

[For Public Review]

BYLAWS

OF THE

UNITED STATES PARKOUR

ASSOCIATION

As amended through May 31, 2018

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PART 1: GENERAL PROVISIONS

1.1 NAME, OFFICES, AND SEAL

1.1.1 Name

The name of the Association shall be the United States Parkour Association (hereinafter “USPK” or “the Association”), and it shall serve as the National Governing Body for parkour in the United States of America.

1.1.2 Principal Office

The principal office of the USPK shall be determined at a future day, but shall be located within the United States, as must be approved by the Board of Directors of the USPK (hereinafter “the Board”).

1.1.3 Legal Entity

USPK was established on September 1st, 2017, and shall be a non-profit corporation, licensed pursuant to the laws of the State of Delaware. USPK shall be operated for charitable and educational purposes. The USPK shall file and subsequently operate consistent with and shall remain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

1.1.4 Seal and Logo

The Board may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition, and goals.

I.2 DEFINITIONS

Association (when capitalized) means USPK

Board (when capitalized) means USPK Board of Directors

Director shall mean member of the Board of Directors

Good Standing means up to date and fully paid on dues.

Meetings mean both both physical and virtual meetings.

Member means a member of USPK as described in Part 2

IOC means the International Olympic Committee

Parkour means and includes parkour, freerunning, and l'art du déplacement/ADD and is used as an umbrella term throughout this document.

SIG means Special Interest Group(s) as defined in Section 2.9

Ted Stevens Olympic and Amateur Sports Act. means the Ted Stevens Olympic and Amateur Sports Act [36 U.S.C. §§ 371, 391(b)(8)] as amended October 21, 1998.

USOC means the United States Olympic Committee

The Sport means the sport, art and/or discipline of Parkour, Freerunning and/or L'Art Du Déplacement.

For the purposes of this document, the Sport does not necessarily imply competitive team activities, but includes forms of physical activity which, through casual or organized participation, aim at expressing or improving physical fitness and mental well-being, forming social relationships or obtaining results in competition at all levels. Furthermore, although the Sport is primarily non-competitive, competitive practice is recognized as an element in the training practices of some communities and/or practitioners.

1.3 MISSION

The Mission of USPK shall be to shall be to promote the growth and success of the Sport in the United States.

USPK shall represent and promote the interests of its members by encouraging the development of individual practitioners, facilitating communication among membership and associated businesses and communities, raising awareness of the Sport within the general public, and representing the interests of membership at the U.S. and international levels.

USPK derives its authority from the individual members it represents and is guided and controlled by principles of good governance and nondiscrimination.

1.4 VALUES

Embody Good Governance — Abide by the principles of good governance by transparently making decisions on behalf of its membership, function on the basis of the rule of law, respond to and represent the individual interests of its members equitably and efficiently.

Oppose Discrimination — USPK maintains a nondiscriminatory policy toward its membership, admitting members of any race, religion, gender, or other group association, to all the rights, privileges, programs, and activities generally accorded or made available to members and does not discriminate in administering its policies, or in according its leadership positions.

Encourage Development — Encourage and advance learning, research, and participation in parkour in a way that promotes the interests and development of parkour practitioners. This may include, but is not limited to, providing fiscal sponsorship, research grants, and educational opportunities.

Facilitate Communication — Facilitate communication among parkour practitioners, professionals, enthusiasts, and associated businesses having shared interests, with potential sponsors, and with any events of interest to members.

Raise Awareness — Raise awareness of the practice of parkour in the general public and work to promote a positive image of parkour.

Represent Members — Represent parkour practitioners, professionals, and enthusiasts in the United States in relations with appropriate national and international sports federations, Associations, and communities. USPK derives its authority to be the national governing body for parkour in the United States by and through the support of the members it represents.

1.5 AUTHORITY

The Association is organized exclusively for the following purposes, in furtherance thereof and not in limitation thereof:

1. To exercise exclusive jurisdiction over the Sport in the United States
2. To protect the rights, freedoms, and interests of our members and the national parkour community
3. To establish national goals and promote and facilitate the attainment of those goals.
4. To be the custodians of the philosophy, integrity and sovereignty of the Sport nationally for and on behalf of the national community
5. To assist organizations and individuals concerned with the Sport in the development of training.
6. To coordinate national events and facilitate their successful implementation.
7. To coordinate and disseminate information including technical information on physical training and coaching certification, educational opportunities, activities and competitions.

