

BYLAWS
OF
THE NATIONAL ARCHERY ASSOCIATION
OF THE UNITED STATES

ARTICLE I.

NAME AND PURPOSES

Section 1.1 Name. The name of this corporation shall be "National Archery Association of the United States," indicated in abbreviation and referred to herein as NAA also know as USA Archery.

Section 1.2 Purposes and Authority. The corporation is organized and shall be operated exclusively for educational and charitable purposes and to perpetuate, foster, and direct the practice of the sport of archery and to raise funds for the carrying out of these purposes. In connection with its educational and charitable purposes, the corporation is authorized to accept, hold, administer, invest and disburse for said purposes any such funds as may from time to time be given to it by any person, persons or corporations, to receive gifts and make financial and other types of contributions and assistance to religious, charitable, scientific, literary or educational organizations which are exempt or are eligible for exemption under applicable Federal Internal Revenue Laws, and in general do all things that may appear necessary and useful in accomplishing the purposes herein set out. All of the assets and earnings shall be used exclusively for the purpose hereinabove set out, including the payment of expenses incidental thereto; no part of the net earnings shall inure to the benefit of any private individual and no substantial part of its activities shall be carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE II.

OFFICES

Section 2.1 Business Offices. The principal office of the corporation shall be located in Colorado Springs, Colorado. The corporation may have such other offices, either within or outside Colorado, as the Board of Governors may designate or as the affairs of the corporation may require from time to time.

Section 2.2 Registered Office. The registered office of the corporation required by the Colorado Nonprofit Corporation Act to be maintained in Colorado may be, but need not be, the same as the principal office if in Colorado, and the address of the registered office may be changed from time to time by the Board of Governors or by the officers of the corporation.

ARTICLE III.

MEMBERS

Section 3.1 Classification, Qualification and Privileges of Members. The corporation shall have the following ten classes of voting and nonvoting members, each requiring the qualifications and having the voting and other rights and privileges indicated: Honorary, Life, Active, Youth, Family, Collegiate, Commercial, National Allied Archery Organization, Affiliate, and Associate.

(a) Honorary membership, with exemption from regular dues, may be granted for exceptional merit or service, by the Board of Governors. Each honorary member shall have one vote in all matters submitted to a vote of the membership.

(b) Life membership shall be granted to anyone, on payment of appropriate dues and approval of the executive director. Each life member shall have one vote in all matters submitted to a vote of the membership.

(c) Active membership shall be granted to persons who have attained their eighteenth birthday, upon application, payment of dues, and approval of the executive director. Each active member shall have one vote in all matters submitted to a vote of the membership.

(d) Youth membership shall be granted to anyone up to and through the calendar year of their eighteenth birthday, upon application, payment of dues, and approval of the executive director. Youth membership shall be non-voting. Upon attaining their eighteenth birthday, a youth member shall automatically become eligible to be an active member, upon application, payment of appropriate dues and approval of the executive director.

(e) Collegiate membership shall be granted to anyone who is enrolled as a full-time student at a two-year or four-year college or university, upon application, payment of dues, and approval of the executive director. Collegiate membership shall be voting membership. A collegiate member must maintain full-time student status in order to maintain a collegiate membership.

(f) Family membership may be granted to a family, including husband and wife, upon application, payment of dues, and approval of the executive director. Each member of a family registered under a family membership who is eighteen years of age or older shall have one vote on all matters submitted to a vote of the membership.

(g) National Allied Archery Organization membership may be granted to organizations upon application, payment of dues by the parent organization, and approval by the Board of Governors. Each organization desiring to become a National Allied Archery Organization member must submit an application to the Board of Governors, together with copies of the applicant's charter, constitution, articles of incorporation, bylaws, rules, regulations and/or similar organizational documents and such other information as the Board may request. National Allied Archery Organization membership shall be available to any sports organization which conducts, on a level of proficiency appropriate for the selection of athletes to represent the United States in recognized international athletic competition, a national program or regular national athletic competition in the

sport of archery and which meets the following criteria:

(i) It qualifies under the Amateur Sports Act of 1978 as a national archery organization or national multi-sport organization;

(ii) It conducts programs or competitions in archery and desires to obtain status as a National Allied Archery Organization of the NAA and is willing to assume the rights and responsibilities for its archery programs or competitions as may from time to time be prescribed by the NAA;

(iii) It agrees to comply with the NAA Bylaws and with the NAA's applicable rules and policies and agrees to adhere to the relevant requirements of the Amateur Sports Act of 1978.

Each National Allied Archery Organization member shall retain its own autonomy in its internal organization, governance, competitions, finances, business, and other activities and affairs. Recognition by the NAA and approval of membership in the NAA by the Board of Governors shall be extended to the entity that is the National Allied Archery Organization member only and not to the individual members or programs of the National Allied Archery Organization member entity. Each National Allied Archery Organization member entity shall have one vote in any voting by members of the NAA, except that each National Allied Archery Organization member shall be entitled to appoint one National Allied Archery Organization Representative member of the Board of Governors and shall have no vote in the election of the other members of the Board of Governors.

(h) Affiliate membership may be granted to archery clubs (including collegiate, JOAD, and local) upon application, payment of dues and upon approval by the executive director, provided the archery club in question meets the requirements for club affiliation set forth in Section 8.1 of these Bylaws. Affiliate membership may also be granted to state, regional, and national associations upon application, payment of dues and upon approval by the executive director, provided the state, regional or national association in question meets the requirements for affiliation set forth in Section 8.2 of these Bylaws. Affiliate membership shall be non-voting.

(i) Associate membership is a non-voting category of membership and is open to individual members of National Allied Archery organizations and others, upon application, payment of dues and approval of the executive director.

(j) Commercial membership may be granted to archery pro-shops, shooting ranges, archery equipment retailers or other archery related business entities provided they support the goals of the NAA and upon application, payment of dues and the approval of the executive director. Commercial membership shall be non-voting.

(k) With the exception of the non-voting Affiliate membership, Associate membership, Youth membership, and Sustaining membership, a voting member is any member who is a United States citizen eighteen years of age or over in the following classes of membership: Active, Life, Honorary, Family, and Collegiate. Additionally, (i) National Allied Archery Organization member entities shall be entitled to vote as provided in these Bylaws, with each such member entity having one vote in matters upon which National Allied Archery Organization members are entitled to vote; (ii) only those voting members who are archers who have represented the United States on teams

selected or recommended by the NAA in recognized international competition in the discipline of Olympic-style (recurve) archery within the ten-year period preceding the election may vote in the election of the NAA representative to the Athlete's Advisory Council of the United States Olympic Committee (see Section 5.7 below); and (iii) only those voting members who are archers who have represented the United States on teams selected or recommended by the NAA in recognized international competition in the discipline of compound archery within the ten-year period preceding the election may vote in the election of the Elite Compound Archer member of the NAA Board of Governors (see Section 5.8 below).

Whenever the term "members" is used herein without further modification, it shall refer to all members of every class.

All Life, Active, Youth, Collegiate and Family members shall be entitled to appropriate publications for their respective membership category, information regarding NAA national and regional tournaments, and other benefits which shall be determined from time to time by the NAA. These members, as well as Associate members, shall be eligible for National, Regional and State NAA rankings, under guidelines established for each.

Section 3.2 Dues.

(a) The Board of Governors may establish such membership initiation fees, periodic dues and other assessments, which may vary by class of membership, and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and the proration or refund of dues and assessments in appropriate cases as the Board of Governors shall deem necessary or appropriate. A dues schedule and information regarding the NAA dues policy with respect to the various classes of membership shall be prepared in writing and made available to members from time to time as prescribed by the Board of Governors.

(b) Upon payment of annual dues, membership shall be granted for one or more years from the first day of the month in which dues were paid. Any member who is more than one month in arrears in the payment of dues shall be dropped from the rolls and may be reinstated again only as a new member.

Section 3.3 Suspension and Termination of Membership. Any member may be censured, suspended, expelled or otherwise have its membership privileges restricted in accordance with the provisions of Article IX of these Bylaws. During any period of discipline, a member shall not be entitled to exercise the privileges of membership, including without limitation the right to vote, unless otherwise determined by action of the Board of Governors as taken in accordance with Article IX of these Bylaws.

