USA Football, Inc.

BYLAWS

As Amended March 11, 2026

BYLAWS OF USA FOOTBALL, INC.
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BYLAWS OF USA FOOTBALL
(the "Corporation")

CHAPTER 1
Name

Section 1.1. The name of this corporation shall be USA Football, Inc. USA Football ("Corporation" or "USAFB") is recognized by the International Federation of American Football and is the National Governing Body recognized by the U.S. Olympic and Paralympic Committee and, as such, is responsible for the conduct and administration of the sport of football throughout the country.

CHAPTER 2
Definitions

Section 2.1. As used in these Bylaws, the term:

(a) "Act" means the "Ted Stevens Olympic and Amateur Sports Act", (36 U.S.C. Sec. 220501 et seq.) as amended.

(b) "Athlete" means any athlete who meets the eligibility standards established by USA Football for the sport of football.

(c) "Athletic Competition" means a contest, game, tournament, or other event in which only "Athletes" compete.

(d) "Board" means the Board of Directors of USA Football.

(e) "CEO" means a senior leader known as the Chief Executive Officer.

(f) "Chair" means the leader of a Board of Directors.

(g) "Charter" means the Articles of Incorporation as Amended of USA Football.

(h) "Clubs" means team organizations, other than professional teams, which engage in football competition.

(i) "Delegation Event" means individually or collectively as applicable, the Olympic Games, the Olympic Winter Games, the Paralympic Games, the Paralympic Winter Games, the Pan American Games, and the Parapan American Games.

(j) "Diversity" means the differences among individuals, including, but not limited to: race, gender, age, ethnicity or national origin, gender identity, gender expression, sexual orientation, religious belief, physical ability or disability.

(k) "Football" means all of the Football disciplines recognized by USA Football or recognized in by the IFAF sanctioned styles of play.

(l) "Groups" or "Group" means volunteer groups that are noted as Board Committees, Subcommittees, and/or Task Forces, unless otherwise noted.

(m) "Independent Director" shall be determined to have no material relationship with USA Football, either directly or through an organization that has a material relationship with USA Football. A relationship is "material" if, in the judgment of the Governance Committee, it would interfere with the Director's independent judgment.

(n) “International Athletic Competition” means any athletic competition between one or more athletes representing the United States, either individually or as a part of a team, and one or more athletes representing any foreign country.

(o) “International Federation of American Football” (“IFAF”) means IFAF or such other international sports federation(s) ("IF”), if any, recognized by the Board as having jurisdiction over international competition in Football.

(p) “International Olympic Committee” (“IOC”) means the globally recognized International Olympic Committee.

(q) “International Paralympic Committee” (“IPC”) means the globally recognized International Paralympic Committee.

(r) “Olympic Games” means the Olympic Summer Games, which occur in the summer, or the Olympic Winter Games, which occur in the winter, as applicable, unless specified otherwise.

(s) “Pan American Games (Pan Am Games)” means the Americas’ continental multi-sport Delegation Event with a program featuring summer sports held every four years in the year before the Olympic Games.

(t) “Parapan American Games” means the Americas’ continental multi-sport Delegation Event for athletes with disabilities with a program featuring summer sports every four years in the year before the summer Paralympic Games.

(u) “Paralympic Games” means either the Paralympic Summer Games, which occur in the summer, or the Paralympic Winter Games, which occur in the winter, unless specified otherwise.

(v) “Relative” means a person’s immediate family members, meaning parents, children, stepchildren, spouse or domestic partner, and siblings, by birth or by marriage, the parents of a spouse or domestic partner, and the children of a domestic partner, and any other person residing in the same household.

(w) “Sanction” means a written approval issued by USA Football stating such competition/event is a “Sanctioned” competition/event.

(x) “Shall” means must or required.

(y) “Sports Organization” means a not-for-profit corporation, association, or other group organized in the United States that sponsors or arranges any Athletic Competition, such as the National Collegiate Athletic Association (the "NCAA") and the National Federation of State High School Associations ("NFHS").

(z) "USA Football 10 Year Athlete" means as defined in Section 8.5.1(f) of the USOPC Bylaws as an athlete who qualifies as a USOPC 10 Year Athlete; or an athlete who has been selected to compete in a competition as defined by the USA Football AAC and approved by the USOPC Athlete Representation Review Working Group, within the previous 10 years.

(aa) "USA Football 10 Year+ Athlete" means as defined in Section 8.5.1(f) of the USOPC Bylaws, either: (1) an athlete who qualifies as a USOPC 10 Year+ Athlete; or (2) an athlete who has been selected to compete in a competition as defined by the USA Football AAC and approved by the USOPC Athlete Representation Review Working Group, but not within the previous 10 years.

(bb) "USA Football Athletes' Advisory Council" ("USA Football AAC" or "AAC") means the entity composed of and elected by Athletes to communicate between the USA Football and its currently active athletes and serves as a source of athlete opinion and advice for policies and proposed policies of the USA Football.

(cc) "USOPC" means the United States Olympic & Paralympic Committee.

CHAPTER 3
Offices

Section 3.01. Registered Office. The registered office of the Corporation shall be in the Commonwealth of Virginia. The Corporation may have such other offices either within or outside the Commonwealth of Virginia as the Board may from time to time determine or as the business of the Corporation may require.

Section 3.02. Business Offices. The principal office of the Corporation shall be in Indianapolis, Indiana. The Corporation may at any time change the location of its principal office. The Corporation may have such other offices, either within or outside Indiana, as the Board may designate or as the affairs of the Corporation may require from time to time.

CHAPTER 4
Members

Section 4.01. Voting Members. The Corporation shall have no voting members. The Corporation may have one or more classes of non-voting members, all of whose rights and privileges shall be as determined from time to time by resolution of the Board of Directors ("Board").

