, then a USARS member who is elected as a member of a FIRS technical committee, other than its president, shall be a member of the USARS Board of Directors. If more than one (1) person should qualify, the individual with the highest rank within the technical committee or the person with the greatest FIRS technical committee seniority shall receive the USARS board seat.

Upon qualification as a USARS director, such director's term shall be concurrent with his or her FIRS term in office and maintenance of priority as defined above.

F. **CPRS Delegates.** One USARS delegate to Confederacion Panamericana of Roller Sports (CPRS) shall be an ex officio member of the USARS Board of Directors with vote. Seating shall be according to the following priority:

1. A USARS member elected to the CPRS Executive Committee, including but not limited to the President of CPRS, the first, second and third vice president of CPRS, Hockey Committee President, Speed Committee President and Figure Committee President; provided that if more than one USARS member attains these positions, the one with the most seniority will qualify as the member of the USARS Board of Directors.
2. In the absence of one USARS delegate on the CPRS Executive Committee, any USARS delegate who is elected as member of the CPRS Technical Committee, other than its president, shall be a member of the USARS Board of Directors. If more than one (1) person shall qualify the individual with the highest rank within the Technical Committee or if none, the person with the greatest CPRS Technical Committee seniority shall receive the USARS board seat.

Upon qualification as a USARS director, such director's term shall be concurrent with his or her CPRS term in office and maintenance of priority as defined above.

G. **National Roller *Sports* Organizations.** Each Class V member shall be entitled to select one (1) director whose 3 year term of office shall commence at the close of the next regular Board meeting after such member's admission into membership so long as his or her organization remains a member in good standing.

H. **Athletes' Advisory Council (AAC).** The USARS Athletes' Advisory Council representative to the USOC shall be entitled to a seat on the Board of Directors, ex officio with vote.

I. **Grassroots Representatives.** Two (2) directors shall be elected by the Board of Directors to represent domestic and multi-*sport* developmental interests of USARS in terms of funding, management and program administration. The Nominating Committee shall nominate candidates or alternate candidates, at the discretion of the Board, may be proposed who meet the following requirements:

1. Be a current and ten-year member of USARS;
2. Possess overall knowledge and experience of the technical aspects for the sport, including, but not limited to, competitive *roller sports*, coaching, various official assignments and administrative experience as a club officer;
3. Be actively involved in USARS programs;
4. Contribute significantly to the advancement of roller *sports*;
5. Agree in writing to abide by USARS Code of Ethics; and
6. Submit a resume and application for a board seat.

- J. **At-Large Representatives.** Two (2) directors shall be elected by the Board of Directors from business/professional persons or others with special talents to contribute to USARS Board of Directors and who have an interest in competitive roller sports. The Nominating Committee shall nominate the candidates or alternate candidates, at the discretion of the Board, may be proposed who meet the following requirements:
1. Be a current member of USARS;
 2. Possess special knowledge and experience of a technical or business nature or of the professions, which could be utilized to improve the management and development of the sport of competitive roller sports;
 3. Be actively involved in USARS programs;
 4. Agree in writing to abide by the USARS Code of Ethics; and
 5. Submit a resume and application for a board seat.

SECTION 4. VOTING AND MANNER OF ACTING

Each director shall have one vote. No proxy voting shall be allowed. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in these By-Laws.

SECTION 5. MAIL BALLOT

At the discretion of the President or at the written request of five (5) Directors, any issue arising between regular Board meetings may be submitted to the Board by mail ballot. The mail ballot may be tabled by the vote of five (5) Directors.

SECTION 6. MEETING BY TELEPHONE CONFERENCE CALL

At the discretion of the President, any special meeting of the Board of Directors may be conducted by telephone conference call provided that each director participating in the meeting is able to speak to and hear each other participating director. Participation by such means shall constitute presence in person at a meeting.

SECTION 7. INTEREST OF DIRECTORS IN TRANSACTIONS

Transactions between the USARS and any corporation, firm or association in which one or more of the directors are directors, employees, or are financially interested, shall be valid provided such interest shall be known to all directors, and shall be made a part of the record.