Section 3.4 Transfer of Membership. Membership in the corporation is nontransferable. Members shall have no ownership rights or beneficial interests of any kind in the assets of the corporation.

Section 3.5 Annual Meeting of Members.

(a) An Annual Meeting of the members shall be held for the purpose of electing the Board of Governors (odd-numbered years), a member of the Board of Justice (every year), and for the transaction of such other business as may come before the meeting. Failure to hold an Annual Meeting as required by these Bylaws shall not work a forfeiture or dissolution of the corporation or invalidate any action taken by the Board of Governors or officers of the corporation.

(b) The NAA shall hold its Annual Meeting in connection with the Annual Target Tournament, at a time and place designated by the Board of Governors. The Annual Meeting may be called to order by the president at any time after the opening of the Annual Target Tournament if no competitive shooting is then in progress and reasonable notice has been given to all contestants. Except as herein provided, the Annual Meeting shall not adjourn finally until after the banquet and presentation of awards.

(c) The order of business at the Annual Meeting shall be:

- Reading of the Minutes of the last meeting.
- Announcement by the President of the place for holding the next Annual Target Tournament and Annual Meeting.
- Report of the Board of Governors.
- Report of the Executive Director.
- Report of the Treasurer.
- Report of the Nominating Committee.
- Election of members of the Board of Governors.
- Old Business.
- New Business.*
- Announcement and giving of awards.
- Adjournment.

The president shall have authority to limit or end debate on any matter.

* All new business to be brought before the meeting must be by resolution signed by at least five members and filed with the executive director at least forty-five days before the meeting.

** If it is impossible to determine all awards in time to announce them at the Annual Meeting, the executive director shall announce the results by mail to the participants of the tournament.

(d) No notice of the Annual Meeting, other than by announcement at the prior Annual Meeting and publication of notice of the holding of the Annual Target Tournament/Annual Meeting in the official publication of the NAA at least thirty days before the date of the Annual Meeting, shall be required.

Section 3.6 Special Meetings.

(a) Special meetings of the members or of any class of members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or the Board of Governors, and shall be called by the president at the request of members having at least one-tenth of the votes entitled to be cast at such meetings.

(b) Each special meeting of the members or of any class of members shall be held at such place, either within or outside Colorado, as may be designated in the notice of meeting, or, if no place is designated in the notice, at the registered office of the corporation in Colorado.

(c) Except as otherwise prescribed by statute, written notice of each special meeting of the members or of any class of members stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by first class, certified or registered mail, by or at the direction of the president, or the secretary, or the other officer or person calling the meeting, to each member entitled to attend such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each member at such member's address as it appears in the records of the corporation, with postage thereon prepaid.

Section 3.7 Waiver of Notice. Any member may waive notice of any meeting before, at or after such meeting. The attendance in person or by proxy of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.8 Proxies. At each meeting of the members or of any class of members, a member entitled to vote thereat may vote by proxy executed in writing by the member or by such member's duly authorized attorney in fact. Such proxy shall be filed with the executive director (or with the secretary of the meeting) before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 3.9 Quorum. Except as otherwise required by the laws of Colorado or the articles of incorporation, those members present in person or by proxy who are entitled to vote shall constitute a quorum at each meeting of the members.

Section 3.10 Required Vote. The affirmative vote of a majority of the members present at a meeting in person or by proxy and entitled to vote on the subject matter shall be the act of the members; provided, however, that an affirmative vote of two-thirds of the members present in person or by proxy at a meeting and entitled to vote thereon shall be required to amend the articles of incorporation or to adopt a plan of merger, consolidation or liquidation.

Section 3.11 Voting Procedures.

(a) Except as limited by or otherwise provided in these Bylaws, each voting member is entitled to one vote on each matter submitted to a vote of the members entitled to vote thereon. Cumulative voting shall not be allowed.

(b) The right to vote of any member which is a corporation or unincorporated association may be exercised by such officer, agent or proxy as the articles of incorporation, bylaws, constitution or other governing instrument of such corporation or association may prescribe or, in the absence of such provision, as the board of directors of such corporation or association may determine.

(c) At the direction of the Board of Governors, members may vote by mail balloting, but only in connection with the election of the Board of Governors, for or against a proposed amendment to the articles of incorporation, and for or against a proposed plan of merger, consolidation or liquidation. However, the election of any member of the Board of Governors by mail balloting vote shall require at least a majority of the votes which members are entitled to cast in such election; and to amend the articles of incorporation or to adopt a plan of merger, consolidation or liquidation by mail vote shall require the affirmative vote of at least two-thirds of the votes which members are entitled to cast on such question. Whenever a matter is submitted to the membership for mail voting at the direction of the Board of Governors, the mail votes shall be returned to and counted by the executive director.

ARTICLE IV.

BOARD OF GOVERNORS

Section 4.1 General Powers. Except as otherwise provided in the Colorado Nonprofit Corporation Act, the articles of incorporation or these Bylaws, the business and affairs of the corporation shall be managed by its board of directors, which board shall be known as the Board of Governors.

Section 4.2 Composition.

(a) "The Board of Governors shall consist of at least eleven elected members, consisting of the following individuals:

- (i) Two from each of the four NAA geographic regions, total of eight.
- (ii) The ninth member being an Active Archer Athlete
- (iii) The tenth member being an Elite Recurve Archer and the NAA representative to the USOC Athlete Advisory Council.
- (iv) The eleventh member being an Elite Compound Archer.

Athlete representatives to the Board of Governors shall be elected in accordance with the USOC athlete representation criteria set forth in Section 11.12 of these Bylaws.

(b) If there shall be any members in the membership class of National Allied Archery Organizations, then the Board of Governors shall, at the direction of the Board, be expanded to consist of the foregoing eleven elected members plus such number of additional Board members as is equal to the number of National Allied Archery Organizations that have been admitted to membership in the NAA. Such additional Board member positions shall be filled by the National Allied Archery Organization Representatives to the Board of Governors that are appointed by the respective National Allied Archery Organization members as provided in Section 3.1(g) above.

(c) The Archery Trade Association (ATA) shall be entitled to appoint a nominee to serve as a member of the Board of Governors if and when the ATA so decides. The nominee shall be appointed for a period of four years and such appointment shall be with the advise and consent of a majority of the NAA Board of Governors. The Board of Governors shall be deemed to have been increased to include such nominee by action of the Board of Governors under the provision of Section 4.3

(d) The nominees for election to the Board of Governors shall be selected without regard to race, color, religion, national origin or sex. With the exception of an National Allied Member organization representatives and the ATA representative, members of the Board of Governors must be members of the NAA who are at least eighteen years old and U.S. citizens, but not necessarily residents of Colorado. Moreover, the Board of Governors shall at all times include among its voting members reasonable representation for males and females and for individuals who are actively engaged in athletic competition in the sport of archery or who have represented the United States on teams selected or recommended by the NAA in recognized international athletic competition in the sport of archery within the ten-year period preceding their service on the Board of Governors. The membership and voting power held on the Board of Governors by such archery athletes shall not be less than twenty percent (20%).

Section 4.3 Expansion of Board and Tenure. Any action by the Board of Governors to increase the size of the Board in accordance with Section 4.2 above, whether expressly by resolution or by implication through the election or appointment of additional members to the Board of Governors, shall constitute an amendment of these Bylaws effecting such increase. Each member of the Board of Governors shall hold office until such member's term expires and thereafter until such member's successor shall have been appointed or elected and qualified, or until such member's earlier death, resignation or removal.

Section 4.4 Removal of Board Members. Members of the Board of Governors may be removed in the following manner as provided by the Colorado Nonprofit Corporation Act. The entire Board of Governors or any lesser number may be removed, with or without cause, by a vote of a majority of the members present in person or by proxy then entitled to vote at an election of the members of the Board whose positions are in question; provided that any member of the Board whose terms do not expire at the next annual meeting of members may be removed only by a vote of at least two-thirds of the members present in person or by proxy and who are entitled to vote on such matter.

If the members of any class are entitled to elect one or more directors by the provisions of these Bylaws, the provisions of this section shall apply, in respect to the removal of a director or directors so elected, to the vote of the members of that class and not to the vote of the members as a whole.

