

UNITED STATES SQUASH RACQUETS ASSOCIATION, INC.
AMENDED AND RESTATED BY-LAWS
Effective July 1, 2007, Amended May 20, 2011, May 18, 2012, May 17, 2013,
September 20, 2013, November 15, 2013, June 19, 2015, June 17, 2016, June 23,
2017, October 20, 2017, June 21, 2019

ARTICLE I

NAME, MISSION, PERMITTED ACTIVITIES AND REQUIREMENTS

Section 1. *Name.* The name of the corporation is the United States Squash Racquets Association, Inc. (referred to hereafter in these By-laws as this “Association”). The Association may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission, recognition and goals.

Section 2. *Primary Purpose and Mission.* The purposes of this Association are as set forth in its Certificate of Incorporation and in any amendment thereof. This Association shall be a Not-for-Profit Corporation incorporated and licensed pursuant to the laws of the state of New York. This Association is the National Governing Body for the sport of squash with the mission to promote, develop and increase participation in squash throughout the United States of America.

Section 3. *Permitted Activities.* This Association shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

Section 4. *Requirements.* This Association shall (i) be a member of or otherwise be affiliated with the World Squash Federation; (ii) hold regular national championships; (iii) actively participate in such international competitions and such continental, regional, and/or world championships as may be available in the sport of squash; and (iv) meet the obligations imposed on a National Governing Body of a sport by the United States Olympic & Paralympic Committee By-laws.

ARTICLE II

OFFICES OF THIS ASSOCIATION

The principal office and place of business of this Association shall be in the City of New York, County of New York, State of New York (hereinafter the “Association Office”). The Board of Directors (hereinafter the “Board”) may from time to time establish additional offices and places of business of this Association either within or without the State of New York.

ARTICLE III

MEMBERS

Section 1. *Individual Members.* An individual person may become an Annual Member, a Life Member, an Honorary Life Member or a member of such other class of individual membership as may from time to time be established by the Board (hereinafter referred to as "Members"). Individual persons may become Honorary Life Members upon election by the Board. Any person, including, but not limited to, any person who is an athlete, coach, trainer, manager, administrator, or official active in the sport of squash, may become an Annual Member, Life Member or Honorary Life Member of this Association as herein provided.

Section 2. *Membership Rights.* Annual Members, Life Members and Honorary Life Members shall be entitled to vote at the Annual Meeting and special meetings of the Members of this Association and to play, if otherwise qualified, in all tournaments and matches played under the auspices of, or sanctioned by, this Association upon payment of such fees or dues as may be prescribed for any such class of membership.

Section 3. *Member Clubs.* Any squash club or facility in the United States may become a Member Club, without voting privileges, as provided for in Section 11 of this Article.

Section 4. *Corporate Member.* Companies manufacturing, selling or servicing goods connected with the sport of squash may become a Corporate Member, without voting privileges, as provided for in Section 11 of this Article.

Section 5. *District Association.* Any squash association in the United States defined as having three (3) or more Member Clubs of this Association or at least fifty or more individuals who are Members of this Association may be elected a District Association, without voting privileges, as provided for in Section 11 of this Article. The foregoing requirements for three (3) or more Member Clubs or at least fifty individual Members shall not apply to those District Associations which were in good standing in this Association on April 30, 1979.

Section 6. *Affiliated Member Club.* Any squash club or facility outside the United States where the game of squash is played may become an Affiliated Member Club, without voting privileges, as provided for in Section 11 of this Article.

Section 7. *Affiliated National Association.* Any national squash association may become an Affiliated National Association, without voting privileges, as provided for in Section 11 of this Article.

Section 8. *Member Organization.* Any sports organization which conducts a national program or regular national competition, amateur or otherwise, in the sport of squash, may be elected a Member Organization, without voting privileges, as provided for Section 11 of this Article.

Section 9. *Playing Rules.* Member Clubs and District Associations shall use the Playing Rules of this Association.

Section 10. *Resignation.* Members, whether voting or otherwise, may resign by written declaration to the Chief Executive Officer (hereinafter the “CEO”) at the Association Office.

Section 11. *Applications.* Application for membership by an organization wishing to become a Member Club, a Corporate Member, District Association, an Affiliated Member Club, an Affiliated National Association or Member Organization shall be made in writing to the CEO at the Association Office, signed by an officer of such organization and accompanied by payment for the applicable annual dues, if any, and shall contain an undertaking that the organization will comply with these By-laws, the rules of this Association, and the decisions of this Association's Board of Directors. Affiliated National Associations, District Associations and Member Organizations must receive Board approval to become Members of the Association.

ARTICLE IV

MEETINGS OF THE MEMBERS

Section 1. *Annual Meeting.* There shall be an Annual Meeting of the Members of this Association each fiscal year as the Chairman of the Board shall determine. The purpose of the Annual Meeting shall be to elect Directors duly nominated by the Board upon recommendation by the Nominating and Governance Committee to fill any vacancies on the Board as of, and to be effective, July 1 of each year, as well as to consider any other business brought before the membership in accordance with these By-laws. The time and the place of the Annual Meeting and any special meeting of the Members shall be fixed by the Chairman of the Board. Notice of each Annual Meeting of the Members shall be published prominently on the official website for the Association. The website posting or other notice shall not take place less than four (4) weeks prior to the date of the meeting.