SECTION 8. REMOVAL AND VACANCIES

- A. A director's term shall terminate automatically within thirty (30) days of any event causing him or her to fail to meet the eligibility requirements under which he or she was selected, unless such failure is cured within such thirty (30) day period.
- B. A director may be removed for cause by three-fourths (3/4) vote of the Board members present at a regular or specially called meeting of the Board of Directors.
 1. The director shall be entitled to not less than 30 days notice of the regular or special meeting of the Board of Directors at which the motion to remove shall be voted on and of the alleged cause upon which the motion shall be based.
 2. The director shall be entitled to be heard on the alleged cause and shall be entitled to be represented by counsel.
 3. The following shall constitute cause for removal: Failure to attend two consecutive regular meetings of the Board, except for reasons beyond the control of the director; unruly or disruptive behavior at a Board Meeting; violation of a Board of Director's policy or USARS By-Law when the director knew or should have known of the policy or by-law; an act or acts bringing disrepute on the Board of Directors, USARS or the sport of roller skating.
- C. Any vacancy occurring in the Board of Directors, other than ex officio members, shall be filled by election or appointment, as the case may be, by the constituency that elected the director filling the seat prior to the vacancy. When the filling of a vacancy requires the vote of a constituency of members, the Board of Directors may appoint an interim director to serve until that constituency in the next available annual election process can elect a replacement. The person appointed by the Board to serve as an interim director must be a USARS member in good standing, which meets all the published requirements of that respective constituency for nomination to the position.
- D. If and when a board member misses two consecutive meetings he or she will be notified that they are in jeopardy of being removed from the board.

ARTICLE VI. OFFICERS

SECTION 1. TERM AND ELECTION

The regular officers shall consist of a President, a Vice President, a Corporate Secretary/Executive Director and a Treasurer that shall be elected or re-elected to a one-year term by the Board of Directors at the annual meeting.

- A. Candidates for USARS President and Vice President shall be selected from only voting members of the Board with tenure remaining, which is inclusive of the one-year term of this officer election.
- B. The Corporate Secretary/Executive Director of USARS shall serve as a non-voting member of the Board of Directors.
- C. The USARS Treasurer need not be a voting member of the Board of Directors.

SECTION 2. THE PRESIDENT

The President shall be the principal executive officer of USARS and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President will also serve as the Chairman of the Board of Directors and shall call regular and special meetings of the Board and shall preside at all meetings.

SECTION 3. THE VICE PRESIDENT

The Vice President shall substitute for the President as principal executive officer of USARS with the expressed permission of the President or when authorized to do so under Section 7 of this Article.

SECTION 4. CORPORATE SECRETARY/EXECUTIVE DIRECTOR

The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws as required by law; (c) be custodian of the corporate records and seal of USA ROLLER SPORTS and see that the seal of USA ROLLER SPORTS is affixed to all documents, the execution of which on behalf of the USARS under its seal is duly authorized; and (d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Corporate Secretary/Executive Director, or a designee, shall sign and issue sanctions for competitions, carnivals and exhibitions, but only after the same have been approved as provided in these By-Laws.

SECTION 5. THE TREASURER

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of USARS; (b) receive and give receipts for all monies due and payable to USA ROLLER SPORTS and deposit all monies in the name of USA ROLLER SPORTS in such banks, trust companies or other depositories as shall be designated by the Board of Directors; and (c) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 6. REMOVAL

Any director, officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of USARS would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 7. DEATH, INABILITY OR REFUSAL TO ACT.

Should any officer of USARS, including the President, be unable or unwilling to function in their official capacity as an officer of USARS, the Board of Directors is empowered and shall be required to replace that individual within 45 days from notice that the office has been abandoned; however, such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VII. INDEMNITY OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

USA ROLLER SPORTS shall indemnify any person serving or who may have served as a director, officer, employee or agent (including committee members) of this organization, or who is serving or may have served, at USA ROLLER SPORTS' request, as a director, officer, employee or agent or another corporation in which this organization is a creditor, against expenses actually and reasonably incurred by them in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a party by reason of being or having been such director, officer, employee or agent of this organization, or any such other corporation, except in relation to matters as to which any such present or former director, employee or agent shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties to USA ROLLER SPORTS.

ARTICLE VIII. COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may elect an Executive Committee of five (5) members of the Board of Directors who shall have the power of government of USA ROLLER SPORTS between meetings of the Board of Directors to the full extent allowed by law. One member of the Executive Committee shall be an individual who is actively engaged in athletic competition in roller *sports* or who has represented the United States in international athletic competition in roller *sports* within the preceding ten (10) years.