Section 4.5 Vacancies.

(a) Any member of the Board of Governors may resign at any time by giving written notice to the president or to the secretary of the corporation. A member's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(b) Any vacancy occurring in the Board of Governors, except the Athlete Advisory Council Representative, the Elite Compound Archer representative and the National Allied Archery Organization Representatives on the Board of Governors, may be filled by the affirmative vote of a majority of the remaining members of the Board though less than a quorum, provided that in the case of regional members of the Board any vacancy must be filled by a representative of the region from which the vacancy occurred.

(c) A Board member elected to fill a vacancy shall be elected for the unexpired term of such member's predecessor in office.

(d) If a vacancy occurs in the Elite Recurve Archer, the Elite Compound Archer or the Active Archer Athlete Member, such replacement(s) shall be elected as required by Sections 5.7, 5.8 and 5.9 as appropriate.

(e) Vacancies in any National Allied Archery Organization Representative positions on the Board of Governors shall be filled by appointment of the National Allied Archery Organization member who is entitled to appoint the National Allied Archery Organization Representative to the vacant position in question.

Section 4.6 Chairman; Vice-Chairman. The Chairman of the Board of Governors, who also serves as president of the NAA, and the Vice-Chairman of the Board of Governors, who also serves as first vice-president of the NAA, shall be chosen by the Board from its elected members. The vote shall be taken as soon after the Annual Meeting of the NAA as practicable, but not to exceed thirty days. Any vacancy occurring in these offices shall be filled in the same manner. The Board of Governors may elect honorary presidents and honorary vice-presidents who shall be distinguished persons whom the NAA desires to honor or persons who have distinguished themselves by their work for archery.

Section 4.7 Meetings of the Board of Governors; Quorum; Required Vote. The Board of Governors shall meet at the call of the Chairman, and at such meetings the presence of a majority of the members shall constitute a quorum. An agenda shall be furnished to the Board members prior to any called meeting. A majority of the votes cast of those Board members present at a meeting of the Board of Governors at which a quorum is present shall decide matters on the agenda or new matters requiring immediate action, but all other matters shall require the approval of at least two-thirds of the members of the Board of Governors present. Members of the Board of Governors or any committee thereof may participate in a meeting of the Board or committee by means of conference

telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence at the meeting for all purposes. No member of the Board of Governors or committee thereof may vote or otherwise act by proxy at any meeting of the Board or committee. A Board member who is present at a meeting of the Board of Governors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Board member's dissent shall be entered in the minutes of the meeting or unless the Board member shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the executive director of the NAA immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board member who voted in favor of such action.

Section 4.8 Notice. Notice of each meeting of the Board of Governors stating the place, day and hour of the meeting shall be given to each Board member at such member's home or business address at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery of written notice or by telephonic, telegraphic, telex or facsimile notice (and the method of notice need not be the same as to each member). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If telegraphed, such notice shall be deemed to be given when the telegram is delivered to the telegraph company. If transmitted by telex or facsimile, such notice shall be deemed to be given when the transmission is complete. Any member of the Board of Governors may waive notice of any meeting before, at or after such meeting. The attendance of a Board member at a meeting shall constitute a waiver of notice of such meeting, except where the member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Governors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 4.9 Compensation. Members of the Board of Governors shall not receive compensation for their services as such, although the reasonable expenses of attendance at board meetings may be paid or reimbursed by the corporation. Board members shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section 4.10 Executive and Other Committees of the Board. By one or more resolutions adopted by a majority of the members of the Board of Governors, the Board may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board of Governors, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the Board or any member of the Board from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board shall be as established by the Board of Governors, or in the absence thereof, by the committee itself.

Section 4.11 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Governors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Board or committee members at a duly called meeting at which all of the Board members or committee

members were present.

ARTICLE V.

ELECTION AND TERMS OF OFFICE
OF THE BOARD OF GOVERNORS

Section 5.1 Regional Members of the Board of Governors.

(a) Four members of the Board of Governors shall be elected at the Annual Meeting of the NAA in every odd-numbered calendar year, one from each of the four following geographical regions:

EAST REGION

Connecticut
Delaware
District of Columbia
Maine
Maryland
Massachusetts
New Hampshire
New Jersey
New York
Pennsylvania
Rhode Island
Vermont
Virginia
West Virginia

NORTH REGION

Illinois
Indiana
Iowa
Kansas
Michigan
Minnesota
Missouri
Nebraska
North Dakota
Ohio
South Dakota
Wisconsin

SOUTH REGION

Alabama
Arkansas
Florida
Georgia
Kentucky
Louisiana
Mississippi
North Carolina
Oklahoma
South Carolina
Tennessee
Texas

WEST REGION

Alaska
Arizona
California
Colorado
Hawaii
Idaho
Montana
Nevada
New Mexico
Oregon
Utah
Washington
Wyoming

(b) Each of the four members of the Board of Governors elected in accordance with Section 5.1(a) above shall be elected to hold office for a four-year term and shall not be eligible to be elected to serve more than two consecutive four-year terms, but may, after a one-year absence from membership on the Board, be re-elected. The election of members of the Board of Governors under Section 5.1(a) shall be staggered such that, in a given odd-numbered election year, the terms of office of four such Board members (one from each geographical region) will expire and four new members (or re-elected members) of the Board of Governors shall be elected to the Board of Governors, with one new member (or re-elected member) being elected to the Board from each of the four regions in the subject election year. At any given time, however, a total of eight members from the NAA's four geographical regions shall hold office on the Board of Governors (with two such members serving on the Board from each of the four NAA regions). Newly elected Board of Governors members will take office immediately upon election.

Section 5.2 Active Archer Athlete Member of the Board of Governors. The Active Archer Athlete member of the Board of Governors shall be elected in accordance with procedures set forth in Section 5.9 to serve a two-year term on the Board at the Annual Meeting of the NAA in every odd-numbered calendar year. This Board member shall represent all archers from all disciplines of the sport. No person shall be eligible to be elected to serve as the Active Archer Athlete member of the Board more than four consecutive two-year terms, but may, after a one-year absence from membership on the Board, be re-elected.

Section 5.3 Elite Recurve Archer Member of the Board and USOC Athlete Advisory Council Representative on the Board of Governors. An Elite Recurve Archer, who shall be the NAA's Representative to the USOC Athlete Advisory Council and who shall be elected in accordance with the procedures set forth in Section 5.7, shall automatically serve as a member of the Board of Governors during the four year term of his or her election as the Athlete Advisory Council Representative.

Section 5.4 Elite Compound Archer Member of the Board of Governors. An Elite Compound Archer member of the Board of Governors shall be elected to serve a four-year term on the Board by those members of the NAA who have represented the United States on teams selected or recommended by the NAA in FITA-recognized international athletic competition in the discipline of compound archery within the ten-year period preceding the election held for this position on the Board of Governors (see Section 5.8 below).

Section 5.5 National Allied Archery Organization Members of the Board of Governors. Each National Allied Archery Organization member of the NAA shall appoint a representative to the Board of Governors to serve a four-year term. No National Allied Archery Organization Representative shall serve as a member of the Board of Governors for more than two terms, but may, after a one-year absence from membership on the Board, be reappointed as a National Allied Archery Organization Representative to the Board of Governors.

Section 5.6 Nomination and Election Procedures.

(a) In every even-numbered calendar year, the president shall, within sixty days following his or her election to such office by the Board of Governors, appoint a Nominating Committee. The Nominating Committee shall have four members, with one member from each NAA Region being appointed by the president. The appointments to the Nominating Committee made by the president shall be subject to the approval of the Board of Governors. It shall be the duty of the Nominating Committee to prepare a slate of two candidates for each position on the Board of Governors that is to be elected in the next odd-numbered election year (except that (i) the USOC Athlete Advisory Council Representative shall be nominated and elected as provided in Section 5.7 below, (ii) the Elite Compound Archer member shall be nominated and elected as provided in Section 5.8 below, (iii) the National Allied Archery Organization Representatives shall be appointed by the respective National Allied Archery Organization members whom they are appointed to represent on the Board of Governors, with each National Allied Archery Organization being entitled to determine the manner in which its Representative shall be appointed, and (iv) the Active Archer Athlete shall be nominated and elected as provided in Section 5.9 below). The work of the Nominating Committee shall be completed and the executive director and Board of Governors shall be notified of the Nominating Committee's nominations no later than January 31 of the election year following the Nominating Committee's appointment.

