

Bylaws
&
Rules of Governance & Operation
USA Federation for Sport Cheering

ARTICLE 1—DEFINITIONS

The following definitions apply for purposes of these Bylaws.

- 1.1 "AACCA" means the American Association of Cheerleading Coaches and Administrators.
- 1.2 "Active Athlete" means any athlete who has, within the last ten (10) years, (i) competed at an official national championship, which was either sanctioned or under the jurisdiction of the USASF, the NCA, or the UCA, and (ii) either individually or with their respective team, finished in the top ten in the final rankings.
- 1.3 "Athlete" means an athlete who is eligible under ICU rules to compete in International Athletic Competitions sanctioned by ICU.
- 1.4 "Athletic Competition" shall have the same meaning as "amateur athletic competition" as set forth in Section 1.3 of the U.S.O.C. Bylaws, as amended from time to time. At the time of entering into these Bylaws, "Athletic Competition" means a contest, game, meet, match, tournament, regatta, or other event in which Athletes compete.
- 1.5 "Cheer" means sport cheering.
- 1.6 "Cheer Community" means all those individuals, groups, and organizations that have an association with or interest in Cheer.
- 1.7 "COA" means the Cheerleaders of America.
- 1.8 "Code" means the Internal Revenue Code of 1986, as amended.
- 1.9 "CTC" means Cheerleading Technique Camps.
- 1.10 "ICU" means the International Cheer Union, a nonprofit corporation organized on May 31, 2007 under the laws of the State of Texas.
- 1.11 "International Athletic Competition" means Athletic Competition between one (1) or more Athletes representing the United States, and one (1) or more Athletes representing a foreign country.
- 1.12 "IOC" means the International Olympic Committee.
- 1.13 "NASC" means the National Alliance for School Cheerleading.
- 1.14 "National Governing Body" ("NGB") means a National Sports Organization that is recognized by the U.S.O.C. under Section 220521 of the Amateur Sports Act.

- 1.15 “National Sports Organization” means a nonprofit corporation, club, federation, union, association, or other group organized in the United States that sponsors or arranges any Athletic Competition, instruction, events, or other services associated with Cheer.
- 1.16 “NCA” means the National Cheerleaders Association.
- 1.17 “NCAA” means the National Collegiate Athletic Association.
- 1.18 “NFHS” means the National Federation of State High School Associations.
- 1.19 “Quadrennium” means the four-year (4-year) period that begins in January of the year following the Summer Olympic Games and extends until December 31 of the year in which the next Summer Olympic Games is held.
- 1.20 “TBOC” means the Texas Business Organizations Code, as amended.
- 1.21 “UCA” means the Universal Cheerleaders Association.
- 1.22 “USA” means the United Spirit Association.
- 1.23 “USA Cheer” means USA Federation for Sport Cheering, nonprofit corporation organized on May 18, 2007 under the laws of the State of Texas.
- 1.24 “USASF” means the United States All Star Federation.
- 1.25 “U.S.O.C.” means the United States Olympic Committee.
- 1.26 “WADA” means the World Anti-Doping Agency.

ARTICLE 2—OFFICES; GENERAL PURPOSES

- 2.1 **Name and Purpose.** The name of this corporation will be “USA Federation for Sport Cheering” (hereinafter referred to as “USA Cheer”). USA Cheer is formed exclusively as an exempt organization within the meaning of Section 501(c)(6) of the Code to (i) act as the NGB for Cheer in the United States (or, if no NGB for Cheer is recognized in the United States, act in a manner which accomplishes a similar goal), (ii) be recognized as such by the U.S.O.C., and (iii) act as the United States member in the ICU. Pursuant to such purposes and the other purposes set forth in its Certificate of Formation, USA Cheer may engage in the following activities, without limitation:
- a. Develop interest and participation in Cheer throughout the United States and be responsible to the persons and National Sports Organizations, including other Cheer organizations, which are active in Cheer.

- b. Minimize, through coordination with other National Sports Organizations and other Cheer organizations, conflicts in the scheduling of all practices and competitions in Cheer.
- c. Keep Athletes active in Cheer informed of policy matters and reasonably reflect the views of such Athletes in the policy decisions of USA Cheer.
- d. Disseminate and distribute to Athletes, coaches, trainers, managers, administrators, and officials in a timely manner the applicable rules and any changes to such rules of USA Cheer, the U.S.O.C., the ICU, and the IOC.
- e. Allow an Athlete to compete in any International Athletic Competition conducted by any National Sports Organization or person, unless USA Cheer establishes that its denial is based on evidence that the organization or person conducting the competition does not meet the requirements stated in Section 220525 of the Amateur Sports Act.
- f. Sanction International Athletic Competition in Cheer, in accordance with the provisions of these Bylaws, and coordinate Athlete participation in such competition.
- g. Coordinate and provide for participation by Athletes in national Athletic Competition in Cheer, in accordance with the provisions of USA Cheer's Certificate of Formation, as amended, or these Bylaws.
- h. Provide equitable support and encouragement for participation by men and women with Cheer.
- i. Encourage and support athletic programs in Cheer for disabled individuals and the participation of individuals with disabilities in amateur athletic activity, including, where feasible, the expansion of opportunities for meaningful participation by individuals with disabilities in programs of Athletic Competition for able-bodied individuals.
- j. Provide and coordinate technical information on physical training, equipment design, coaching, and performance analysis in Cheer.
- k. Encourage and support research, development, and dissemination of information in the areas of sports medicine and sports safety in Cheer.
- l. Be committed to equal opportunity and fair treatment providing for equal opportunity to all applicants for employment and to employees without regard to race, color, religion, sex, national origin, age, physical handicap, sexual orientation, or marital status, and actively involve minorities and women, and similarly encourage its members (as defined in these Bylaws) towards such

involvement, to occupy positions at all levels of USA Cheer including the Board of Directors, Executive Committee, committees, and administrative staff.

- m. Follow and support the programs that are endorsed by the IOC and the U.S.O.C. pursuant to the rules and regulations of WADA and all those similar rules that are consistent with the best interest of the Athletes involved with Cheer.

2.2 Support of School Environment. USA Cheer acknowledges and appreciates the unique role that Cheer has historically played as an educational, leadership, sportsmanship, and team-building activity in the high schools and undergraduate institutions of the United States. While USA Cheer supports the competitive aspects and activities of Cheer, which function more as a sport, USA Cheer is also committed to maintaining and supporting the traditional role of Cheer in the school environment.