8. To establish and maintain guiding codes of professional practice, ethics, competition, construction, safety, certification, coaching, and best practices.
9. To encourage and support research, development and dissemination of information in all areas related to the safe, effective practice of the Sport, including such areas as sports medicine, sports safety, parkour instruction, and practice in public spaces.
10. To actively protect property and the environment when organizing and promoting events.
11. To be the representative of and responsible for the Sport at all events Internationally including, but not limited to the Olympic Games, the Youth Olympic Games and any other multisport games and/or any other International events

1.6 JURISDICTION

USPK exercises sole jurisdiction (directly and through its members In addition to (and not in limitation of) the powers granted to the Association under its certificate of incorporation and pursuant to the laws of the state of its incorporation. The Association shall be empowered to preside over all matters pertaining to the Association of, and the US participation in, the Olympic Games, Paralympic Games, and Pan-American Games, including representation of participants from the US.

1.7 AUTONOMY

All activities of the USPK are independent of any political or governmental influence.

PART 2: MEMBERSHIP & AFFILIATES

2.1 COMPOSITION OF MEMBERSHIP

The basic composition of membership of USPK shall be individual persons who are citizens or permanent residents in the area of Jurisdiction, as well as affiliate organizations, groups, teams, and businesses.

There will be four classes of membership:

2.2 MEMBERSHIP CLASSES

2.2.1 Individual Associate Membership

Associate Members are at least 12 years of age and do not pay annual membership dues. Associate Members are not eligible to vote, to participate on committees, or to hold any elected position. However, the individual may join and participate in SIGs and the annual general assembly.

2.2.2 Individual Full Membership

A Full Member must be an Associate Member in good standing for a waiting period of 1 year before applying for Full Membership. The individual pays annual membership dues as set by the Board, is eligible to vote and to participate on committees, and may join SIGs. To hold an elected position, a Full Member must also have reached the age of majority for their state.

2.2.3 Community Affiliate Membership

Community Affiliate membership is open to both formal and informal organizations, teams, groups, and businesses. The community affiliate does not pay annual membership dues and is not eligible to vote or to participate on committees.

2.2.4 Professional Affiliate Membership

Professional Affiliate membership is open to legally recognized and registered organizations and companies that fulfill all eligibility requirements as established by the board, have been operating for at least one year, and are in good legal standing.

Professional Affiliates pay annual member dues. They do not vote as a member of USPK, however there may be special voting during the Annual Professional Affiliate Meeting.

2.4 MEMBERSHIP LENGTH

All membership classes depend upon continued satisfaction of the eligibility criteria set forth in Section 2, as determined by the Board.

Membership is granted for a term of one (1) year, or for other periods or upon terms as may be established by the Board. A Member who continues to satisfy the eligibility requirements may apply for renewal of membership, and continued membership is contingent upon being up-to-date with dues.

Membership term starts on January 1st and ends on December 31st. New members will have their dues and term prorated based on their joining date.

2.5 ELIGIBILITY

2.5.1 Eligibility of Individual Members

Application for Individual Membership (both associate & full) is open to any individual who is a current citizen or legal resident of the United States, regardless of race, color, religion, age, gender, sexual orientation, national origin or physical handicap who meets the eligibility criteria set forth below:

- (A)** Is a student, practitioner, instructor, or administrator participating in Parkour or anyone otherwise involved or interested in the sport of parkour, coach, referee, and/or administrator participating in Parkour.
- (B)** Has submitted in a timely manner a signed (electronic or otherwise), factually correct, and complete membership application in the form prescribed by USPK and has been approved as a Member by USPK.
- (C)** Pays in a timely manner the applicable fees and assessments, and any applicable dues established by the Board. A member shall be automatically suspended from membership in the association if member dues are delinquent. In the event of suspension without termination, membership rights and benefits may be reinstated immediately upon payment of unpaid dues.
- (D)** Abides by USPK's Bylaws, the policies and procedures of the Association, its code of conduct and code of ethics, and such other terms or conditions of membership established by the Board, as they may be amended.

Membership is granted by the Board after completion and review of a membership application and any appropriate dues.