SECTION 2. STANDING COMMITTEES

Committee Chairmen wishing to have a committee meeting must submit a formal request to the Executive Director complete with agenda, location, dates and budget for holding the meeting, and receive approval prior to funds being released for the meeting. Committee meetings held after September 1 each year, may not submit recommendations to the Board for implementation in that competitive season. The standing Committees shall be as follows:

- A. COMMITTEE ON COMMITTEES
- B. FINANCE COMMITTEE
- C. MEMBERSHIPS AND ELIGIBILITY COMMITTEE
- D. FIGURE COMMITTEE
- E. SPEED COMMITTEE
- F. RINK HOCKEY COMMITTEE
- G. INLINE HOCKEY COMMITTEE
- H. *ROLLER DERBY COMMITTEE*
- I. ATHLETES ADVISORY COMMITTEE
- J. HALL OF FAME AND HONORS COMMITTEE
- K. COMPUTER SCORING COMMITTEE
- L. NOMINATING COMMITTEE
- M. ATHLETE NOMINATING COMMITTEE

Athlete representatives, as defined in USARS By-Laws, Article V, Section 3, iv), shall equal at least 20% of all USARS Boards of Directors, Executive Committees and other governing boards, as well as those committees which are "Designated Committees" within the meaning of the USOC By-Laws. The phrase "Designated Committees" means nominating and budget committees, panels empowered to resolve grievances and committees which prepare, approve or implement programs in the following areas:

(1) expenditure of funds allocated to National Governing Bodies by the USOC; and (2) selection of international, Olympic and Pan American Games Team members, including athletes, coaches, administrators and sports staff.

SECTION 3. COMMITTEE ON COMMITTEES

- A. The Board of Directors shall nominate and elect the members of the Committee on Committees, which shall be comprised of the President of USARS, an athlete and three other members of the USARS Board of Directors. The President will chair the committee.
- B. The function of the Committee on Committees is to recommend for approval of the Board of Directors all chairmen and members of USARS standing committees, except itself, the Nominating Committee and the Athlete Nominating Committee, all of which have their own selection criteria.
- C. The Committee on Committees must include the USARS President/USARS Chairman, in addition to four current Board Members. The committee is elected at the Spring Semiannual Board of Directors Meeting. The Committee on Committees shall prepare committee membership recommendations and submit them to the Board at least 30 days prior to the Fall Annual Board Meeting, where the Board will discuss and vote on these recommendations. The Committee on Committees will serve through the end of the next Spring Semiannual Board Meeting.

SECTION 4. SPECIAL COMMITTEES

The Board of Directors may create, from time to time, such other committees, as it may deem necessary. The President may appoint the chairmen and members of special committees with the approval of the Board of Directors.

SECTION 5. CONFERENCE CALLS

Authorization of Committee conference telephone calls shall lie within the jurisdiction of the USA Roller Sports Executive Director, who will determine the maximum length of the call predicated on the pre-approved meeting agenda for the conference call. This is required for Committee budgetary control.

SECTION 6. NOMINATING COMMITTEES

- A. Appointment and Eligibility
 1. Nominating Committee. The Nominating Committee shall be a Standing Committee of five (5) members consisting of the following:
 - (a) One past or present National officer, selected by the USARS Board of Directors, who shall serve as the Chair of the Committee, with vote.
 - (b) The USARS representative on the Athletes Advisory Council of the U.S. Olympic Committee, or the elected alternate who acts as replacement for the representative.
 - (c) Three Regional Representatives, taken from among the nine currently elected Regional Chairmen. The nine regions will be divided into groups of three (3), and referred to as Regional Association Groups. The three Regional Representatives of the Nominating Committee will be alternately selected from each group of elected Regional Chairmen, beginning with Group 1, the following year Group 2 will be selected, afterward Group 3 and repeating starting with Group 1. The Regional Associations will be grouped as follows: Group 1 - Southwest Pacific, Northwest Pacific and South Central. Group 2 - North Central, Great Lakes and Southern. Group 3 - Northeastern, Eastern and Southeastern. If one of the current Regional Chairmen from designated group is a candidate for election or reelection to the USARS Board of Directors, the replacement Nominating Committee Member shall be the Vice Chairman of that Region, or the next highest ranking Regional Officer.
 2. Athlete Nominating Committee. The Athlete Nominating Committee shall consist of members of the USARS Athletes Advisory Council, exclusive of any member who may be running for current election to a Board seat. The USARS Athletes Advisory Council will appoint substitute committee members from the appropriate *sport* should a current USARS AAC member be thus disqualified.
- B. Restriction.

