March 2025

BYLAWS

OF

The Lakeshore National Adapted Sports Organization

SECTION 1.

NAME AND STATUS

Section 1.1. Name.

The name of the corporation shall be the Lakeshore National Adapted Sports Organization (LNASO) (referred to in these Bylaws as “LNASO”). LNASO may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 1.2. Non-Profit Status.

LNASO shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Alabama. The LNASO shall be operated for charitable and educational purposes, and it shall also have as its purpose to foster national and international amateur sports competition in the sport of wheelchair rugby, boccia, para powerlifting and other sports as certified by the United States Olympic and Paralympic Committee. To the extent that anything within these Bylaws is inconsistent with the State of Alabama laws, the State of Alabama law shall take precedent. The LNASO shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

SECTION 2.

OFFICES

Section 2.1. Business Offices.

The principal office of LNASO shall be in Birmingham, Alabama.

Section 2.2. Registered Office.

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

SECTION 3.

MISSION

Section 3.1. Mission.

The Mission of the LNASO shall be to enable United States athletes to achieve sustained competitive excellence in Olympic, Paralympic, Pan American, and Parapan American competition and to promote and grow the sports of wheelchair rugby, boccia, para powerlifting and other sports as certified by the United States Olympic and Paralympic Committee.

SECTION 4.

CERTIFICATION AS NATIONAL GOVERNING BODY

Section 4.1. Certification as a National Governing Body.

The LNASO shall seek and attempt to maintain certification by the United States Olympic & Paralympic Committee (the "USOPC") as the National Governing Body ("NGB") for the sports of wheelchair rugby, boccia, para powerlifting and other sports as certified by the United States Olympic and Paralympic Committee in the United States. In furtherance of that purpose, the LNASO shall comply with the requirements for certification as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§ 220501 – 220543) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements, LNASO shall:

a) Governance and Compliance.

i. fulfill all responsibilities as an NGB as set forth in the Act
ii. adopt and maintain governance and athlete representation policies complying with the requirements of these Bylaws
iii. adopt and maintain an Athletes Advisory Council as a part of its overall governance structure
iv. adopt and maintain appropriate good governance practices
v. be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code
vi. adopt and enforce a code of conduct for its employees, members, Board of Directors, and officers including clear conflicts of interest principles
vii. adopt and enforce ethics policies and procedures
viii. demonstrate an organizational commitment to diversity and inclusion
ix. submit to binding arbitration in any controversy involving--
    a) its certification as an NGB, upon demand of the USOPC; and
    b) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition, upon demand of the USOPC or any aggrieved amateur athlete, coach, training, administrator, or official
        1. Such arbitration shall be conducted in accordance with the standard commercial arbitration rules of an established major national provider of arbitration and mediation services based in the United States and designated by the USOPC with the concurrence of the USOPC Athlete Advisory Council and the National

Governing Bodies Council.

x. satisfy such other requirements as are set forth by the USOPC

b) Financial Standards and Reporting Practices.

i. demonstrate financial operational capability to administer its sport
ii. be financially and operationally transparent and accountable to the USOPC
iii. adopt a budget and maintain accurate accounting records in accordance with accounting principles generally accepted in the United States of America (GAAP)
iv. submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the USOPC annually
v. post on its website its current bylaws and other organic documents, its IRS Form 990 for the three most recent years, and its audited financial statements for the three most recent years
vi. satisfy such other requirements as are set forth by the USOPC

c) Athlete Safety.

i. comply with all applicable athlete safety and child protection laws
ii. comply with the policies and requirements of the USCSS
iii. maintain and enforce an athlete safety program consistent with the policy(ies) and standards directed by the USOPC
iv. comply with the anti-doping policies of the USOPC and with the policies and procedures of USADA
v. satisfy such other requirements as are set forth by the USOPC

d) Sport Performance.

i. maintain and execute on a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence, and in growing the sports under the jurisdiction of the LNASO
ii. establish clear athlete, team, and team official selection procedures approved by a Designated Committee (as defined in the USOPC Bylaws, and by the USOPC, for Delegation Event teams as applicable, and timely disseminate such procedures to the athletes and team officials
iii. effectively conduct, in accordance with such selection procedures, a selection process, including any trials (as approved by the USOPC), to select athletes for Delegation

Event teams

iv. competently and timely recommend to the USOPC athletes, teams, and team officials for Delegation Event teams as applicable
v. maintain and implement effective plans for successfully training Delegation Event athletes
vi. satisfy such other requirements as are set forth by the USOPC

e) Operational Performance.

i. demonstrate managerial capability to administer its sport
ii. obtain and keep current insurance policies in such amount and for such risk management as appropriate
iii. actively seek, in good faith, to generate revenue in addition to any resources that may be provided by the USOPC, sufficient to achieve financial sustainability
iv. maintain and enforce grievance procedures that provide for prompt and equitable resolution of grievances and fair notice and an opportunity for a hearing before declaring an individual ineligible to participate;
v. adopt, maintain, and enforce a whistleblower and anti-retaliation policy;
vi. not interfere in any way with an investigation undertaken by the US Center for Safe Sport
vii. cooperate with the USOPC in preventing the unauthorized use of the names and trademarks of the USOPC, the words "Olympic," "Paralympic," "Pan American," "Parapan American" and their derivatives, as well as their symbolic equivalents
viii. satisfy such other requirements as are set forth by the USOPC

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

a. Compliance with the USOPC and U.S. Center for SafeSport Policies and Procedures. As a member National Governing Body of the United States Olympic & Paralympic Committee, the LNASO shall adhere to the athlete safety rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.4.1(c)(ii) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the U.S. Center for SafeSport as that organization. The current safe sport rules, policies and procedures are available at the offices of LNASO or on-line at the following website: www.safesport.org. The LNASO

also shall adopt and maintain athlete safety policies and procedures consistent with the U.S. Center for SafeSport's rules, policies, and procedures, as they may be modified or amended from time to time. LNASO's current athlete safety rules, policies, and procedures are available at the offices of the LNASO or on-line at the following website: usawr.org/about

b. Compliance with the USOPC and United States Anti-Doping Agency (USADA) Rules and Regulations. As a member National Governing Body of the United States Olympic & Paralympic Committee, The LNASO shall adhere to the anti-doping rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.4.1(c)(iv) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations. The USOPC has designated USADA as that organization. The current anti-doping rules, policies and procedures are available at the offices of LNASO or on-line at the following website: www.usada.org.