2.5.2 Affiliate Eligibility

Application for affiliate membership shall be open to organization, group, team, or business that:

- (A)** Operates in the United States
- (B)** Serves practitioners of the Sport
- (C)** Supports the mission of USPK

Membership is granted by the Board after completion and review of a membership application and any appropriate dues.

2.5.3 Changes to Requirements

The Board reserves the right to amend eligibility requirements once a year.

2.6 RIGHTS

2.6.1 Rights of Individual Associates

- (A)** Individual Associate Members gain access to USPK resources and information
- (B)** Associate Members gain the right to petition USPK through participation in SIGs.

2.6.2 Rights of Individual Full Members

In addition to the rights afforded to Individual Associates, Full Members in good standing also:

- (A)** Have one vote in elections put before the membership.
- (B)** May participate on committees and may hold elected positions.

2.6.3 Rights of Community Affiliate

- (A)** Community Affiliates gain recognition as a Community Affiliate of USPK.
- (B)** Are afforded access to USPK community resources.

2.6.4 Rights of Professional Affiliates

In addition to the rights afforded to Community Affiliates, Professional Affiliates in good standing also:

- (A)** May participate in discussion in the Professional Affiliate Standing Committee.
- (B)** Have one vote in elections in the Professional Affiliate Standing Committee and may vote on Affiliate resolutions for Board consideration.
- (C)** Have access to any professional services that may be offered by USPK.

2.7 RESIGNATION

Any member may resign by filing a written resignation with the Secretary of the Board. Resignation shall not relieve a member of unpaid dues or other charges previously accrued.

2.8 TERMINATION

The Board may vote to suspend or terminate a membership with cause by majority vote at any time with a written notification to the member and a prorated refund of any membership dues. A member may be suspended from membership due to failure to comply with the code of conduct and professional standards of ethics as set forth by the Board. The Board may vote to terminate said member at any point thereafter by a majority vote. Once membership is terminated by action of the Board, said member may be reinstated only by a majority vote of the Board.

PART 3: BOARD OF DIRECTORS

3.1 GENERAL POWERS

The affairs of the Association shall be managed by its Board of Directors. The Board may from time to time hire or designate staff, whether paid or volunteer, to carry out the Board's direction under the oversight of the Board.

3.2 COMPOSITION

The Board shall consist of a minimum of five (5) and maximum of twelve (12) voting, non-executive Directors, including three (3) independent appointed directors.

3.2.1 Diversity

(A) The Board shall be composed of persons with a broad matrix of financial, legal, commercial, marketing, sports business skills, international experience, and contacts.

(B) Directors shall be elected without regard to race, color, religion, gender, sexual orientation, national origin, or physical handicap.

3.3 ELIGIBILITY TO SERVE:

General requirements all board nominees must fulfill:

- (1) Must be a Member in good standing for at least 1 year, fulfilling all requirements of individual membership.
- (2) Must be at least 18 years old

3.3.1 Additional Requirements for Elected Directors

In order to establish intent and self-nominate, members must:

- (1) Author a Letter of Intent that describes and demonstrates service in a leadership capacity in the community
- (2) Submit Letter of intent with 100 signatures of Full Members, submitted to the standing Election Committee.
- (3) Prepare and submit a "candidate overview" for review by the Election Committee

Policies for elections and nominations may be proposed by the Election Committee and adopted by the Board.

All nominations for board positions are reviewed & approved for eligibility by the Board of Directors and the Election Committee before being posted to the General Membership.

3.3.2 Appointed Directors

Independent Directors are appointed by the standing board and do not need to be members prior to appointment.

3.4 TENURE

Elections are to be held every 2 years.

3.4.1 Staggered Terms.

Terms of office of the Directors shall be staggered, beginning with the 2020 elections, so that at least 2 of the Elected Directors are elected each election year. The term for a Director shall be four (4) years, except that the terms to be filled in 2018-2024 may be for such different lengths of time as the Board of Directors may in its discretion determine so as to facilitate the smooth transition and even staggering of terms.

3.4.2 Re-election

A Director may be re-elected to serve up to three consecutive terms and may be re-elected to subsequent terms without limit, provided that, after completion of any three consecutive terms, a Director must not serve as a member of the Board for a period of at least one (1) year.