No person may be a candidate for or serve on the Nominating Committee and at the same time be a candidate for elective or appointive office, which is under review by that same Nominating committee. In no event may more than two members of the Nominating Committee be a current officer or director of USARS.
- C. Nomination Process.
 1. The Nominating Committee shall provide for the Board of Directors' consideration at the Annual Meeting, a recommended roster of candidates for USARS Officers and the appointed seats on the Board of Directors, i.e., At-Large and Grassroots. The Nominating Committee shall evaluate the effectiveness and future availability of current directors and new candidates. The Nominating Committee shall solicit and screen and may interview applicants for all seats on the USARS Board of Directors, other than those seats to be filled by election by Class I members, Class V organizations or the USOC Athletes' Advisory Council member from USARS.

January 15 - Deadline for interested members to return applications for seats on Board of Directors (all classes)
February 15 - Deadline for Nominating Committee (Class II, IV, VI) to select and submit slates to National office.
 2. The Nominating Committee shall submit to the eligible electors two (2) qualified candidates for each board seat in the Class II (national championship officials), IV (chartered clubs), and VI (certified coaches) elector categories. The election each year will present only one of these three membership categories on the mail ballot, unless a vacancy should exist for an unexpired term.
 3. The Nominating Committee also shall prepare for the Board of Directors' consideration at the annual meeting a recommended roster of candidates for Officers and openings in Grassroots and At-Large seats on the Board of

Directors. Alternate candidates at the discretion of the Board of Directors may be considered for open Board seats or Confederation Offices. In the event of a run-off election for Board seats, the Nominating Committee shall delay its recommendation of USARS officers until the run-off is concluded.

4. The USARS Athlete Nominating Committee shall submit to the eligible electors' two (2) qualified candidates for each board seat to be filled by a Federation's members within Class I (Athletes), with the election each year to present candidates to only one of the three federations unless a vacancy should exist for an unexpired term.
5. In the review of potential candidates for the USARS Board of Directors, the Nominating Committee and the Athletes Nominating Committee shall be responsible for USARS remaining in compliance with the Sports Act and the United States Olympic Committee Constitution by maintaining reasonable representation of both male and female directors, maintaining appropriate balance along the representative **sports** and participating groups that operate within the USARS structure and assuring that prospective board members are selected without regard to race, creed, color, religion, age, national origin or sex as required in Article V, Section 2 of the By-Laws.
6. Nominations may also be submitted from the field by petition. Each such petition must contain the signatures of twenty-five (25) eligible athlete electors for the applicable athlete board vacancies, twenty-five (25) eligible National Championships officials' signatures for an Official's board seat vacancy, seventy-five (75) eligible club representative signatures for the applicable club board seat vacancy, and seventy-five (75) eligible Certified Coach signatures for a Coach Board seat vacancy. Such nominees are required to meet the criteria for the particular board vacancy to which he or she is nominated. The petition must include a submitted factual biography, on a form provided by USARS, of the nominee, which shows his or her qualifications for the board seat and the signature of the nominee consenting to nomination by petition. Nominating petitions must be submitted to the national office no later than June 1 of the year in which the election for the board vacancy will be held. The summer issue of "U.S. Roller Sports" magazine shall contain a list of persons nominated by petition along with their biographies.
7. No person shall be eligible to be nominated by the Nominating Committee and/or by petition as a candidate for more than one director's position on the mail ballots during the same election period.

SECTION 7. **SPORT LEADERSHIP COMMITTEES**

A. Appointment and Eligibility

To accomplish the work of each **sport** within USA Roller Sports, there will be a five to nine person committee for each **sport** in Roller Sports. Each Committee will be elected by the Board of Directors from resumes submitted to the Board. Each Committee will include 20% athlete representation, and one staff member as the **sport** director (the director is a full-time staff paid position in the National Office). The **sport** director will report to the Executive Director. All positions are elected for four-year terms of office. Members, other than the director may serve no more than two consecutive four-year terms. The board will be aware and sensitive to diversity of gender, ethnicity, geographic location in his or her appointments to ensure that there is national representation, and meets the requirements of the USOC. The chairperson of the **Sport** Leadership Committee for each **sport** may be the **sport** director if so designated by the Board. The Board will elect the Chairman of the Leadership Committee. Staff members will have a vote on the committee.

B. Procedures for Election of the **Sport Leadership Committees**

Term of Office – The elective term of office shall be four years, with staggered terms to ensure continuity. The following membership groups will be eligible for submitting resumes to be a **Sport** Committee member – coaches, athletes and officials. Initial election will have designated terms to stagger terms which may dictate a term shorter than four years.