Section 2. *Special Meetings.* Special meetings of the Members of this Association may be called by the Chairman of the Board at any time, provided the same notice is given to Members as stated in Section 1 of this article.

Section 3. *Voting by Individual Members.* Individual Members entitled in the aggregate to cast twenty-five (25) votes shall constitute a quorum at the Annual Meeting of the Members or at any special meeting of the Members of this Association, but fewer than a quorum shall have the power to adjourn from time to time until a quorum be present.

Section 4. *Member Voting Generally.* Only Annual Members, Life Members, and Honorary Life Members, in good standing, shall be entitled to vote at an Annual Meeting or any special meeting of the Members. Voting must be in person or by proxy duly executed by such Member. One (1) representative of each Member Club, Corporate Member, District Association, Affiliated Member Club, Affiliated National Association, and Member Organization may attend and, at the sole discretion of the Chairman, may speak at each Annual Meeting and special meeting of the Members, but such representatives may not vote. As a substitute for a written proxy duly executed as set forth in the preceding sentence, Members may assign their proxy via an established Internet based independent third-party software system pursuant to detailed procedures recommended by management, approved

by the Nominating and Governance Committee along with review and confirmation of results overseen by the Board of Review.

ARTICLE V

VOTING

Section 1. *Requirements.* Except as otherwise provided in these By-laws, voting at this Association's meetings of the Members, Board, Standing Committees and any other committees shall be in person, and each person, in good standing, shall be entitled to cast one (1) vote. Except as otherwise specified in these By-laws, all voting shall be by majority of a quorum. A motion shall not be passed if the vote is tied.

Section 2. *Participating Remotely.* When specifically authorized by the Chairman of the Board or Chairperson of a Standing Committee or chairperson of any other committee to do so, individuals may participate and vote in a meeting of such committee 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 the meeting including the counting of any member so participating for purposes of a quorum.

Section 3. *Other Actions Taken.* Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. For purposes of this Section 'consent in writing' shall include any form of electronic communication directly from a Board (or as the case be, Committee) member, such as email, not directly involving the physical transmission of paper, that otherwise creates a record unambiguously attributable to that member that may be retained, retrieved and reviewed by the designated recipient thereof, and that may be directly reproduced in paper form by such a recipient suitable for placement with the organization's permanent records including its minute book.

ARTICLE VI

OFFICER, DIRECTOR AND STANDING COMMITTEE MEMBER REQUIREMENTS

Section 1. *Requirements.* Each Officer, Director and Standing Committee Member of this Association shall be a citizen or lawful permanent resident of the United States, eighteen (18) years of age or older, and an Annual Member, Life Member or Honorary Life Member of this Association.

Section 2. *Compensation.* No Director, Officer or Standing Committee Member of this Association shall receive directly or indirectly any salary or other compensation from this Association unless authorized by the Board.

Section 3. *Reimbursements.* No Director, Officer or Standing Committee Member of this Association shall be entitled to receive reimbursement for expenses incurred in the performance of services for this Association unless expressly authorized by the Board.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. *General Duties and Focus.* The general management of the business and affairs of this Association shall be vested in a Board of Directors. The Board shall focus on providing policy guidance and strategic direction with a long-term perspective while empowering the CEO to build and manage a staff-driven organization utilizing best practices. The Board shall have sole responsibility for governance of this Association.

Section 2. *Association Policy and Procedure Manual.* The Board shall adopt, maintain, and keep published on the primary website of the Association, a comprehensive manual of policies and procedures to govern this Association's operations (as amended, restated or otherwise modified from time to time by the Board, the "Association's Policies and Procedures").

Section 3. *Diversity of Participation, Purpose, and Discussion.* The Association shall seek to be governed by a diverse Board whose members are elected without regard to race, color, religion, national origin or gender, with reasonable representation on the Board of both males and females. The Board shall be sensitive to the desirability of diversity at all levels of the Association and shall develop and implement policies of diversity supported by meaningful efforts to accomplish this goal. The Board shall seek to provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators and officials to participate in squash competitions. The Board shall develop norms and procedures that favor transparency, open discussion, and the presentation of different views.

Section 4. *Exclusive Service.* No member of the Board shall be an Officer or Additional Officer or participate in an official capacity in the governance of any Administrative Region or District during their service as a member of the Board with the exception of ex officio Directors.

Section 5. *Composition.* The Board shall have a maximum of twenty (25) members consisting of (i) sixteen (16) independent Directors recommended for nomination by the Nominating and Governance Committee in accordance with Article IX; (ii) five (5) Athlete Directors nominated and elected in accordance with Article XI; and (iii) up to four (4) ex officio members whom the Board of Directors may elect as additional non-voting members of the Board of Directors to one (1) year terms, remaining eligible for re-election in subsequent years.. An ex officio Director is a Director who is elected by the Board by virtue of holding another office or other official distinction. Each independent member of the Board of Directors shall be independent of the management of this Association and shall be determined to have no material relationship with this Association either directly or through an organization that has a material relationship with this Association.