3.4.3 Ex Officio

The immediate past Chair of the Board shall serve as an ex officio, voting member of the Board for a term of one (1) year, and the term of service as a Director of the immediate past Chair may be extended for this period. The past Chair of the Association will attend and participate in Board meetings and Executive Committee meetings as an ex officio, non-voting member, except the past-Chair shall not attend those meetings or portions thereof that address the past-Chair's performance, compensation, or employment agreement.

3.5 VACANCIES

Vacancies occurring in a Director or Officer position or on the Governance Committee by death, resignation, refusal to serve, or otherwise, may be filled for the unexpired term by the Board of Directors.

3.6 RESIGNATIONS

A Director may resign at any time by filing his or her written resignation with the Board. Such resignation shall take effect at the time specified, or, if no time is specified, at the time of acceptance as determined by the Board.

3.7 REMOVAL

3.7.1 Termination at Will

Any Officer or Director may be removed at any time, with or without cause, by the vote of at least two-thirds (2/3) of the full Board of Directors.

3.7.2 Termination by Membership

Any Officer or Director may be removed at any time, with or without cause, by a written petition signed by 66% of the General Membership.

3.7.3 Termination due to Poor Attendance

Any Director who fails to attend two (2) regular Board meetings per calendar year will automatically be removed as a Director effective seven (7) days after the conclusion of the second missed Board meeting; provided, however, that the Board may, by a two-thirds vote or unanimous written consent, excuse one absence if the absent Director presents evidence of extenuating circumstances causing the absence either in advance of the Board meeting or within three (3) days of the missed Board meeting. Absences due to medical incapacity or other unusual circumstances beyond the control of the absent Director should generally be considered an extenuating circumstance meriting treatment of the absence as an excused absence.

If a Director attends but misses significant portions of two or more regular Board meetings in a calendar year, other than for extenuating circumstances, an agenda item will be added to the next Board meeting calling for the Board to consider of whether the Director should be removed.

3.7.4 Termination Due to Conduct & Ethics Violation

If a Director is found to be in violation of the Associations conflict of interest policy or code of conduct, they may be removed from the Board.

3.8 COMPENSATION

Directors shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize the reimbursement of reasonable expenses incurred in the performance of their duties. Such authorization shall prescribe the procedure for approval of payment for such expenses by designated Officers of the Association.

3.9 MEETINGS OF THE DIRECTORS

3.9.1 Regular Meetings of the Directors

Regular meetings of the Board shall be held at least once each calendar quarter at such times and places as the Board shall determine, with no less than four (4) such regular meetings annually, of which at least one (1) shall be face-to- face. Directors are expected to attend all regular Board meetings in full unless extenuating circumstances beyond the Director's control prevent them from attending.

3.9.2 Place of Meetings

The meetings of the Board shall be held at a place determined by the Board.

3.9.3 Notice of Meetings

Regular meetings shall be called on at least thirty (30) days' notice and special meetings on at least five (5) days' notice. Notice of regular or special meetings may be provided by electronic transmission in accordance with applicable law.

3.9.4 Minutes of Meetings

The minutes of all meetings of the Board, and a record of all actions taken by the Board without a meeting, shall be recorded and posted to the website of USPK and made public record.

3.9.5 Special Meetings

Special meetings of the Board may be called at any time by the Chair or by two (2) or more Directors. The agenda of any special meeting will be announced at the time notice is given. The business of the special meeting shall be limited to that on the agenda.

3.9.6 Quorum

At all meetings of the Board, $\frac{2}{3}$ of total Directors then in office shall constitute a quorum for the transaction of business.

3.9.7 Waiver

Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.9.8 Conduct

The Board of Directors shall adopt and adhere to a Code of Conduct and Ethics Policy for directors of the Association, which will be maintained for public review on our website and upon request.

3.10 OFFICERS OF THE BOARD

3.10.1 Authority and Duties of Officers

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

3.10.1.1 Chair of the Board

The Chair of the Board shall ensure the effective action of the board in governing and supporting the Association and oversees the board affairs.

- (A)** Set all meeting dates and meeting agendas and presides as board meetings
- (B)** Represents the Association to the media and community

- (C) Ensures that board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new board members
- (D) Otherwise perform such duties as are normally associated with the Chair of the Board.