(b) When requested by the Nominating Committee, the executive director shall solicit recommendations by mail from the affiliated NAA clubs in each of the respective Regions, or the solicitation may be by published notices in archery magazines or bulletins, and the executive director shall report the names and other information so received to the Chairman of the Nominating Committee for the Committee's information in preparing its slate of candidates. Names of additional candidates other than those on the Nominating Committee's slate may be placed on the ballot by petition signed by at least five members from the Region for which the candidate is being proposed (except that, in the case of additional candidates for the Active Archer Athlete member of the Board, such candidates' names may be placed on the ballot by at least five members from any Region or Regions), provided the petition is in the hands of the executive director and the Nominating Committee at least forty-five days before the Annual Meeting at which the election is to be held. All nominated candidates must agree in writing to their willingness to serve and meet such other requirements as may have been set by the Board of Governors before their names shall appear on the slate of candidates to be elected.

(c) The Chairman of the Nominating Committee shall present the slate of candidates to the Board positions to be elected at the Annual Meeting of the NAA's membership at which such positions are to be elected. The position of Active Archer Athlete member of the Board of Governors shall be elected by a majority vote of all members who vote in the election in person or by proxy at the Annual Meeting (i.e., such member is elected at large). The positions of Regional Members of the Board of Governors to be elected at the Annual Meeting in each election year shall be elected by a majority vote of the members who vote (in person or by proxy) in the election for the position in question. Only those members who are registered in the NAA Region of the Regional Member position to be elected shall be entitled to vote in the election of such position. A nominee elected to the position of Regional Member of the Board of Governors must have been a legal resident of any state within the NAA Region for which he or she is to serve as Regional Member of the Board for at least ninety consecutive days prior to the time of his or her nomination to the position and must

be a legal resident of that Region at the time of his or her election and throughout his or her term in such position. If, after his or her election, a Regional Member of the Board of Governors becomes disqualified to continue to serve in such position by reason of a change of legal residence, the position shall be deemed vacant, with such vacancy being filled in accordance with the provisions of Section 4.4. For purposes of this section, the term "legal resident" shall mean that the person has been domiciled in any state within the subject NAA Region for the prescribed ninety consecutive days and who either (i) resides in any such state with the genuine intent of making the state his place of permanent abode and who, when absent, intends to return to such state or (ii) has registered to vote in any such state.

(d) The members of the Nominating Committee shall serve as election tellers in connection with the elections contemplated by this Article V.

(e) At the direction of the Board of Governors, mail voting by the members may take place in the election of positions on the Board of Governors contemplated by this Article V in lieu of holding the elections by voting in person and by proxy at the Annual Meeting at which such positions are to be elected. If the Board so directs that such voting by mail shall be had, the executive director shall prepare and mail to every member entitled to vote at the Annual Meeting a ballot for such mail voting. Such ballots shall be sent out by the executive director within such period of time prior to the Annual Meeting as the Board may prescribe (but in all events such ballots shall be sent out at least thirty days prior to the Annual Meeting). Mail voting in elections of Board members and the effectiveness thereof shall be subject to the provisions of Section 3.10(c) of these Bylaws and the requirements of applicable law.

Section 5.7 Election of Elite Recurve Archer Member of the Board and USOC Athlete Advisory Council Representative. This athlete representative will be an archer in the recurve (Olympic) discipline and will meet the criteria set forth in Section 11.12 (b) (1), (3) and (4) and will be directly elected by athletes who meet the criteria set forth in Section 11.12 (b) (1), (3) and (4) of these bylaws. All such members shall be automatically nominated for election to this position provided they agree in writing to serve in such position if elected. The election of this position shall take place by mail vote at least ninety days prior to the end of each Olympic quadrennium. The nominee receiving the highest number of votes shall be elected to serve a four-year term as the NAA's Representative to the USOC Athlete Advisory Council during the Olympic quadrennium following his or her election. The nominee of the opposite sex of the Representative so elected receiving the highest number of votes shall serve as the NAA's Alternative Representative to the Board and to the USOC Athlete Advisory Council during the Olympic quadrennium in question.

Section 5.8 Election of Elite Compound Archer Member of the Board of Governors. This athlete representative will be a compound archer and will meet the criteria set forth in Section 11.12 (b) (2), (3) and (4) and will be directly elected by athletes who meet the criteria set forth in Section 11.12 (b) (2), (3) and (4) of these Bylaws. All such members shall be automatically nominated for election to the position of the Elite Compound Archer member of the Board, provided they agree in writing to serve in such position if elected. The election of the Elite Compound Archer member shall take place in alternating odd-numbered calendar years so that the Elite Compound Archer member of the Board will be elected in the odd-numbered calendar year immediately preceding the year in which

the election of the NAA's Representative to the USOC Athlete Advisory Council is held pursuant to Section 5.7 above and such election shall take place by mail vote at least ninety days prior to the end of the year in which the election is to be held. The nominee receiving the highest number of votes shall be elected to serve a four-year term as the Elite Compound Archer member of the Board. The nominee of the opposite sex of the Representative so elected receiving the highest number of votes shall serve as the NAA's Alternative Representative to the Board. No person shall be eligible to be elected to serve as the Elite Compound Archer member of the Board for more than two consecutive four-year terms, but may, after a one-year absence from membership on the Board, be re-elected.

Section 5.9 Election of Active Archer Athlete Member of the Board of Governors.

This athlete representative will be an archer in the recurve (Olympic) discipline and will meet the criteria set forth in Section 11.12 (b) (1), (3) and (4) and will be directly elected by athletes who meet the criteria set forth in Section 11.12 (b) (1), (3) and (4) of these Bylaws. All such members shall be automatically nominated for election to the position of Active Archer Athlete member of the Board, provided they agree in writing to serve in such position if elected. The nominee receiving the highest number of votes shall be elected to serve as the Active Archer Athlete member of the Board. The nominee of the opposite sex of the member so elected receiving the highest number of votes shall serve as the NAA's Alternate Active Archer Athlete member of the Board.

ARTICLE VI.

OFFICERS, AGENTS, AND COMMITTEES

Section 6.1 Number and Qualifications. The officers of the corporation shall be a president (who shall also serve as the Chairman of the Board of Governors, a first vice-president (who shall also serve as the Vice Chairman of the Board of Governors), a second vice-president, a secretary and a treasurer. The Board of Governors may also appoint such other officers, assistant officers and agents, including an executive director, an assistant secretary, and an assistant treasurer, as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of president and secretary. Except as required by Section 4.6 of these Bylaws, officers need not be members of the Board of Governors. All officers must be at least eighteen years old. No officer of the NAA may also serve as an officer of any other amateur sports organization which is recognized as a National Governing Body.

Section 6.2 Election and Term of Office. The officers of the corporation shall be elected by the Board of Governors at the meeting of the Board held in conjunction with the Annual Meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified, or until such officer's earlier death, resignation or removal. Notwithstanding anything to the contrary in these Bylaws, in the case of the election of officers at a meeting of the Board of Governors being held in conjunction with the Annual Meeting of the Members, the then existing officers, including the President, shall continue to hold office until the final adjournment of such Annual Meeting

Section 6.3 Compensation. The compensation of the officers, if any, shall be as

fixed from time to time by the Board of Governors, and no officer shall be prevented from receiving a salary by reason of the fact that such officer is also a member of the Board of Governors. However, during any period in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 6.4 Removal. Any officer or agent may be removed by the Board of Governors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 6.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the president or to the Board of Governors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board of Governors for the unexpired portion of the term.

Section 6.6 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the Board of Governors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) Chairman of the Board and President. The chairman of the board and president shall, subject to the direction and supervision of the Board of Governors, (i) preside at all meetings of the members and of the Board of Governors; (ii) see that all orders and resolutions of the members and of the Board of Governors are carried into effect; (iii) be the chief executive officer of the corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (iv) perform all other duties incident to the office of chairman of the board and president and as from time to time may be assigned to such office by the Board of Governors; and (v) serve as voting delegate to the FITA Congress.