Section 6. *Election.* All new members of the Board shall be elected at the Annual Meeting of the Members as provided in Article IV except (i) members of the Board chosen to fill interim casual vacancies as provided for in Section 20 of this Article VII and (ii) for the five (5) members of the Board who are Athlete Representatives who shall

be nominated and elected by the Athletes' Advisory Council in accordance with Article XI.

Section 7. *Staggered Terms.* The Board shall be divided into four classes, designated Class I, Class II, Class III, and Class IV. Class I shall consist of four (4) Directors; Class II shall consist of eight (8) Directors; Class III shall consist of four (4) Directors; and Class IV shall consist of four (4) Directors. At each Annual Meeting, newly elected Directors for each class shall hold office for a term of four (4) years beginning July 1 after the relevant Annual Meeting and until the election and qualification of their respective successors in office.

Section 8. *Limited Term; Extensions.* No Director shall serve in such capacity for more than the period of two (2) full terms except for a Director elected as Chairman of the Board in his second, third or fourth year of service in this position.

Section 9. *Partial Terms.* If a member of the Board is elected to fill less than four (4) years of a term newly created, or vacated by a Board member who is removed, resigns, dies, becomes disabled, or otherwise leaves office early, that member may be re-elected to two (2) additional four-year terms.

Section 10. *Effective Date.* Except to fill an interim casual vacancy, all members of the Board shall take office effective July 1 immediately following their election and shall hold their offices until their respective successors are elected and qualify or until removed.

Section 11. *Athlete Representative Vacancies.* A vacancy for any cause occurring among the persons so elected by the Athletes' Advisory Council shall be filled by the Athletes' Advisory Council.

Section 12. *Meetings.*

- a. *Annual and Quarterly Meetings.* The Board shall meet regularly and at least four (4) times per year. Meetings of the Board shall be held on not less than ten (10) days' notice to each Director either personally or by email, mail, telephone or facsimile stating the time and place of the meeting
- b. *Special Meetings.* Special meetings of the Board of Directors may be called by the Chairman or any four (4) directors together, provided that seven (7) days' notice is given to each Director either personally or by email, mail, telephone, telegram, or facsimile stating the time, place, and purpose of the meeting.

Section 13. *Quorum.* Except as may be otherwise specifically provided by these By-Laws, at all meetings of the Board, one-third (1/3) of the Board of Directors' membership shall constitute a quorum, but fewer than a quorum shall have the power to adjourn from time to time until a quorum be present.

Section 14. *Attendance.* Directors are expected to attend in person all regularly scheduled in person meetings of the Board of Directors, though in exigent circumstances may participate in a meeting by telephone. Any member of the Board of Directors who shall fail to attend three (3) consecutive in person meetings without an explanation satisfactory to the Chairman of the Board may lose his or her position as a member of the Board by vote of the Board, and any person who shall so lose his or her position as a member of the Board

may not be re-elected to be a member of the Board for a period of two (2) years following the date of such vote of the Board. The vacancy thus created shall be filled as provided in Section 20 of this Article VII.

Section 15. *Guests.* Guests may attend Board meetings only upon invitation of the Chairman of the Board or CEO.

Section 16. *Actions.* Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. For purposes of this Section 'consent in writing' shall include any form of electronic communication directly from a Board (or as the case be, Committee) member, such as email, not directly involving the physical transmission of paper, that otherwise creates a record unambiguously attributable to that member that may be retained, retrieved and reviewed by the designated recipient thereof, and that may be directly reproduced in paper form by such a recipient suitable for placement with the organization's permanent records including its minute book.

Section 17. *Athlete Representatives.* Pursuant to the By-laws of the USOPC, Athlete Representatives shall equal at least twenty percent (20%) of membership on the Board and all committees of this Association. This requirement shall be strictly enforced.

Section 18. *Outside Counsel.* The Board has the authority to retain such outside counsel, auditors, experts, and other advisors as they determine necessary to assist them in the performance of their functions.

Section 19. *Removal.* The Board shall have the power to suspend or expel any member of the Board for any reason or no reason. Two thirds (2/3) of the votes cast shall be necessary to remove a sitting member of the Board of Directors or a committee over that person's objection. The Board of Directors may deliberate in an executive session without the presence of the member in question before votes are cast and such member's vote shall not be counted.

Section 20. *Interim Vacancies.* In the event that any member of the Board tenders his or her resignation, is removed, becomes mentally incompetent, or otherwise becomes unable to continue to serve this Association for any reason, such vacancies may be filled for the unexpired term by a majority of the Directors then in office though less than a quorum, and each Director so chosen shall hold office until the end of that unexpired term and until his or her successor is elected and qualified or until his or her earlier resignation, removal, mental incompetence or other inability to serve this Association.

