

USSA BOARD OF DIRECTORS' MEETING MINUTES

Sunday, May 15, 2016, 7:30 a.m. – 11:30 a.m.
Summit Meeting Rooms, DoubleTree Hotel
1800 Park Avenue, Park City, UT

Meeting chair: Dexter Paine

USSA Board of Directors

Chairman: Dexter Paine, New York, NY
Vice Chairman: Greg Boester, Rye, NY (Foundation)
Treasurer: John Bucksbaum, Chicago, IL (Foundation) - absent
Liz Arky, Washington, DC (At-large)
Rosie Brennan, Anchorage, AK (Cross Country Athlete)
Tricia Byrnes, Aspen, CO (Snowboarding Athlete)
Emily Cook, Park City, UT (USSA Athletes' Council chair; Freestyle Athlete)
Bryan Fletcher, Steamboat Springs, CO (Jumping/Nordic Combined Athlete)
Cami Thompson Graves, East Thetford, VT (Cross Country)
Lisa Kosglow, Hood River, OR (At-Large)
Darryl Landstrom, Minneapolis, MN (Alpine)
Dan Leever, Palm Beach, FL (Foundation)
Martina Lussi, Lake Placid, NY (Jumping/Combined)
Andy McLane, Weston, MA (Foundation)
Kipp Nelson, Ketchum, ID (Foundation)
Warner Nickerson, Tilton, NH (Alpine Athlete)
Dylan Omlin, Truckee, CA (Snowboarding)
Erik Resnick, Vail, CO (Foundation)
Chris Seemann, Winter Park, CO (Freestyle)
Tiger Shaw, Park City, UT (CEO)
Tom Yaps, New York, NY (Freeskiing)
Tom Wallisch, Salt Lake City, UT (Freeskiing)
Andy Wirth, Tahoe, CA (At-large)
Ex-Officio
Michael Berry, Lakewood, CO (National Ski Areas Association) - absent
Grete Eliassen, Holladay UT (USOC Athletes' Advisory Council)
Bill Marolt, Paradise Valley, AZ (USOC) - absent
Nick Sargent, McLean, VA (SnowSports Industries America)
Bill Shiebler, Park City, UT (Audit)
Hank Tauber, Park City, UT (FIS)

Also in attendance: Jeanne Jackson, Steve Berlack, Alex Natt, Rich Tutino, Luke Bodensteiner, Trisha Worthington, Calum Clark, Tom Kelly, Mike Jaquet, Jory Macomber, Chip Knight, Charlotte Miller, Patrick Riml, Julie Glusker, Robert Lazzaroni, Dave Knoop, Allbi Ny, Caitlin Furin, Courtney Harkins, Brewster McVicker

1. Chairman Calls the Meeting to Order & Moment of Silence: Dexter Paine

The chairman called the meeting to order. He stated that we lost a number of important people in the ski world last year. He would not mention them all but did mention Stein Eriksen whom we all knew and the second Bob Dart who we had the ability to honor with the Blegen Award on Friday night, the highest award for service to USSA. In 20+ years of coming here, it was sad that this was the first time that Bob Dart was not there. In terms of his impact on the sport and this board, he

would certainly miss him. He requested a moment of silence for these individuals. He then requested Alex Natt to take roll call.

2. Roll Call & Establishment of Quorum: Alex Natt

Alex Natt took roll call and confirmed a quorum was present.

3. USSA March 2016 Meeting Minutes' Approval: Alex Natt

Paine asked for approval of the minutes

- Motion 1: To ratify the meeting minutes as presented.
M/S/C Eric Resnick/ Chris Seemann

4. USSA Chairman's Report: Dexter Paine

Paine discussed that we had a new sport committee, the freeskiing committee. He was proud of the effort between freeskiing and freestyle to establish this committee to set up the procedural documents as well as determine the people issues now that these were two separate committees. He noted that Tom Yaps and Tom Wallisch would be reporting later in the day. Compliments were extended to all who were involved in getting this set up.

He mentioned the doping issue which was front and center in newspapers this week. This was discussed in executive committee yesterday. We don't know more than what has been reported. Clean sport is paramount for us to do what we do. We are working with the USOC and FIS to make sure that these things don't happen again. All we can say right now is that we all support clean sport and that we will do anything necessary to make sure that all of our sports are clean and we support the work that FIS and WADA are doing to understand the issues and we will be very careful not to criticize anyone until we are fully aware of what went on. For everyone on the senior leadership team there is no issue more important than this -- a level playing field for our athletes.