3.10.1.2 Vice Chair of the Board

The Vice Chair of the Board shall: assume the duties of the Chair of the Board in the absence of the Chair of the Board and assume the duties of the Treasurer of the Board in the absence of the Treasurer of the Board, provided that if the Vice Chair of the Board does not have a financial background, the Vice Chair of the Board or the Audit Committee will retain such expertise as necessary for the effective oversight of the function of the Treasurer of the Board.

3.10.1.3 Treasurer of the Board

The Treasurer of the Board shall have general oversight of the financial affairs of USPK, including

- (A) Review of the annual (and, if any, quadrennial) budget prepared by the staff,
- (B) Review of financial reports to the Board prepared by the staff as the Board may request;
- (C) Oversight of the engagement of an independent certified public accountant to conduct an annual audit of PKs financial statements, and
- (D) In general, perform all duties incident to the office of Treasurer of the Board.

3.10.1.4 Secretary

The Secretary shall:

- (A) Keep or cause to be kept the minutes of the proceedings of the Board;
- (B) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (C) Be custodian of the corporate records;
- (D) Perform all duties incident to the office of Secretary; and
- (E) Perform such other duties as from time to time may be assigned to the Secretary by the executive director or by the Board.

3.11 STAFF

When needed, the Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Association, and shall direct the day-to-day business of USPK, maintain the properties of the Association, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

PART 4: MEMBER MEETINGS

4.1 MEETINGS OF MEMBERS

4.1.1 General Assembly

The date of any general assembly of members shall be set by the Board, who shall also set the time and place.

The General Assembly will be held once a year.

4.1.2 Special Meetings

Special meetings may be called by membership or a simple majority of the Board. A request made to the Communications Committee and supported by 25% of the voting members may call a special meeting. If time and place is not selected by meeting organizers, the Board shall set the time and place.

4.1.3 Annual Professional Affiliate Meeting

The Annual Professional Affiliate Meeting will be held once every 365 days, and is open to be attended by up to two representatives from any Professional Affiliate Member in good standing.

The Professional Affiliate Committee shall set the date and location for this meeting.

4.2 NOTICE

Maximum possible notice of any meeting shall be given to each voting member, by email, with a minimum advance notice of not less than five days before the meeting.

4.3 MINUTES OF MEETINGS

Minutes of each meeting shall be recorded by the Secretary of the Board and submitted for public review.

PART 5: COMMITTEES AND OVERSIGHT

USPK committees shall be of the number and size necessary to permit representation of membership, conduction of USPK activities, and appropriate governance. Committee members must be full members in good standing and are expected to attend meetings of the committees on which they serve. USPK has two types of committees:

- (A)** Task Committees
- (B)** Standing Committees

5.1 TASK COMMITTEES

USPK may create Task Committees. Task committees are temporary committees organized with short-term, limited-scope tasks, appointed by the Board. These committees shall have a lifespan of no more than one year, but may have their life span extended by unanimous board approval.

5.2 STANDING COMMITTEES

USPK shall have Standing Committees. Standing Committees are permanent committees within the structure of USPK. The Board may create additional Standing Committees by resolution. The Board shall choose, and may modify at any time, the number of members for each Standing Committee.

5.2.1 Membership Committee

The Membership Committee shall oversee all aspects of the logistics of managing membership rolls, collection of dues, and notification of members regarding lapses in dues payment. The Membership Committee is responsible for notifying the Board when committee members have a lapse in membership.

5.2.2 Ethics and Elections Committee

The Elections Committee shall oversee all aspects of conducting elections including the establishment of election procedures and methods, the creation of ballots for elections, and election auditing. The Elections Committee shall conduct referenda (decisions voted on by the entire membership) as required. The committee shall determine the eligibility of candidates. The committee is responsible for all aspects of election processes. As much time as possible, but a minimum of 1 month, should be allowed for vetting. The committee shall review each member questionnaire and any other disclosures regarding any potential ethics issues or conflicts of interests to determine if any violation exists.

5.2.3 Athletes Representation Committee

The Athletes Representation Committee actively works to discover needs, interests and concerns of athletes and to communicate such to the Board and to membership.