As a condition of the participation of any board member, committee member, task force member, hearing panel member, contractor or volunteer for the LNASO and a condition for participation in any competition or event sanctioned by the LNASO, each LNASO athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in LNASO events, agrees to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for Safe Sport for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time, to the extent the alleged violation falls within the jurisdiction of the U.S. Center for SafeSport. Each LNASO athlete, coach, trainer, agent, athlete support personnel, medical personnel, team staff, official and other person who participates in LNASO events also agrees to comply with and be bound by the athlete safety rules, policies and procedures of LNASO, and to submit, without reservation or condition, to the jurisdiction of The LNASO for the resolution of any alleged violations of the U.S. Center for Safe Sport's rules or of the LNASO's rules that do not fall within the U.S. Center for SafeSport's exclusive jurisdiction and over which the U.S. Center for SafeSport declines to exercise discretionary jurisdiction. To the extent any the LNASO rule is inconsistent with the rules of the U.S. Center for Safe Sport, such rule is hereby superseded.

It is the duty of members of the LNASO to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), the international federations of Wheelchair Rugby, Boccia, Para Powerlifting and other sports the LNASO is certified to govern by the USOPC, the USOPC, including the USOPC National Anti-Doping Policy and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the international federations of Wheelchair Rugby, Boccia, Para Powerlifting and other sports the LNASO is certified to govern by the USOPC, USOPC, and USADA and. Athlete members agree to submit to drug testing by the international federations of Wheelchair Rugby, Boccia, Para Powerlifting and other sports the LNASO is certified to govern by the USOPC, and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that a member may have committed an anti-doping rule violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the international federations of Wheelchair

Rugby, Boccia, Para Powerlifting and other sports the LNASO is certified to govern by the USOPC if applicable or referred by USADA.

SECTION 5.

BOARD OF DIRECTORS

Section 5.1. General Powers.

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of LNASO shall be managed by its Board of Directors.

Section 5.2. Function of the Board.

The LNASO Board of Directors shall represent the interests of the wheelchair rugby, boccia, para powerlifting and other sports as certified by The United States Olympic and Paralympic Committee community for the LNASO in the United States and its athletes by providing the LNASO with policy, guidance, and strategic direction. The Board shall oversee the management of LNASO and its affairs, but it does not manage LNASO. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

a. implements procedures to orient new Board Directors, to educate all Directors on the business and governance affairs of the LNASO, and to evaluate Board performance; the Board shall also be responsible to appoint an affiliated member of the Board at any such time that affiliated members are identified and that meet the definition below.
    1. conducts a national program or regular national amateur athletic competition in wheelchair rugby, boccia, para powerlifting or other sports the LNASO is certified to govern by the USOPC on a level of proficiency appropriate for selection of athletes to represent the United States in international amateur athletic; and
    2. ensures that the representation reflects the nature, scope, quality, and strength of the wheelchair rugby, boccia, para powerlifting and other sports programs and competitions the LNASO is certified to govern by the USOPC of those amateur sports organizations in relation to all other programs and competitions in the United States.

b. reviews and approves LNASO's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
c. provides input to the Lakeshore Foundation Board about the performance of the CEO and Chief Program Officer
d. sets policy and provides guidance and strategic direction to management on significant issues facing the LNASO;
e. reviews and approves significant corporate actions;
f. oversees effective corporate governance;
g. reviews financial statements, annual reports, financial and control policies specific to the sport(s) managed and governed by LNASO. Consolidated financial statements, other financial reports, and financial policies for LNASO, as well as the selection of independent auditors, will be approved in accordance with Lakeshore Foundation's bylaws and policies;
h. oversight of the financial activities throughout the fiscal year
i. monitors LNASO's compliance with laws and regulations and the performance of its broader responsibilities.
j. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis; and
k. ensures that the LNASO adopts and maintains athlete safety rules, policies, and procedures that comply with the requirements of the USOPC and U.S. Center for SafeSport.

Section 5.3. Diversity of Discussion.

The LNASO's Board shall be sensitive to the desirability of diversity at all levels of LNASO, including among its athletes. The LNASO Board shall encourage diversity at all levels of LNASO, supported by meaningful efforts to accomplish that diversity. The LNASO Board shall develop norms that favor open discussion and favor the presentation of different views.

Section 5.4. Qualifications.

Each Director of the Board must be a citizen of the United States and eighteen (18) years of age or older. A Director need not be a resident of the State of Alabama

A Director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other Directors, in collectively serving the long-term interests of the LNASO. Each Director shall have passed a background check, completed SafeSport education and training, and have no record of SafeSport violations. Directors shall possess the highest personal values, judgment, and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face the

LNASO. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent Directors, who shall also serve on the Finance Committee, shall have financial expertise. No director shall be a director of another NGB.

Directors shall inform the Governance Committee of any changes in their employment responsibilities or other constraints on their time in order for the Governance Committee to determine whether it is appropriate to nominate the Board Director for continuing Board service.

Section 5.5. Number.