2.3 Principal Office. The principal office of USA Cheer shall be located in the State of Tennessee, City of Memphis, County of Shelby. USA Cheer may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of USA Cheer may require from time to time.

2.4 Registered Office and Registered Agent. USA Cheer shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the TBOC. The registered office may be, but need not be, identical with the principal office of USA Cheer in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 3—AUTHORITY

The powers of USA Cheer shall not violate the restrictions imposed under Section 501(c)(6) or other relevant provisions of the Code, but shall otherwise include, without limitation, those powers set forth in this Article 3.

- a. Represent the United States in the ICU.
- b. Establish national goals and encourage the attainment of those goals in Cheer.
- c. Serve as the coordinating body for athletic activity of Cheer in the United States.
- d. Exercise jurisdiction over international athletic activities, sanction International Athletic Competition in Cheer held in the United States, and sanction the sponsorship of International Athletic Competition in Cheer held outside the United States, in accordance with the provisions of these Bylaws.

- e. Conduct and/or sanction Athletic Competition in Cheer, including national championships and International Athletic Competition in the United States, and establish procedures for the determination of eligibility standards for participation in such competitions, except for restricted competition referred to in paragraph g of this Article 3.
- f. If and when appropriate, recommend to the U.S.O.C. or other governing bodies individuals and teams to represent the United States in the Olympic Games, or other such designated international events, in Cheer.
- g. Designate individuals and teams to represent the United States in International Athletic Competition in Cheer (including, without limitation, the World Championship conducted by ICU or any championship conducted by a continental alliance) and certify, in accordance with the rules of ICU, the eligibility of such individuals and teams; provided, however that any National Sports Organization which conducts Athletic Competition, participation in which is restricted to a specific class of Athletes (such as high school students, college students, members of the USASF or similar groups or categories), shall have exclusive jurisdiction over such competition.

ARTICLE 4—AUTONOMY

USA Cheer shall be autonomous in its governance of Cheer within the United States and as set forth in USA Cheer's Certificate of Formation, as amended, and these Bylaws, in that it independently shall determine and control all matters central to such governance, shall not delegate such determination and control, and shall be free from outside restraint. This provision shall not be construed as preventing USA Cheer from contracting with third parties for administrative assistance and support, or other such support deemed appropriate and necessary by the President and the Executive Committee.

ARTICLE 5—MEMBERSHIP

Membership in USA Cheer shall be a privilege and not a right. There shall be three (3) types of membership in USA Cheer, none of which shall be considered members for purposes of Texas law, but which shall have the voting rights described in this Article 5.

- 5.1 Delegate Members. This membership shall be open to all National Sports Organizations located in the United States that actively conduct a national program in Cheer, whether in the school or competitive environment. Such members shall have indirect representation through the representatives elected to the Board of Directors (as detailed in Section 6.2.2). Delegate Membership may also be offered to national organizations that form groups or alliances, as so designated and recognized in the discretion of the Board of

Directors. Delegate Members will be limited to organizations that, in the discretion of the Board of Directors, are widely known, respected, have broad-based participation, have experience in their respective field, and have credibility and acceptance from the Cheer Community in the United States.

5.1.1 Delegate Members, in addition to those organizations named in Section 5.4, may be elected to USA Cheer by a two-thirds (2/3) vote of the Board of Directors.

5.2 Associate Members. This membership shall be open to National Sports Organizations which conduct programs in or related to Cheer as a competitive sport, but which do not qualify for delegate membership, whether under the terms of Section 5.1 or in the discretion of the Board of Directors. Associate Members shall not have any representation in USA Cheer, but shall receive publications, media releases, and other selected organizational mailings and correspondence, at the discretion of the Executive Committee. Provided, however, that an Associate Member may have indirect representation in USA Cheer to the extent such member belongs to a group or alliance then acting as a Delegate Member; in such a case, the specific voting power of such Associate Member with respect to actions of the Delegate Member shall be left to the discretion of said Delegate Member's governing body, except as otherwise provided herein.

5.2.1 Associate Members may be elected to USA Cheer by majority vote of the Board of Directors.

5.3 Affiliate Members. This membership shall be open only to industry suppliers or similar commercial groups involving Cheer in their activities. Affiliate Members shall not have representation in USA Cheer and each Affiliate Member shall, as a condition of affiliate membership, certify that it will not directly or indirectly utilize such membership for commercial purposes. Affiliate Members shall receive publications, media releases, and other selected organizational mailings and correspondence, at the discretion of the Executive Committee.

5.3.1 Affiliate Members may be elected to USA Cheer by majority vote of the Board of Directors.

5.4 Initial Delegate Members. The initial Delegate Members of USA Cheer are as follows:

- a. Active Athletes Assembly (see Section 11.2)
- b. USASF
- c. NFSHSA
- d. AACCA
- e. NASC (see Section 5.4.2)
- f. NCAA (or, if NCAA chooses not to act as a Delegate Member, another appropriate sports organization which includes representation by or for collegiate-aged athletes, to be determined at the discretion of the Executive Committee; if an organization

other than the NCAA is acting as a Delegate Member, all references to "NCAA" in these Bylaws shall be deemed to refer to such other organization).

5.4.1 Active Athletes Assembly. Each Active Athlete who is a member of the Active Athletes Assembly shall have one (1) vote in the selection of the three (3) Directors which the Active Athletes Assembly has the power to elect (as set forth in Section 6.2.2).

5.4.2 NASC. NASC is a consortium group that is comprised of the organizations that are intimately involved with national level Cheer and Cheer events, competitions, programs, and education in the school environment (high schools and undergraduate institutions). These members include, without limitation, the following:

- a. UCA;
- b. NCA;
- c. COA;
- d. USA; and
- e. CTC.

For purposes of electing Directors on behalf of NASC, the distribution of voting rights among NASC will be as follows, as further modified below in this Section 5.4.2:

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|----|-----|---------------|
| a. | UCA | Two (2) Votes |
| b. | NCA | Two (2) Votes |
| c. | COA | One (1) Vote |
| d. | USA | One (1) Vote |
| e. | CTC | One (1) Vote |

NASC will have the power to elect four (4) members of the Board of Directors of USA Cheer. The manner of selection of these four (4) Directors by NASC will be determined by NASC, subject to the review and approval of the President and Executive Committee of USA Cheer; provided, however, that the distribution of voting power within NASC shall be as set forth in these Bylaws. To the extent the members of the NASC increase or decrease in number, the distribution of voting power within the NASC may be altered upon a two-thirds (2/3) vote of the NASC (pursuant to the voting distribution prior to such change), upon approval by a two-thirds (2/3) vote of the USA Cheer Board of Directors. The Board of Directors may not change the number of Directors that NASC may elect without amending these Bylaws.