1. Athletes

- (a) Figure, Inline Hockey, Rink Hockey, and Speed athletes shall be entitled to be elected to the **Sport** Leadership Committee.
- (b) Only members who have attained 18 years of age or older and who meet the USOC definition of an active athlete (meaning they must have competed in roller **sports** in the Olympics, Pan American, Senior World Championships or other Senior International Elite Level Competitions within the immediately preceding ten years) may apply to and qualify for nomination for a **Sport** Leadership Committee.

2. Officials

Figure, Inline Hockey, Rink Hockey, and Speed officials who are commissioned national championships officials who have served in such a capacity for at least the immediately preceding two (2) years shall be entitled to submit a resume to be elected to the **Sport** Leadership Committee.

3. Coaches

Figure, Inline Hockey, Rink Hockey, and Speed coaches who are USARS advanced or elite level coaches shall be entitled to submit a resume to be elected to the **Sport** Leadership Committee.

ARTICLE IX. REPRESENTATIVES TO SPORTS ORGANIZATIONS

SECTION 1.

The Board of Directors shall, from time to time, elect and the Secretary shall appropriately certify the credentials of the following representatives to sports organizations: (a) delegates to the Federation Internationale de Roller Sports (FIRS); (b) members of the Board of Directors of the USOC; (c) delegates to USA ROLLER SPORTS Panamericana of Roller Sports (CPRS).

SECTION 2. ATHLETES ADVISORY COUNCIL. Procedures for Election of USARS Representative to the Athlete's Advisory Council of the U.S. Olympic Committee:

- A. Term of Office** - The elective term of office will be four years, coinciding with the Olympic quadrennial.

- B. Eligibility - Only athletes who have represented roller sports in the Olympics, Pan American Games, World Championships or other major international competitions are eligible to be nominated for election to the AAC. Such representation must have occurred within the preceding ten years as measured from the first AAC meeting of the quadrennial, which USARS will interpret as January 1. The athlete must not have served two previous terms on the AAC as a representative, but status as an alternate does not constitute serving as a term. If an alternate replaces a representative and serves over half of the quadrennial in the latter capacity, one term has then been served. Athletes cannot be paid employees of the USOC or USA Roller Sports and simultaneously serve on the USOC AAC.

C. Election Procedures

1. Solicitation of eligible athlete nominations for the AAC roller *sports* representative position will commence November and December prior to the beginning of the Summer Olympic Games and be conducted prior to the end of the quadrennial. All such athletes that meet the eligibility requirements may be nominated. USARS, through its magazine, "U.S. Roller Sports," will notify the entire membership of USARS of the open AAC position and request nominations. USARS will also notify by mail all current World Team Members and previous World Team members dating back ten years who remain members of USARS. Such notice will appear a minimum of twice in the magazine.
2. Only athletes registered as USARS members and eligible under the AAC criteria as specified above may nominate a candidate, however, a candidate will be permitted to nominate him or herself. Only athletes in this same category may be electors and shall notify the USARS National Headquarters, of their interest in securing a ballot for election of the AAC representative for roller sports. A statement shall accompany a request for a ballot from the individual denoting their eligibility as an elector/nominator/candidate under the rules of eligibility.
3. Nominations for AAC representative shall be closed no sooner than 90 days after first notice of the election and requests for nominations had appeared in an issue of "U.S. Roller Sports" magazine, but no later than May 15 of the year, prior to the start of a quadrennial. The National Office publishes names of petition nominees with biographies in the summer issue of "U.S. Roller Sports". An eligible elector may request a ballot at the same time as transmittal of a nomination. A complete list of all nominees that are declared eligible under the rules by the AAC-USARS Nominating Committee will be placed on the ballot in alphabetical order; ballots to be mailed on July 1st.
4. **AAC NOMINATING COMMITTEE** will consist of the USARS Athlete Members of the Board of Directors for each of the three *sports* so represented, as well as the roller *sports* representative on the USOC Board of Directors acting as Chair, making a Nominating Committee of four individuals. No member of the Nominating Committee may be nominated for this position.