The Board of Directors shall consist of no less than 12 Directors and no more than 15 Directors, at least one of whom shall be an independent Director, at least one third of whom shall be Athlete Directors, and the rest of whom shall be drawn from appropriate representation in the United States wheelchair rugby, boccia and para powerlifting communities as well as any sports the LNASO is certified to govern by the United States Olympic and Paralympic Committee.

Section 5.6. Election/Selection.

The LNASO Board of Directors shall be elected/selected as follows:

a. *Independent Directors.* The Governance Committee shall select, using whatever process the Governance Committee determines to be appropriate, one *Director* from among individuals considered to be Independent Directors, as that term is defined in Section 5.7.

b. Athlete Directors. At least one third of the total number of Directors shall be athlete Directors. All Athlete Directors shall be directly elected by the voting pool of member athletes that meet 10 Year Athlete eligibility. *Such Athlete Directors will include:*

1. LNASO representative to the USOPC Athletes' Advisory Council shall be one of the Athlete Directors on the Board of Directors.
2. The LNASO alternate representative to the USOPC Athlete Advisory Council shall be one of the Athlete Directors on the Board of Directors.

   NOTE: The alternate representative to the USOPC Athlete Advisory Council must be at least a non-voting member of the Board, but NGBs may elect to make the alternate a voting member. The alternate only counts towards the 20% 10 Year Athlete and one third athlete requirements if the person has a vote.
3. No less than 20% of the total board representation shall be 10 Year Athletes, as defined in the USOPC Bylaws. The remaining Athlete Directors may be comprised of 10+ Year Athletes, as defined in the USOPC Bylaws. The LNASO representative to the USOPC AAC [and alternate if the alternate is a voting member] shall count towards 20% 10 Year Athlete requirement.

All Directors shall be selected without regard to race, color, religion, national origin, or sex.

Section 5.7. Independent Director(s)

The Board, through its Governance Committee, shall affirmatively make a determination as to the independence of each Director, and disclose those determinations. Under the definition of "independence" adopted by the Board, an "independent Director" shall be determined to have no material relationship with the LNASO, either directly or through an organization that has a material relationship with the LNASO. A relationship is "material" if, in the judgment of the Governance Committee, it would interfere with the Director's independent judgment. To assist it in determining whether a Director is independent, the Board shall adopt the guidelines set forth below, which shall be applied on a case-by-case basis by the Governance Committee.

A Director shall not be considered independent if, within the preceding five (5) years:

a. the Director was employed by or held any governance position (whether a paid or volunteer position) with the LNASO or Lakeshore Foundation, the international federations of Wheelchair Rugby, Boccia, Para Powerlifting and other sports the LNASO is certified to govern by the USOPC, the international regional sport entity of wheelchair rugby, boccia, and other sports certified to govern by the USOPC , or any sport family entity of wheelchair rugby, boccia, para powerlifting and other sports the LNASO is certified to govern by the USOPC;

b. an immediate family member of the Director was employed by or held any governance position (whether a paid or volunteer position) with the LNASO or Lakeshore Foundation, the international federations of wheelchair rugby, boccia, para powerlifting and other sports as certified by the USOPC, the international regional sport entity of wheelchair rugby, boccia, para powerlifting and other sports certified by the USOPC, or any sport family entity of wheelchair rugby, boccia, para powerlifting and other sports certified by the USOPC

c. the Director was affiliated with or employed by LNASO's or Lakeshore Foundation's outside auditor or outside counsel;

d. an immediate family member of the Director was affiliated with or employed by the LNASO's or Lakeshore Foundation's outside auditor or outside counsel as a partner, principal, or manager;

e. the Director was a member of LNASO's Athlete Advisory Council;

f. the Director was a member of any constituent group with representation on the LNASO or Lakeshore Foundation Board;

g. the Director receives any compensation from the LNASO or Lakeshore Foundation, directly or indirectly;

h. the Director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with LNASO or Lakeshore Foundation;

i. the Director is a member of the NGB in a membership category that participates in competitions; or

j. the Director is the parent, close family member, or coach of an athlete or member of LNASO.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a Director is independent, shall be made by the Governance Committee.

The Director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term with the exception of holding any governance role in the LNASO or the international federations of wheelchair rugby, boccia, para powerlifting and other sports the LNASO is certified by the USOPC and including any reimbursement of expenses related thereto.

Section 5.8. Staggered Board.

Members of the Board shall be divided into four classes substantially equal in number with terms expiring at intervals of one year

Section 5.9. Board Term.

The total number constituting the members of the Board shall be established by the Board from time to time. Each of the members of the Board shall have one vote. Annually, at a meeting of the Board held within 90 days before the close of the Corporation's fiscal year, the Board shall elect the class of Directors then becoming vacant for terms commencing with the beginning of the fiscal year following such election and, except as provided herein, continuing for four years thereafter or until their respective successors shall have been elected and qualified.

Section 5.10. Board Term Limits.

For the initial Board, a term of two (2) or more years shall constitute a full term. Board members shall serve no more than two consecutive terms with the exception of the CEO, COO and CPO of Lakeshore Foundation.

When a Director is elected/selected to fill a vacancy because of the resignation, removal, incapacity, or death of a Director, and the remaining term is for two (2) or more years, such term shall constitute a full term

Section 5.11. Director Attendance.

Directors of the Board shall be expected to attend in person or via teleconference all regularly scheduled Board meetings, though for exigent circumstances a Director may participate in a meeting by telephone. Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board meetings.

Section 5.12. Resignation, Removal and Vacancies.

Any member of the Board may resign from the Board at time by giving written notice to the Chairman, Vice Chairman, or the Secretary, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member of the Board may be removed from office at any time by an affirmative vote of three-fourths (3/4) of the members of the Board of the Corporation. For the Athlete Director position, if the Athlete Director who is the LNASO USOPC Athletes' Advisory Council designee is removed by LNASO AAC or his or her seat becomes vacant, then the alternate LNASO Athletes' Advisory Council representative shall become an Athlete Director. If the Athlete Director who is LNASO USOPC Athletes' Advisory Council designee is removed from the Board by vote of the Board, such removal shall have no impact on the individual's status as LNASO Athletes' Advisory Council representative.