At all elections of Directors, each member of the NASC shall be entitled to as many votes as shall equal the number of votes (as set forth above in this Section 5.4.2) which (except for this provision as to cumulative voting) such member would be entitled to cast for the election of Directors with respect to such

member's votes multiplied by the number of Directors to be elected, and such holder may cast all of such votes for a single Director or may distribute them among the number of Directors to be voted for, or for any two (2) or more of them as such member may see fit.

- 5.5 Removal. A member may be removed for cause and at the discretion of the Board of Directors, upon a two-thirds (2/3) vote.
- 5.6 Dues and Assessments. The Board of Directors shall, at each annual meeting of USA Cheer, set annual dues for the ensuing calendar year for Delegate Members, Associate Members, and Affiliate Members of USA Cheer. By majority vote, the Board of Directors at any regular or special meeting may increase or decrease these dues and/or assess members for additional amounts. Dues notices shall be mailed to each member as soon as possible following USA Cheer's annual meeting and in no event later than December 31 of each year. Any member that has not paid its annual dues by the following February 1 shall be deemed delinquent.
- 5.7 Meetings of the Members. Meetings of the members of USA Cheer may be called by the President or a written petition signed by at least two-thirds (2/3) of the Delegate Members. At each meeting of the members, the members shall receive a report from the President concerning activities of USA Cheer since the last meeting of the members and plans for the future, as well as advisement on any other relevant matters of USA Cheer in the Executive Committee's discretion.

ARTICLE 6—BOARD OF DIRECTORS

- 6.1 General Powers. The affairs of USA Cheer shall be governed and conducted by a Board of Directors. Directors need not be residents of Texas, but shall be residents of the United States.

Actions taken by the Board of Directors or by the Executive Committee pursuant to authorization of the Board of Directors shall constitute the acts of USA Cheer and have full binding effect.

- 6.2 Number, Election, Tenure, and Qualification.

6.2.1 The Board of Directors shall consist of fifteen (15) persons. The Board of Directors may not increase or decrease the number of Directors without amending these Bylaws, and in no event shall the number of Directors ever be less than three (3). The Board of Directors may consist of both males and females, and shall be selected without discrimination on the basis of race, color, religion, age, sex, national origin, sexual orientation, or disability.

Athletes Assembly: David McDowell, Emily Burster, and Krisler Bailey. Upon creation of the Active Athletes Assembly, the Active Athletes Assembly may replace these Directors at any time, subject to these Bylaws.

- 6.2.3 Active Athlete Requirement. At least twenty percent (20%) of the Board of Directors shall at all times consist of Active Athletes elected by the Active Athletes Assembly (see Section 11.2) as set forth in Article 11. The Active Athlete member(s) of the Board of Directors may consist of both males and females. There shall be no limitation on the number of terms any Active Athlete may serve as Director, provided he or she meets the Active Athlete definition at the time of such election. An Active Athlete is not required to maintain his or her Active Athlete status during his or her term as Director.
- 6.2.4 Initial Board of Directors. The initial Board of Directors shall include the following individuals: Jeffrey G. Webb, John M. Nichols, and James Chadwick. The initial Directors shall appoint an initial Active Athlete to serve on the Board of Directors as soon as reasonably possible. The initial Board of Directors shall serve for so long as necessary to coordinate the necessary membership in USA Cheer to follow the election provisions set forth in Section 6.2.2 above and to hold an election pursuant to such provision. Thereafter, the election provisions of this Article 6 will apply. Provided, however, that if the membership is not sufficient to follow the election provisions in Section 6.2.2, and the initial Board of Directors determines that it would be in the best interests of USA Cheer to hold such elections (as set forth in Section 6.2.2), the Board may do so; any Delegate Member which does not elect a Director as part of this initial election shall do so as soon as reasonably possible and such Director shall become a member of the Board of Directors at such time.
- 6.2.5 Vacancies. If a vacancy occurs on the Board of Directors, it shall be filled by the same manner in which that Director was elected prior to the occurrence of such vacancy, and the person elected to fill the vacancy shall serve for the remaining unexpired portion of the term in question or until his or her earlier death, resignation, or removal.
- 6.2.6 Removal. A Director may be removed in either of the following manners: (i) by a two-thirds (2/3) vote of the other Directors, or (ii) at the direction of the organization that elected the Director (as set forth in Section 6.2.2); provided however, that if any such organization (i) directs the removal of more than one (1) Director in a six-month (6-month) period or (ii) directs the removal of a Director in the six-month (6-month) period preceding the Summer Olympic Games, such removal shall only be effective upon approval by a majority of the other Directors. Any vacancy due to removal shall be filled pursuant to Section 6.2.5.
- 6.2.7 Ex-Officio and Non-Voting Advisory Directors. The Board of Directors may designate any number of persons as ex-officio Directors or non-voting advisory

Directors, and each such category or classification shall have such rights and privileges (other than voting rights) as the Board of Directors may determine.

- 6.3 Meetings. The Board of Directors shall meet at least annually, taking into consideration the provisions of Section 5.7 with respect to the timing of such meeting. A regular annual meeting shall be held without notice other than these Bylaws. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without notice other than such resolution. The Board of Directors shall review any interim action taken by the Executive Committee on behalf of the Board of Directors at each meeting of the Board of Directors, and approve a budget for each fiscal year at each annual meeting. A Director who is not present at a meeting may authorize, by a written signed instrument which shall be submitted to the Secretary prior to any vote and subsequently retained in the meeting minutes, another Director who is elected by the same constituency to vote on his or her behalf. Such authorization shall only be valid for one (1) meeting, and a new authorization must be signed for any subsequent meeting.

No Director may vote by proxy at a meeting other than as set forth above in this Section 6.3. Except as otherwise provided in these Bylaws, all matters brought before the Board of Directors shall be decided by a simple majority vote. All actions shall be taken by resolution at a meeting or, in lieu of a meeting, by unanimous written consent.