Section 4.02 Membership. The Corporation may have individual members as follows: Individual Membership – Individual members include those who register and pay all required membership fees and approved by USA Football as an active and fully compliant member and are interested in the purpose, programs, aims, and objectives of the Corporation.

Section 4.03. Membership Requirements and Dues. Membership in the Corporation is a privilege and creates with it certain obligations and duties. The Board may establish such membership requirements and dues as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of the payment of dues, the collection of delinquent dues, and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full. The Corporation shall not have eligibility criteria that are more restrictive than the IFAF's eligibility criteria.

Section 4.04. Suspension and Termination of Membership. The membership of any member may be terminated at any time with or without cause by the Board. A member shall have the right to a hearing prior to termination as long as the member is up to date in all dues owed, via the Corporation's Grievance Policy.

Section 4.05. Transfer of Membership. Members may not transfer their membership in the Corporation. Members shall have no ownership rights or beneficial interests of any kind in the property of the Corporation.

CHAPTER 5
Board of Directors

Section 5.01. Management of the Corporation. Subject to the rights of the Members and any limitations set forth elsewhere in these Bylaws or the Articles of Incorporation of the Corporation, the affairs of the Corporation shall be under the general direction of a Board, which shall administer, manage, preserve, and protect the property of the Corporation. The Board shall oversee the management of USA Football and its affairs, but it does not manage USA Football. The Board shall select a well-qualified CEO and oversee the CEO in the management of USA Football. Further specific powers and responsibilities of the Board include, without limitation:

(a) To select, hire, determine compensation, evaluate and terminate, as necessary, the CEO;

(b) To formulate (in consultation with management), approve, and monitor the implementation of the strategic plan of the Corporation;

(c) To approve and monitor the implementation of the annual business plan, operational plan, and budgets;

(d) To oversee the activities of the Committees of the Corporation;

(e) To formulate and implement sound corporate governance practices, policies and to ensure that the Corporation acts ethically and adheres to high standards of corporate behavior;

(f) To provide for the preservation and effective use of the assets of the Corporation so as to ensure the long-term viability of the organization and the availability of its resources, when needed;

(g) Shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the CEO to manage a staff-driven organization with effective Board oversight;

(h) Shall implement procedures to orient new Directors, to educate all Directors on the business and governance affairs of USA Football, and to evaluate Board performance;

(i) Shall plan for management succession;

(j) Ensure that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis;

(k) To ensure that the Corporation's financial statements are true, fair, and compliant with the law, to review and approve annual reports and financial and control policies, to provide for an annual independent audit of the financial statements, to

monitor borrowing commitments, long-range financial planning, reviews and approves financial statements, annual reports, and financial and control policies, including raising funds for the use and benefit of the Corporation;

(l) Ensure that athlete safety rules, policies and procedures comply with the requirements of the U.S. Center for SafeSport and the USOPC; and

(m) To determine the membership of the Corporation as set forth herein which shall include the recommendation of all dues and fix all fees to be paid by the members of the Corporation.

Section 5.02. Board Qualifications and Composition.

(a) **Board Qualifications.**

i. Each Director of the Board must be a citizen of the United States and eighteen years of age or older;

ii. A Director need not be a resident of Virginia or Indiana;

iii. A Director shall have the highest personal and professional values, judgment and integrity, have demonstrated exceptional ability and judgment, and be effective in conjunction with the other members of the Board, in collectively serving the long-term interests of the Corporation;

iv. Directors shall possess an understanding of athletic competition and Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face the Corporation. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, legal affairs, communications, and sport; and

v. 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 Director for continuing Board service.

(b) **Board Composition.**

i. There shall be fifteen (15) Directors, in order to encompass a diversity of experiential backgrounds. Directors shall be elected at meetings of the Board as follows:

ii. NFL Directors. Two (2) Directors shall be appointed by the Commissioner of the National Football League (the "NFL"). Amendments to these

Bylaws shall ensure that the NFL retains at least two (2) Directors on the Board.

iii. Athlete Directors. At least thirty-three percent (33%) of the Directors shall be athlete representatives and shall be directly elected to serve on the Board. The USAFB representative and alternate representative on the USOPC Team USA Athletes' Commission shall serve as Athlete Directors as long as representatives meet the eligibility requirement determined by the US Center for SafeSport or the U.S. Anti-Doping Agency. At least 20% of Board voting members must be 10 Year athlete representatives. The remaining athlete representatives must either be 10 Year or 10 Year+ athlete representatives.

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

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

c. At least half of the Athlete Directors shall have obtained 10 Year or 10 Year+ eligibility through competing in an event that is on the program of a Delegation Event, at the time of their election.

iv. Amateur Football Organization Representative Director. The Board shall consist of a minimum of one (1) Director representing Amateur, High Performance, or Paralympic sports organizations, if any exist, that conduct a national program or regular national athletic competition in football on a level or proficiency appropriate for the selection of athletes to represent the United States in international athletic competition. Such representation must reflect the nature, scope, quality, and strength of the programs and competitions in relation to all other programs and competitions in football in the United States. The Amateur Football Organization Representative Director shall be appointed by the national amateur sports organization or organizations. If a qualified affiliate organization is identified, the Board

will determine what Remaining Director seat will be designated for the Amateur Football Organization Representative Director.

v. Remaining Directors. The Remaining Directors shall be elected by the Directors then in office. The Governance Committee shall select nominees to present to the full Board for election using appropriate processes that draw from the following constituencies in the discretion of the Board: from grass roots football organizations, from among individuals with significant football coaching or officiating, or playing experience, from the business community, and from among individuals with significant government-related experience.