ARTICLE VIII

OFFICERS

Section 1. *Officers.* The Officers of this Association shall be a Chairman of the Board, a Vice Chair, a President and Chief Executive Officer (CEO), and a Secretary. The Board

shall have the power at any time to create and fill additional offices (such new officers “Additional Officers”) and prescribe the duties thereof. No Officer or Additional Officers of this Association shall be an officer of any other sports organization which is recognized as a National Governing Body. The Officers of the Association shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board or these By-laws, except that in any event each Officer shall exercise such powers and perform such duties as may be required by applicable law.

Section 2. Chairman of the Board.

- a. *Election.* The Board shall elect a Chairman of the Board by a vote of Directors holding a majority of the voting power of all Directors present at any meeting at which a quorum is present.
- b. *Authority.* The Chairman of the Board shall set and preside at all meetings of the Board and shall determine the agenda for meetings of the Board. Members of the Board may request that the Chairman of the Board include items on the agenda.
- c. *Terms.* The Chairman of the Board shall serve a three (3) year term. Upon the recommendation of the Nominating and Governance Committee noting special circumstances, the Board may approve up to a one (1) year extension of such three (3) year term. In no case shall the Chairman of the Board serve for more than a total of four (4) years as Chairman of the Board. In circumstances where the Board elects a Chairman of the Board whose three (3) year term as Chairman would otherwise extend beyond his or her regular four (4) year term as a Board member, such election and resultant term extension shall be subject to prompt review and approval at the time of such election by the Nominating and Governance Committee. Such circumstances shall not however require a re-nomination and in turn membership voting approval as otherwise required by the Section 8. Limited Term; Extensions provisions hereof that would otherwise be applicable to such a regular Board term extension.
- d. *Early Termination.* In the event of the resignation, removal, incapacity or death of the Chairman of the Board, the remaining members of the Board of Directors may either then elect a new Chairman of the Board or, in their discretion an Interim Chairman of the Board, or wait until the next scheduled election of new Directors and then elect a new Chairman of the Board.

Section 2. Vice Chair of the Board.

- a. *Election.* The Board shall elect a Vice Chair of the Board by a vote of Directors holding a majority of the voting power of all Directors present at any meeting at which a quorum is present.
- b. *Authority.* The Vice Chair shall discharge the duties and obligations of the Chairman in his or her absence or in case of his or her inability to serve and shall maintain a portfolio of initiatives to lead, the scope of which shall be based upon agreement with the Chairman of the Board.
- c. *Terms.* The Vice Chair shall serve a one-(1) year term and he or she shall be eligible for re-election in subsequent years. In no case shall the Vice Chair serve for more than a total of four (4) years as Vice Chair.
- d. *Early Termination.* In the event of the resignation, removal, incapacity or death of the Vice Chair, the remaining members of the Board of Directors may either then elect a new Vice Chair or wait until the next scheduled election of new Directors and then elect a new Vice Chair.

Section 3. *President and Chief Executive Officer.*

- a. *General Duties and Authority.* The Association shall have a President and Chief Executive Officer (CEO), who shall be the leader of management and vested with the authority to make decisions on behalf of management. The CEO shall have general day-to-day supervision of the direction and management of the affairs of this Association and the functioning of the Association Office in accordance with the Association's Policies and Procedures and shall see that all orders and resolutions of the Board are carried into effect. The CEO shall also perform such other duties and may exercise such other powers as from time to time may be assigned to him by these By-laws or by the Board and may delegate responsibilities to staff members under his supervision.
- b. *Specific Duties.* The CEO shall oversee and supervise the (i) collection of all dues and other revenues; (ii) the payment of bills; and (iii) preparation and maintenance of all financial receipts and disbursements. The CEO shall annually submit to the Board a proposed budget for the forthcoming fiscal year and present at the Annual Meeting of the Members a report of the Board in the form required by Section 519 of the New York Not-for-Profit Corporation Law. The report shall be filed with the records of this Association and a copy thereof filed with the minutes of the Annual Meeting of the Members.
- c. *Meetings and Voting.* The CEO shall have a standing invitation to attend all meetings of the Members, the Board, and Committees except that the CEO shall not attend portions of meetings of the Board that are designated as "executive session" at the discretion of the Chairman of the Board or a majority of the Directors. The presence of the CEO at meetings of the Board shall not be required or counted thereat for quorum purposes. The CEO shall not be a member of the Board. The CEO shall be entitled to vote as a Member in all votes by the membership.
- d. *Task Forces and Councils.* The CEO shall have the authority to appoint advisory task forces or councils as he or she deems necessary. He or she shall appoint the members of such task forces or councils and define the mission of such task forces or councils. He or she shall also be responsible for oversight of such groups and for evaluating their performance and may utilize the volunteer services of knowledgeable individuals within or outside this Association's membership to provide assistance.
- e. *Hiring and Tenure.* The Board of Directors shall hire and supervise the CEO pursuant to a customary and reasonable executive employment agreement for whatever term the Board deems appropriate, but in no event shall the contract term exceed four (4) years absent a formal Board review and negotiation for extension or renewal.