Duties of the Nominating Committee:

- (a) Certify the eligibility of nominees.
 - (b) Insure that all nominees are included on the ballot in alphabetical order without any editorial comment.
 - (c) Certify the results of the election and verify the eligibility of the electors.
 - (d) Only official ballots duly signed by electors will be counted.
 - (e) The Nominating Committee will select a USARS staff member to act as Secretary for the Committee, to gather executed ballots for the AAC representative, beginning July 1 of the year, prior to the new quadrennial and extending until the deadline for election on August 1 of the same year. At any time until the deadline, an eligible elector may request a ballot for an AAC representative, provided said ballot is returned and in the custody of the Secretary by the established deadline of August 1. Ballots returned in official envelopes would be date stamped upon receipt at USARS Headquarters and left unopened until certification by the Nominating Committee after the ballot deadline. Ballots returned in the elector's own envelope may be opened with general mail, but will be date stamped and resealed and not otherwise disqualified.
 - (f) Athletes with disputes concerning the election procedure or results shall submit such disputes in writing by Certified Mail to the current AAC Nominating Committee, which shall exercise final jurisdiction on the issue.
5. The qualified individual receiving the most number of votes shall be declared the AAC representative for roller sports during the next Olympic quadrennial. To simplify the procedure, since all nominees are required to be placed on the ballot, as well as to conform to the required timetable, the election will not require a majority of the votes cast. The individual of the opposite gender receiving the second most votes cast will be declared the alternate, regardless of possible duplication *sport*.
6. **PERMANENT USARS ELECTION TIMELINE**
- September 1 - National office requests each Regional Association to nominate one person for election to the Nominating Committee.
- October 15 - National Office publishes election procedure and qualifications, and requests applications from members interested in seats on the Board of Directors (all classes) in the November/December magazine.
- November 1 - Deadline for Regional Associations to return nominations for seats on the Nominating Committee.
- November 15-National Office mails Nominating Committee ballots to Regional nominees.
- November/December - National Office publishes election procedure and qualifications, and requests applications from members interested in seats on the Board of Directors (all classes).
- December 15-Deadline for Regional nominees to return ballots for seats on the Nominating Committee.
- January 15 - Deadline for interested members to return applications for seats on Board of Directors (all classes).
- February 15 - Deadline for Athletes Nominating Committee (Class I) and Nominating Committee (Class II, IV, VI) to select and submit slates to National Office.

March/April - National Office publishes Athletes Nominating Committee slate (Class I) and Nominating Committee slate (Class II, IV, VI) with nominee biographies in U.S. Roller Sports.

May 15 - Deadline for eligible electors to submit names of additional nominees by petition.

July/August - National Office publishes names of petition nominees with biographies in U.S. Roller Sports with a June 15 deadline.

July 1 - National Office mails ballots for seats on Board of Directors (Class I, II, IV, IV) to eligible electors.

August 1 - Deadline for eligible electors to return ballots for seats on Board of Directors (Class I, II, IV, VI)

September 1 -National Office mails ballots for any runoff election to eligible electors (Class I, II, IV, VI)

September/October - National Office publishes election results in U.S. Roller Sports.

October 1 - Deadline for eligible electors to return ballots in runoff election.

November/December -National Office publishes results of runoff election.

ARTICLE X. RIGHT TO PARTICIPATE

All Class I Members, Roller Skaters, Class II Members, Officials, or Class VI Coaches shall have an equal opportunity to participate in athletic competition without discrimination on the basis of race, creed, color, religion, age, sex, or national origin and shall have fair notice and opportunity for a hearing before being declared ineligible to participate.

ARTICLE XI. PROTESTS

All members have the right to notice and fair hearings on issues affecting membership, status, eligibility, and conduct on the basis and under the procedures established by these By-Laws and the General Rules.

ARTICLE XII. GENERAL RULES FOR COMPETITIVE ROLLER *SPORTS*

There is incorporated herein by reference and made a part of these By-Laws the "Membership and Eligibility Rules" contained in the USARS General Rules, as published for the season under consideration, and as the same may be amended by the Board of Directors from time to time.

ARTICLE XIII. OLYMPIC AND PAN AMERICAN GAMES; INTERNATIONAL AND WORLD COMPETITIONS

SECTION 1.

As the National Governing Body of roller *sports*, USARS shall develop and submit to the USOC a program of tryouts or competitions for selection of athletes and the plan or method of selecting team managers, coaches, and other team officials for participation in roller *sports* competitions in Olympic and Pan Am Games as required by the USOC Constitution and By-Laws.

SECTION 2.

USARS shall develop and sanction a program of competitions leading to National Championships from which shall be selected the United States participants in the annual FIRS World Competitions.