vi. Independent Director. At least 1 member of the Board shall be independent. The Board, through its Governance Committee, shall make a determination as to the independence of each Independent Director, and disclose those determinations. Under the definition of "Independence" adopted by the Board, an "Independent Director" shall be determined to have no material relationship with the Corporation, either directly or through an organization that has a material relationship with the Corporation. 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 two years:

a. The Director was employed by or held any governance position (whether a paid or volunteer position) with the Corporation, the international federation of American football, the international regional sport entity of American football, or any sport family entity of American football;

b. A Relative of the Director was employed by or held any governance position (whether a paid or volunteer position) with the Corporation, the USOPC, the international federation of football, any international, regional federation of football, or any sport family entity of football;

c. The Director was affiliated with or employed by the Corporation's outside auditor or outside counsel;

d. A Relative of the Director was affiliated with or employed by the Corporation's outside auditor or outside counsel as a partner, principal or manager;

e. The Director was a member of the Corporation's Athletes' Advisory Council (if any) or any constituent group with representation on the Board;

f. The Director receives any compensation from the Corporation, directly or indirectly;

g. The Director is an executive officer, controlling shareholder, or partner of a corporation, partnership, or other business entity that does business with the Corporation; or

h. The Director is/was the parent, Relative, or coach of an athlete that has competed in a Delegation Event; or

i. The Director is/was a member of the Corporation in a membership category that participates in a Delegation Event; or

j. The Director was a member of the Corporation and was involved in an active role or identified with any constituent group.

vii. 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. A Director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term, with exceptions related to their service on the board as follows;

a. An Independent Director is excepted from the requirement prohibiting them from holding any governance position with the Corporation or IFAF, provided the only governance position held is their board position or related to their board position (e.g., board liaison to IFAF); or

b. An Independent Director is excepted from the requirement prohibiting them from accepting any payment from the Corporation, provided that all payments received are reimbursements for approved expenses reasonably incurred as part of their board duties.

viii. Any *ex officio*, non-voting members of the Board, including, but not limited to, the Commissioner of the NFL and the CEO/Executive Director,

shall not be included in any calculation of the total number of Directors or total number of votes. The Commissioner of the NFL and the CEO/Executive Director are invited to attend and speak at meetings of the Board.

Section 5.03. Tenure. The term of office for a non-Athlete Director shall be three (3) years. The term of office for an Athlete Director shall be four (4) years. Notwithstanding anything contained in these Bylaws to the contrary, each Director shall hold office until a successor is elected and qualifies or until that Director's earlier resignation, removal or death. The Directors shall hold such election as soon thereafter as convenient.

Section 5.04. Term Limits. Each non-Athlete Director may be elected to no more than two consecutive three-year terms. Each Athlete Director may be elected to no more than two consecutive four-year terms. However, there shall be no limit on the number of non-consecutive terms a Director may serve. The Directors may, upon recommendation from the Governance Committee and upon a 2/3 vote of a quorum in attendance at any Regular or Special Board meeting, elect a sitting member of the Executive Committee for one additional (third) consecutive three-year Board term where such election is deemed essential to maintain the continuity of Board leadership based on known or anticipated circumstances at the time of the vote.

Section 5.05. Resignation. A Director may resign by delivering their written resignation to the Chair of the Board. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 5.06. Board Vacancy. Whenever a vacancy exists on the Board, whether by expansion of the Board, death, incapacity, resignation or otherwise, the vacancy of a non-Athlete Director shall be filled by the affirmative vote of a majority of the Directors then in office, and any vacancy of an Athlete Director shall be elected by the eligible voting pool of eligible athletes pursuant to the USAFB AAC Bylaws.

(a) A Director elected to fill a vacancy shall hold office for the remainder of the unexpired term of his or her predecessor in office, subject to the power of removal stated in these Bylaws.

(b) In an effort to stagger the terms of Directors each year, the Board may elect Directors to newly created Board positions for an initial term of less than three years.

(c) A non-Athlete Director elected for less than a three-year term subsequently may be elected to two consecutive three-year terms.

(d) An Athlete Director elected for less than a four-year term subsequently may be elected to two consecutive four-year terms.

(e) The election for the non-Athlete Directors must be handled fairly, consistently, and free of conflict of interest, without regard to race, color, religion, national origin, or sex. Procedures for filling a vacancy of the Board for the non-Athlete Directors shall be as follows:

i. The Board shall have the right, but not the obligation, to provide the Governance Committee with a written description of the qualifications, skills and experiences that the Board deems beneficial to the Corporation in filling a vacancy.

ii. The Governance Committee shall solicit, review and, if appropriate, interview candidates for a vacant non-Athlete Director position(s) and shall recommend candidates for Board consideration. The Governance Committee's recommendations shall include a written description which sets forth the opinions of the Governance Committee regarding each candidate's qualifications, skills and experiences.

iii. The Governance Committee shall ensure requirements for Independent Director nominations are satisfied consistent with 5.02(b)(vi) and shall request Conflict-of-Interest Disclosure Forms for all candidates, including Athlete Director candidates, be completed and reviewed by the Judicial Committee.

iv. At a duly noticed meeting, the Board shall consider non-Athlete Director nominations, with approval requiring a two-thirds vote.

v. In the event that the Board does not appoint a non-Athlete Director candidate to fill a vacancy, the Governance Committee shall provide the Board with alternate non-Athlete Director candidates. This process shall continue until vacant positions are filled.

Section 5.07. Board Removal. A Director may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the Directors then in office.

Section 5.08. Amendment. Chapter 5 may be amended only by the affirmative vote of at least two-thirds of the total number of Directors. (For example, as there are fifteen Director positions, regardless how many Directors there are then in office, at least ten Directors must vote for the amendment).

CHAPTER 6
Meetings of the Board of Directors

Section 6.01. Notice. Meetings of the Board, regular or special, may be held within or outside the Commonwealth of Virginia upon not fewer than fourteen days' notice to each Director, either personally or by mail, email, telephone or facsimile, subject to waiver of notice as provided in the Virginia Nonstock Corporation Act. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Regular meetings shall be held at least once each year or more often as established from time to time by resolution of the Board or as required by the business of the Corporation. Special meetings of the Board may be called by the Chair, the CEO, or the Executive Committee at any time and shall be called by the CEO upon the written request of a majority of (i) the Directors then in office or (ii) the members of the Executive Committee.