Section 4. *Secretary.*

- a. *Selection and Delegation of Functions.* The CEO shall select a member of the staff to be designated as the Association's corporate Secretary. The CEO shall have managerial discretion to perform or delegate to the Secretary any (or all) of the functions of the Secretary unless otherwise prescribed by applicable law.
- b. *Functions.* The Secretary shall perform all of the ministerial functions of a corporate secretary that are customarily required under applicable corporate law, including: (i) keeping the minutes of the proceedings of the Board and Annual Meeting of Members; (ii) seeing that all notices are duly given in accordance with the provisions of these By-laws; and, (iii) organizing and maintaining custody of

- the Association's corporate records including the records for the above-listed functions all within its Minute Books, as well as all of the agendas, minutes, and meeting notes for all of the Standing Committees in files to be maintained for each Standing Committee.
- c. *Assistant Secretary.* In addition to designating a Secretary the CEO may also designate a member of the staff to serve as an Assistant Secretary to assist with all or part of the Secretary's functions.
 - d. *Term and Vacancies.* The term(s) of office of the Secretary and the Assistant Secretary, if any, is unlimited. The Secretary shall hold office until his or her employment by the Association ends, when the CEO designates a different individual to serve as Secretary, or until the Secretary's earlier resignation, removal by the CEO, incapacity, disability or death. In any circumstance in which the CEO has not designated an employee to serve as Secretary, the Board of Directors may select a Director of the Board or another individual employed by the Association to serve as Secretary.
 - e. *Board Meeting Minute Taking and Attendance Prerogative.* In any circumstances where the Secretary (or Assistant Secretary) would otherwise be responsible for attending and maintaining the minutes for all or any part of any Board meeting, the Chairman of the Board shall have the option to designate another member of the Board (or the CEO), to maintain the minutes for all or part of any such Board meeting in lieu of the Secretary (or Assistant Secretary) being required to be in attendance for all or part of such a Board meeting

ARTICLE IX

STANDING COMMITTEES

Section 1. *Standing Committees.* There shall be six (6) Standing Committees: (i) Nominating and Governance; (ii) Finance and Audit; (iii) Institutional Advancement; (iv) Investment; (v) Judicial; and (vi) Executive. Each Standing Committee shall consist of not less than three (3) and not more than five (5) individuals and shall have an elected Chairperson and may have, at his or her discretion, a Board-elected Vice Chair.

Section 2. *Chairperson and Vice Chair Election and Term.* Except as otherwise expressly provided under the specific rules for the applicable standing committee, regular vacancies with respect to the Chairperson of any Standing Committee shall be filled by the Board prior to June 30 to be effective July 1 immediately following his or her election. The term of a Chairperson and Vice Chair shall be one (1) year and he or she shall be eligible for re-election in subsequent years except as otherwise expressly provided under the specific rules for the applicable Standing Committee.

Section 3. *Standing Committee Assignments and Requirements.* Except as otherwise expressly provided for herein below under the specific rules for a particular Standing Committee, Standing Committee assignments, including the election of any Standing Committee Chairperson, shall be made by the Board in consultation with the Nominating and Governance Committee. At no time shall a Standing Committee or any of its subcommittees fail to meet the Athlete Representative requirement of representing 20% of all committee members and elected by the Athletes' Advisory Council. Each Standing Committee shall consistently seek participation by both men and women.

Section 4. *Term and Term Limits.* Except as otherwise expressly provided herein below, Standing Committee members shall serve for two (2) year terms or for such additional time as the Board deems appropriate but not longer than four (4) years unless the Nominating and Governance Committee expressly approves a term extension or renewal beyond four (4) years after due consideration and review.

Section 5. *Removal.* The Board shall have the power to suspend or expel any member of a Standing Committee for any reason or no reason. Two thirds (2/3) of the votes cast shall be necessary to remove a sitting member of a Standing Committee over that person's objection. In a case where the Standing Committee member in question is also a member of the Board, the Board may deliberate in an executive session without the presence of the member before votes are cast and such member's vote shall not be counted.

Section 6. *Interim Vacancies.* Interim casual vacancies on a Standing Committee shall be filled by the Chairman of the Board for the unexpired term and if such vacancy requires an Athlete Representative to be replaced, such vacancy shall be filled by the Chairman of the Board with an Athlete Representative recommended by the Athletes' Advisory Council.

Section 7. *Quorum.* A majority of the members of a Standing Committee shall constitute a quorum, but fewer than a quorum shall have the power to adjourn from time to time until a quorum is present.

Section 8. *Board Interface and Agendas.* Each Standing Committee shall have the right to submit any matters within its scope for consideration directly to the Board. Standing Committee agendas shall be developed by the committee Chairperson in consultation with the appropriate members of management and with the input of other Directors.

Section 9. *Committee Charters.* All Standing Committees shall adopt written policies and procedures that shall be approved by the Board which shall govern such Standing Committee's operations and policies (each a "Committee Charter"). The current Committee Charter for each Standing Committee shall at all times be published on the principal website for the Association.