- 6.3.1 Quorum. A majority of the Board of Directors must be present at a meeting to constitute a quorum, but if less than a majority is present, a majority of Directors present at such meeting may adjourn the meeting without further notice. Provided, however, that there shall be no quorum unless at least one (1) Director who is elected by each Delegate Member (see Sections 5.1 and 6.2.2) is present at a meeting.

- 6.3.2 Special Meetings. Special meetings of the Board of Directors may be called by the President, individually, or by either the President or the Secretary at the request of at least eight (8) Directors. No special meeting of the Board of Directors may be called with less than ten (10) days written notice by the President, Secretary, or Directors who called the meeting.

Notice of any special meeting shall be given by written notice delivered personally or sent by mail, electronic mail, or facsimile to each Director at his or her address as shown by the records of USA Cheer. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by electronic mail or facsimile, notice shall be deemed to be delivered upon confirmation of receipt. Any Director may waive notice of any meeting in writing. All such written waivers shall be filed with the minutes of such 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting

of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

- 6.3.3 Public Meetings. There may be a portion of each Board of Directors meeting that will be open to the public. The contents of that portion of the meeting will be presented by the President to the Board of Directors for their approval. No one other than members of the Board of Directors will be in attendance when the Board of Directors meets in executive session. For this purpose, "executive session" means meetings of the Board of Directors which the Board of Directors determines, in its discretion, will relate to confidential or otherwise sensitive issues. Examples of confidential or otherwise sensitive issues include, without limitation, the discussion of salaries, employment issues such as hirings or terminations, and legal matters.
- 6.3.4 Meetings by Telephone and Transacting Business by Other Means. Directors may participate in a meeting of the Board of Directors by means of conference telephone, videoconference, or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting for purposes of a quorum and voting. The Board of Directors shall have the power to transact its business by mail, electronic mail, telephone, or facsimile, if in the judgment of the President the urgency of the case requires such action; but if Directors holding one-third (1/3) of the voting power of the Board of Directors indicate their unwillingness to decide such a matter in such manner, the President must call a meeting of the Board of Directors to determine the question at issue.
- 6.4 Compensation. Directors shall serve without compensation, and no Director shall receive any pecuniary benefit from USA Cheer in his or her capacity as a Director except reimbursement for actual expenses incurred in connection with the business of USA Cheer, to the extent such expenses are determined to be reasonable by the Board of Directors.
- 6.5 Powers. No Director, officer (other than the President, as set forth below in this Section 6.5), or employee of USA Cheer shall have the power to incur any indebtedness on behalf of USA Cheer in excess of Five Hundred Dollars (\$500.00) unless he or she has obtained advance authorization to do so by the Board of Directors. The President shall have the power to incur indebtedness on behalf of USA Cheer in excess of Five Hundred Dollars (\$500.00) for any one (1) transaction, but shall not have the power to incur indebtedness on behalf of USA Cheer in excess of One Hundred Thousand Dollars (\$100,000.00) for any one (1) transaction unless he or she has obtained advance authorization to do so by the Board of Directors.
- 6.6 Contracts, Checks, Deposits, and Funds.
- 6.6.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of USA Cheer, in addition to the officers so authorized by these Bylaws, to

enter into any contract or execute and deliver any instrument in the name of and on behalf of USA Cheer. Such authority may be general or confined to specific instances.

- 6.6.2 Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of USA Cheer shall be signed by such officer or officers, agent or agents of USA Cheer and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer (if any) and countersigned by (i) the President or (ii) both Vice Presidents of USA Cheer.
- 6.6.3 Deposits. All funds of USA Cheer shall be deposited from time to time to the credit of USA Cheer in such banks, trust companies, or other depositories as the Board of Directors may select.
- 6.6.4 Gifts. The Board of Directors may accept on behalf of USA Cheer any contribution, gift, bequest, or devise for the general purposes or for any special purpose of USA Cheer.

ARTICLE 7—OFFICERS

- 7.1 The officers of USA Cheer shall be a President, two (2) Vice Presidents (one (1) to be appointed by USASF and one (1) to be appointed by NASC as set forth in Section 7.3.2), a Secretary, one (1) or more Active Athlete Representatives pursuant to (Section 7.2.5), and such other officers as shall be elected by the Board of Directors. No person who is an officer of another NGB (recognized as such by the U.S.O.C.) shall be eligible to be elected as an officer of USA Cheer. The President, Vice Presidents, and Active Athlete Representative shall be elected from members of the Board of Directors. No one individual on the Board of Directors may serve in more than one (1) capacity as an officer.
- 7.2 Officers shall have specific responsibilities, obligations, and duties associated with their positions. Their titles, duties, obligations, and other responsibilities, will include, without limitation, the following:
- 7.2.1 President. The President shall preside at all meetings of the Board of Directors and shall be the principal executive officer of USA Cheer. The President shall have the responsibility to supervise and manage the organization's business and conduct such business as deemed necessary and appropriate by the Executive Committee and Board of Directors. He or she may sign, with the Treasurer (if any) or any other proper officer of USA Cheer authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the

signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of USA Cheer; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

- 7.2.2 Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice Presidents, together, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. In the event the Vice Presidents, while acting in the absence of the President, fail to come to a consensus on how to act, the Board of Directors shall determine the manner in which the Vice Presidents shall proceed. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors.
- 7.2.3 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one (1) or more books provided for that purpose; supervise the distribution of the minutes and any reports; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- 7.2.4 Treasurer. If required by the Board of Directors, the Treasurer (if any) shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of USA Cheer; receive and give receipts for moneys due and payable to USA Cheer from any source whatsoever, and deposit all such moneys in the name of USA Cheer in such banks, trust companies, or other depositories as shall be selected; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall make a written report of the finances of USA Cheer at each regular meeting of the Directors, and at such other time as the Directors shall require.
- 7.2.5 Active Athlete Representative(s). The Active Athlete Representative(s) must at all times constitute no less than twenty percent (20%) of the voting power of the officers as a group. If necessary in the Board of Director's discretion, one (1) Active Athlete Representative may have a weighted vote sufficient to fulfill the twenty percent (20%) requirement.

The Active Athlete Representative(s) shall participate in and represent the Athletes that participate in Cheer. The Active Athlete Representative(s) shall attend meetings, serve on committees, and be familiar with the operation and management of USA Cheer and the Board of Directors. They will also create and

encourage communication with the Athlete populations in order to properly and accurately speak and represent the Athletes in Cheer.