Section 6.02. Quorum. A majority of the number of voting Directors then in office shall constitute a quorum for the transaction of business. Unless otherwise specified in these Bylaws, the act of the majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board. If a quorum shall not be present at any meeting of the Board, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 6.03. Written Consent. Any action required or permitted to be taken at any meeting of the Board, or any committee thereof, may be taken without a meeting if a consent in writing (consent by email or facsimile shall suffice), setting forth the action so taken, is signed by a quorum of the Directors and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last Director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this Section shall have the effect of approval at a meeting and may be described as such in any document. For this purpose, a consent may be executed in more than one counterpart.

Section 6.04. Telephonic Participation. Any one or more members of the Board may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6.05. Proxy Voting. Proxy voting shall not be allowed for any action of the Board, the Executive Committee, or any other committee which has the authority of the Board in the management of the Corporation.

Section 6.06. Attendance. Directors shall be expected to attend all Board meetings. Directors shall be required to attend no less than three-quarters (3/4) of all regularly scheduled

Board meetings during any twelve-month (12-month) period. A Director not fulfilling this attendance requirement may be subject to removal.

Section 6.07. <u>Conflict of Interest Disclosures</u>. At the beginning of each Board meeting, members must declare conflicts with any anticipated agenda item. Such disclosures must be recorded in the minutes along with the associated recusal from the applicable agenda item. This requirement does not supersede the Annual Disclosure requirement outlined in the USA Football Conflict-of-Interest and Ethics Policy.

CHAPTER 7
Committees

Section 7.01. Committees. The Chair of the Board and/or CEO will be entitled to attend meetings of all committees and receive copies of all committees' correspondence but will not be entitled to a vote on said committee. The delegation of authority to any committee will not operate to relieve the Board or any individual director of the Board or the CEO from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board will be as set forth in these Bylaws or as established by the Board or, in the absence thereof, by the committee itself. All members of such committees are subject to the qualifications criteria and resolution process set out in Chapter 5, Section 5.02 of these Bylaws. Committee members will not receive compensation for their services as such, although the reasonable expenses of committee members may be paid or reimbursed in accordance with the policies of the Corporation.

Section 7.02. Creation of Committees. Except as otherwise provided by law or these Bylaws, the Board, by resolution adopted by the affirmative vote of at least two- thirds of the total number of Directors, may designate or appoint one or more committees. The committees shall have the authority as set forth below or to the extent provided in the resolution creating the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by law.

Section 7.03. Committee Composition. All committees, unless exempt by the USOPC, shall meet the following requirements:

(a) **Committees.**

i. Athlete Representation. Athlete representation will equal thirty-three percent (33%) of all Committees and shall be selected pursuant to the USAFB AAC Bylaws. At least half of the athlete representatives on the committee must be 10 Year athlete representatives. The remainder must be with 10 Year or 10 Year+ athlete representatives. The USAFB AAC is responsible for vetting and placing eligible athlete representative candidates for all committees. The AAC shall work jointly with the Governance Committee to develop a process to identify and vet all eligible athlete representative candidates.

ii. Membership Number. Committees shall consist of a minimum of three members unless noted herein.

iii. Terms and Term Limits. Committee members shall serve a three-year term and shall not serve more than three consecutive three-year terms, except as

otherwise provided by law, these Bylaws, or the Board, by resolution adopted by the committees as defined below.

iv. Appoint. The Chair of the Board shall appoint the remaining members of each committee with approval of the Board.

v. Authority. The authority of each committee shall be as set forth in these Bylaws or as otherwise established by the Board.

vi. Decision Making. No committee shall have any independent decision-making authority except to the extent specifically conferred upon such committee by the Board;

vii. Recommendations. Committees shall make recommendations to the Board for action by the Board.

viii. Appoint/Remove. Either the Chair of the Board or the CEO, with the approval of the Executive Committee, may appoint or remove members or employees of USA Football as ex-officio members of any committee, with voice and without vote, it being the intention that such officers and employees provide expertise and resources regarding the mission of the committee and implement the recommendations of the committee, after approval by the Board;

ix. Chair/Vice Chair. Committees shall have a Chair appointed by the Executive Committee, and, at the discretion of the Executive Committee, a Vice Chair, unless noted otherwise herein.

x. Minutes/Records. Committee will keep and maintain minutes and records of attendance for its meetings, report its actions and any recommendations and the attendance of its membership to the Board after each meeting, and conduct and present to the Board an annual performance evaluation of the committee. Each committee will review at least once, annually, the adequacy of its purpose and will recommend any proposed changes to the Board for review and consideration.

xi. Additional. USA Football may have additional committees as it deems necessary and as outlined herein and may appoint a staff liaison for each committee.

Section 7.04. Standing Committees. The Corporation will have the following Standing Committees: Executive Committee, Finance Committee, Governance Committee, and Judicial Committee.

(a) Delegation Authority. Each Standing Committee will have the authority to delegate any of its responsibilities to an Ad Hoc Committee or to an individual member of the Standing Committee as the Committee may deem appropriate in its discretion, subject to review and oversight by the Board. Each Standing Committee will have the authority to retain such consultants, outside counsel and other advisors as the Standing Committee may deem appropriate in its sole discretion, consistent with the policies, budgets, and controls established by the Board. The Standing Committee in question will have the authority to approve related fees and retention terms unless specifically restricted by the Board or restricted by policies established by the corporation Board.

(b) Attendance. Standing Committee members are expected to attend all regularly scheduled committee meetings of which they are a member. Each Standing Committee member must attend a minimum of three quarters (3/4) of the committee meetings of which they are a member during any twelve-month period.