Section 10. *Specific Standing Committees Provisions.*

(1) Nominating and Governance Committee

- a. *Authority.* The Nominating and Governance Committee shall be responsible for identifying, evaluating, and recommending for nomination by the Committee, all non-Athlete Representative candidates for membership on the Board. The Nominating and Governance Committee shall consult with the Board with regard to appointing members of the Standing Committees. The Nominating and Governance Committee shall also be responsible for such other activities as specified in its Committee Charter.
- b. *Composition.* The Nominating and Governance Committee shall consist of five (5) members, all of whom shall be Directors and at least one (1) of whom shall qualify as an Athlete Representative.

- c. *Chairperson and Vice Chair.* The Chairperson of the Nominating and Governance Committee shall be elected by the Board. At no time shall the Chairman of the Board be the Chairperson of the Nominating and Governance Committee. A Vice Chair of the committee may be elected by the Board at the discretion of the Chairperson.
- d. *Election.* Members of the Nominating and Governance Committee shall be elected by the Board except for the Athlete Representative, who shall be elected by the Athletes' Advisory Council.

(2) Finance and Audit Committee

- a. *Authority.* The Finance and Audit Committee shall oversee the preparation and review of the annual budget for the Association to be prepared by the CEO and to be submitted for the forthcoming fiscal year to the Board prior to the end of the fiscal year preceding the budget year. The Finance and Audit Committee shall oversee the selection and retention of independent auditors and ensure that audits are undertaken annually, and that such audits are objective and in accordance with Generally Accepted Accounting Principles ("GAAP"). The Finance and Audit Committee shall oversee all general budgeting and financial planning. This Committee may also submit recommendations to the Board concerning any matter relating to the financial affairs of this Association. The Finance and Audit Committee shall also be responsible for such other activities as specified in its Committee Charter.
- b. *Composition.* The Finance and Audit Committee shall consist of at least three (3) and at most five (5) members, with at least two (2) members who are also members of the Board and with at least one (1) member who is an Athlete Representative.
- c. *Chairperson and Vice Chair.* The Chairperson of the Finance and Audit Committee shall be elected by the Board and be a member of the Board. The Chairman of the Board shall not be the Chairperson of the Finance and Audit Committee. A Vice Chair of the committee may be elected by the Board at the discretion of the Chairperson.
- d. *Election.* Members of the Finance and Audit Committee shall be elected by the Board except for the Athlete Representative, who shall be elected by the Athletes' Advisory Council.

(3) Institutional Advancement Committee

- a. *Authority.* The Institutional Advancement Committee shall assist the Association reach fundraising goals through donor identification, relationship building, cultivation, and solicitation as well as serve as a forum for new ideas regarding development campaigns, infrastructure, and contacts. The Institutional Advancement Committee shall support all Association Funds. The Institutional Advancement Committee shall also be responsible for such other activities as specified in its Committee Charter.

- b. *Composition.* The Institutional Advancement Committee shall consist of five (5) members, at least three (3) of whom shall be members of the Board. At least one (1) member shall be an Athlete Representative.
- c. *Chairperson and Vice Chair.* The Board shall elect the Chairperson of the Institutional Advancement Committee who must be a member of the Board. A Vice Chair of the committee may be elected by the Board at the discretion of the Chairperson.
- d. *Election.* Members of the Institutional Advancement Committee shall be elected by the Board except for the Athlete Representative, who shall be elected by the Athletes' Advisory Council.

(4) Investment Committee

- a. *Authority.* The Investment Committee shall oversee the capital investments of the Association in accordance with applicable fiduciary standards. The Investment Committee shall also be responsible for such other activities as specified in its Committee Charter.
- b. *Composition.* The Investment Committee shall consist of five (5) members, up to three (3) of whom may be members of the Board and at least one (1) member shall be an Athlete Representative.
- c. *Chairperson and Vice Chair.* The Board shall elect the Chairperson of the Investment Committee who must be a Board member. A Vice Chair of the committee may be elected by the Board at the discretion of the Chairperson.
- d. *Election.* Except when filling a casual interim vacancy, each regular vacancy on the Members of the Investment Committee shall be filled as follows: (i) the three (3) members who may also be members of the Board shall be elected by the Board, and one of whom shall be designated as the Chairperson; (ii) the one (1) member who shall not be a member of the Board shall be elected by the then current Investment Committee; and (iii) the one (1) Athlete Representative member shall be elected by the Athletes' Advisory Council.
- e. *Terms and Term Limits.* The Chairperson of the Investment Committee shall serve for two (2) years in such capacity and members of this Committee shall serve for five (5) years. No Chairperson of the Investment Committee shall serve for more than two (2) consecutive years as Chairperson unless expressly permitted by the Board and no member of this Committee shall serve for more than five (5) consecutive years.