(b) First Vice-President. The first vice-president shall assist the president and shall perform such duties as may be assigned to such person by the president or by the Board of Governors. The vice-president shall, at the request of the president, or in the president's absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions on the president. The first vice-president shall also serve as the vice chairman of the Board of Governors and shall officiate in the stead of the president/chairman of the Board of Governors whenever the president/chairman is unavailable or unable to officiate.

(c) Second Vice-President. The second vice-president shall assist the president and the first vice-president and shall perform such duties as may be assigned to such person

by the president, by the first vice-president or by the Board of Governors. The second vice-president shall, at the request of the first vice-president, or in the first vice-president's absence or inability or refusal to act, perform the duties of the first vice-president and when so acting shall have all the powers of and be subject to all the restrictions on the first vice-president. The second vice-president shall also, at the request of the first vice-president or in the first vice-president's absence or inability or refusal to act, perform such duties assigned to the first vice-president or assumed by the first vice-president at the president's request or as a result of the president's absence or inability or refusal to act, and when so doing the second vice-president shall have all the powers of and be subject to all the restrictions on the president. In addition, the second vice-president shall be a member of the Executive Committee

(d) Executive Director. The executive director shall, subject to the direction and supervision of the president and the Board of Governors, (i) be the chief administrative officer of the corporation with general responsibility for all day-to-day operations of the corporation; (ii) propose, prepare and present to the president and the Board of Governors specific programs and activities that will further the corporation's purposes; (iii) direct and supervise the implementation of the programs and activities approved by the president or the Board of Governors; (iv) conduct official correspondence of the NAA; (v) take votes of the membership of the NAA when instructed to do so by the Board of Governors; (vi) inform the membership of the NAA of actions taken by the Board of Governors when directed by the Board to do so, and make a report at the Annual Meeting of the membership of the NAA; and (vii) perform all other duties and responsibilities as may from time to time be assigned to the executive director by the president or the Board of Governors. Unless some other person has been elected by the Board of Governors to be the secretary of the corporation, the executive director shall also serve as the secretary.

(e) Secretary. The secretary shall (i) keep the minutes of the proceedings of the members, the Board of Governors and any committees of the members or the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation; (iv) keep at the corporation's registered office or principal place of business within or outside Colorado a record containing the names and addresses of all members; and (v) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the president or by the Board of Governors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(f) Treasurer. The treasurer shall (i) be the principal financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Governors; (ii) oversee the receipt and deposit of all monies of the corporation in the name of the NAA in depositories approved by the Board of Governors and oversee the payment of all bills, payrolls, and other just debts of the corporation; (iii) be the principal accounting officer of the corporation and as such prescribe and oversee the methods and systems of accounting to be followed, the keeping of complete books and accurate records of account of all transactions of the NAA, the preparation and filing of all local, state and federal tax returns and related documents, and the maintenance of an adequate system of internal audit; (iv) prepare and furnish to the president and the Board of Governors

statements of account showing the financial position of the corporation and the results of its operations, and, upon request of the Board, make such other reports to it as may be required at any time; (v) present a financial report at the Annual Meeting of the membership of the NAA, which report shall have been audited as directed by the Board of Governors; (vi) prepare an annual budget of the NAA for approval of the Board of Governors; and (vii) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the president or the Board of Governors. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by treasurer.

Section 6.7 Surety Bonds. The Board of Governors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

Section 6.8 Tournament Director. A Tournament Director shall be appointed by the president with the approval of the Board of Governors. The Tournament Director shall have charge of the Annual Target Tournament of the NAA subject to such rules and regulations as may be prescribed by the Board of Governors. The Tournament Director shall (i) present the championship medals, awards, and prizes after the Annual Target Tournament; and (ii) perform such other duties as may be assigned by the Board of Governors. The Tournament Director shall hold such position until the conclusion of the Annual Target Tournament for which he or she was appointed. If the location of the next Annual Target Tournament is not decided upon at the Annual Meeting of the membership of the NAA, then the Tournament Director shall be appointed as soon as possible by the president with the approval of the Board of Governors. The Tournament Director shall appoint a Tournament Committee, with the approval of the president, and shall serve as the chairman of the Tournament Committee. The Tournament Committee shall arrange and manage all details of the Annual Target Tournament, subject to the guidance and approval of the Board of Governors, shall submit a proposed budget for the Annual Target Tournament for the Board's approval, and shall prepare and submit to the Board a final financial report for the Tournament within ninety days after conclusion of the Tournament.

Section 6.9 Committees.

(a) The president may establish standing (Designated Committees) and special committees (Non Designated Committees) to make appropriate investigations, recommendations, proposal and reports to the president and the Board of Governors on matters falling within the field of assignment as deemed appropriate by the president or Board of Governors. The terminology of Designated and Non Designated Committee is found in Section 11.12. In addition, that section outlines the athlete representation qualifications required by the USOC and the NAA. Below are the committees and this list may be amended by the president or Board of Governors as appropriate.

(1) Designated Committees. The following are the Designated Committees:

Athlete Training
Athlete Committee
Budget and Finance
Board of Justice
Coaching Development
International Relations
Junior Olympic Archery Development (JOAD)
Tournament and Trials
Nominating
Sports Science and Technology

(2) Non Designated Committees: The following are the Non-Designated Committees:

Archers with Disabilities
College Division
College Scholarship
Compound and Field
Communications and Publications
Crossbow
Flight
Grant Review
Legislative
Membership
Officials and Rules
Traditional
3-D
Ski Archery
Women's Development

(b) Except as otherwise provided in these Bylaws, the president shall appoint the chairmen of the standing or special committees of the NAA and the committee members thereof, subject to the approval of the Board of Governors; provided, however, that the chairman of any committee may, with the approval of the president and the Board of Governors, appoint the members of the committee which he or she chairs. Athlete Representatives for the Designated and Non-Designated Committees shall be elected/selected as appropriate based on the athlete criteria in Section 11.12

(c) Any member of the NAA may serve on more than one committee.

(d) Unless otherwise prescribed by the president or the Board of Governors, rules governing procedures for meetings of any committee and for the conduct of such committee's

affairs shall be as established by the committee. The president shall generally supervise the conduct of all committees' affairs, and all committees shall be subject to the guidance and direction of the Board of Governors.

(e) Each elected officer of the NAA shall be assigned a specific oversight responsibility for a group of NAA committees (i.e., serve as a mentor for other Board members who serve as liaisons to various NAA committees.

ARTICLE VII.

ELIGIBILITY AND TOURNAMENTS

Section 7.1 Eligibility. Only NAA members in good standing may participate in competitive events of the NAA. The Board of Governors may adopt policies and procedures pursuant to which members in good standing of National Allied Archery Organization members of the NAA may also be eligible for participation in NAA competitions and programs.

(a) NAA National Championships. All non-U.S. citizens shall compete in the guest division.

(b) Other NAA Sanctioned International Competitions, National Team Trials and NAA International Team Selection Events. Eligibility for participation in other NAA sanctioned international competitions, national team trials and NAA international team selection events shall be governed by the eligibility rules of the International Archery Federation (FITA), the United States Olympic Committee (USOC) and/or the International Olympic Committee (IOC), as applicable with regard to such events.

Section 7.2 Technical Rules of Competition. The Board of Governors may from time to time adopt and amend such technical rules of archery competition and policies and procedures relating thereto as may be deemed appropriate by the Board to govern the tournaments, events and activities conducted under NAA jurisdiction.

Section 7.3 Fees. Fees for holding NAA-sanctioned tournaments and for participation in such tournaments shall be as from to time established or approved by the Board of Governors. Insofar as possible, tournament expenses shall be kept within tournament income.

Section 7.4 Annual Target Tournament.

(a) An Annual Target Tournament, to conduct the NAA Archery Championships of the United States and for other appropriate competitions in archery, shall be held between July 15 and September 1, or as the Board of Governors may otherwise determine.