7.2.5.1 The Active Athlete Representative(s) shall be appointed by the Directors who are elected by the Active Athlete Assembly, by majority vote.

7.3 Election. Election of officers (other than the two (2) Vice Presidents, as set forth in Section 7.3.2) shall be held every Quadrennium by members of the Board of Directors, with the initial election to take place immediately upon approval of these Bylaws. Provided, however, Jeffrey G. Webb shall act as the initial President and remain in office until December 1, 2013 and the next election for President shall take place within a reasonable time thereafter. Thereafter, a President will be elected every Quadrennium. The Board of Directors shall elect officers by plurality vote. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation, or removal.

7.3.1 Nominating Committee. Not less than ninety (90) days prior to the quadrennial regular meeting of the Board of Directors, the President shall appoint a Nominating Committee, which shall propose nominees for officers of USA Cheer not less than fourteen (14) days prior to such meeting. If no Nominating Committee is established, the Board of Directors shall prepare a slate of officers.

7.3.2 Vice Presidents. The Vice Presidents shall not be elected by the Board of Directors. Rather, one (1) Vice President shall be appointed by the Directors elected by USASF, and one (1) Vice President shall be appointed by the Directors elected by NASC.

7.4 Vacancies. The Board of Directors shall fill any officer vacancies (other than the offices of the Vice Presidents) for any unexpired terms, subject to the limitations on eligibility contained in this Article 7. A vacancy in the office of Vice President shall be filled by the same manner in which that Vice President was elected prior to the occurrence of the vacancy, in accordance with Section 7.3.2.

7.5 Removal. Any officer may be removed by a two-thirds (2/3) vote of the Board of Directors whenever in its judgment the best interests of USA Cheer would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any vacancy due to removal under this Section 7.5 shall be filled pursuant to Section 7.4.

An officer elected under Section 7.3.2 may also be removed at the direction of the organization that appointed the officer (as set forth in Section 7.3.2); provided, however, that if any such organization (i) directs the removal of more than one (1) officer in a six-month (6-month) period or (ii) directs the removal of an officer in the six-month (6-month) period preceding the Summer Olympic Games, such removal shall only be effective upon approval by a majority of the Board of Directors. Any vacancy due to removal shall be filled pursuant to Section 7.4.

- 7.6 Compensation. Officers shall serve without compensation, although there shall be no prohibition against such an individual receiving compensation for services provided in another capacity. Officers may receive reimbursement for actual expenses incurred in connection with the business of USA Cheer, to the extent such expenses are determined to be reasonable by the Board of Directors.

ARTICLE 8—EXECUTIVE COMMITTEE

- 8.1 Composition. The Executive Committee shall consist of the following members:
- a. President;
 - b. Vice President appointed by the Directors elected by USASF;
 - c. Vice President appointed by the Directors elected by NASC;
 - d. Secretary; and
 - e. Active Athlete Representative(s).
- 8.2 Chair. The Executive Committee shall be chaired by the President.
- 8.3 Size. The Executive Committee shall not increase or decrease in size due to the election of additional officers under Section 7.1 or 7.3, or due to the removal of any officer. Any increase or decrease in the size of the Executive Committee shall be by a two-thirds (2/3) vote of the Board of Directors.
- 8.4 Active Athlete Representative(s). The Active Athlete Representative(s) must at all times constitute no less than twenty percent (20%) of the Executive Committee voting power. If the Executive Committee increases beyond five (5) members, it may function with one (1) Active Athlete Representative and allow that individual to have a weighted vote sufficient to fulfill the twenty percent (20%) requirement.
- 8.4.1 The Active Athlete Representative(s) shall attend the Executive Committee meetings and perform such duties and assignments as prescribed by the President, contained within these Bylaws, or so designated to them by either the President or the Executive Committee.
- 8.4.2 The Active Athlete Representative(s) on the Executive Committee shall be the same individuals appointed under Section 7.2.5.
- 8.5 Actions and Meetings. The Executive Committee shall, subject to the establishment of policies and operating principles by the Board of Directors, (i) act on behalf of the Board of Directors between meetings, and (ii) carry out the day-to-day affairs of USA Cheer. The minutes of all Executive Committee meetings shall be mailed to the Board of Directors within four (4) weeks after the meeting.
- 8.6 Compensation. Members of the Executive Committee shall serve without compensation, although there shall be no prohibition against such an individual receiving compensation

for services provided in another capacity. Members of the Executive Committee may receive reimbursement for actual expenses incurred in connection with the business of USA Cheer, to the extent such expenses are determined to be reasonable by the Board of Directors.

ARTICLE 9—EXECUTIVE DIRECTOR

- 9.1 Generally. The Board of Directors shall have the right to employ an Executive Director as the principal administrator of the affairs of USA Cheer. The Executive Director shall be responsible to the Board of Directors and Executive Committee for the performance of such managerial and administrative duties as shall be assigned by the Board of Directors and the Executive Committee.
- 9.2 Duties. The Executive Director shall, among his or her other duties, cause an annual proposed budget (with the assistance of the Treasurer, if any) for USA Cheer to be prepared on or before September 1 of each year, and shall submit such budget to the Board of Directors at its annual meeting. Once the budget has been approved by the Board of Directors, the budget may be revised upon action by the Board of Directors. If no Executive Director has been employed, the Treasurer (if any) shall be solely responsible to prepare and submit a budget.
- 9.3 Additional Personnel. Subject to the approval of the Board of Directors, the Executive Director shall employ such additional administrative personnel as are necessary to carry out the affairs of USA Cheer.

ARTICLE 10—COMMITTEES

- 10.1 Committees. In addition to those committees described in these Bylaws, the Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint one (1) or more committees. Committees shall at all times remain subject to the control and supervision of the Board of Directors. In no event shall any committee have or exercise the authority of the Board of Directors. Except as otherwise provided in these Bylaws or by such resolution, members of each such committee and a committee chair shall be appointed by the President. Any committee member may be removed by the President, Executive Committee, or Board of Directors whenever, in their judgment, the best interests of USA Cheer shall be served by such removal. Committees may have the composition, size, governance, and responsibilities as prescribed either in these Bylaws or in the discretion of the Board of Directors.