No Director shall be subject to removal or to not being re-nominated based on how they vote as a Director unless such voting is part of a violation of the LNASO's Code of Conduct or Conflict of Interest Policy.

Section 5.13. Regular and Special Meetings.

The Board shall have regular meetings, the frequency of which is consistent with the needs of the Corporation and, unless the Board shall provide otherwise by resolution, regular meetings of the Board shall be held at least four (4) times per year. The Board may prescribe by resolution the time and place for the holding of regular meetings and may provide that the adoption of such resolution shall constitute notice of such regular meetings. If the Board does not prescribe the time and place for the holding of regular meetings, such regular meetings shall be held at the time and place specified by the Chairman in the notice of such regular meetings. Special meetings of the Board may be called by or at the direction of the Chairman, the Vice Chairman, or the written request of a majority of the members of the Board, such meetings to be held at such time and place as shall be designated in the notice thereof. Board meetings may be conducted in person with a virtual option for attendance. If an in person mandatory meeting of the Board is called, athlete travel costs shall be incurred by the LNASO.

Section 5.14. Notice of Meetings.

Except as otherwise provided herein, notice of the time, day and place of all meetings shall be given to all members of the Board in person or by telephone, or e-mail. If the notice is sent by mail, it must be deposited in the United States first class mail or with a private mail carrier for overnight delivery, postage prepaid and addressed to the director at his or her address as it appears on the records of the Corporation, at least five (5) days before the day of the meeting. If the notice is sent by any other method or is delivered in person, the notice must be sent or delivered to all members of the Board at least seventy-two (72) hours before the date of the meeting. A waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be equivalent to the giving of notice. For special meetings, the notice of meetings shall further specify the purpose or purposes for which the meeting is being called. The attendance of a member of the Board at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Board attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meetings of the Board, need be specified in the waiver of notice of such meeting.

Section 5.15. Quorum.

At least one-third (1/3) of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, unless otherwise specifically provided by law, the Articles of Incorporation, or these Bylaws. Members of the Board may participate in any meeting of the Board by means of video conferencing, a conference telephone or similar communications equipment by means of which all persons participating at the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting If less than one-third (1/3) of the members of the Board are present at such meeting, fifty-one percent (51%) of the members present may adjourn the meeting from time to time without further notice until a quorum shall be present.

Section 5.16 Action of the Board/Consent.

Formal Action by Board. The act of the majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, Unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Informal Action by Board. No action of the Board shall be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in

writing (setting forth the action so taken) shall be signed by all members of the Board.

Section 5.17. Voting by Proxy.
No Director may vote or act by proxy at any meeting of the Board.

Section 5.18. Presumption of Assent.

A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the individual acting as the Secretary of the Board before the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 5.19. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every Director of the Board in writing either:

(i) votes for such action;
(ii) votes against such action; or
(iii) abstains from voting.

Each Director who delivers a writing described in this Section 7.19 to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 5.20. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

The Board shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile, if in the judgment of the Chair of the Board the urgency of the case requires such action.

Section 5.21. Agenda.

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

Section 5.22. Questions of Order and Board Meeting Leadership.

Questions of order shall be decided by the Chair of the Board unless otherwise provided in advance by the Board. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair shall designate

in writing in advance one (1) other Director of the Board to preside. If the Chair is unable to make or has not made such a designation, the Board may choose another Director to serve as presiding officer for that meeting.

Section 5.23. Effectiveness of Actions.

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when a definite effective date is recited in the record of the action taken.

Section 5.25. Minutes of Meetings.

The minutes of all meetings of the Board of Directors shall be published on LNASO's website. Every reasonable effort will be made to publish the minutes within fifteen (15) days of approval by the Board. Meeting minutes shall make note of the attendees at meetings, motions taken and shall note whenever a meeting participant recuses him or herself due to an apparent conflict of interest. A high-level statement of topics discussed in any executive session shall also be posted.

Section 5.26. Compensation.

Directors of the Board shall not receive compensation for their services as Directors. Athlete Directors, however, shall be entitled to obtain compensation from LNASO in connection with their capacity as athletes, including all benefits to which all Elite Athletes are eligible.

SECTION 6.

OFFICERS

Section 6.1. Designation.

In addition to the Chief Executive Officer as provided for in section 11, the officers of the LNASO shall be a Chair of the Board, a Treasurer, and a Secretary.

Section 6.2. Election/Selection.

The Chair of the Board is the Vice Chair of the Lakeshore Foundation Board of Directors.

Recognizing the significance of the Chair in international matters, the Chair shall exercise ceremonial or representational functions in the international context, but the Chief Executive Officer, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to the international federation of wheelchair rugby, boccia, para powerlifting and other sports as certified by the United States Olympic and Paralympic Committee the international regional federation of wheelchair rugby, boccia, para powerlifting and the USOPC.

The Treasurer is the Treasurer or Assistant Treasurer of the Lakeshore Foundation Board of Directors. Recognizing the significance of the Treasurer in financial matters, the Treasurer shall have a financial background enabling him or her to fulfill the duties of Treasurer.

The Chief Executive Officer shall designate one member of the staff to serve as the LNASO's corporate secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings.

Section 6.3. Term.