(b) The Annual Target Tournament shall be held at such locations as may from time to time be determined by the Board of Governors. The place for the next Tournament shall be announced at the annual business meeting, if possible. The Annual Target Tournament may be awarded for multiple years at a location selected by the Board of Governors. As with all other NAA National and Regional Championships events and all Trials events, the NAA shall seek bids to host the National Target Championships. The awarding of this event may be made for more than one year in advance, and for more than one year.

(c) The Annual Target Tournament shall, in general, follow the rules and regulations as approved by the Board of Governors for the preceding Tournament. In general, the same rounds, events, and archery activities shall be held, however, any change to the regular program shall be announced to the membership in the tournament registration form, no later than 120 days prior to the event.

(d) All Tournament competition shall be in accordance with FITA Shooting Rules, when appropriate.

Section 7.5 Prizes and Trophies.

(a) The executive director shall be the custodian of all prizes and trophies of the NAA and shall keep a record of them, including the names of the donors, the conditions of competition governing their award and the names and scores of those who win them.

(b) Archers awarded the temporary custody of prizes and trophies shall give a written receipt for them and shall be responsible for their return, in good order, to the local awards chairman of the sponsoring organization for the next Annual Target Tournament, at least four weeks before the Tournament.

(c) The Cyrus E. Dallin Medal, usually called the Dallin Medal, shall be the championship medal of the NAA. It shall be awarded only to those in the Senior Division. In gold, it shall be awarded, as a gift of the NAA, to the man and woman champions and to no one else. In silver, it may be given to the junior boy and girl champions and to the winners of the second places in the championship standings for men and women. In bronze, it may be given to the winners of second places for junior boys and girls and of third places for men and women. No Dallin Medals shall be given or awarded other than the above.

(d) Except as set forth in Section 7.5(c), the Board of Governors may authorize or provide such trophies or awards as they deem proper for all divisions of the NAA, or they may change or retire at any time any awards which they feel should be discontinued.

Section 7.6 Championships and Titles.

(a) All championship titles shall be recorded and dated as of the year in which they are won, but they shall be held until the next Annual Target Tournament, even though that may be more than one year later.

(b) The Champion Archers shall be decided on the highest combined scores of all regular target rounds in the respective divisions of the Annual Target Tournament. Only United States citizens are eligible for Champion Titles.

ARTICLE VIII.

AFFILIATED CLUBS AND ASSOCIATIONS

Section 8.1 Clubs. Any regular organized archery club whose members live geographically near each other so that they meet together reasonably often for practice, may apply to the executive director of the NAA for affiliation and may be accepted by the approval of the executive director and president on payment of annual dues.

Section 8.2 State, Regional and National Associations. Any state, regional, or national association conducting programs or activities in the sport of archery may affiliate with the NAA, provided that in the case of state and regional associations their members live within the geographic boundaries of such state or region. Each state and region may have one association affiliated with the NAA providing there is evidence that they promote NAA programs. State and regional affiliations will be granted upon approval of the executive director, while national affiliations will be granted upon approval of the Board of Governors. Criteria for approval would include evidence of commitment to NAA programs, including sponsorship, within a calendar year, of a state or regional championship held under FITA Shooting rules in each of the following events: indoor, field and target. If these criteria cannot be met, then application from other organizations may be considered.

Section 8.3 No Voting Rights. Affiliated clubs shall have no voting rights in the elections or other affairs of the NAA. Membership in an affiliated club does not convey individual membership in the NAA.

Section 8.4 Awards. To qualify for NAA awards for tournament shooting, tournaments of affiliated associations and clubs must be conducted in accordance with FITA Shooting Rules and, if required, satisfactory evidence to this effect must be furnished to the executive director of the NAA.

ARTICLE IX.

BOARD OF JUSTICE

Section 9.1 Function. The Board of Justice shall have jurisdiction to consider the censuring, restriction of privileges, suspension, or expulsion of any member of the NAA who has contravened any of the Bylaws or rules of the NAA, or whose conduct or neglect of duty in any capacity in the affairs of the NAA or in connection with his or her participation in the activities of the NAA, is detrimental to the objectives of the NAA or tends to bring discredit upon the NAA or the sport of archery. The Board of Justice shall also have jurisdiction to consider the eligibility of an archer or official to compete or otherwise participate in activities sanctioned, sponsored, or conducted by the NAA and to investigate and hear grievances and complaints involving members of the NAA or pertaining to matters within the cognizance of the NAA.

Section 9.2 Composition. The Board of Justice shall consist of five persons, one from each of the four NAA regions and one athlete representative, none of whom shall be a member of the Board of Governors or an officer of the NAA. Each regional member of the Board of Justice shall be elected to serve a four-year term on the Board of Justice, with one of the regional members being elected each year such that the terms of the members of the Board of Justice shall expire on a staggered basis. The Board of Justice shall also have one alternate athlete member. The athlete representative member and alternate athlete member shall serve until replaced. The Board of Justice shall determine its own Chairman. The alternate athlete member shall be called upon by the Chairman of the Board of Justice to participate in specific cases when the athlete representative is unable to participate due to time or other constraints. If called upon, the alternate athlete member shall participate through the final determination of the case.

Section 9.3 Election. The Executive Director shall informally solicit the membership to develop a list of possible candidates for the Regional members of the Board of Justice (this does not pertain to the athlete representative member) and shall provide this information to the Nominating Committee. The Nominating Committee shall then prepare a slate of nominees for election of one member to the Board of Justice each year to fill the position of the member of the Board of Justice whose term is expiring. The members of the NAA present in person or by proxy at the Annual Meeting of the NAA's membership held each year shall then elect one member to the Board of Justice from the slate of nominees proposed by the Nominating Committee in connection with the Annual Meeting. The candidate receiving the highest number of votes shall be elected to serve a four-year term on the Board of Justice. The athlete representative and alternate athlete representative will be selected as outlined in Section 11.12 of these Bylaws and shall serve until replaced.

Section 9.4 Removal of Board Members. Members of the Board of Justice may be removed in a similar manner as provided by the Colorado Nonprofit Corporation Act for Board members (see ARTICLE IV, Section 4.4). The entire Board of Justice or any lesser number may be removed, with or without cause, by a vote of a majority of the members present in person or by proxy then entitled to vote at an election of the members of the Board whose positions are in question; provided that any member of the Board whose terms do not expire at the next annual meeting of members may be removed only by a vote of at least two-thirds of the members present in person or by proxy and who are entitled to vote on such matter.

Section 9.5 Vacancies. Any regional member vacancy occurring in the Board of Justice shall be filled by the President. A person selected to fill a regional member vacancy shall be appointed for the unexpired term of such person's predecessor in office. Any athlete or alternate athlete member vacancy will be filled as outlined in Section 11.12 of these Bylaws.

Section 9.6 Quorum and Required Vote. Provided that a quorum exists, one or more vacancies in the Board of Justice shall not affect the Board of Justice's ability to consider a case. The presence of a majority of at least three members or alternates, which must include either the athlete member or alternate athlete member, shall constitute a quorum for the Board of Justice to hear and make recommendations on a case. A majority vote of those members present and participating at a hearing conducted by the Board of Justice shall be required for the Board of Justice to make recommendations on a case.

Section 9.7 Action on Cases.

(a) Cases may be submitted to the Board of Justice through the executive director by: (i) the President; (ii) any member of the Board of Governors; (iii) judges or juries of appeal for cases arising from tournaments under their supervision; or (iv) any member of the NAA affected or aggrieved by the matter to be submitted. The Board of Justice and the Executive Director or President shall be responsible for timely disposition of all matters submitted and the Executive Director shall determine when legal representation on behalf of the Board of Justice, Board of Governors or the NAA is appropriate.

(b) The party desiring to submit a case to the Board of Justice shall state in writing in detail the nature and basis of the claimed violation, complaint or grievance to be considered by the Board of Justice and the factual allegations or particulars involved. The written statement shall be delivered to the Executive Director who, upon receipt thereof, shall refer the same to the Chairman of the Board of Justice.

(c) Any person who is the subject of charges contained in the written statement shall be notified of the charges made and be afforded the opportunity to respond to the same

or to any circumstances which are believed by the Board of Justice to require answers, explanations or clarification.

(d) The charging party and any person who is the subject of the charges shall be entitled to appear before the Board of Justice in person or by telephone conference call and be fully heard in the matter.