SECTION 3.

As the National Governing Body of roller *sports*, USARS shall develop and implement a program to sanction international competitions as required by Article VII, Section 2 of the USOC Constitution.

ARTICLE XIV. *SPORTS*

The Confederation shall consist of *four (4)* federations representing the *four* roller *sports* as follows:

- A. Roller Figure Skating Federation
- B. Roller Speed Skating Federation
- C. Roller Hockey Federation
- D. *Roller Derby Federation*

The individual federations have such authority over their own *sport* as shall be provided in the Rules and Regulations of the Board of Directors and shall be organized as separate committees as provided by the Board of Directors. Class I members of the USARS shall belong to at least one of the federations and shall hold a card designating it. However, members may belong to more than one federation.

ARTICLE XV. STATE AND REGIONAL ASSOCIATIONS AND LEAGUES

SECTION 1.

The USARS Board of Directors shall determine rights, powers, and duties of state and regional associations. USARS Board of Directors shall approve the Articles, By-Laws, and Rules of such state or regional association.

- A. Such association shall keep in touch with the roller *sports* activities within their respective state or region, assist in the formation of clubs, promote harmony among the clubs, ascertain the wishes of member clubs in that state or region with reference to holding local, state, or regional championships, suitability of the facilities for conducting such meets, and assist in sponsoring, preparing for, conducting, and financing all such competitions.
- B. The state or regional associations may be designated by USA ROLLER SPORTS Board of Directors to arbitrate any difference in their state or region, investigate any alleged violations of USARS rules, make recommendations to the officers, standing committees, and Board of Directors of this Confederation, and cooperate with them in the solution of their state or regional problems.

- C. In any state or region in which there are no such associations, the USARS Board of Directors shall have the authority to establish a committee, from the members of this Confederation residing in such states or region, whose powers and duties shall be similar to those of a state or regional association, and as provided by the Board of Directors of this Confederation.
- D. State or regional associations are not to independently issue sanctions for roller sports events taking place within their assigned area. Such authority shall rest solely with the administration of USARS Executive Director.
- E. All requirements governing the regulation and the conduct of competitive *sports* events as set down by the state or regional association shall be in full compliance with the USARS By-Laws and Rules.
- F. State and/or regional USARS organizations are encouraged to request local facility organizations to submit suggested sites for all meets to insure maximum input and effective dispersal of contests among those facility operators who are cooperating and participating in USARS activities.
- G. USARS unattached skaters and USARS clubs not belonging to the regional association, but who are otherwise qualified for entry, may not be denied access to a regional championship.
- H. All meetings shall have a notice mailed to member clubs thirty (30) days prior to the meeting date. The regional association must give thirty (30) days advance written notice to all USARS clubs within the state or regional geographic area when a meeting is to be held to approve a new state or regional championship site.
- I. Any disciplinary action affecting such membership must be referred to the USARS Board of Directors for appropriate action.

SECTION 2.

The state or regional association or associations having jurisdiction over them, which action shall be subject to review by the USARS Board of Directors, shall determine rights, powers, and duties of leagues.

- A. All league constitutions shall be subject to review and approval by the USARS Board of Directors. All league policies shall be decided by a majority vote of those clubs voting.
- B. Each league shall submit its competitive dates and site selection to the appropriate state or regional association or associations. The appropriate association or associations shall coordinate league contests with other USARS contests outside the league, subject to the restrictions as outlined in Article XVI, "Sanctions."

ARTICLE XVI. SANCTIONS.

SECTION 1.

USARS reserves to itself the privilege of granting permission in writing for competitions, contests, shows, exhibitions, carnivals, revues, etc., which shall involve any of its members. These written permissions shall be known as sanctions and are obtainable by making application in writing to the National Headquarters.

SECTION 2.

There shall be five (5) classes of sanctions:

- A. show and exhibition sanctions
- B. club contest sanctions
- C. inter-club contest sanctions
- D. USARS championship sanctions
- E. special event sanctions

SECTION 3.

Sanctions shall be granted pursuant to the rules and regulations adopted by the Board of Directors.

SECTION 4.

The sanction fees for all sanctioned events shall be such as the Board of Directors shall from time to time fix and determine.

SECTION 5.

Sanctions may be awarded to clubs, associations, or registered members which meet the USARS Rules and which have rules and regulations not inconsistent therewith.

SECTION 6.