The term of office of the Chair of the Board and of the Treasurer shall be two (2) years. The newly elected Chair and Treasurer shall take office immediately. The Chair and Treasurer shall hold office until the Chair or Treasurer's successor is elected and qualified, or until the Chair or Treasurer's earlier resignation, removal, incapacity, or death. If a Chair or Treasurer resigns, is removed from office, is incapacitated, or dies prior to the end of the term, then the LNASO shall nominate and elect a successor Chair or Treasurer within sixty (60) days of the date of the Chair's or Treasurer's resignation, removal, incapacity, or death, or, at the latest at the next regularly-scheduled Board meeting.

The term of office of the Secretary is unlimited. The Secretary shall hold office until such time that the Chief Executive Officer designates a different individual to serve as Secretary or until the Secretary's earlier resignation, removal by the Chief Executive Officer, incapacity, or death. In any circumstance in which the Chief Executive Officer has not designated an employee to serve as Secretary, the Board of Directors may select a Director of the Board, or another individual employed by LNASO to serve as Secretary.

Section 6.4. Authority and Duties of Officers.

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

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

b. *Treasurer.* The Treasurer shall: (i) have general oversight of the financial affairs of the LNASO, including preparation of the annual budget, (ii) ensure the preparation of the LNASO's financial reports on an annual or more frequent basis; (iii) present financial reports to the Board as the Board may request; (iv) ensure that an annual audit is conducted of the LNASO, and (v) in general, perform all duties incident to the office of Treasurer.

c. Secretary. The Secretary shall: (i) Keep the minutes of the proceedings of the Board and ensure that such meetings are published to the LNASO website; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; (iv) perform all duties incident to the office of Secretary.

Section 6.6. Term Limits.

There are no term limits for service as the Chair of the Board or as Treasurer, except that the Chair and Treasurer have to be Directors and so if their position as a Director terminates, then their position as an officer will also terminate.

Section 6.7. Resignation, Removal and Vacancies.

An officer's position with the LNASO may be declared vacant upon the officer's resignation, removal, incapacity, or death. The Chair of the Board or Treasurer may resign at any time by giving written notice to the Board. The Secretary may resign at any time by giving written notice to the Chief Executive Officer. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Chair of the Board or the Treasurer may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Director in question). The Chair or the Treasurer may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question). The Secretary may be removed by the Chief Executive Officer, with or without cause. The removal of an officer from his or her position as officer does not necessarily require removal from his or her position on the Board.

Any vacancy occurring in the Chair, or the Treasurer shall be filled by the Board, by majority vote. A Chair or Treasurer elected to fill a vacancy shall be elected for the unexpired term of such Chair or Treasurer's predecessor in office. A vacancy in the office of Secretary shall be filled by the Chief Executive Officer. Any individual selected to fill a vacancy in the office of Secretary shall be approved by the Board.

Section 6.8. Compensation.

The Chair of the Board and the Treasurer shall not receive compensation for his or her service as Chair or Treasurer.

SECTION 7.

COMMITTEES

Section 7.1. Designation.

There shall be no Executive Committee or other committee(s) with management authority delegated by the Board. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the Board, such as a "super-board" (commonly called a governing council or general assembly). This requirement,

however, is not intended to detract from the ability of the members or some parts thereof to nominate individuals to serve on the Board.

LNASO shall have at least the following standing committees: a Finance Committee, an Ethics Committee, a Judicial Committee, and a Governance Committee.

The Board or Chief Executive Officer shall appoint such advisory task forces or committees as the Board or Chief Executive Officer believes appropriate and shall define the mission and deliverables of such task forces or committees. The decision to appoint or not appoint and to terminate such a task force or committee shall be exclusively the Board's or the Chief Executive Officer's.

Section 7.2. Appointments.

Committee appointments, including the designated committee Chairs, shall be made every two (2) years by the Board. Appointments shall be made based on a combination of factors including each individual member's expertise and the needs of the LNASO, and these Bylaws. Committee meetings and agendas shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of other Directors. Participation in meetings via videoconference or by telephone shall be permitted.

The Board may require reports from all committees at any Board meeting.

Section 7.3. Number.

Membership on committees should not exceed six (6) individuals. The LNASO committees shall be of the minimum number and size possible to permit both conduct of the sport and appropriate board governance. Membership on other committees and task forces should not exceed six (6) individuals.

Athlete representatives shall equal at least one-third of the membership of all Committees.

Section 7.4. Athlete Representation Qualifications.

Athlete representatives on Designated Committees that prepare, approve, or implement (1) expenditure of funds allocated to NGB by USOPC, or (2) selection of international teams) must meet the Elite Athlete eligibility requirements listed in Section 7.6. At least half of the athlete representatives on Designated Committees must be 10 Year Athletes; the remainder may be 10 Year Athletes or 10 Year+ Athletes. As defined by the USOPC Bylaws, the phrase “designated committee” means any NGB committee that makes recommendations or decisions directly impacting its elite athletes, including at least the following (by name or by function): i. Allocation of USOPC- and/or NGB-provided resources v ii. Audit iii. Budget/Finance iv. Compensation v. Ethics vi. Judicial and any hearing panel affecting any individual’s participation in Protected Competition vii. Nominating and Governance, including Bylaws amendments viii. Selection of athletes, coaches, and/or staff for Protected Competition, including development, approval, and implementation of selection criteria.

To be eligible to serve on Committees other than Designated Committees, athlete representatives must meet the Elite Athlete standard or have within the twenty-four (24) months preceding election demonstrated that they are actively engaged in amateur athletic competition, as determined by the NGB.

Athletes on all Committees, including Designated Committees, shall be selected by the LNASO Athlete Advisory Council from candidates identified and vetted through a process agreed upon by the LNASO Athlete Advisory Council and the Governance Committee.

Section 7.5. Term.

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

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

Section 7.6. Term Limits.

A member of an LNASO Committee or Task Force shall be permitted to serve up to four (4) two (2) year terms, after which he or she is ineligible for service on such Committee or Task Force for a period of two (2) years. After the two (2) year gap, the individual shall be eligible for reappointment to the Committee or Task Force.