(e) At any hearing by the Board of Justice of the matter, all interested parties shall have the right to be represented by counsel, to present oral and written evidence in support of their positions in the matter, to examine witnesses, and to otherwise be fairly heard and afforded due process in the matter; provided, however, formal rules of evidence shall not be strictly enforced. Hearings shall be between members of the Board of Justice, the parties directly involved, and their witnesses, as appropriate, only.

(f) The Board of Justice shall prepare on each case submitted to it a report of its findings and conclusions in the matter and its recommendations for disposition of the case (including any sanctions or disciplinary action deemed appropriate by the Board of Justice regarding the parties involved). At the conclusion of its investigation and all appropriate hearings, all Board of Justice reports, conclusions and recommendations shall be forwarded to the Board of Governors only, through the Executive Director or President.

Section 9.8 Decision by Board of Governors. Board of Justice proposals for disposition of and sanctions in cases submitted to it shall be referred to the Board of Governors, which shall have the ultimate responsibility for rendering a decision in the matter. In rendering its decision, the Board of Governors shall review the report of the Board of Justice and need not hold its own hearing in the matter; provided, however, that in the event the Board, based upon its review of the report of the Board of Justice, determines that a greater penalty may potentially be appropriate, the Board shall hold its own hearing to assure that all relevant information has been made available and properly considered before a decision is made. In this regard, the Board of Governors shall take timely action to confirm, modify, or reverse the proposals of the Board of Justice for disposition of and imposition of sanctions in the case, which action shall be the final determination of the NAA. Members of the Board of Governors shall not be involved in the process until the Board of Justice records, conclusions and recommendations are forwarded to them. With the exception of the President, Members of the Board of Governors shall not make inquiries of the Board of Justice or any parties to the matter while the matter is under investigation. Any direct contact, correspondence or other communication by any member of the NAA not directly involved in the matter shall be referred to the Executive Director, who may forward the information to the Board of Justice and/or the Board of Governors for appropriate disciplinary action.

ARTICLE X.

INDEMNIFICATION

Section 10.1 Definitions. For purposes of this Article, the following terms shall have the meanings set forth below:

(a) "Corporation" means the corporation and, in addition to the resulting or surviving corporation, any domestic or foreign predecessor entity of the corporation in a merger, consolidation or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) "Expenses" means the actual and reasonable expenses, including attorneys' fees, incurred by a party in connection with a proceeding.

(c) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to a private foundation or an employee benefit plan) or expense incurred with respect to a proceeding.

(d) "Official capacity" when used with respect to a director of the corporation means the office of a member of the Board of Governors, and when used with respect to a person in a capacity other than as a director (even if such person is also a director) means the office in the corporation held by the officer or the employment relationship undertaken by the employee on behalf of the corporation in the performance of his or her duties in his or her capacity as such officer or employee. "Official capacity" does not include service for any other foreign or domestic corporation or for any partnership, joint venture, trust, other enterprise or employee benefit plan when acting directly on behalf of such other corporation, partnership, joint venture, trust, enterprise or plan as a director, officer, employee, fiduciary or agent thereof.

(e) "Party" means any person who was, is, or is threatened to be made, a named defendant or respondent in a proceeding by reason of the fact that such person is or was a director, officer or employee of the corporation, and any person who, while a director, officer or employee of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan. A party shall be considered to be serving an employee benefit plan at the corporation's request if such party's duties to the corporation also impose duties on or otherwise involve services by such party to the plan or to participants in or beneficiaries of the plan.

(f) "Proceeding" means any threatened, pending or completed action, suit or proceeding, or any appeal therein, whether civil, criminal, administrative, arbitrative or investigative (including an action by or in the right of the corporation) and whether formal or informal.

Section 10.2 Right to Indemnification.

(a) Standards of Conduct. Except as provided in Section 10.2(d) below, the corporation shall indemnify any party to a proceeding against liability incurred in or as a result of the

proceeding if (i) such party conducted himself or herself in good faith, (ii) such party reasonably believed (A) in the case of a director acting in his or her official capacity, that his or her conduct was in the corporation's best interests, or (B) in all other cases, that such party's conduct was at least not opposed to the corporation's best interests, and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. For purposes of determining the applicable standard of conduct under this Section 10.2, any party acting in his or her official capacity who is also a director of the corporation shall be held to the standard of conduct set forth in Section 10.2(a)(ii)(A), even if such party is sued solely in a capacity other than as such director.

(b) Employee Benefit Plans. A party's conduct with respect to an employee benefit plan for a purpose such party reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirements of Section 10.2(a)(ii)(B). A party's conduct with respect to an employee benefit plan for a purpose that such party did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of Section 10.2(a)(i).

(c) Settlement. The termination of any proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not of itself determinative that the party did not meet the applicable standard of conduct set forth in Section 10.2(a).

(d) Indemnification Prohibited. Except as hereinafter set forth in this Section 10.2(d), the corporation may not indemnify a party under this Section 10.2 either (i) in connection with a proceeding or in the right of by the corporation in which the party is or has been adjudged liable for gross negligence or willful misconduct in the performance of the party's duty to the corporation, or (ii) in connection with any proceeding charging improper personal benefit to the party, whether or not involving action in the party's official capacity, in which the party was adjudged liable on the basis that personal benefit was improperly received by the party (even if the corporation was not thereby damaged). Notwithstanding the foregoing, the corporation shall indemnify any such party if and to the extent required by the court conducting the proceeding, or any other court of competent jurisdiction to which the party has applied, if it is determined by such court, upon application by the party, that despite the adjudication of liability in the circumstances in clauses (i) and (ii) of this Section 10.2(d) or whether or not the party met the applicable standard of conduct set forth in Section 10.2(a), and in view of all relevant circumstances, the party is fairly and reasonably entitled to indemnification for such expenses as the court deems proper in accordance with the Colorado Nonprofit Corporation Code.

(e) Claims by or in the Right of Corporation. Indemnification permitted under this Section 10.2 in connection with a proceeding by or in the right of the corporation shall be limited to expenses incurred in connection with the proceeding.

(f) Combined Proceedings. If any claim made by or in the right of the corporation against a party is joined with any other claim against such party in a single proceeding, the claim by or in the right of the corporation (and all expenses related thereto) shall nevertheless be

deemed the subject of a separate and distinct proceeding for purposes of this Article.

Section 10.3 Prior Authorization Required. Any indemnification under Section 10.2 (unless ordered by a court) shall be made by the corporation only if authorized in the specific case after a determination has been made that the party is eligible for indemnification in the circumstances because the party has met the applicable standard of conduct set forth in Section 10.2(a) and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Board of Governors by a majority vote of a quorum of such Board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

Section 10.4 Success on Merits or Otherwise. Notwithstanding any other provision of this Article, the corporation shall indemnify a party to the extent such party has been successful, on the merits or otherwise, including without limitation, dismissal without prejudice or settlement without admission of liability, in defense of any proceeding to which the party was a party against expenses incurred by such party in connection therewith.

Section 10.5 Advancement of Expenses. The corporation shall pay for or reimburse the expenses, or a portion thereof, incurred by a party in advance of the final disposition of the proceeding if: (a) the party furnishes the corporation a written affirmation of such party's good-faith belief that he or she has met the standard of conduct described in Section 10.2(a)(i); (b) the party furnishes the corporation a written undertaking, executed personally or on behalf of such party, to repay the advance if it is ultimately determined that the party did not meet such standard of conduct; and (c) authorization of payment and a determination that the facts then known to those making the determination would not preclude indemnification under this Article have been made in the manner provided in Section 10.3. The undertaking required by clause (b) must be an unlimited general obligation of the party, but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 10.6 Payment Procedures. The corporation shall promptly act upon any request for indemnification, which request must be in writing and accompanied by the order of court or other reasonably satisfactory evidence documenting disposition of the proceeding in the case of indemnification under Section 10.4 and by the written affirmation and undertaking to repay as required by Section 10.5 in the case of indemnification under such Section. The right to indemnification and advances granted by this Article shall be enforceable in any court of competent jurisdiction if the corporation denies the claim, in whole or in part, or if no disposition of such claim is made within ninety days after written request for indemnification is made. A party's expenses incurred in connection with successfully establishing such party's right to indemnification, in whole or in part, in any such proceeding shall also be paid by the corporation.