USARS sanctions for contests, exhibitions, shows, and other events shall be available to USARS member clubs, leagues, and associations and to non-member clubs, leagues, associations or sponsors. Qualifications and fees for sanctions will be set forth in the General Rules.

SECTION 7.

The applicant for a USARS Participation Permit is advised such permission is merely an allowance for USARS skaters to participate in a non-USARS event without jeopardizing future USARS competitive eligibility. The applicant acknowledges as a condition of this permit by USA Roller Sports, that USARS is not a party to the organization of this roller *sports* competition, nor is it one that is sanctioned by or managed under Confederation regulations. Under these circumstances USARS' insurance contracts do not afford USARS members nor did the organizers with injury or liability insurance applicable to USARS sanction competitions.

ARTICLE XVII. ATHLETES ADVISORY COUNCIL.

USARS shall have an Athletes Advisory Council, which shall consist of eight (8) members as follows: (1) the USARS representative to the Athletes Advisory Council of the U.S. Olympic Committee, who shall serve as the chair of the council, with vote; (2) the alternate USARS representative to the U.S.O.C. Athletes Advisory Council; (3) the three Board of Directors members elected by the Class I (Athletes) members; and (4) one additional athlete from each of the three *sports* who received the next highest number of votes cast in the most recent USARS Board elections for each such *sport*. In the event that the athlete Board member ran unopposed for a particular *sport* seat

on the Board in the previous election, the Chairman of the Roller *Sports* Athlete Advisory Council shall select an additional athlete member to represent that *sport*, provided this athlete meets all other qualifications as a potential candidate for the Board seat.

ARTICLE XVIII. MEMBERSHIP DUES AND ASSESSMENTS

Membership dues and assessments for each class of members shall be determined by the Board of Directors, but may not become effective before September 1st, starting a new competitive season.

ARTICLE XIX. RECOGNIZED SPORTS ORGANIZATIONS

A recognized roller *sports* organization is an organization which has demonstrated to USARS that:

- A. It is a not-for-profit corporation, club, federation, union, association or other group organized in the United States.
- B. It sponsors or arranges roller *sports* competition.
- C. It has taken appropriate measures to protect the status of athletes who will take part in its competitions and to protect their eligibility to compete in athletic competitions.

In order to demonstrate that it meets these criteria, an organization must submit an application to the USARS National Headquarters consisting of the following:

- A. A copy of the organic documents governing the organization.
- B. The names and addresses of the officers and members of the governing body.
- C. A statement as to the membership of the organization including individuals, clubs and organizations by category.
- D. A copy of its rules governing competitive status and safety, which cannot be more lenient than USARS Rules.
- E. A description of the procedures employed to verify and protect the competitive status of competitors.
- F. A service fee of \$50.00 annually.

The application may be renewed annually upon filing of an abbreviated statement stating only the changes that have occurred since the last application.

ARTICLE XX. PARLIAMENTARY PROCEDURE

All USARS Board of Directors meetings and committees shall be conducted in accordance with Robert's Rules of Order, Revised.

ARTICLE XXI. CONTRACTS, CHECKS AND DEPOSITS

SECTION 1.

The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation and such authority may be general or confined to specific instances.

SECTION 2.

All checks, drafts or other orders for payment of money shall be signed by two persons to be designated by resolution of the Board of Directors.

SECTION 3.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4.

All money or property coming to USA ROLLER SPORTS by gift, device or bequest, shall be expended for any purpose not inconsistent with the objects and purposes of the Articles of Incorporation of this Confederation, and within the program and purposes provided in Section 501(c)(3) of the Internal Revenue Code of 1954. All money or property coming to USA ROLLER SPORTS by conditional gift, device or bequest, shall be administered in accordance with the terms and conditions imposed by the donors so long as they are not inconsistent with the objects or purposes of the Articles of Incorporation of this Confederation, and within the programs and purposes provided in Section 501(c) (3) of the Internal Revenue Code of 1954.

SECTION 5.

All funds available for investment shall be invested in such manner and in such projects, stocks, bonds, savings accounts, or other securities, as the Board of Directors shall from time to time determine to be in the best interests of USA ROLLER SPORTS and consistent with its programs and purposes.

ARTICLE XXII. FISCAL YEAR

This fiscal year of the Corporation shall begin on the 1st day of January, and end on the 31st day of December in each year.

ARTICLE XXIII. AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors provided notice of such proposed amendment is given at least ten (10) days prior to such meeting, which notice may be waived by unanimous consent of the Board.