He thanked everyone on the board for all the work that was done this year. In his entire tenure as chairman we'd never dealt with as many initiatives from across all the sport committees, whether branding or governance and bylaw review, or freeskiing. The amount of work that was accomplished by this group last year was extraordinary.

He thanked Jeanne Jackson who would be stepping down from the board due to term limit. He said that he and she had served on this board for eight years together. She has been a real confidante and when he had a difficult problem especially as it related to CEO transition, he would call Jeanne. Inevitably there was a very rational, thoughtful response. She was very involved in the search and was a voice of reason as others got emotional in that process about the right person. She always brought us back to what the goals and objectives were for the organization and what did we need to drive the organization forward. We would not have achieved the success that we did without Jeanne and her role in that process. In my role as chairman, there won't be anything more important to this organization that he was involved with than the transition from Bill to Tiger. He said he and the organization could not thank her enough.

She also has been involved with the branding initiative which Tiger will discuss later. We will really miss you and I have your cell phone number so you will continue to get calls to discuss various issues. He thanked her again for all she had done for USSA and skiing.

He added that we had a full agenda and to not be afraid to say that you did not have anything you needed to deal with at the board level. He wanted to leave a significant period of time at the end.

He would also forgo introducing all the new board members as they have had an opportunity to meet this week. All of our new board members were involved in the committee processes and with that, he turned the meeting over to Tiger Shaw.

5. USSA Chief Executive Officer's Report: Tiger Shaw

Shaw echoed the comments about Congress this week. He enjoyed the Club Excellence of the first two days and it seems that the vibe has been changing and there was a lot of amazing discussion and a lot of creative thought put to the issues that needed to be worked through. It did seem like a great week.

He stated that it had been an incredible athletic year and we hit our goals athletically. Our athletes performed and made the podiums despite injury and adversity at different times.

Looking back on this year financially, we had a challenging season. We had a situation where we had to cancel a snowboardcross event and Andy Wirth our new board member worked very closely with us on that. We made it through the year. We had some surprises financially and Brooke will cover this in detail but he was proud of how his team handled this, with flexibility, and not cutting any of the elite athlete spending so teams were able to do all the things that they had planned for the year. We have challenges for next year that Brooke will cover, but we are more or less flat in Athletics next year as we've been able to forecast between marketing and foundation larger new revenue-generating sources. Luke also worked closely with the USOC so we are feeling pretty good about next year, despite having an enormous events calendar for next year with 30 events.

He discussed the events department and the addition of NASTAR and while the start was bumpy we ended up with a nationals that was a huge success and we will cover this later in the financials when we discuss the difficulties that we had with systems this year which affected various parts of the company in a variety of ways. We have those straightened out and are looking forward to all working smoothly next year. He had a wonderful time at nationals meeting a ton of folks that just love racing and, while not part of our elite teams, they ranged in age from 8 to 80 and it was an eye opener for him.

He reiterated that he was very proud of his team. We have a wonderful group to work with me to guide this organization. This year we had more evolution and he introduced Charlotte Miller as the new chief of Human Resources. She was very pleased to be at the USSA and had been here for two months. She discussed projects she was looking to implement next year on employee engagement with the values and goals of USSA. She was looking to make some processes more efficient and streamlined. Compensation studies would be undertaken next year and an employee survey to make sure we are getting the best from our vendors for health insurance, brokerage, etc. She then provided information on her background.

Shaw said a good deal of time was spent this week talking about the mission, vision, goals and values. He said many had been involved in these discussions and we went into our weekly meetings utilizing these to guide the organization. There is accountability through the entire chain, everyone knows why they work there and why everybody is part of our team.

He commented that Steve Berlack was here today and he would have time in the executive session to share some information. It had been quite an experience working with the families to find ways to provide athletes security and he would be reporting on that later. He noted that Jory Macomber would be the chair of the new foundation; there were great experts on that, and he was excited about what could be accomplished with that organization.

