

BYLAWS OF THE UNITED STATES ACADEMIC
DECATHLON ASSOCIATION

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**ARTICLE I
NAME**

Section 1.1 Name. The name of this Corporation shall be THE UNITED STATES ACADEMICDECATHLON ASSOCIATION, USAD, or the Corporation.

**ARTICLE II
OFFICES**

Section 2.1 Offices. The initial physical offices of the Corporation shall be located at 3715 Monogram Ave., Long Beach, California 90808, and its initial mailing address shall be P.O. Box 4351, Mankato, Minnesota 56002, or in such other location or address as the Board of Directors from time to time may designate.

**ARTICLE III
PURPOSE OF THE CORPORATION**

Section 3.1 Purposes. The purposes of the Corporation are as follows:

Section 3.1.1 General. The purposes for which the Corporation is formed are set forth in the Articles of Incorporation of the Corporation (the “Articles”), as the same may be amended, from time to time, in accordance with the South Dakota Nonprofit Corporation Act, SDCL Title 47, Chapters 47-22 to 47-28 (the “Act”).

Section 3.1.2 Exempt Organization. The Corporation intends to be and continue to be an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”) and the regulations promulgated thereunder as they now exist or they may hereafter be amended.

Section 3.2 Prohibited Activities. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the foregoing purposes or that are prohibited by the Articles, by the Act, by the Code, or by other applicable law.

**ARTICLE IV
DIRECTORS**

Section 4.1 Numbers. The Board of Directors (“Board” and each person on the Board a “Director” and, collectively, the “Directors”) shall consist of not fewer than seven (7) positions nor more than thirty (30) positions. The exact number of Directors is to be fixed, within the limits specified in Section 4.3 of this Article IV, by resolution of the Board. The initial Board shall be comprised of fifteen (15) directors who shall be identified in the Articles.

Section 4.1.1 Categories of Directors. There shall be two categories of Directors—*Individual Directors* and *Representative Directors*. Individual Directors shall be elected pursuant to Section 4.3. The Board of Directors may specify one or more entities (including corporations

or other forms of business or non-profit entities) as having the right to designate a Representative Director subject to the Corporation's right of prior approval of the Representative Director. An entity's right to designate a Representative Director may be terminated by the Corporation at any time, in which case the Representative Director shall immediately cease to act as a Director. The President of the United States Academic Decathlon State Directors shall serve as a Representative Director during his/her term of office. The mandated positions on the Board (for an additional state director, a retired coach and a former decathlete) shall be eliminated; and the Bylaws shall be amended to so provide. Further the Nominating Committee is instructed to consider these qualifications in nominating new directors for election to the Board.

Section 4.1.2 Qualification of Directors. Individual nominees to the Board of Directors will be expected to meet some combination of these criteria: high-level executive or professional experience; experience in education at the teaching and/or administrative level; service to and knowledge of the communities served by the Corporation; and philanthropic commitment and fundraising capability. It is the ultimate goal of the Corporation that the Board reflects a diversity of age, gender, culture, and ethnicity, and be geographically representative of the Corporation's constituency. Corporate sponsors exercising the right to designate a Representative Director to the Board will be expected to provide significant financial and/or in-kind support to the Corporation. It shall be the policy of the Board that the nominations for the election of directors shall occur only once in each calendar year, but that upon the decision of the Board, exceptions may be made to the policy where appropriate.

Section 4.2 Powers. Subject to the provisions of the Act, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation are managed, and all corporate powers shall be exercised, under the ultimate direction of the Board.

Section 4.3 Term of Office of Directors. Individual Directors shall hold office for a term of three (3) years ("Term").

Section 4.3.1 Staggered Terms. At each annual meeting of the Board, approximately one-third (1/3) of the authorized number of Individual Directors shall be elected. The Term begins on May 1 of the year of election and ending on April 30 of the third year following election of the Individual Director. If an Individual Director is elected to serve a term beginning on a date other than May 1 of any year, the term of such Individual Director shall begin on a date determined by the Board and terminate on the last day of April immediately preceding the third anniversary of such Individual Director's election. If the Board fails to elect the number of Individual Directors designated at the required annual meeting, they may be elected at a special meeting of the Board held for that purpose. Any newly elected Director is subject to a Term limit of no more than nine consecutive years at which time they would be required to leave the Board at the expiration of their third Term and would not be eligible for reelection until after a minimum one-year hiatus.