5.2.4 Youth Representation Committee

The Youth Representation Committee actively works to discover needs, interests and concerns of members below the age of majority and to communicate such to the Board and to membership.

5.2.5 Professional Affiliate Committee

The Professional Affiliate Committee actively works to discover needs, interests and concerns of affiliate members and to communicate such to the Board and to membership. The committee is responsible for holding an annual meeting for these members where they can discuss and vote on issues to make proposals to the board.

5.3 JOINING A COMMITTEE

Committee members must be USPK full members in good standing, at least 18 years of age. Members interested in serving on a committee must volunteer and be approved by the Board.

5.4 COMMITTEE STRUCTURE

Each committee shall appoint a Chair and a Secretary. The Chair is responsible for organizing meetings, delegating tasks, and ensuring the committee reaches its goals. The Secretary is responsible for keeping meeting minutes.

5.5 RESIGNATION, REMOVALS, VACANCIES

Committee members serve until termination of the committee, resignation, loss of eligibility, or removal by the Board. The Board may remove or replace committee members at its discretion and shall fill vacancies as it sees fit.

5.6 MINUTES OF MEETINGS

Each committee shall record minutes of its meetings and deliver the minutes to the Secretary of the Board in a timely fashion.

PART 6: SIGS

Membership Special Interest Groups (SIGS) are groups formed to facilitate collaboration among members who share a special interest such as a focused project, a common goal, practice, or geographical region.

6.1 BOARD AUTHORITY TO CREATE SIGs

Upon petition by members, the Board shall have the authority to establish a SIG by passing a resolution. If the Board passes such a resolution, the SIG is in probation for 90 days..

6.2 MEMBER AUTHORITY TO CREATE SIGS

Members in good standing may initiate the process of creating a SIG by completing a petition and submitting it to the Board for approval. The petition shall include the name of the proposed SIG and its mission, and it shall be signed by at least 20 Full Members in good standing.

6.2.1 Board Review of SIG Petition

The petition shall be presented to the Board. The Board is allowed 30 days to consider the petition and pass a resolution to establish the SIG, if the Board so chooses. The Board shall review the proposed name and the mission of the SIG to confirm consistency and compatibility with USPK's purpose and vision. Problems found during review should be addressed informally with Petitioners to arrive at a mutual understanding.

6.2.2 Approval of SIG by Board or Default Approval

If the establishment of a SIG is approved by the Board or by Default, the Board shall pass a resolution to establish the SIG.

6.2.3 Announcement of New SIG

After the resolution to establish a SIG is passed, the Membership Committee shall be notified to add the new SIG to membership options and notify the entire membership.

6.2.4 SIG Finalization Process

To remain viable, the SIG shall complete the finalization process during the probation period. To Finalize the SIG, the SIG shall get members to officially join the SIG and pay SIG dues. In addition, the SIG shall elect Executives. If the SIG fails the finalization process, the SIG will cease to exist.

6.2.4.1 SIG Membership

After the announcement of the new SIG, members (Full and Associate) have the option of joining the new SIG and paying their dues. At least 20 Full Members shall join the SIG and pay dues within 30 days. Membership will be handled through the Membership Committee of the association.

6.2.4.2 SIG Membership Dues

Annual SIG membership fees of \$5 per SIG Member will be paid to the general account of USPK to provide for additional Association demands created by SIGs and to cover operational costs of USPK. Additional fees may be added, at the discretion of Board, to be allocated to the SIG for operational expenses, events, activities and other costs deemed necessary.

6.2.4.3 Election of Executives

After 30 days of membership open enrollment, the SIG shall nominate a minimum of 5 members to serve as Executives of the SIG. The Election Committee will hold an election among SIG members to select five of the nominees to be the SIG Executives. Executives will serve as representatives for the SIG membership.

6.3 SIG EXECUTIVES

SIG Executives shall be Full Members in good standing having reached the age of majority who are elected by the members of the SIG for a term of one year. All actions of the SIG, such as recommendations, communications to the general membership on behalf of the SIG, requests to the board, etc. shall be signed by all five Executives of the SIG to be regarded as official. SIG Executives facilitate communication within the SIG and officially represent the SIG to the membership at large and the Board. SIG members may survey membership, and in principle fill the role of amplifying SIG membership concerns in a way that can be communicated effectively and acted upon.