He reminded everyone of the exceptional sports partnership with the Fenway Sports Group last year. They pulled off an event that was beyond anything that we had ever done before. Filling the

Fenway field with scaffolding and snow in high winds was a spectacular accomplishment. The 27,000 people who bought tickets to the event found it exceptional as well.

Shaw added that he was very appreciative of Jeanne Jackson's leadership on the branding effort; all the time and thought that she put into it were enormous. Digital discussions were going well and he explained that a number of task forces were turning out to be a wonderful way to engage our boards to help us with any of the issues that we face.

Jeanne Jackson said there were misunderstandings about how task forces work. For those who did not know her, her day job was president of Nike and in the last decade we've seen a dramatic shift in how athletic organizations communicate with their constituencies. It is a digital universe right now. You want to be able to have a mark that kids can identify with and copy and very quickly self identify that this is an organization that they love and want to be a part of and the simplicity of the work. In the last two decades we've redone USA Basketball and others and simplicity is an important part of brand marks today in the digital world.

Look at the four brand marks on the PowerPoint and none of them are simple. She noted that Lisa Baird Chief Marketing Officer for the USOC was also tremendously helpful in this. We need to see if we can't simplify as we go forward so we have something we can use in a more digitally appropriate way forward. The group is an advisory group and Tiger will take all the input and make some decisions about branding hierarchy.

Again, there is a difference between a branding mark – how you are branded from a body standpoint so you could have within any given body as we've seen in other places the folks who identify with a piece of the organization that is somehow connected with them often becomes a mark that we can use ubiquitously. We will hopefully have some things to bounce off folks soon. A note of caution, the definition of a camel is a horse that was designed by committee. At the end of the day, you can't have everyone have every voice heard and happy. This isn't going to be easy and not universally 100% accepted but for the new digital age, we need a new approach for the next millennium.

6. FIS Report: Hank Tauber/Dexter Paine

Hank Tauber provided a short summary of activity at the FIS. In three weeks is the start of the 50th International Ski Congress in Cancun, MEX. There are almost 1,000 confirmed to attend from around the world. The USSA will have about 30 representatives there and an additional 15-20 people representing different competition sites and venues. Some of the highlights will be the election by the Council of the 2020-21 world championship organizers. He named the candidates:

- 2021 Freestyle Ski/Snowboard (Beijing, CHN)
- 2021 Alpine (Cortina, ITA)
- 2021 Nordic (Planica, SLO)
- 2021 Nordic (Trondheim, NOR)
- 2021 Nordic (Oberstdorf, GER)

As far as the US delegation is concerned, Tiger, Calum and Kikkan Randall are the voting delegates for our organization. Luke Bodensteiner is an alternate.

The FIS and the USOC are our most important partners. Looking to the future, these organizations don't normally transition from one leadership to another without some angst along the way. He stated that the FIS was 92 years old this year and in that time has had only four presidents. He discussed their terms and the potential for the future. He said the recent focus had been on clean sport, ethics, and strategic planning at the FIS. There is hope to establish a well thought out transition process for the future.

He said that was all he had to report at this time. Paine added that we as an organization had been very effective with our agenda especially with events. He said that having the Alpine World Cup finals here in 2017 was a financial challenge but was good for ski racing in the US. We have already been very involved in restructuring freeskiing, snowboarding and freestyle within FIS and that mirrors what we have done here. We've been coordinated and thoughtful and pretty effective at the international level.

7. FY16 Year End & FY17 Operating Budget: Brooke McAfee

McAfee said she would touch on our fiscal year 2016 year end and our FY 2017 operating budget. In FY '16 we had a challenging year on a number of fronts. We did make great strides in the following areas: we increased funding to the athletic elite team budget; we paid down our line of credit to below \$ 5M from the \$6 M one year ago; we maintained a positive net income of about \$167 K. Year-over-year revenue remained flat. We implemented some tight cost controls which provided significant savings to our operating budget. When revenue projections didn't meet their goals, we did not end up cutting elite team budgets.

Moving on to FY '17, budget highlights include significant growth in both revenue and expenses and this is largely tied to adding a onetime event that will come out of the budget in 2018. Those include the Aspen World Cup Finals and the Squaw Valley World Cup.

Because of the overall loss, we had to make some non-Athletic budget cuts of over \$500 K in next year's budget. The Athletic budget is flat with this current fiscal year. Reductions had to be made in Athletic budgets just to make room for costs on existing programs and existing staffing. Lastly, the executive team gave up pay raises to support athletic and other staff salary increases.