Section 7.7. Committee Member Attendance.

Committee and task force members are expected to attend in all regularly scheduled committee and task force meetings of which they are a member. Each committee or task force member must attend a minimum of at least one half (1/2) of the committee or task force meetings of which they are a member during any twelve (12) month period.

Section 7.8. Resignation, Removal and Vacancies.

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

Committee or task force members may be removed by the Board if they fail to attend more than one half (1/2) of the regular committee or task force meetings during any twelve (12) month period, unless they are able to demonstrate to the Directors of the Board, or to the Chief Executive Officer, if appointed by the Chief Executive Officer, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a Director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total

voting power of the Board (excluding the voting power of the committee member in question, if also a Director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question, if also a Director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer.

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

Section 7.9. Procedures.

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

Section 7.10. Open and Executive Meeting Sessions.

Ordinarily, all committee and task force meetings shall be open. In the event the committee or task force chair, with the consent of a majority of the committee or task force members in attendance, deems it appropriate to exclude members at an open meeting for any reason, then the chair may (i) declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the committee or task force, with the consent of a majority of the members of the committee or task force in attendance.

Section 7.11. Minutes of Meetings.

Each committee and task force shall take minutes of its meetings.

Section 7.12. Compensation.
Committee and task force members shall not receive compensation for their services as committee or task force members, Committee and task force members who are not Directors of the Board may receive compensation for services rendered to or for the benefit of the LNASO in any other capacity, provided the Board gives explicit approval. Each committee and task force member shall be bound by LNASO's Conflict of Interest Policy.

Section 7.13. Finance Committee.

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

The Finance Committee shall be charged with the responsibility to: A. Review the financial feasibility of projects, acts, and undertakings of LNASO referred to it by the Board and Chief Executive Officer and make recommendations to the Board.
B. Review the financial statements of LNASO and provide reports and recommendations to the Board concerning the general fiscal affairs of LNASO.
C. Review and make recommendations to the Board concerning LNASO's annual operating and capital budgets.
D. Review the annual income tax return (Form 990) filed with the U.S. Internal Revenue Service.

Section 7.14. Ethics Committee.

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

a. The Board of Directors shall appoint the members of the Ethics Committee and its chair, except that athlete representatives shall be selected and approved according to Section 9.4. Members of the Ethics Committee shall satisfy the standards of independence for "independent Directors" as set forth in these Bylaws. No Director of the Board shall be appointed to the Ethics Committee.

b. The Ethics Committee shall –

    1. oversee implementation of, and compliance with the LNASO's Code of Conduct and Conflict of Interest Policy;

    2. report to the Board on all ethical issues;

    3. develop, and review for Board approval, on an annual basis, a Conflict of Interest Policy for the Board, officers, staff members, committee and task force members, volunteers, and member organizations for adoption by the Board;

    4. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;

    5. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and the LNASO members;

    6. review annual and periodic Conflict of Interest disclosure forms and determine if a conflict of interest exists as to any particular transaction, relationship, or matter involving the LNASO;

7. evaluate requests for approval under LNASO's Gift and Entertainment Policy; and

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

The Ethics Committee will determine whether a complaint submitted to it falls within its jurisdiction.

Section 7.15. Judicial Committee

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

a. The Board of Directors shall appoint the members of the Judicial Committee and its chair, except that athlete representatives shall be selected and approved according to Section 9.4. Members of the Judicial Committee shall satisfy the standards of independence for "independent Directors" as set forth in these Bylaws. No Director of the Board shall be appointed to the Judicial Committee.

b. The Judicial Committee shall –

1. generally administer and oversee all administrative grievances, right to compete matters, and disciplinary matters filed with the LNASO;

2. generally administer and oversee all grievances related to any alleged violation of the U.S. Center for SafeSport's rules, policies, and procedures over which the U.S. Center for SafeSport has not exercised jurisdiction, pursuant to the procedures set forth in the LNASO's Complaint Procedures;

3. generally administer and oversee all grievances related to any alleged violation of the LNASO's Athlete Safety Policy over which the U.S. Center for SafeSport has not exercised jurisdiction;

4. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on Hearing Panels;

5. appoint a panel of independent individuals to hear and render a decision, on grievances and disciplinary matters;

6. if disinterested, sit on hearing panels; and

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

Section 7.16. Governance Committee.

The Governance Committee shall be selected and have the responsibilities as follows:

a. The Governance Committees shall be selected as follows:

1. one (1) individual selected by the previous Governance Committee from that Committee, who shall be the Chair;
2. one (1) individual who is independent as that term is defined in these Bylaws and who is selected by the previous Governance Committee;
3. two (2) athletes selected and approved according to Section 9.4 of these Bylaws; and

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

c. The Governance Committee shall:

1. identify and evaluate prospective candidates for the Board;
2. select individuals to serve on the Board as provided in these Bylaws;
3. recommend as requested by the Board individuals to serve on various committees and task forces;
4. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
5. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces;
6. review policies and governance practices and make recommendations to the Board for ongoing improvement; and
7. perform such other duties as assigned by the Board.
8. Review the application of Board members for election by membership or a constituency to ensure eligibility of candidates in relation to these By Laws, the Act or USOPC regulation.

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

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

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

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

4. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;

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

6. whether the candidate has passed a mandatory background check and SafeSport training as/if required; and

7. whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the Director to continue serving on the Board.

SECTION 8.

The LNASO ATHLETES' ADVISORY COUNCIL

Section 8.1. Purpose

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

a. Serve as a vehicle for athlete engagement;

b. Endeavor to protect the rights of athletes;

c. Provide athlete feedback;

d. Build and establish relationships among [the athletes of LNASO;

e. Assist in identifying potential future athlete board representative candidates and introduce athletes to the LNASO's governance structure;

f. Serve as SafeSport and USADA ambassadors and advocates; and

g. Develop pathways for athletes within the structure of LNASO.