6.4 DISSOLUTION OF SIGS

If a SIG fails to maintain its five executive positions, or fails to have the requisite number of members, the Board may pass a resolution granting the SIG a minimum of 30 days to satisfy requirements before dissolution.

PART 7: ADMINISTRATION

7.1 CONFLICTS OF INTEREST

7.1.1 Purpose

The purpose of a conflict of interest policy is to protect an Association's interest when its contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or might result in a possible excess benefit transaction.

Directors have fiduciary duties and obligations to serve on the Board and act in the best interests of the Association and to avoid conflicts of interest as provided in these Bylaws, the General Policies of the Association , and applicable law.

This section is intended to establish basic requirements, but shall be supplemented by the Associations full conflicts of interest policy. Nothing here should replace any applicable state and federal laws governing conflicts of interest.

7.1.2 Definitions

1. Interested Person

An interested person is any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect Financial Interest, as defined below.

2. Financial Interest

A person has a financial interest if the individual has, directly or indirectly, any actual or potential ownership, investment, or compensation arrangement with USPK, or with any entity that conducts transactions with USPK.

A financial interest is not necessarily a conflict of interest in all cases. Under Article III, SEction 2 of IRS Form 1023, a person with a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides the conflict of interest exists.

7.1.3 Procedures

Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the directors and members of the committees with governing board-delegated powers considering the proposed transaction or arrangement. In an effort to aid such disclosure, each member (board, committee, or staff) shall complete a conflict-of-interest questionnaire as circumstances warrant, but no less frequently than annually.

Determining whether a conflict of interest exists

The board shall review each member questionnaire and any other disclosures regarding the Financial Interests of its members. After disclosure of the Financial Interest, the Interested Person shall leave the board meeting while the remaining board members discuss and vote on whether the conflict exists.

Procedures for addressing the conflict of interest

After exercising due diligence, the governing board or committee shall determine whether the Association can obtain with reasonable effort a more advantageous transaction or arrangement from a person or entity that would not produce a conflict of interest. The Interested Person shall not be present in the room during the determination.

If an alternative transaction or arrangement is not possible, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interests of the Association, for its own benefit, and fair and reasonable. Based on the determinations, the board or committee shall make its decisions on whether to enter into the transaction or arrangement.

Provision of Services

Any person who has served as a Director of the Association shall for a period of one (1) year from the date of the termination of that person's tenure as a Director be ineligible to provide goods or services of any kind to the Association for any consideration, unless the Board votes to waive this provision for a former Director after a determination that it is in the best interests of the Association to do so and a consideration of other providers of similar goods or services.

Any person who has served as a Director of the Association shall for a period of two (2) years from the date of the termination of that person's tenure as a Director be ineligible to be employed by the Association in any capacity.

Disciplinary Action

If the committee has reason to believe an individual has failed to disclose actual or potential conflicts of interest, it will inform the member and allow him/her to explain the alleged failure to disclose. If the committee has reason to believe a conflict of interest exists after the alleged conflict is explained, it will take corrective action.

7.3 DISCHARGE OF DUTIES

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

7.4 FINANCES

7.4.1 Fiscal Year.

The fiscal year of USPK shall commence January 1 and end on December 31 each year.

7.4.2 Budget.

USPK shall have an annual budget, approved by the board.

7.4.3 Prohibited Loans.

No loans shall be made by USPK to any Board director, to any committee, SIG, member, or to any USPK employee.

7.5 PROXY

For purposes of this document, voting or acting by proxy means getting someone to vote on your behalf. No member or director may vote or act by proxy. Voting IS allowed remotely, through phone.

7.6 AMENDMENTS TO THE BYLAWS

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a two thirds majority of directors of the Board at any meeting duly called and at which a quorum is present, provided that notice of the proposed changes are presented to the directors at least fifteen (15) calendar days prior to the date of such meeting.

Non-substantive changes to these Bylaws may be by the Board of Directors by a simple majority of directors at any meeting duly called and at which a quorum is present.