Section 4.3.2 Election or Reelection of Individual Directors. Prior to each annual meeting, a nominating committee recommended by the Governance Committee and appointed by the President shall review the performance of each Individual Director whose Term is about to expire and inform all Directors of the nominating committee's recommendations as to the reelection of each such Individual Director.

Section 4.3.3 Meeting Attendance. Directors are expected to attend all scheduled meetings of the Board. It shall be the responsibility of each Board Member to notify the Corporation if he or she will not be in attendance at a Board meeting. In the event a Director misses three (3) consecutive meetings, the Board may request the resignation of that Director.

Section 4.3.4 Emeritus Status. Upon completing not fewer than two (2) complete Terms as a Directors, an Individual Director may, upon nomination, be elected to "Emeritus Director" status. Emeritus Director status shall be conferred upon those Individual Directors who have made significant contributions to the Corporation including, but not limited to, active participation on the Executive Committee. A former Individual Director who is designated Emeritus Director shall be entitled to attend and participate in all Board meetings and committee meetings, and to serve on committees or special projects as requested by the Board. However, a person designated as Emeritus Director shall not have voting privileges and shall not be considered to be a Director of the Corporation.

Section 4.3.5 Founder and Executive Director Emeritus. Dr. Robert Peterson is designated as the founder of USAD, and Alfonso Perez is designated as the Executive Director Emeritus of USAD in recognition of their contributions to the organization.

Section 4.4 Vacancies.

Section 4.4.1. Events Causing Vacancy. A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation, or removal of any Director; (ii) the declaration by resolution of the Board of a vacancy of the position of a Director who has been declared of unsound mind by an order of court, or convicted of a felony or been found by final order or judgment of any court to have breached a duty under the Act or the Code; (iii) the vote of a majority of the Directors to remove a Director; (iv) the authorized number of Directors is exceeded; or (v) the failure of the Directors, at any meeting of the Board at which any Director or Directors are to be elected, to elect the number of Directors to be elected at such meeting.

Section 4.4.2 Removal. Directors may be removed without cause by a simple majority of Directors then on the Board, including the Director whose removal is sought.

Section 4.4.3 Resignations. Except as provided in this paragraph, any Director may resign at any time, which resignation shall be effective upon giving written notice to the President, to the Secretary, or to the Board, unless the notice specifies a later time for the resignation to become effective.

Section 4.4.4 Appointment to Fill Vacancies. If a vacancy is created by any event, a majority of a quorum of the remaining Directors then in office may appoint a new Director to serve until the next annual meeting of the Board. Appointments to fill vacancies shall be made only at Regular Meetings.

Section 4.4.5 No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's current Term expires.

Section 4.5 Place of Meetings, Meetings by Telephone. Regular and special meetings of the Board may be held at any place that has been designated from time to time by resolution of the Board. Notwithstanding the above provision of this Section 4.5, a regular or special meeting of the Board may be held at any place consented to in writing by all of the Board members, either before or after the meeting. Any meeting, regular or special, may be held by conference telephone, internet or Web-based audio/video conference, or similar communications media so long as all Directors participating in the meeting can hear one another and all such Directors shall be deemed to be present in person at such meeting.

Section 4.6 Annual Meeting. The annual meeting of the Board shall be held on a day and at a time designated by the Board. The annual meeting shall be for the purpose of organization, election of Directors and officers, and the transaction of other business.

Section 4.7 Regular Meetings. Regular meetings of the Board may be held at such time as shall from time to time be fixed by the Board.

Section 4.8 Special Meetings.

Section 4.8.1 Authority to Call. The President, Vice President, Secretary, or any two Directors may call special meetings of the Board at any time.