(5) Judicial Committee

- a. *Authority.* The Judicial Committee shall rule upon all matters concerning any and all discipline, suspension or disqualification of individual members of this Association. The Judicial Committee shall use standards of fair play and the spirit of sportsmanship inherent in the rules of squash as guidelines to resolve matters, questions, appeals, and disputes related to ethics, conflicts of interest, grievances, and violations of rules and regulations involving members of this Association. The Judicial Committee shall also

be responsible for such other activities as specified in its Committee Charter.

- b. *Composition.* The Judicial Committee shall consist of five (5) members, a minority of whom shall be a member of the Board. At least one (1) member shall be an Athlete Representative. All members of the Judicial Committee shall be independent as defined in its Committee Charter.
- c. *Chairperson and Vice Chair.* The Board shall elect the Chairperson of the Judicial Committee. At no time will the Chairperson of the Judicial Committee be a member of the Board of Directors. A Vice Chair of the committee may be elected by the Board at the discretion of the Chairperson.
- d. *Election.* Each casual and regular vacancy on the Judicial Committee shall be filled by the Nominating and Governance Committee except with respect to the one (1) member who is an Athlete Representative, in which case they shall be elected by the Athletes' Advisory Council.

(6) Executive Committee

- a. *Authority.* The Executive Committee shall be empowered to act with delegated authority from the Board of Directors on all matters requiring Board attention between meetings of the full Board with the exception of the following: (i) approving amendments to the By-laws; (ii) selecting the CEO; (iii) electing officers of the Association or Standing Committee Chairs; (iv) filling casual vacancies of Directors; (v) approving the annual budget; (vi) or approving settlement agreements on behalf of the Association The Executive Committee shall serve as the Association's Compensation Committee.
- b. *Composition.* The Executive Committee shall consist of the Chairman of the Board, the Board Vice Chair, the Chairperson of the Finance and Audit Committee, the Chairperson of the Nominating and Governance Committee, and the Athlete Representative.
- c. *Chairperson and Vice Chair.* The Chairman of the Board and Vice Chair of the Board shall serve as the Chairperson and Vice Chair of the Executive Committee.

ARTICLE X

OTHER SPECIAL COMMITTEES AND APPOINTEES

Section 1. *Appointment of Special Committees.* The Chairman of the Board or CEO may appoint and remove such other ad hoc or special committees, including the respective Chairperson(s) and committee members, from time to time as they may deem necessary for the proper functioning of this Association. At no time shall any such committee or any of its subcommittees fail to meet the Athlete Representative requirement.

Section 2. *Appointment of Other Professionals.* The CEO may appoint such auditors, consultants, attorneys, and advisors from time to time as he or she may deem necessary for the proper functioning of this Association. Any reports, analysis, opinions, memoranda or other disclosures (such as quarterly and annual audits, pending litigation or financial analysis) performed by such auditors, consultants, attorneys and advisors shall be submitted to the Board as soon as practicable, but no later than the next meeting called by order of the Chairman of the Board or at the request of any four (4) of its members pursuant to Article X. A copy of any such report, analysis, opinion, memorandum or other disclosure shall be available at the Association Office.

ARTICLE XI

ATHLETES' ADVISORY COUNCILS, ATHLETE DIRECTORS AND ATHLETE REPRESENTATIVES

Section 1. *Designation.* This Association shall have an Athletes' Advisory Council consisting of all qualified Athlete Representatives. This Association shall also have a representative and an alternate representative to the USOPC Athletes' Advisory Council.

Section 2. *Definition of Athlete Representatives.* Athlete Representatives must have represented the United States in the Olympic, Pan American or Paralympic Games, World Championships, or an event designated as an Operation Gold event within the ten (10) years preceding election. Additionally, in order to be eligible to run for election as an Athlete Director for this Association on the USOPC Athletes' Advisory Council, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. Athlete Representatives may not be drawn from events that categorize entrants in age-restricted classifications commonly known as "Masters," "Seniors," "Veterans" or other similarly designated age-restricted competition. This provision is not meant to exclude from eligibility athletes who compete in an event for which the International Olympic Committee or World Squash Federation has established an age restriction but who otherwise meet the standard set forth. The Secretary or the Association Office shall keep an updated list of the Athlete Representatives, their addresses and any other contact information, and shall certify which Athlete Representatives are in good standing for purposes of voting at meetings of the Athletes' Advisory Council. The definition of Athlete Representatives may be modified from time to time in accordance with USOPC By-laws.

Section 3. *Chairperson.* The Athletes' Advisory Council shall elect from among its members, by majority vote, a Chairperson. The term of office of the Chairperson shall be four (4) years. The newly elected Chairperson shall take office immediately. The Chairperson shall hold office until the Chairperson's successor is elected and qualified, or until the Chairperson's earlier resignation, removal, incapacity, disability or death.

Section 4. *Athlete Directors.* The Athletes' Advisory Council shall elect from among its members, Athlete Directors on the Board of Directors.

Section 5. *Procedures.* The Athletes' Advisory Council shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on this Association's primary website.