Active Athletes shall represent twenty percent (20%) of the voting power of each committee (pursuant to Section 11.1) and shall be eligible and elected by the Active Athletes Assembly (see Section 11.2) in accordance with the requirements of the

U.S.O.C. Constitution and these Bylaws. If necessary, the Active Athlete members of a committee may be allowed a weighted vote sufficient to fulfill the twenty percent (20%) requirement. No person shall chair any one (1) committee for more than eight (8) consecutive years. No person may be concurrently named chair of more than one (1) committee.

- 10.2 Nominating Committee. The Board of Directors may establish a Nominating Committee in its discretion. If established, the Nominating Committee shall consist of three (3) to five (5) members, appointed by the President and approved by the Board of Directors not less than ninety (90) days prior to the quadrennial regular meeting of the Board of Directors. Each member of the committee will have one (1) vote and the chair will only vote in the case of a tie.

The Nominating Committee will create a slate of candidates for officers and propose these candidates to the Board of Directors for its evaluation and consideration. The Nominating Committee will also prepare the qualification and identification of prospective candidates.

If no Nominating Committee is established, the Board of Directors shall create a slate of officer candidates in a manner in which it deems appropriate.

- 10.3 Bylaws Committee. The Board of Directors may establish a Bylaws Committee in its discretion. If established, the Bylaws Committee shall consist of a minimum of three (3) members. The Bylaws Committee will make recommendations at the annual meeting of the Board of Directors regarding necessary and appropriate changes to these Bylaws. The Bylaws Committee will present a report at every annual meeting of the Board of Directors, regardless of whether there are any proposed changes to these Bylaws.

If no Bylaws Committee is established, the Board of Directors shall review the Bylaws every two (2) years.

- 10.4 Ethics Committee. The Board of Directors may establish an Ethics Committee in its discretion. If established by the Board of Directors, the President, with approval of the Board of Directors, has the authority to appoint the members of the Ethics Committee. The Ethics Committee will have no less than five (5) members and no less than one (1) member shall be a member of the Executive Committee. No other member of the Board of Directors shall serve on the Ethics Committee. An attorney representing USA Cheer shall be an ex-officio member of the Ethics Committee. Ethics Committee selection should be made from individuals from various areas of the Cheer Community who are respected, trusted, and whose names are associated with the highest levels of integrity and moral worth.

If an Ethics Committee has been established, all USA Cheer members shall complete an annual (or more frequent if deemed necessary by the President or Executive Committee) questionnaire that will assist the Ethics Committee in evaluating the actions of the

Executive Committee, employees, and other individuals or groups who have direct associations or business relations with USA Cheer.

The Ethics Committee shall make recommendations to the President and the Executive Committee should they determine any areas of controversy or questionable activity by a member, a group, a federation or an officer, employee, or any other individual or group related to, involved in, or transacting business with USA Cheer. Penalties and reprimands may include, without limitation, suspensions, removals, and terminations of members, organizations, or other individuals or groups.

The Ethics Committee may create and publish a "Code of Conduct," based upon similar policies, guidelines, and standards associated with international sport and ethical business practices. This document will be reviewed at regular intervals by the Ethics Committee and may be sent to all members and participants in Athletic Competitions on an annual basis.

- 10.5 Membership Committee. The Board of Directors may establish a Membership Committee in its discretion. If established, the Membership Committee shall review the composition of the Board of Directors and advise whether the membership on the Board of Directors best represents the leadership in Cheer. The Membership Committee will make recommendations to the Board of Directors to help ensure that the appropriate power and authority (as set forth in these Bylaws) is allocated through voting strength or membership, accordingly, and in the best interests of USA Cheer. Such recommendations shall help to ensure that the voting strength of each Delegate Member reflects the nature, scope, quality, and strength of the programs of the National Sports Organizations in relation to all other programs in Cheer in the United States. The Membership Committee may also make recommendations to the Board of Directors regarding changes in voting strength of the Board of Directors.

The President shall determine the number of committee members and the specific composition of the committee.

- 10.6 Disabled Committee. The Board of Directors may establish a Disabled Committee in its discretion. If established, the Disabled Committee shall study, evaluate, and represent the interests of the disabled populations that wish to have an involvement with Cheer. The Disabled Committee will make recommendations and present ideas to the Board of Directors for action to create ways that disabled individuals may participate in Cheer activities, including competition. The Disabled Committee should also engage in communication with the U.S.O.C.'s Disabled Sports Organization, as well as groups such as Special Olympics or Wheelchair Sports USA.

- 10.7 Finance & Accounting Committee. The Board of Directors may establish a Finance & Accounting Committee in its discretion. If established, the Finance & Accounting Committee shall oversee the finance and accounting practices of USA Cheer. The Finance & Accounting Committee shall work with the Treasurer (if any), as well as the President and any administrative staff, to review and evaluate the financial status of USA

Cheer. The committee will also assist with and help produce an annual budget, as well as make suggestions and recommendations on managing the budget. The committee may recommend certain accounting practices and oversee the implementation of such recommendations.

Members of the Finance & Accounting Committee may be required, as a condition to committee membership, to sign certain confidentiality agreements at the discretion of the Board of Directors.

- 10.8 Term of Office. Unless otherwise provided in these Bylaws, each member of a committee shall serve a two-year (2-year) term and shall remain in such position until his or her successor is appointed, unless (i) the committee shall be sooner terminated, (ii) such member be removed from such committee, or (iii) such member shall cease to qualify as a member thereof.
- 10.9 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 10.10 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- 10.11 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors. The Board of Directors may modify such rules in its discretion.

ARTICLE 11—ACTIVE ATHLETES; ATHLETES ASSEMBLY

- 11.1 Active Athletes Generally. Notwithstanding anything herein to the contrary, Active Athletes shall represent at least twenty percent (20%) of the voting power and membership on all boards, committees, councils, or other decision-making bodies within the governance and administrative structure of USA Cheer, as required by the U.S.O.C. Constitution and the U.S.O.C. Bylaws. Except to the extent otherwise provided herein, such Active Athletes shall be elected to serve on the Active Athletes Assembly as set forth in this Article 11. In the event an Active Athlete is unable to complete the term of a position to which he or she has been duly elected, the Executive Committee shall appoint a replacement for the remainder of the un-expired term.
- 11.2 Active Athletes Assembly.
- 11.2.1 Membership in Active Athletes Assembly. The Active Athletes Assembly shall consist of between ten (10) and fifty (50) Active Athletes nominated by the Executive

Committee in accordance with Section 11.2.4, and elected in accordance with Section 11.2.5. The Executive Committee may establish the number of Active Athletes who shall serve on the Active Athletes Assembly at any time. Active Athletes appointed or elected to the Active Athletes Assembly shall remain members of the Active Athletes Assembly until such time as they die, resign, or are removed by the Executive Committee. The members of the Active Athletes Assembly shall be selected with the intention that they represent a broad spectrum of Active Athletes in Cheer in the United States.