Section 4.8.2 Notice. Notice of each such special meeting shall be given to each Director by first class mail, facsimile or electronic mail addressed to the Director at his or her last reported residence or e-mail address or usual place of business, at least five (5) days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting and the purposes thereof except as expressly provided herein. Any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all Directors of the Corporation then in office shall be present thereat (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened) or waive such notice in writing before, at, or after such meeting.

Section 4.9 Quorum. One-half of the elected Directors, but in no event fewer than one-fifth of the authorized Directors, shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4.10 of Article IV. Every act taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the Act, including, without

limitation, those provisions relating to approval of contract or transactions in which a Director has a direct or indirect material financial interest, (ii) creation of, and appointment to, committees of the Board, and (iii) indemnification of Directors. Business may continue to be transacted at a meeting at which a quorum is initially present, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 4.10 Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present and either before or after the meeting, each of the Directors not present signs a written waiver of notice; (ii) a consent to holding the meeting; or (iii) an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary of the Corporation either in person, by first-class mail or electronic mail addressed to the Secretary at the principal office of the Corporation or to such Secretary's e-mail address as contained on the Corporation's records as of the date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the Corporation's records as of the date of the protest.

Section 4.11 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 4.12 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case proper notice under Section 4.8.2 of this Section IV of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.13 Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President of the Corporation, or in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Robert's Rules of Order shall govern meetings insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with provisions of applicable law.

Section 4.14 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing to that action. Such action by unanimous written consent shall have the same force and effect as a unanimous vote of the Directors at a meeting of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 4.15 Fees and Compensation of Directors. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board to be just and reasonable as to the Corporation. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 4.16 Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation, provided that each individual Director acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE V COMMITTEES

Section 5.1. Committees of Directors. The Board, by resolution adopted by a majority of Directors then in office, may designate one or more committees, each consisting of three (3) or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board or in any committee, which has the authority of the Board;
- (b) Fix compensation of the Directors for serving on the Board or on any committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) Appoint any other committees of the Board or the members of these committees; or
- (f) Approve any transaction (i) to which the Corporation is a party and one or more Directors have a material financial interest, or (ii) between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

Section 5.2. Executive Committee. This committee shall be responsible for conducting the activities of the Corporation between meetings of the Board. In this connection, the Executive Committee shall have the authority, subject to Section 5.1 of this Article V, to authorize actions of the Corporation, including the entering into of agreements by the Corporation, which are deemed by the Executive Committee to be necessary and/or appropriate for the Corporation to take prior to the next meeting of the Board. The Executive Committee shall inform the Board of Directors at its next meeting of any such actions authorized by the Executive Committee. The following persons shall be members of the Executive Committee: the President; the Vice President; the Secretary; the Treasurer, and the immediate past President with a quorum of at least three Executive Committee members required for action. The Executive Committee shall have no regularly scheduled meetings and only consider emergency issues that cannot wait until the next Board meeting and that any action taken by the Executive Committee be reported to the full Board for ratification. The Board can

designate, by resolution, additional members to serve on the Executive Committee.

Section 5.3. Special Committees. The Board of Directors may authorize special committees to be appointed by the President, who then informs the Board of the number of persons composing such special committees and the terms and duties of such special committees. At least three (3) Directors shall be members of each special committee of the Board.

Section 5.4. Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and Directors, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee, and (ii) the number of Directors which shall constitute a quorum for the transaction of business by any committee, except to adjourn as provided in Article IV, shall be the greater of two (2) or twenty percent (20%) of the members of the committee. Special meetings of committees may also be called by resolution of the Board. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of the Articles or these Bylaws, or the Act.

Section 5.5. Advisory Committees. The Board, by resolution adopted by a majority of the Directors then in office, may designate one or more committees consisting of two (2) or more Directors and persons who are not Directors, to serve at the pleasure of the Board. Such committees (“Advisory Committees”) shall not have the authority of the Board and shall only investigate, deliberate, and make recommendations to the Board. Section 5.4 of this Article V shall govern meetings and actions of any Advisory Committees.