(c) Resignation and Removal. A Standing Committee member's position may be declared vacant upon the committee member's resignation, removal, incapacity or death. A Standing Committee member may resign at any time by giving written notice to the CEO. Unless a Standing Committee member is able to demonstrate that the presence of exigent circumstances caused and excused his or her absences, Standing Committee members may be removed by the Board if they fail to attend at least three-quarters of the regularly scheduled committee meetings during any twelve-month period. In such circumstances, the absent committee member shall be removed upon the affirmative vote of a majority of the voting power of the Board.

Section 7.05. Executive Committee. There shall be an Executive Committee. The Executive Committee shall consist of a minimum of three (3) Directors.

(a) The members of the Executive Committee shall be selected as follows:

i. Each year the Chair shall recommend Directors to serve as Officers and at-large members of the Executive Committee for approval at a meeting of the Board;

ii. The Chair, and any Vice Chair, Secretary and/or Treasurer as elected under Chapter 5, shall be appointed, *ex officio*, to the Executive Committee;

iii. At least thirty-three percent (33%) of the Executive Committee positions shall be filled by Athlete Directors; and

iv. In addition to the appointed or elected voting members of the Executive Committee, the CEO shall be an *ex officio*, non-voting member of the Executive Committee. The CEO shall be invited to attend and speak at Executive Committee meetings but shall not be counted in calculations of Executive Committee membership, meeting attendance or votes, and may not vote on Executive Committee actions.

(b) The Executive Committee shall be solely responsible for (i) hiring and removing the CEO; and (ii) setting the compensation of the CEO of the Corporation. In addition, the Executive Committee shall provide strategic counsel to the staff between meetings of the Board.

(c) All decisions of the Executive Committee require the affirmative vote of at least two-thirds of the members of the Executive Committee, except that decisions relating to the hiring and removing of an CEO require only the affirmative vote of a majority of the members of the Executive Committee.

Section 7.06. Governance Committee. The Governance Committee shall consist of a minimum of three members, with two of such members being voting members of the Board. The responsibilities of the Governance Committee shall be as follows:

(a) Nominating Process. Develop, execute, and oversee a comprehensive nominating process for the Board and Standing Committees and prepare a recommended slate of potential candidates. Specifically, each year for which a seat on the Board of Director is up for election, the Governance Committee shall present to the Board a slate of candidates for election to the Board.

(b) Selection. The Chair of the Board, with the Board approval, shall appoint the members of the Governance Committee and its chair.

i. Identify and evaluate prospective candidates for the Board;

ii. Recommend as requested by the Board, individuals to serve on various committees and advisory councils;

iii. Consult with the Judicial Committee with respect to vetting all nominations for potential conflicts of interest or other problematic background issues;

iv. Perform such other duties as assigned by the Board; and

v. Consult with the Finance Committee with respect to the integrity of the financial statements of the Corporation.

Section 7.07. Finance Committee. The Finance Committee shall consist of a minimum of three members, one of which shall be the Treasurer, who shall be the chair. The Finance department head or equivalent shall be an ex-officio member, with voice and without vote.

(a) Selection. The Chair of the Board, with the Board approval, shall appoint the members of the Finance Committee.

(b) The purpose of the Finance Committee shall be to assist the Board in its oversight of:

i. The integrity of the financial statements of the corporation;

ii. The Corporation's compliance with legal and regulatory requirements relating to corporation finances and reporting thereof;

iii. The Corporation's compliance with the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 *et seq.*, these Bylaws, contracts and agreements, and applicable laws and regulations;

iv. The independence and qualifications of the independent auditor; and

v. The performance of the Corporation's internal audit function and independent auditors.

(c) The responsibilities of the Finance Committee shall include the following:

i. To discuss with staff management the annual audited financial statements and quarterly financial statements including matters required to be reviewed under applicable legal, regulatory or other requirements and arrange for and review an annual audit of the financial operations and the Internal Revenue Service Form 990, and report to the Board thereon;

ii. To approve the Corporation's financial statements prior to publication;

iii. To discuss with staff management and the independent auditor, as appropriate, press releases containing financial information and financial information provided to the public;

iv. To select the independent auditor to examine the Corporation's accounts, controls and financial statements (the Finance Committee shall have the sole authority to approve all audit engagement fees and terms and the Finance Committee must pre-approve any non-audit service provided to the Corporation by the Corporation's independent auditor);

v. To discuss with staff and the independent auditor, as appropriate, any audit problems or difficulties and staff management's response, and the Corporation's risk assessment and risk management policies, including the

Corporation's major financial risk exposure and steps taken by staff management to monitor and mitigate such exposure;

vi. To review the Corporation's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the Corporation's financial statements, including alternatives to, and the rationale for, the decisions made;

vii. To review and approve the internal audit staff functions, including (i) purpose, authority and organizational reporting lines and (ii) annual audit plan, budget and staffing;

viii. To periodically review with the independent auditor the qualifications and performance of the Corporation's finance personnel as observed by the independent auditor;

ix. To establish practices or procedures alone or in conjunction with the CEO and/or the Judicial Committee as appropriate, providing effective mechanisms for employees and others to make complaints relating to accounting practices, internal accounting controls, or audit matters, with provisions for confidential anonymous submission by employees and others (the Finance Committee shall be provided with an analysis of all financial, accounting and audit related complaints and their disposition, and shall provide safeguards against retaliation against employees and others who make such complaints);

x. Annually evaluate and make recommendations to the Board regarding business insurance coverage and membership insurance programs to ensure that USAFB and its members, if applicable, are adequately insured;

xi. Monitor and make recommendations to the Board regarding Directors' and officers' liability insurance coverage;

xii. Monitor and make recommendations to the Board regarding risk management policies and practices;

xiii. Review and revise at least two times per year, and submit to the Board for adoption, a financial report (including but not limited to, budget of actual reports, current statement of financial position and activities, statement of functional expenses, and cash flow statement and/or projection) prepared by the Corporation's Finance department head or equivalent, and ensure that the foregoing are in alignment with the strategic priorities of the Corporation. Board may request additional financial information which

directly supplements the financial reports. The Board shall determine if the request is reasonable and the time frame to provide the information is adequate;

xiv. The discussion of financial information at the Board meeting shall be documented in the Board meeting minutes;

xv. Oversee financial planning;

xvi. Establish policies for and monitor and supervise annual reviews of internal financial controls;

xvii. Monitor the preparation of all tax forms and licenses as required by law;

xviii. Monitor investments and report to the Board thereon and shall review and make recommendations to the Board concerning all matters relating to investments, including, without limitation, investment policies, performance and the engagement and retention of investment managers and consultants; and

xix. Develop, review and where necessary, enhance, strategies for the USA Football philanthropic program in collaboration with the US Football Foundation.