11.2.2 Initial Active Athletes Assembly. The initial Active Athletes Assembly shall be appointed by the Board of Directors. Thereafter, the election procedures set forth in this Article 11 shall be followed.

11.2.3 Function. The primary function of the Active Athlete Assembly is to elect Active Athletes to (i) the Board of Directors in accordance with Section 6.2 and (ii) other positions in USA Cheer, as set forth in these Bylaws. The Active Athlete Assembly shall act by simple majority vote.

11.2.4 Nomination of Active Athletes. At least sixty (60) days before the end of a Quadrennium, the Executive Committee shall nominate Active Athletes for positions in USA Cheer for the next Quadrennium, including without limitation the Active Athletes Assembly and those positions set forth in Section 11.1, but excluding the Active Athlete Representatives set forth in Section 7.2.5.1 and Section 8.4.2. Such nomination shall be conducted in accordance with the Active Athlete requirements, qualification, and election procedures set forth in the U.S.O.C. Constitution and the U.S.O.C. Bylaws.

11.2.5 Election of Active Athletes. At least thirty (30) days before the end of a Quadrennium, the then acting Active Athlete Assembly shall vote on the Active Athletes nominated pursuant to Section 11.2.3. Such election shall be conducted in accordance with the Active Athlete requirements, qualification, and election procedures set forth in the U.S.O.C. Constitution and the U.S.O.C. Bylaws.

- 11.4 Cooperation. USA Cheer shall work with the Athletes Assembly to best manage and facilitate the voting and selection process in order to best serve the Active Athletes' rights. The President, in his or her discretion, may appoint a liaison or a committee to evaluate and execute this process.

ARTICLE 12—ICU MEMBERSHIP, SANCTIONING, AND ELIGIBILITY

- 12.1 USA Cheer shall carry out the responsibilities of the ICU membership, as they may be defined from time to time by the ICU governing bodies. International Athletic Competition in Cheer shall be conducted in accordance with the terms of Article VII, Section 2 of the U.S.O.C. Constitution. USA Cheer shall not be a member of more than one (1) international sports federation, which is recognized by the IOC.

12.2 Equal Opportunity. USA Cheer shall provide an equal opportunity to Athletes, coaches, trainers, managers, administrators, and officials to participate in Athletic Competition without discrimination on the basis of race, color, religion, age, sex, national origin, sexual orientation, or disability.

12.2.1 Before declaring any Athlete, coach, trainer, manager, administrator, or official ineligible to participate in any Athletic Competition, USA Cheer shall provide the affected individual with written notice of the alleged grounds of ineligibility and of the individual's right to a hearing on the matter.

ARTICLE 13—INTERNAL GRIEVANCE PROCEDURE

13.1 Filing of Grievance. Any member of USA Cheer may file a written grievance with the President and Executive Director (if any) pertaining to any matter within the cognizance of USA Cheer and alleging a violation of any provision of these Bylaws, the Amateur Sports Act of 1978, the U.S.O.C. Constitution, or the U.S.O.C. Bylaws. Provided, however, that no grievance shall be filed with USA Cheer that addresses a violation which is alleged to have occurred at an event which USA Cheer sanctions, but which is administered and/or coordinated by another organization. If the Board of Directors determines that a grievance filed with USA Cheer should be handled by another organization, the Board of Directors shall forward the grievance to the appropriate organization and provide notice of the same to the member that filed the grievance.

13.1.1 Any grievance shall be signed under oath and shall allege with particularity the nature of the grievance and each claimed violation of the aforementioned documents by reference to specific sections thereof, stating in concise language how, when, and where the alleged violation occurred. The factual allegations shall be set forth in numbered paragraphs, each paragraph containing a single factual allegation.

13.2 Treatment of Grievance. Upon receipt of a grievance, the Executive Director (if any) shall refer it to the President and the Board of Directors. If the President determines that the grievance can be resolved informally (and the Board of Directors does not direct the President otherwise), he or she shall make an effort to resolve the grievance himself or herself. If the President cannot resolve the grievance informally, he or she shall refer it to the Board of Directors.

If the grievance is referred to the Board of Directors or, in the event that the member filing a grievance is not satisfied with the resolution of the matter reached by informal methods by the President, the member shall be entitled to be heard before the Board of Directors at its next scheduled meeting. Procedures for hearing of the grievance shall be the same as are set forth in Section 13.3. The Board of Directors' determination of the matter shall be final, except as provided in the arbitration provisions of Article 14.

13.3 Procedures for Hearing. Unless the President determines that a hearing before the Board of Directors would result in unnecessary delay, the hearing shall be held before the Board of Directors at its next scheduled meeting. The affected individual shall be notified of the time and place of the hearing, his or her right to appear personally and/or through an attorney, and his or her right to present evidence and argument relating to his or her eligibility. USA Cheer shall also have the right to present evidence and argument at the hearing, either through the Executive Director (or if none, the President) or his or her designee. The hearing shall be informal, with all parties being given reasonable opportunity to examine the pertinent evidence and to exchange views. At the request and expense of the affected individual, a transcript of the proceedings may be taken by a certified court reporter. Otherwise, the Secretary shall keep minutes of the hearing. Following the close of the hearing, the Board of Directors shall render its written decision, citing the principal grounds therefore, and a copy thereof shall be provided the affected individual. There shall be no right of an appeal within USA Cheer from a decision of the Board of Directors (except as provided in the arbitration provisions in Article 14).

If the President determines that a hearing before the Board of Directors would result in unnecessary delay, he or she shall promptly appoint, from among the Board of Directors, one (1) or more disinterested hearing officer(s) to conduct the initial eligibility hearing, and the same procedures set forth in this Section 13.3 shall apply to a hearing before the hearing officer(s), except that he or she, rather than the Secretary, shall keep the minutes of the hearing. If the decision of the hearing officer(s) is adverse to the affected individual, he or she shall have the right to appeal to the Board of Directors at its next scheduled meeting. Such an appeal shall consist of a de novo proceeding as provided in above in this Section 13.3, except that the transcript or minutes of the hearing before the hearing officer(s) shall automatically be included in the evidence before the Board of Directors.