Section 5.6 Permanent Committees of the Board. The Board has established the following committees as permanent committees of the Board: Executive Committee, Nominations Committee, Governance Committee, and Finance Committee.

ARTICLE VI OFFICERS

Section 6.1 Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board, an immediate past President, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 6.3. The same person may serve any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 6.2 Election of Officers. The officers of the Corporation, except those appointed in accordance with the provisions of Section 6.3 of this Article VI, shall be elected by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. All officers other than the immediate past President and the Executive Director, if any, must be members of the Board. The immediate past President

must have previously served as President of the Corporation.

USAD – Election of Officers
Attachment A

The following process and procedures shall be used by the Board of Directors in electing officers of the organization.

1. Officers shall be elected every two (2) years, at the annual meeting of the Board; unless there occurs a vacancy in one or more offices between annual meetings, in which case the election of officers to fill such offices will be held at the next succeeding Board meeting (and the procedures set forth in paragraphs 2, 3, 4 and 5, below, shall be modified by the President as required to fit the timeframe between the occurrence of the vacancy and the next succeeding Board meeting). Only directors may hold offices of the organization and nominations of candidates for election as officers may only be made by directors. The officers elected at the annual meeting shall take office on June 1st of the calendar year in which they are elected.
2. Not less than ninety (90) days prior to the date of the annual meeting, USAD staff will notify all directors of the opportunity for them to nominate directors, including themselves, for election to any of the offices; such nomination to specify the office for which the candidate is being nominated. Directors may only stand for election to a single office; if a director is nominated for election to more than one office, the director must decide upon the office for which she or he will stand, and must inform USAD staff of such decision as soon as possible in order to allow staff to timely inform all other directors of the single office for which such director will stand. All nominations must be submitted to the Executive Director by mail, commercial carrier, facsimile or e-mail (the date of submission being the date of actual receipt of the nomination by the Executive Director).
3. Not less than sixty (60) days prior to the annual meeting, USAD staff will notify all directors of the nominations that have been received and will solicit additional nominations.
4. Nominations shall be closed upon that date that is thirty (30) days prior to the annual meeting, and only those nominations received by USAD staff prior to that date shall be effective nominations. No nominations received thereafter shall be effective, including any “nominations from the floor” at the annual meeting.
5. Immediately upon the close of nominations, USAD staff will notify all directors of all effective nominations; and will solicit statements from all nominated candidates as to whether they accept such nomination (if nominated by a director other than themselves) and, if so, their intentions and qualifications regarding their election to the offices for which they have been nominated. The statements of candidates received by staff shall be forwarded to all directors via e-mail and staff shall include all such statements in the materials provided to directors for the annual meeting. Candidates are required to submit statements and the failure of any candidate to submit a statement shall preclude the

candidate from standing for election.

6. At the annual meeting, the election of officers shall be by a single written ballot, upon which only one vote shall be cast for each office.
7. Two (2) directors, neither of which are currently standing for election to any office, shall be designated by the President to open and tally all ballots and inform the Board as to which candidate for each office received the highest number of votes. Such person shall be the duly elected officer of the organization for such office.
8. If there is a tie vote for any office, those candidates receiving the highest number of votes shall have the opportunity to address the Board regarding their candidacy and all members of the Board shall have the opportunity to address such candidates regarding their candidacy. Thereafter, there shall be a second vote by a single written ballot. The two (2) directors previously designated by the President will open and tally all ballots, and inform the Board as to which candidate for each office received the highest number of votes. Such person shall be the duly elected officer of the organization for such office.
9. If there remains a tie vote between two (2) candidates for any office, the candidate elected to the office shall be determined by the immediate Past President by the flip of a coin.

Section 6.3 Subordinate Officers. The Board may appoint and may authorize the president or another officer to appoint any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or as determined from time to time by the Board.

Section 6.4 Removal of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or, except in the case of an officer elected by the Board, by an officer on whom such power of removal may be conferred by the Board. Election or appointment of an officer shall not of itself create contract rights.