Section 10.7 Notification to Members. Any indemnification of or advance of expenses to a director (but not to any other party) in accordance with this Article, if arising out of a proceeding by or on behalf of the corporation, shall be reported in writing to the members with or before the notice of the next meeting of members.

Section 10.8 Insurance. By action of the Board of Governors, notwithstanding any interest of the directors in such action, the corporation may purchase and maintain insurance in such amounts as the Board of Governors deems appropriate to protect itself and any person who is or was a director, officer, employee, fiduciary or agent of the corporation, or who, while a director, officer, employee, fiduciary or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under applicable provisions of law or this Article. Any such insurance may be procured from any insurance company designated by the Board of Governors, whether such insurance company is formed under the laws of Colorado or any other jurisdiction, including any insurance company in which the corporation has an equity or any other interest, through stock ownership or otherwise. The corporation may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

Section 10.9 Right to Impose Conditions to Indemnification. The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as may appear appropriate to the Board of Governors in each specific case and circumstances, including but not limited to any one or more of the following: (a) that any counsel representing the party to be indemnified in connection with the defense or settlement of any proceeding shall be counsel mutually agreeable to the party and to the corporation; (b) that the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the party to be indemnified; and (c) that the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified party's right of recovery, and that the party to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

Section 10.10 Other Rights and Remedies. The indemnification provided by this Article shall be in addition to any other rights which a party may have or hereafter acquire under any law, provision of the articles of incorporation, any other or further provision of these Bylaws, vote of the members or board of directors, agreement, or otherwise.

Section 10.11 Applicability; Effect. The indemnification provided in this Article shall be applicable to acts or omissions that occurred prior to the adoption of this Article, shall continue as to any party entitled to indemnification under this Article who has ceased to be a director, officer or employee of the corporation or, at the request of the corporation, was serving as and has since ceased to be a director, officer, partner, trustee, employee, fiduciary or agent of any other domestic or foreign corporation, or of any partnership, joint venture, trust, other enterprise or employee benefit plan, and shall inure to the benefit of the estate and personal representatives of each such person. The repeal or amendment of this Article or of any Section or provision hereof that would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect

the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions that occurred prior to such repeal or amendment. All rights to indemnification under this Article shall be deemed to be provided by a contract between the corporation and each party covered hereby.

Section 10.12 Indemnification of Agents. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Article to the fullest extent permissible by the laws of Colorado. Unless otherwise provided in any separate indemnification arrangement, any such indemnification shall be made only as authorized in the specific case in the manner provided in Section 10.3.

Section 10.13 Savings Clause; Limitation. If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under section 4941 of the Internal Revenue Code.

ARTICLE XI.

MISCELLANEOUS

Section 11.1 Account Books, Minutes, Etc. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board of directors and committees. All books and records of the corporation may be inspected by any member or director, or such person's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 11.2 Fiscal Year. The fiscal year of the corporation shall be from January 1 to December 31 or as otherwise established by the Board of Governors.

Section 11.3 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the Board of Governors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 11.4 Designated Contributions. The corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation

shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.

Section 11.5 Conflicts of Interest. If any person who is a member of the Board of Governors or an officer of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with such person, any member of such person's family, or any entity in which such person has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or trustee, such person shall: (a) immediately inform those charged with approving the transaction on behalf of the corporation of such person's interest or position; (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the corporation; and (c) not be entitled to vote on the decision to enter into such transaction.

Section 11.6 Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to any of the members of the Board of Governors or its officers. Any officer or member of the Board of Governors who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

Section 11.7 References to Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 11.8 Amendments. Subject to repeal or change by action of the members, the power to alter, amend or repeal these Bylaws and adopt new Bylaws shall be vested in the Board of Governors, provided, however, that (i) any such action by the Board of Governors shall require an affirmative vote of two thirds of the votes cast and (ii) no change to these Bylaws shall eliminate a class of members of the corporation or limit or repeal the rights of any class of member, unless such change is adopted by the affirmative vote of a majority of the members of such class. An effort to repeal an action of the Board of Governors by the members may take place only at the annual members meeting, and can occur only upon approval by no less than two-thirds of the members present in person or by proxy.

Section 11.9 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 11.10 Governing Law. These Bylaws shall be construed and enforced under, and in accordance with, and be governed by, the laws of the State of Colorado.

Section 11.11 Binding Arbitration. The NAA agrees to 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 USOC Constitution, 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 USOC Constitution.

Section 11.12 USOC Athlete Representation Criteria and Guidance.

(a) Athlete representatives shall equal at least 20% of the NAA Board of Governors, The Executive Committee and all other committees as defined in Section 6.9 of these Bylaws. If at any time the Board of Governors determines that such archery athletes hold less than 20% of the membership and voting power on the Board of Governors, then the size of the Board of Governors shall, at the direction of the Board, be expanded in a manner which will fulfill this requirement and the additional Board of Governors position(s) so created shall be filled by the alternate representative to the USOC Athlete Advisory Council (and, if necessary, by such other individuals as elected in accordance with applicable provisions of these Bylaws).

(b) Athlete representatives on the Board of Governors, the Executive Committee and Designated Committees shall meet the following standards:

(1) At least one-half of the individuals serving as athlete representatives shall have competed in the NAA's events or disciplines that are on the sport's program in the Olympic or Pan American Games.

(2) Up to one-half of the individuals serving as athlete representatives may have competed in:

(i) an event or discipline not on the program of the Olympic or Pan American Games, provided that such event or discipline is recognized by FITA, or is regularly included in the international competition program of FITA, or

(ii) the Paralympic Games, or an International Paralympic Committee recognized World Championship in events on the Paralympic Games program.

(3) NAA athlete representatives, at their time of election to the Board of Governors and the Executive Committee and NAA athlete representatives on Designated Committees at their time of selection shall have demonstrated their qualifications as athletes by having:

(i) Within the ten (10) years preceding election, represented the United States in the Olympic or Pan American Games, or an Operation Gold event, or a World Championship recognized by FITA for which a competitive selection process was administered by the NAA, or

(ii) Within the twenty-four (24) months before election, demonstrated that they are actively engaged in amateur athletic competition by finishing in the top one third of the NAA's National Outdoor Target Championships or team selection competition for the events outlined in subparagraphs (1) or (2) above, or

(iii) For the purposes of the standards outlined in Section 11.2(b)(2)(ii) only, within the ten (10) years preceding election, represented the United States in the Paralympic Games, or an International Paralympic Committee-recognized World Championship in events on the Paralympic Games program.

(4) Athlete representatives may not be drawn from events that categorize entrants in age-restricted classifications commonly known as "Juniors," "Masters," "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 IOC or FITA has established an age restriction but who otherwise meet the standard set forth in Section 11.12 (b) above.

(c) Athlete representatives selected to Non-Designated Committees, shall have the same qualification as those selected for Designated Committee except that they need only demonstrate that within the twenty-four (24) months before selection that they are actively engaged in amateur athletic competition. Such amateur athletic competition is defined as competing in any regional or national level NAA sanctioned competition.

(d) Athlete representatives on the NAA Board of Governors and the Executive Committee shall be directly elected by athletes who meet the standards set forth in Section 11.12 (b). The president is empowered to appoint the athlete representative to the Executive committee from one of the two Olympic Discipline athlete representatives on the Board of Governors. Athlete Representatives to all other NAA committees and task forces shall be selected by the NAA with the approval of the athletes, or a representative group of athletes, who meet the standards set forth in Section 11.12 (c).

(END)

NATIONAL ARCHERY ASSOCIATION
OF THE UNITED STATES

BYLAWS CERTIFICATE

The undersigned certifies that he is the Secretary of the National Archery Association of the United States, a Colorado nonprofit corporation, and that, as such, he is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective Bylaws of said corporation.

Dated this ___ day of _____, 20__.

Bradley R. Camp
Corporate Secretary

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AMENDED AND RESTATED BYLAWS
OF
NATIONAL ARCHERY ASSOCIATION
OF THE UNITED STATES