Section 8.2. Designation.

The LNASO shall have an AAC consisting of five individuals.

Section 8.3. Qualifications.

To be eligible to serve on the NGB AAC, athlete representatives must be an Elite Athlete as defined in 7.6 of these Bylaws.

Section 8.4. Election.

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

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

[Comment: There is no requirement that the election has to occur after a Summer Olympic Games, but this time frame aligns with the election of the USOPC AAC representative elections and runs concurrent with the Olympic quad cycle. However, each NGB should determine the best timeframe for its structure.]

Section 8.5. Term.

The term for members of the AAC shall be for four (4) years.

Section 8.6. Term Limits.

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

Section 8.7. Chair.

The AAC shall elect from among its members, by majority vote, a chair. The term of office of the chair shall be four (4) years. The newly elected chair shall take office immediately. The chair shall hold office until the chair's successor is elected and qualified, or until the chair's earlier resignation, removal, incapacity, or death.

Section 8.8. Procedures.

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

Section 8.9. Open and Executive Meeting Sessions.

Ordinarily, all AAC meetings shall be open to athlete members. In the event the AAC chair, with the consent of a majority of the AAC members in attendance, deems it appropriate: (i) to exclude athlete members at an open meeting for any reason, then the chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matters, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the AAC to non-members, with the consent of a majority of the members of the Council in attendance.

Section 8.10. Compensation.

AAC members shall not receive compensation for their services as AAC members. The LNASO shall pay for the reasonable expenses of all members of the AAC to attend Athletes' Advisory Council meetings. In addition, the LNASO shall pay for the reasonable expenses of the athlete Board Directors to attend the LNASO Board meetings. While members of the LNASO's Athletes' Advisory Council shall

not receive compensation for their services as Athletes' Advisory Council members, they shall be entitled to obtain compensation from the LNASO in connection with their capacity as athletes, including, but not limited to, compensation in the form of Direct Athlete Support or in connection with Operation Gold. Each member of the Athletes' Advisory Council shall be bound by LNASO's Conflicts of Interest Policy.

SECTION 9.

USOPC ATHLETES' ADVISORY COUNCIL

Section 9.1. Designation.

LNASO shall have a representative and an alternate representative to the USOPC Athletes' Advisory Council (AAC).

Section 9.2. Qualifications.

To be eligible to serve on the USOPC Athletes' Advisory Council, athlete representatives must meet the qualifications set forth in the USOPC AAC Bylaws.

Section 9.3. Election.

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

The LNASO shall adopt and submit to the AAC, consistent with policies established by the AAC, a procedure whereby eligible athletes shall elect a representative and an alternate representative to the USOPC AAC

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

The individual with the highest vote total will be elected as the representative to the USOPC AAC. The individual with the second highest vote total is elected as the alternate representative to the USOPC AAC. Both the representative and the alternate AAC.

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Section 9.4. Term.

The term for all representatives to the USOPC AAC shall be four (4) years, to start on January 1 of the year following the year in which the Summer Olympic and Paralympic Games is scheduled to be held, and end on December 31 of the year in which the next edition of Summer Olympic and Paralympic Games is scheduled to be held.

Any vacancies shall be filled immediately, or as soon as practicable.

Section 9.5. Term Limits.

No representative to the USOPC AAC shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

SECTION 10.

USOPC NATIONAL GOVERNING BODIES' COUNCIL

Section 10.1. Designation.

LNASO shall have a representative and an alternate representative to the USOPC National Governing Bodies' Council.

Section 10.2. Election/Selection.

The Chief Program Officer shall be LNASO's representative to the USOPC National Governing Bodies' Council. The Chair of the Board or the CEO shall be LNASO's alternate representative to the USOPC National Governing Bodies' Council.

SECTION 11.

CHIEF EXECUTIVE OFFICER

Section 11.1. Designation.

The LNASO shall have a Chief Executive Officer, who is also the CEO of Lakeshore Foundation.

Section 11.2. Secretary General.

The Chief Executive Officer shall serve as Secretary General of the LNASO and in that capacity shall represent the LNASO in relations with the international sports federation recognized by the International Olympic Committee and at international wheelchair rugby, boccia and para powerlifting functions and events.

Section 11.3. Responsibilities.

SECTION 12.

COMPLAINT PROCEDURES

Section 12.1. Complaint Procedures.

The LNASO shall adopt Complaint Procedures setting forth the types of complaints that the LNASO may be asked to resolve, the processes and procedures for hearing and resolving such complaints, and the remedies and sanctions available.

The LNASO's Complaint Procedures are available at usawr.org/about

SECTION 13.

SANCTIONING EVENTS

Section 13.1. Prompt Review of Request.

The LNASO shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request: (i) to hold an international or national amateur athletic competition in the United States, or (ii) to sponsor United States wheelchair rugby, boccia, para powerlifting and other athletes in sports the LNASO is certified to govern by the USOPC to compete in an international athletic competition held outside the United States.

Section 13.2. Standard for Review.

If the LNASO, as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of United States , and (ii) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then LNASO shall grant the sanction requested by the amateur sports organization or person.

Section 13.3. Requirements for Holding an International or National Amateur Athletic Competition in the United States.

An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States shall comply with the following requirements:

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

b. pays to LNASO the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;

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

d. demonstrates that –

    1. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;

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

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

4. the competition will be conducted by qualified officials;
5. proper medical supervision will be provided for athletes who will participate in the competition;
6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and
7. appropriate measures have been taken to prevent abuse of athletes, including emotional, physical, child and sexualized abuse.

Section 13.4. Requirements for Sponsoring United States Wheelchair Rugby Boccia and Para Powerlifting Athletes to Compete in An International Athletic Competition Held Outside the United States.