She noted that the fiscal year end was projected with a \$167 K net and our FY '17 operating budget is \$32.6 M revenue on \$35.7 M resulting in net income of \$500 K.

In the last fiscal year we completed a debt restructure and that provided about \$750 K in interest savings and the idea is to use those savings to pay down the line of credit. In the next fiscal year that plan is a \$500 K net income to help reduce the line.

In looking at total revenue, the challenges we had in FY '16 were marketing, foundation and membership not meeting original estimates. As we move into FY '17 the majority of our growth is made up of marketing, the USOC and foundation. The USOC has committed an additional \$1 M to athlete funding and Luke has done a great job managing that relationship to obtain this additional funding.

Looking at marketing, gross is projected at a 35% increase.

Total Revenue	FY16 Operating Budget	FY16 Year End Forecast	FY16 Variance	FY17 Operating Budget
Marketing	\$11,622,233	\$10,262,251	(\$1,359,982)	\$13,872,781

The majority of the growth in the base business is tied to the Grand Prix title sponsorship that we were unable to sell this last fiscal year. We are also replacing categories such as tire and snack foods that we lost last year. This growth is meant to get us back on track. There is additional revenue tied to the Aspen World Cup Final. Already half of that amount is committed through sponsorships with InFront. The total media increase is about \$275 K and is tied to the Aspen World Cup. Another item to note is the growth in licensing which is tied to the contract with Spyder that has renewed for next year. There will be more on this in marketing's presentation.

The foundation includes major giving, gold passes, special events, Champions Club and direct mail. The variance in FY '16 is largely in major giving. One major gift was contracted and not fulfilled and that gap was forecasted in Champions Club.

On a positive note, Trisha's team and Paul Raether worked for us on a debt initiative and helped us raise \$1.4 M in debt reduction. That is the reduction in the line of credit so we are very appreciative of that effort.

Liz Arky and her cross country team were successful in raising almost \$500 K for a wax truck this past year. Paine explained that we chose to deal with specific items such as the wax truck and debt initiative as below the line items because they have specific projects related to them. If we had this above the line we would show significant increased income. We have chosen to deal with them in this way so people understand that this fundraising is tied to specific programs and projects.

In looking at next year's operating budget, the Foundation has projected 6.7% growth.

Moving into expenses for this last fiscal year the total was \$35.7 M and the Athletic team received 40% of this total. This is followed by events at 23%.

Moving onto program efficiency, 80% of the FY16 operating budget is invested in athletic programs; 10% is invested in fundraising and sponsorship activities; and another 10% is invested in administrative activities. This compares favorably with other organizations such as the USOC where 78% of the total budget is spent on athletic programs. Paine affirmed that we actually run a very lean organization here and that we have responsibilities tied to sponsorship fulfillment that other not for profits do not.

Grete Eliassen asked about the elite team budget and how that was sorted by sport. McAfee replied that we report to the board the rolled up number. Paine confirmed that our view has been that we as a board need to look at the big buckets. In particular when you get to athletic development and elite teams, it is up to Luke and his team to figure out how to spend those dollars. You are more than welcome to sit down with Luke and have that conversation. Quite frankly, from my perspective, I don't know enough about our different sports to know where funding should be allocated. Our philosophy is that is a staff-driven allocation.

There was a question re sponsorship fulfillment and McAfee replied that that was taken out of marketing revenue so it is netted against the revenue. Dexter noted that Foundation has fulfillment and that is against their revenue such as Champions Club.

As regards World Cup Finals, we are looking for state help and help from other organizations. We will look at all avenues to ameliorate the costs. We hope to get down to about a \$1 M loss. That is nine events in five days. On an average weekend for a World Cup we typically do not break even so we spend about \$3.6 M next year in net loss on events. If we don't do it, nobody is going to do it so do we want events in the US or do we put the money into the US teams and not have any US events for them? Those are the checks and balances.

Alex Natt said that, at this point, we would like a motion to approve the FY '17 operating budget.