Section 7.08. Judicial Committee. There shall be a Judicial Committee. The Judicial Committee shall consist of three members, including one (1) appointed by the AAC, one (1) with legal background, and one (1) Independent as defined herein. The Chair of the Board, with the Board approval, shall appoint the member with legal background and the Independent. The Judicial Committee shall be an exception to the 'minimum of 3' requirement stated above and shall solely consist of three (3) members.

(a) The Judicial Committee shall:

i. Administer and oversee all matters filed with USA Football and matters arising under the USA Football Grievance Policy; and

ii. Hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters, subject to the USA Football Grievance Policy;

(b) The responsibilities of the Judicial Committee shall include the following:

i. Oversee implementation of, and compliance with, the USA Football Conflict-of-Interest and Ethics Policy, including review of the Conflict-of-Interest Disclosure Forms of the CEO, Directors, and Director candidates;

ii. Report to the Board on all ethical issues;

iii. Develop, and review on an annual basis, the USA Football Conflict-of-Interest and Ethics Policy, including its Statement of Ethics, for the Board, officers, committee and task force members, volunteers, staff and member organizations for adoption by the Board;

iv. Review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;

v. Review and provide guidance on ethical questions presented to it by the Board, officers, committees, volunteers, staff and the Corporation members;

vi. Generally, administer and oversee all administrative grievances and Right to Participate Grievances filed with the Corporation;

vii. Should the Judicial Committee determine a matter is best served via a hearing panel, the Judicial Committee shall identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on the matter (such hearing panel will not be deemed an Ad Hoc Committee, as noted herein);

viii. Hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters; and

ix. Perform such other duties as assigned by the Board.

Section 7.09. Ad Hoc Committees. The Chair of the Board and/or CEO may form and terminate Ad Hoc committees (e.g. subcommittee, taskforce, working groups) as the Chair and/or CEO believes appropriate and shall define narrowly the mission and deliverables of such Ad Hoc Committees.

Section 7.10. USAFB Athletes' Advisory Council. The USAFB Athletes' Advisory Council (AAC) shall be a forum to provide a comprehensive means of communication between athletes and USAFB. The USAFB Athletes' Advisory Council will lead, serve, and engage athletes to communicate the interests and protect the rights of athletes, and be a conduit to USAFB, as defined and governed by the USAFB AAC Bylaws.

Section 7.11. Amendments. This CHAPTER 7 may be amended only by the affirmative vote of at least two-thirds of the total number of Directors.

CHAPTER 8
Officers

Section 8.01. Election of Officers. The officers of the Corporation shall be elected by the affirmative vote of a majority of the Directors then in office and shall consist of a Chair, up to two Vice Chair(s), a Secretary and a Treasurer, and may include such other officers and assistant officers as may from time to time be deemed necessary, who shall have such duties as the Board may determine. The Board may from time to time appoint such other agents and employees with such powers and duties as the Board may deem proper. No one person may simultaneously hold more than one such office.

Section 8.02. Bonding. The Board may require any of the officers or employees of the Corporation to give bond to the Corporation with sufficient sureties, conditioned upon the faithful performance of the duties of their respective offices or employments.

Section 8.03. Removal of Officers. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by the affirmative vote of a majority of the Directors then in office. Any vacancy occurring in any office of the Corporation shall be filled by the Board. An office may be held by the same individual for two or more consecutive terms.

Section 8.04. Vacancies. The Board at any regular or special meeting shall have the power to fill a vacancy occurring in any office.

Section 8.05. Resignation. Any officer may resign from their office at any time. Such resignation shall be made in writing and shall take effect from the time of its receipt by the Chair of USA Football, unless some time is fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

Section 8.06. The Chair of the Board. The Chair of the Board shall have such duties and responsibilities and such general and supervisory authority over the CEO and the affairs of the Corporation and shall directly assist and counsel the CEO as the Board shall from time to time. The Chair shall be an individual who has demonstrated effective leadership and has achieved significant stature in their career.

Section 8.07. The Vice-Chair(s). The Board may elect up to two Vice Chairs from among the Directors then in office. Such Vice Chair(s) shall assist and counsel the Chair and the CEO and shall have such other duties and responsibilities as the Board shall from time to time direct. The Vice Chair(s) shall be an individual having demonstrated effective leadership and having achieved significant stature in their career.

Section 8.08. The Secretary. The Secretary shall keep the minutes of all meetings of the Board and of the Executive Committee. The Secretary shall give, or cause to be given, such notice of all meetings of the Board and of the Executive Committee as may be required by these

Bylaws and shall perform such other duties as shall be assigned to them from time to time by the Board or by the Chair.

Section 8.09. The Treasurer. The Treasurer shall chair the Finance Committee, review the Corporation's financial statements, make periodic reports to the Board on the Corporation's financial condition, oversee the annual audit, and perform such other duties as shall be assigned to them from time to time by the Board or the Chair.

Section 8.10. Simultaneously Service. No individual may serve simultaneously as an officer of USAFB and as an officer of another sports organization that is recognized by the USOPC as a National Governing Body.