An amateur sports organization or person requesting a sanction to sponsor United States wheelchair rugby, boccia, and para powerlifting athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

a. submits, in the form required by LNASO, an application to hold such competition;
b. pays to LNASO the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
c. submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition; and
d. submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that –
    1. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
    2. appropriate provision has been made for validation of records which may be established during the competition;
    3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
    4. the competition will be conducted by qualified officials;
    5. proper medical supervision will be provided for athletes who will participate in the competition;
    6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and

7. appropriate measures have been taken to prevent abuse of athletes, including emotional, physical, child and sexualized abuse.

SECTION 14.

RECORDS OF THE CORPORATION

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

Section 14.2. Accounting Records.
The LNASO shall maintain appropriate accounting records.

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

Section 14.5. Website.

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

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

a. the articles of incorporation;

b. these Bylaws;

c. rules or regulations adopted by the Board of Directors pertaining to the administration of the sports of wheelchair rugby, boccia and para powerlifting;

d. rules or regulations that govern the conduct of the LNASO, the LNASO Board and Committees and the LNASO members;

e. rules and regulations that govern the technical conduct of wheelchair rugby, boccia and para powerlifting events in the United States as the LNASO Board and Chief Executive Officer determine is appropriate in their sole discretion;

f. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;

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

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

i. a copy of the most recent corporate report delivered to the State of Alabama secretary of state;

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

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

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

SECTION 15.

POLICIES

Section 1.1. Gifts & Entertainment Policy.

LNASO shall adopt Lakeshore Foundation's Gifts & Entertainment Policy applicable to all the LNASO employees, board members, officers, committee members, task force members, hearing panel members, and volunteers.

Section 15.2. Conflicts of Interest Policy.

The LNASO shall adopt a Conflicts of Interest Policy applicable to all the LNASO employees, Directors of the Board, committee members, task force members, and volunteers. Additionally, these individuals shall disclose any possible conflict for review by the Chief Operating and Financial Officer.

Section 15.3. Code of Conduct.

The LNASO shall adopt a general Code of Conduct applicable to all the LNASO members, employees, Directors of the Board, committee members, task force members, and volunteers. The LNASO shall additionally implement specific Codes of Conduct for the following constituent groups: (i) Athletes; and (ii) Coaches.

Section 15.4. Athlete Safety Policy.

LNASO shall adopt an Athlete Safety Policy applicable to all the LNASO members, employees, Directors of the Board, committee members, task force members, and volunteers, which policy must satisfy the minimum standards mandated by the USOPC.

Section 15.5. Grievance Procedures

The LNASO shall adopt Complaint Procedures as set forth in Section 12 above.

Section 15.6. Other Policies.

The LNASO shall adopt other relevant policies to effectively run and govern the organization.

SECTION 16.

FIDUCIARY MATTERS

Section 16.1. Indemnification.

The LNASO shall defend, indemnify and hold harmless each Director of the Board and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such Director or officer arising out of the latter's performance of his or her duties with the LNASO, unless such claims, charges and expenses were caused by fraud, gross negligence, or willful misconduct on the part of said officer or Director.

Section 16.2. Discharge of Duties.

Each Director of the Board and officer shall discharge his or her duties: (i) in good faith; (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and (iii) in a manner the Director or officer reasonably believes to be in the best interests of the LNASO.

Section 16.3. Conflicts of Interest.

If any Director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving the LNASO, or has an interest adverse to the LNASO's business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest; (ii) not participate in the evaluation of the contract, transaction or business affair; and (iii) not vote on the contract, transaction or business affair, unless the procedures set forth in the LNASO's Conflict of Interest Policy are followed.

Section 16.4. Prohibited Loans.

No loans shall be made by the LNASO to the Chair of the Board, to any Director of the Board, to any officer of the LNASO, or to any committee or task force member or to any LNASO employee.

SECTION 17.

FINANCIAL MATTERS

Section 17.1. Fiscal Year.

The fiscal year of the LNASO shall commence October 1 and end on September 30 each year.

Section 172. Budget.

The LNASO shall have an annual budget approved by the Board of Directors.

Section 17.3. Audit

Each year Lakeshore Foundation and Affiliates, which includes LNASO, shall have an annual audit of its books and accounts prepared by an independent certified public accountant.

Section 17.4. Individual Liability.

No individual Director of the Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of the LNASO pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 17.5. Irrevocable Dedication and Dissolution.

The property of LNASO is irrevocably dedicated to charitable purposes, and no part of the net income or assets of LNASO shall insure to the benefit of private people. Upon the dissolution or winding up of the LNASO, its assets remaining after payment, or provision for payment, of all debts and liabilities of the LNASO, shall be distributed to Lakeshore Foundation, which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

SECTION 18.

MISCELLANEOUS PROVISIONS

Section 18.1. Severability and Headings.

The invalidity of any provision of these Bylaws shall not affect the other provisions of these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted. The headings in these Bylaws are for the purpose of reference only and shall not limit or define the meaning of any provision hereof.

Section 18.2. Saving Clause.

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

Section 18.3. Applicable Law

These Bylaws shall be governed by the laws of the State of Alabama

SECTION 19.

AMENDMENTS OF BYLAWS

Section 19.1. Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of Directors of the Board at any meeting duly called and at which a quorum is present.

SECTION 20.

EFFECTIVE DATE AND TRANSITION

Section 20.1. Effective Date and Election/Selection of New Board.

These Bylaws shall be effective when adopted by the current Board of Directors. Immediately upon adoption, the Board, shall initiate the process to have a new Board elected/selected pursuant to these Bylaws. Until such time as the new Board is seated, they shall serve as the Board with full authority to conduct all affairs of the LNASO as set forth in these Bylaws.