7.7 DISSOLUTION

In case of Dissolution, the property of USPK is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USPK shall inure to the benefit of private persons. Upon the dissolution or winding up of USPK, its assets remaining after payment, or provision for payment, of all debts and liabilities of USPK, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

7.8 INDEMNITY

USPK shall defend, indemnify and hold harmless each director of the Board, each officer, each standing committee member from and against all claims, charges and expenses (including, but not limited to, judgments, costs and attorneys' fees) which he or she incurs as a result or connection with any defense of any actual or threatened action or lawsuit brought against such director or officer arising out of, relating to, or alleged to arise out of or relate to, the latter's performance of his or her duties with USPK, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or director.

This right of indemnification shall also apply to expenses of litigation that are compromised or settled, including amounts paid in settlement, if the Board of Directors approves such settlement. Any amount payable as indemnification under this Section shall be determined and paid by USPK pursuant to a determination by the affirmative vote of a majority of the directors of the Board, other than those directors who have incurred expenses in connection with the litigation for which the indemnification is sought, and such directors shall not be counted in determining the presence of a quorum for the purpose of such vote.

Any expense incurred by such person in connection with the defense of any such litigation may be paid by USPK in advance of the final disposition of such litigation upon the receipt of a satisfactory undertaking by such person to repay any such amount if it is determined that such

person is not entitled to be indemnified under this Section. The right of indemnification under this Section shall be in addition to, and not exclusive of, all other rights to which such person may be entitled. USPK shall maintain, at all times, a current Directors & Officers policy of insurance that provides coverage for each of its Board Directors, Officers, committee members.

7.9 LIABILITY

No individual director of the Board or officer, or committee, task force member or Hearing Panel member shall be personally liable in respect of any debt or other obligation incurred in the name of USPK pursuant to the authority granted directly or indirectly by the Board of Directors.

7.10 INSURANCE

The Association shall purchase and maintain insurance on behalf of each director and officer against any liability asserted against or incurred by such director or officer in any capacity, or arising out of such director's or officer's status as such, whether or not the Association would have the power to indemnify such director or officer against such liability under the provisions of this Article. The Association shall not be required to maintain such insurance if it is not available on terms satisfactory to the Board or if, in the business judgment of the Board, either (i) the premium cost for such insurance is substantially disproportionate to the amount of coverage, or (ii) the coverage provided by such insurance is so limited by exclusions that there is insufficient benefit from such insurance. The Association may purchase and maintain insurance on behalf of any person referred to hereof against any liability asserted against or incurred by such person in any capacity, whether or not the Association would have the power to indemnify such persons against such liability under the provisions of this Article.

7.11 COMMUNICATIONS

The Chair shall act as the official spokesperson(s) for USPK, although the Board may, from time to time, request individual directors to meet or otherwise communicate with various constituencies that are involved with USPK. Individual directors will only speak with the media about USPK if authorized by the full Board and in accordance with USPK's policies.

PART 8: TRANSITION & TRANSITION BOARD

USPK shall have a Transition Board, a special group to bootstrap the Association, bridge institutional knowledge, and provide background documentation and foundational knowledge. The Transition Board provides advice and explanation to the fledgling Board, membership, and other committees as needed.

Members of the Transition Board will serve as the initial Board of Directors for the Association, and will remain in place for a minimum of two years

In order to be compliant with the Bylaws, the following transitional arrangements shall be implemented with effect from the date of incorporation and adoption of these Articles:

8.1 COMPOSITION

The Transition Board will be composed of volunteers from the initial group of organizers and any additional advisors as the Transition Board selects to provide adequate and timely advice and support in the transition to a self-sustaining Association.

The Founding members compose a Transitional Board consisting of

- (A)** Five (5) Elected Directors
- (B)** Two (2) Independent Directors

8.2 TRANSITION

The Transitional Board shall remain in office as follows:

- (A)** Transition Board Director 1 & 2 - Must retire in 2020
- (B)** Transition Board Director 3 & 4 - Must retire in 2022
- (C)** Transition Board Director 5 - Must retire in 2024

Transition Board Directors who retire are eligible for re-election in their retiring year

8.3 ELECTIONS

Elections for Board members will first be held in 2020.

8.4 MEMBERSHIP SUNRISE PERIOD:

There will be a Sunrise Period of 4 weeks immediately following the launch of USPK. Members joining during the Sunrise Period have the option of becoming Full Members immediately. Alternatively, Members joining in the Sunrise Period as Associate Members may elect to become Full Members within a Grace Period of 3 months.