➤ Motion 2: To approve the FY17 Operating Budget

M/S/C Dan Leever/Tom Wallisch

USSA Investment Committee Report: Rich Tutino

Tutino stated that he'd written a piece for the board which had been distributed. I'd like to highlight the key points. As of March 31, 2016 the value of the endowment was \$35.1 M. For the calendar year we are down 50 basis points. I just received the April report and we are now slightly up. For

the last fiscal year the portfolio had a return of minus 84 basis points. The returns for both 2015 and 2016 are better than our benchmark allocations; especially in the first quarter of 2016 the markets exhibited considerable volatility.

The construction of the portfolio is to protect us in down markets and during the selloff of January and February 2016 the portfolio defended well. There were problems with certain managers holding problematic funds but the USSA portfolio had no exposure there. In a sharply rising market, the portfolio will participate but will likely trail both major indices.

The past year the primary focus of the investment committee was increasing the liquidity of the portfolio to comply with our debt covenants, lowering fees, simplifying the structure of the portfolio and enhancing returns. These actions were taken with the restructuring of the debt on the Center of Excellence last summer. We are now making the final shifts in the portfolio to complete the process of a more simplified portfolio structure while complying with the liquidity covenants.

In your report, I have a full discussion of those covenants. He reported that over the last 30 days those liquidity requirements were renegotiated with Wells Fargo and it took down some of the extreme restrictions so the investment committee now has more breathing room.

The last year we did restructure quite a bit to use more ETFs and less high fee hedge fund managers. He noted we were down now to three managers and all low fee and very liquid. The committee was very active this year with input from multiple members. We made a lot of progress and the 2016-17 goals are to continue to find investment opportunities and prepare more detailed performance reports for the board and look at increasing returns while complying with the covenant restrictions going forward. When those are fully lifted, he would expect this portfolio to look a lot more like a traditional endowment asset allocated portfolio.

Paine noted that Rich was a member of the Foundation Board of Trustees and heads Lazard Asset Management and is the head of our investment committee. We are very lucky to have him running the committee. He's done a tremendous job with it since he took over.

U.S. Skiing Foundation Report: B. Slattery/B. McAfee

McAfee reminded the board that this entity holds the \$1.7 M investment proceeds generated by the 1984 Los Angeles Olympic Games. The investments are held at TWP and overseen by the Investment Committee. Total net assets are \$1,684,317. The FY17 draw is 5% of the three-year average historic value for a total of \$89,131.

Alex Natt said that, at their meeting here, the USSF board re-nominated the following and asked for a motion to ratify.

- Motion 3: To ratify the USSF BOT re-nominations for three-year terms: Tom Winters, Greg Boester and Hank Tauber.

M/S/C Dexter Paine/Martina Lussi

Audit Committee Report: Bill Shiebler/Brooke McAfee

Dexter Paine introduced Bill Shiebler as a member of the Foundation trustees who serves as chair of the USSA Audit Committee. He has been kind enough to fill this thankless task for a number of years.

Shiebler reported that the task is a lot easier the last couple of years with Brooke on the executive team. She's done a great job with our operating budgets and in all other matters fiscal for the team and foundation. There is one motion we will ask for to ratify the selection of our auditors. We have been using them for some years now, Eide Bailly. They have been doing a fine job and the firm is exactly the kind of firm that we want to have on our account and Brooke concurs.

McAffee confirmed that the audit would begin on June 6th. Last year was the first time we issued our audit report within three months of the close of year end. That is a timeline that we plan to stick with. We will have full audited financial reports emailed out to you in July, which matches last year's timelines. If you have questions upon receipt of the statements, please feel free to call.

Right after the audit we jump into the 990 preparations so overall we plan to continue with these accelerated timelines. We are proposing to you Eide Bailly again. She was happy with the staff that was engaged on the audit so we have no plans to make any changes this year.

Natt asked for a motion to ratify the selection of auditors; Eide Bailly.

➤ Motion 4: To ratify the selection of auditors; Eide Bailly.

Andy McLane/Cami Thompson Graves

Paine asked, before moving on, if there were any questions for Tutino or Brooke. There were none.

8. USSA Bylaw Amendments: Alex Natt

Alex Natt stated that 30 days ago by requirement of the bylaws the board was sent a draft of the bylaw amendments for its consideration. (See Addendum 1 for the summary of changes.) This came out of a yearlong process that was led by Lisa Kosglow and Eric Resnick with the help of others and designed essentially to look at doing a best practices overhaul and the amendments to the USSA bylaws that you see before you were largely derived from the USOC bylaws. We always seek to, where we can, adhere to the USOC's dictates. They are the police to make sure we comply with the Ted Stevens Act.