CHAPTER 9
Chief Executive Officer

Section 9.01. The Chief Executive Officer. The CEO shall be the Chief Executive Officer of the Corporation; they shall have authority for the general and active management of the affairs and property of the Corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall report to the Board and the Executive Committee as the Board shall from time to time direct or authorize. The CEO shall be responsible for all staff functions. The CEO shall oversee the hiring and firing of all staff and the staff's ethical and competent implementation of the Board's policies, guidance, and strategic direction of the Corporation. The CEO shall, either directly or by delegation, manage all staff functions; determine the size and compensation of, hire and terminate the professional staff in accordance with the Corporation's compensation policies and guidelines (established by the Board); develop a strategy for approval by the Board; be responsible for resource generation and allocation; coordinate international activities; act as the Corporation's spokesperson (with the Chair); prepare and submit budgets to the Board; and perform all functions as usually pertain to the office of CEO.

(a) The CEO shall be an *ex officio*, non- voting member of the Board and the Executive Committee. As an *ex officio*, non-voting member, they will not be counted in calculations of membership, meeting attendance or votes associated with the Board or Executive Committee.

(b) The CEO, or their appointed representative, shall serve as Secretary General of the Corporation and in that capacity shall represent the Corporation in relations with the International Federation of American Football ("IFAF") recognized by the International Olympic Committee and at international American football functions and events.

CHAPTER 10
Eligibility

Section 10.1. Eligibility Criteria. The eligibility criteria of USA Football Athletes shall be the eligibility rules pertaining to Football as issued by USA Football or IFAF or its successor(s) as the appropriate international sports federation(s) for the sport of Football. USA Football shall publish such eligibility criteria from time to time.

Section 10.2. Rules. Eligibility rules for Football shall be published from time to time by USA Football.

Section 10.3. **Resolution of Eligibility Disputes.** All athlete grievances pertaining to eligibility determinations shall be considered "Right to Participate Grievances" and shall be resolved in accordance with the USA Football Grievance Policy.

CHAPTER 11
Grievance Policy

Section 11.01. Grievance Policy. Each member of USA Football is subject to, and is bound by, the USA Football Grievance Policy.

CHAPTER 12
Sanctioning Events

Section 12.01. Sanctioning. USA Football may from time to time establish an impartial policy concerning the sanctioning of Athletic Competition in Football, which policy shall be consistent with the principles of the Act.

CHAPTER 13
Records of the Corporation

Section 13.01. Minutes. The Corporation shall keep, as permanent records, minutes of all meetings of the members and 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 13.02. Accounting Records. The Corporation shall maintain appropriate accounting records.

Section 13.03. Membership List. The Corporation shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class.

Section 13.04. Records In Written Form. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 13.05. Website. The Corporation shall maintain a website for the dissemination of information to its members. The Corporation shall publish on its website (i) the Corporation's Bylaws, rules, and regulations; (ii) a procedure for communicating with the Chair of the Finance Committee regarding accounting, internal accounting controls, or audit-related matters; (iii) its most recent annual financial statement; and (iv) its most recent 990 Form filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, the Corporation shall publish on its website contact information.

Section 13.06. Records Maintained at Principal Office. The Corporation shall keep a copy of each of the following records at its principal office:

(a) The Articles of Incorporation;

(b) These Bylaws shall govern the conduct of the Corporation, the Corporation's Board and Committees and the Corporation's members;

(c) Rules and regulations that govern the technical conduct of football's events in the United States as the Corporation Board and CEO determine is appropriate in their sole discretion;

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

(e) All written communications within the past three (3) years to the members generally, as the members;

(f) A list of the names and business or home addresses of the current directors and officers;

(g) A copy of the most recent corporate report delivered to the Virginia secretary of state;

(h) All financial statements prepared for periods ending during the last three (3) years;

(i) The Corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and

(j) All other documents or records required to be maintained by the Corporation at its principal office under applicable law or regulation.

Section 13.07. Inspection of Records by Members. The following rights and restrictions shall apply to the inspection of records by members:

(a) Records Maintained at Principal Office. A member shall be entitled to inspect and copy, during regular business hours at the Corporation's principal office, any of the records of the Corporation described in Section 13.06, provided that the member gives the Corporation written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.

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

(c) Scope of Members' Inspection Rights.

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

ii. Right to Copy. The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.

iii. Reasonable Charge for Copies. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.

iv. Litigation. Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with the Corporation, or the power of a court to compel the production of corporate records for examination.

CHAPTER 14
Compensation of Directors, Officers & Committee Members

Section 14.01. Compensation. The Directors, officers and committee members of the Corporation shall receive no compensation for their service to the Corporation as Directors but may be reimbursed for their expenses, if any, incurred in carrying out the purposes of the Corporation, provided that such reimbursement in no way adversely affects the Corporation's qualification under section 501(c)(3) of the Code.

Section 14.02. Athlete Directors. Travel costs for Athlete Directors and/or athlete representatives to Board meetings will be covered by USA Football.

CHAPTER 15
Amendments to Bylaws

Section 15.01. Amendments. Except as otherwise provided herein, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Directors then in office at any regular or special meeting upon 72 hours written notice of any proposed changes to the Bylaws; provided that any such alteration, amendment, repeal or adoption shall be consistent with the requirements of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and the Virginia Nonstock Corporation Act.

Section 15.02. Effectiveness of Amendments. Such amendments shall be effective as of the date of adoption unless otherwise specified in either the amendment or the resolutions of adopting the amendment.