Section 6. *Meetings.* Meetings of the Athletes' Advisory Council may be called by order of the Chairperson of the Athletes' Advisory Council on thirty (30) days' notice to each Athlete Representative, stating the time, place and purpose of the meeting. Notice shall be given in person or by mail, telephone, facsimile or email. There shall be at least one (1) meeting held each year at the Annual Meeting of the Members for the purpose of electing Athlete Directors.

Section 7. *Voting.* Voting at meetings of the Athletes' Advisory Council may be in person or by proxy and each Athlete Representative, in good standing, shall be entitled to cast one (1) vote. Votes shall be determined by a majority of votes cast. A majority of Athlete Representatives present at a meeting or voting, in person or by proxy, shall constitute a quorum. The Athletes' Advisory Council may meet and vote by the use of conference telephone or similar communications equipment in accordance with the provisions of Article V, Section 2, of these By-laws. The Chairperson of the Athletes' Advisory Council shall preside at the meetings of the Athletes' Advisory Council.

Section 8. *Nominations.* The Athletes' Advisory Council shall nominate and elect (i) the Chairperson, (ii) two Athlete Representatives (one male and one female) to serve as the USOPC Athlete's Advisory Council representative and alternate; and (iii) such number of Athlete Representatives as provided under Section 5 of Article VII to serve as Athlete Directors.

Section 9. *Appointments to Other Committees.* The Athletes' Advisory Council shall also recommend to the Chairman of the Board for appointment Athlete Representatives to (i) the Standing Committees; and (ii) any ad hoc or special committees of this Association. The Athletes' Advisory Council may also make recommendations to the Chairman of the Board of Directors or to the Board of Directors with respect to any other matters concerning this Association.

ARTICLE XII

ADMINISTRATIVE REGIONS AND DISTRICT ASSOCIATIONS

Section 1. *Administrative Regions.* The Board of Directors shall divide the United States into Administrative Regions as the Board determines will best serve the interests of the sport of squash. The purpose of the Administrative Regions shall be to promote, develop and increase participation in squash and conduct regional activities that promote the mission of this Association as determined by the Board of Directors.

Section 2. *District Associations.* The Board of Directors shall divide the United States into District Associations and decide into which Administrative Region each District Association will be placed as the Board determines will best serve the interests of the sport of squash. The purpose of the District Associations shall be to promote, develop and increase participation in squash and conduct local activities that promote the mission of this Association as determined by the Board of Directors.

ARTICLE XIII

NOTICES

Section 1. *Generally.* Every Member of this Association shall furnish an address to which all notices and communications may be sent by mail or otherwise. The sending of any such notice or communication to the address so furnished, or if no such address shall be furnished, to the last known address, shall constitute proper service thereof. Notice may also be given by email, mail, telephone or facsimile provided that such information has been furnished by the Member and any such notice by telephone, facsimile or confirmed receipt email shall constitute proper service to that Member. It shall be the duty of each Member to update his or her contact information.

Section 2. *Waiver.* Whenever any notice is required to be given under the provisions of the statutes or of this Association's Certificate of Incorporation or of these By-laws, a waiver thereof in writing signed by the person entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XIV DUES

Membership fees and dues for all classes of Association Membership shall be established by the Board.

ARTICLE XV FISCAL YEAR AND SEAL

Section 1. *Duration.* The fiscal year of this Association shall be from July 1 through June 30.

Section 2. *Seal.* The seal of this Association shall be circular in form and shall bear the name of this Association and the state and year of its incorporation.

ARTICLE XVI INDEMNIFICATION

This Association shall, to the fullest extent now or hereafter permitted by New York law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a Director, Officer, employee or agent of this Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including costs and attorneys' fees when and as incurred in defending such action or proceeding, whether or not such person is then a Director, Officer, employee or agent of this Association.

ARTICLE XVII RULES OF CONSTRUCTION

All references to gender in these By-laws shall include both the masculine and feminine unless the context requires otherwise. Words importing the singular shall be deemed to include the plural and vice versa.

ARTICLE XVIII AMENDMENTS

Section 1. *Modifications Generally.* These By-laws may be added to, amended or repealed by the affirmative vote of two-thirds (2/3) of the Directors present at a Board of Directors meeting at which a quorum is present and voting. Amendments may also be approved by the affirmative vote of two-thirds (2/3) of the Members present and entitled to vote at a Meeting of the Members of this Association at which a quorum is present and voting.

Section 2. *Notice.* Amendments of these By-laws shall be proposed only by the Board of Directors and the substance thereof shall be set forth in the notice of the meeting at which such amendment is to be approved.

ARTICLE XIX MISCELLANEOUS

Section 1. *Independence.* This Association shall be autonomous in the governance of the sport of squash and shall independently determine and control all matters central to such governance. It shall not be a member of any international sports federation other than the World Squash Federation which governs a sport included on the program of the Olympic Games or the Pan American Games.

Section 2. *Arbitration.* This Association shall submit to binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association in any controversy involving its recognition as a National Governing Body, as provided for in Article VIII of the Constitution of the USOPC, or involving the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition, as provided for in Article IX of the Constitution of the USOPC.