Section 6.5 Resignation of Officers. Any officer may resign at any time by giving written notice to the Corporation and received by the Secretary. Any resignation shall take effect upon the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 6.6 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to the office.

Section 6.7 Responsibilities of Officers.

- (a) President. The president shall, subject to the control of the Board of Directors, preside at meetings of the Board and generally supervise, direct, and control the

business and the officers of the Corporation. The President shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

(b) Vice Presidents. In the absence or disability of the President, the Vice Presidents, if more than one, in order of their rank as fixed by the Board, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board.

(c) Secretary. The Secretary shall attend to the following:

Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws. He or she shall keep or cause to be kept the seal of the Corporation (if any) in safe custody. He or she shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(d) Treasurer. The Treasurer shall attend to the following:

Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit or cause to be deposited all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse or cause to be dispersed the funds of the Corporation as may be ordered by the Board; shall render to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

Bond. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful

performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

- (e) Immediate Past President. The immediate past President, if any, shall advise the Board and the officers of the Corporation in connection with the activities of the Corporation, and shall have such authority and perform such duties as determined from time to time by the Board.
- (f) Executive Director. The Executive Director shall perform the day-to-day operations of the Corporation and shall have such authority and perform such duties as determined from time to time by the Board of Directors.

ARTICLE VII INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 7.1 Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 47-23-27 of the Act, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “action, suit, or proceeding,” as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section.

Section 7.2 Approval of Indemnity. On written request to the Board by any person seeking indemnification under the Act, the Board shall promptly determine under the Act whether the applicable standard of conduct set forth therein has been met and, if so, the Board shall authorize indemnification.

Section 7.3 Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article in defending any proceeding covered hereby shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 7.4 Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

Section 7.5 Non-Exclusive. The indemnification provided by this Article shall not be deemed

exclusive of any other rights to which those seeking indemnification may be entitled under the Bylaws, agreement, vote of disinterested Directors, or otherwise, both as to action in the indemnitee's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE VIII RECORDS AND REPORTS

Section 8.1 Maintenance of Corporate Records. The Corporation shall keep:

- (a) Written records of all the proceedings of its Board and the Executive Committee of the Board; and
- (b) Accurate financial statements of the Corporation, including adequate and correct books and records of accounts.

The Corporation's Executive Director shall keep all such records.

Section 8.2 Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep the original or a copy of the Articles and the Bylaws as amended to date, which shall be open to inspection by the Directors. If the Corporation has no principal business office, the secretary shall, on the written request of any Director, furnish to that Director a copy of the Articles and Bylaws as amended to date.

Section 8.3 Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation. This inspection by a Director may be made in person, by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 8.4 Annual Report to Directors. Not later than the first Board meeting following the close of the Corporation's fiscal year, the Board shall cause an annual report, prepared under the leadership of the Executive Director, to be sent to all Directors. Such report shall contain the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) Principal activities of the Corporation during the fiscal year; and
- (c) An audit report of independent accountants.

ARTICLE IX CONSTRUCTION AND DEFINITIONS

Section 9.1 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Act and Code shall govern the

construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both an entity such as a corporation, limited liability company, limited partnership or other such entity, and a natural person.

ARTICLE X AMENDMENTS

Section 10.1 Amendments. The Board may adopt, amend, or repeal these Bylaws, subject to the limitation that if any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise required by law, such provision may not be altered, amended, or repealed except by vote of such larger number of Directors. The Bylaws shall be amended to provide for all prior decisions of the Board.

CERTIFICATE OF BY-LAWS

The undersigned, being the Secretary of UNITED STATES ACADEMIC DECATHLON ASSOCIATION, a South Dakota nonprofit corporation, does hereby certify that the foregoing Bylaws of said corporation were adopted at a meeting of the Board of Directors held on April 21, 2022, as is set forth in the Minutes of said meeting.

Dated June 29 , 2022.

IN WITNESS WHEREOF, I have hereunto affixed my signature as Secretary of the Corporation on the above date.

Mercedes Paston, Secretary
Secretary