ARTICLE 14—BINDING ARBITRATION

In accordance with Article IV, Section 4 of the U.S.O.C. Constitution, USA Cheer shall, subject to exhaustion of any internal remedies set forth in these Bylaws, submit to binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association in any controversy involving its recognition as a NGB provided for in Article VIII of the U.S.O.C. Constitution, or involving the opportunity of any Athlete, coach, trainer, manager, administrator, or official to participate in Athletic Competition, as provided in Article IX of the U.S.O.C. Constitution.

ARTICLE 15—CONFLICT OF INTEREST AND ETHICAL PRACTICES

- 15.1 If any officer or member of the Board of Directors, Executive Committee, or any other committee, has a financial interest in any contract or transaction involving USA Cheer, such individual shall not participate in USA Cheer's evaluation or approval of such contract or transaction unless the material facts of the relationship or interest are disclosed or known to the other Directors or other committee members. If such disclosure is made, the contract or transaction shall not be voided if the Board of Directors or committee in good faith authorized the contract or transaction by the affirmative vote of the majority of the disinterested Directors or committee members, and the contract or transaction is fair to USA Cheer at the time it is authorized.
- 15.2 The Board of Directors shall adopt a conflict of interest policy for USA Cheer.
- 15.3 The Board of Directors may, in its discretion, adopt a written code of conduct and ethical practices for USA Cheer which shall contain the requirement that officers, Directors, the Executive Committee, other committees, and key employees of USA Cheer abide by such code. Such code may be amended from time to time by the Board of Directors as it, in consultation with the Ethics Committee (if any), may deem advisable. The actual procedure will be the assignment of the Ethics Committee (if any). The President will retain the right to consult with outside counsel to evaluate and make decisions in the best interest of USA Cheer in all such matters involving issues of ethics.

ARTICLE 16—INDEMNIFICATION

- 16.1 Extent of Indemnification and Advancement of Expenses. Except as provided below in Section 16.2, USA Cheer shall indemnify and advance expenses to any person who (i) is or was a Director, officer, employee, or agent of USA Cheer or (ii) serves or has served at the request of USA Cheer as a Director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may or is required to grant indemnification to a Director under the TBOC; notwithstanding the foregoing, however, USA Cheer may indemnify and advance expenses to an officer, employee, or agent, or any person who is identified in Section 16.1(ii) and who is not a Director to such further extent, consistent with law, as may be provided by USA Cheer's Certificate of Formation, these Bylaws, general or specific action of the Board of Directors, by contract, or as otherwise permitted or required by common law.
- 16.2 Limitation on Extent of Indemnification in Derivative Suits. In case of a suit by or in the right of USA Cheer against a person named in Section 16.1 by right of his or her holding a position named in Section 16.1, USA Cheer shall only indemnify such person for expenses (including attorneys' fees, but excluding amounts paid in settlement) actually

and reasonably incurred by him or her in connection with the defense or settlement of the suit.

- 16.3 Non-Exclusive. The indemnification provided by this Article 16 shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement of disinterested Directors, or otherwise.
- 16.4 Continuation. The indemnification and advance payment provided by this Article 16 shall continue as to a person who has ceased to hold a position named in Section 16.1 and shall inure to his or her heirs, executors, and administrators.
- 16.5 Insurance. USA Cheer may purchase and maintain insurance or make other arrangements, at its expense, to protect itself and any such Director, officer, employee, agent, or person as specified in Section 16.1, against any such expense, liability, or loss, whether or not USA Cheer would have the power to indemnify such person against such expense, liability, or loss under the TBOC.
- 16.6 Reports. Indemnification payments, advance payments, and insurance payments made under this Article 16 shall be reported in writing to the Board of Directors with the next notice of annual meeting, or within six (6) months, whichever is sooner.

ARTICLE 17—MISCELLANEOUS PROVISIONS

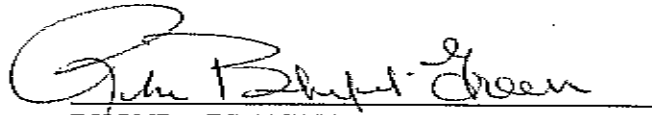
- 17.1 Communication Procedures. USA Cheer will use all the means available to it in order to best communicate and disseminate information among the Board of Directors. With prior consent and approval of the Board of Directors, electronic mail and other electronic communication may be normal and considered an acceptable method and manner to deliver information to the Board of Directors. For normal matters of the Board of Directors, electronic voting and electronic mail voting may be acceptable, unless at least fifty percent (50%) of the Board of Directors reject such a method. Whenever such procedures are used, the President and the Executive Committee will prepare the document to explaining to the Board of Directors how such a procedure will be managed and executed.
- 17.2 Affiliation. USA Cheer reserves the right to create relationships with and may affiliate with other organizations that are determined to be beneficial and will be in the best interests of USA Cheer, its Athletes, and programs. At the same time, USA Cheer also reserves the right to oppose and not accept any associations and affiliations that the Board of Directors determines to be detrimental, debilitating, or to have a negative influence on Cheer, its Athletes, or programs.
- 17.3 Books and Records. USA Cheer shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors.

- 17.4 Fiscal Year. The fiscal year of USA Cheer shall begin on the first day of January and end on the last day in December in each year.
- 17.5 Waiver of Notice. Whenever any notice is required to be given under the provisions of the TBOC or under the provisions of the Certificate of Formation or the Bylaws of USA Cheer, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 18—ADOPTION AND AMENDMENT OF BYLAWS

A two-thirds (2/3) affirmative vote of the Board of Directors of USA Cheer shall be required for initial adoption of these Bylaws and for subsequent amendment of these Bylaws. These Bylaws may be amended at any meeting of the Board of Directors of USA Cheer, if a minimum of thirty (30) days written notice is given of such intention to amend these Bylaws, and such notice contains a statement of the nature of the proposed amendment(s). Any other operating procedures of USA Cheer may be amended by the Board of Directors, to the extent not inconsistent with the terms herein.

The undersigned, as Secretary of USA Cheer, does hereby certify that the foregoing are the Bylaws of USA Cheer as approved and adopted by unanimous consent of the Directors on the 11th day of January, 2010.


RHONDA BLANFORD-GREEN, Secretary