CHAPTER 16
Counselors

Section 16.01. Counselors. The Board may select one or more members of the legal profession to serve as Counselor(s). If more than one Counselor is selected, the Chair may appoint one Counselor as the principal Counselor, and all references to the Counselor in these Bylaws shall mean the principal Counselor. The principal Counselor shall coordinate the activities of all other Counselors. Counselors shall be elected to two (2) year terms and shall not be subject to term limits. The Counselor(s) shall advise and consult with the Directors, officers and agents of USA Football The Counselor(s) shall have the right to speak at any meeting of the Board. Except as may be approved by the Board, the Counselor(s) shall receive no salary or other compensation but may be reimbursed for necessary expenses in accordance with procedures adopted from time to time by the Board.

Section 16.02. SpecialCounsel. The Board may authorize the appointment of special legal counsel or consultants as may be required from time-to-time at such fees and compensation as agreed upon.

CHAPTER 17
Indemnification

Section 17.01. Indemnification. The Corporation shall indemnify each director, officer, employee or agent of the Corporation who is a natural person, and/or their estate or personal representatives, by reason of the fact that they is or was serving in such capacity for the Corporation, to the fullest extent permitted by the Virginia Nonstock Corporation Act, against all expenses (including attorneys' and other experts' fees and disbursements), judgments, fines and amounts actually and reasonably incurred by them in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with any appeal therein, or otherwise, arising from, or in connection with their service to the Corporation.

(a) To the fullest extent permitted by the Virginia Nonstock Corporation Act, as it now exists or may hereafter be amended, no Director, officer, employee or agent of the Corporation shall be liable for damages in any proceeding brought by or in the right of the Corporation or by or on behalf of members of the Corporation, or in connection with any claim, action, suit, or proceeding to which they may be or is made a party by reason of being or having been a director, officer, employee or agent of the Corporation.

(b) The Corporation may extend funds, upon request of a Director, officer, employee or agent, to cover the anticipated reasonable costs of defending against any actual or threatened action, suit, or proceeding to which they would be entitled to indemnity hereunder.

(c) Notwithstanding anything to the contrary herein, a Director, officer, employee or agent shall not be entitled to indemnity, extension of funds, or release from liability in any instance when (i) such relief is inconsistent with any provision of the Code applicable to corporations described in section 501(c)(3) of the Code, (ii) such person breached their duty of loyalty to the Corporation, (iii) such person's acts or omissions involved intentional misconduct, (iv) in the case of any criminal proceeding, they had reasonable cause to believe that their conduct was unlawful, or (v) such person derived improper personal benefit from the transaction.

(d) Except with regard to the limits set forth in subsection (c) above, no provision of these Bylaws is intended to be construed as limiting, prohibiting, denying, or abrogating any of the general or specific powers or rights conferred under the Virginia Nonstock Corporation Act upon the Corporation to furnish, or upon any court to award, such limitation of liability, indemnification, or limitations or

indemnifications as otherwise authorized pursuant to the Virginia Nonstock Corporation Act or any other law now or hereafter in effect.

Section 17.02. Non-Exclusive Right. The indemnification and advancement of expenses provided herein shall not be deemed to be exclusive of any other rights to which persons seeking indemnification or advancement of expenses may be entitled under any agreement with the Corporation or otherwise, including rights under any insurance policy that may be purchased by the Corporation.

Section 17.03. Insurance. The Corporation may, but shall not be obligated to, purchase and maintain, to the fullest extent permitted by the laws of the Commonwealth of Virginia as they presently exist or may hereafter be amended, insurance on behalf of any director, officer, employee or agent of the Corporation and any person who is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them or incurred by them in that capacity or status.

Section 17.04. Amendments. Any repeal, amendment, or alteration of this Chapter 17 that reduces or limits the indemnification of the persons referred to herein shall apply prospectively only and shall not be given retroactive effect.

CHAPTER 18
Conflict of Interest and Ethical Practices

Section 18.01. Conflict of Interest. If any officer, or member of the Board or Executive Committee, has a financial interest in any contract or transaction involving USA Football, such individual shall not participate in the evaluation or approval of such contract or transaction. The member must disclose such conflict to USA Football. Upon such disclosure being made, the contract or transaction shall not be voidable if the Board or Committee in good faith authorized the contract or transaction by the affirmative vote of the majority of the disinterested Directors present at the meeting, provided a quorum is present, or if the votes of the disinterested Directors are insufficient to constitute an act of the Board by the unanimous vote of the disinterested Directors, provided the contract or transaction is fair to USA Football at the time it is authorized.

Section 18.02. **Ethical Practices**. The Board shall adopt a written code of conduct for USA Football which may contain the requirement that each officer, Director, standing committee, subcommittee, and task force member, and each key employee of USA Football annually agree in writing to abide by such code.

CHAPTER 19
General

Section 19.01.Fiscal Year. The corporation shall keep its books of account and records on the basis of a fiscal year ending December 31.

Section 19.02.Rules of Order. Questions of order shall be decided by the presiding officer in accordance with the most recent edition of Robert's Rules of Order, except that in the event of a conflict between these Bylaws and Robert's Rules of Order, these Bylaws shall prevail. A motion to table will not be debatable. The Counselor shall serve as parliamentarian.

Section 19.03. Gender. Words used in these Bylaws, regardless of the number and gender specifically used, shall be deemed and construed to include any other number, singular or plural, and any other gender, masculine, feminine or neuter, as the context indicates is appropriate. The use of the singular herein shall also refer to the plural, unless the context requires otherwise.

Section 19.04. Effectiveness of Actions. Actions taken at a meeting of the Board or of the Director Members shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when an effective date has been recited in the record of the action taken.

Section 19.05. Minutes. The minutes of meetings of the members of the Board, the Executive Committee, shall be distributed prior to the next meeting. The minutes of all meetings of the Board shall be published on USA Football website. Every reasonable effort will be made to publish the minutes within thirty (30) days of approval by the Board. Meeting minutes shall make note of the attendees at the meeting, motions taken and shall note whenever a meeting participant recuses themselves due to an apparent conflict of interest, as defined in the USA Football Conflict-of-Interest and Ethics Policy.