I sent out a memo on April 15th that outlines all the changes line by line. Most are not that impactful. They are updates to some things that are compelled due to changes in Utah statutes.

We have reduced term limits from 18 years in the case of athletes to a uniform eight, with the exception of the Chair. We have also created a process whereby the Nominating and Governance Committee has the ability to ask different constituent groups to put forward candidates with a certain skill set which may be lacking on the board. This has worked very well for the USOC and we were seeking to comply with that structure. It will take more work by the Nominating and Governance Committee chairs but it is good governance.

As to the athletes, the selection procedures process will not change. Athletes will still be electing their representatives to the USSA board directly.

If there were no questions, he would seek to obtain a motion for the complete packet of changes to the USSA Bylaws. He added that, if approved, the bylaws would go into effect 45 days from today. Over the summer, before the next meeting of the board, we will get the sports to be consistent with the eight-year terms for sport leaders as well. He thanked everyone who had been involved in the process. He added that Charles Christianson had been a tremendous advocate for the athletes in this process.

Paine said that one of the things he tried to encourage on this board is a lot more dialogue and willingness to stand up and this was a process where we heard a lot of differing opinions and they were all thoughtful and Alex did a great job of melding what the USOC has done into what works for us. We now have bylaws that are very close to being best in not-for-profit practice. He thanked Lisa and Eric who spent an enormous amount of time and Alex who took a lot of shots from many people on this. Natt confirmed we disagreed but it was never disagreeable.

Resnick said that one of the things from the general discussion was the importance of staff stepping up their roles at the individual sport committee levels to help tie together the volunteer committee base. The strategic planning was a robust dialogue and all of these were very valuable.

One of the discussions was of cataloguing the skills of our various board members so that the Nominating & Governance Committee can add the kind of experience that may be missing from the board e.g. someone with anti-doping experience or NCAA experience, etc., in whatever area that we feel we do not have adequate expertise on the board.

One of the things we will be doing this year is asking all of us to do a quick assessment survey of what you characterize as your skills. It may be expertise in athlete development, expertise in social media, human resources from athletics to management that will help us as a Nominating & Governance Committee to work toward a profile for future board members so when we are developing task forces we'll have a tool to identify who is best suited. We appreciate your feedback on this. Anything relating to nominating or governance, please reach out to Lisa or me.

Paine said that this board getting together as often as we can meet was crucial. Recognizing the constraints of schedules, families and seasons, we have put into the bylaws a reimbursement of travel for those who need it to get to board meetings; in terms of diversity, this is really important. Be thoughtful and conservative when you use it. Getting this board together more often is very good for this organization.

Having no further discussion, Natt asked for a motion to approve the bylaw amendments. He added that to amend the bylaws we need two thirds of the board to vote, which we do have.

- Motion 5: To ratify the USSA Bylaw Amendments as presented.

M/S/C Darryl Landstrom/Bryan Fletcher

Paine wanted to take a moment to recognize the other board members who had rotated off the board: Charles Christianson, Jon Casson and James Southam. All three were terrific board members and made great contributions. Christianson especially elevated the alpine athlete representation to a new level in terms of advocacy and engagement with this board. He thanked all of the retiring board members.

9. USSA Nomination & Governance Committee Report: E. Resnick/L. Kosglow

Kosglow reported that there were rich conversations re bylaws this year. Eric already mentioned the cataloguing of skills that we will be doing in the coming weeks. I also wanted to mention that we will be working on the onboarding process for new board members. Andy Wirth and Liz Arky will be helping us with some materials to help with this process to make it more effective to our new board members.

We have a number of new really dynamic and engaged board members and she welcomed them and that is what we will be looking for in the future for new board members so we are excited about that.

Natt noted that the following members of the board have been re-nominated and the board must confirm these. Dexter Paine, chairman; Kipp Nelson, Greg Boester, Eric Resnick, Foundation representatives; Darryl Landstrom, Cami Thompson Graves, sport representatives; and Lisa Kosglow, At-large representative.

- Motion 6: To ratify the USSA Board re-nominations as presented.

M/S/C Dexter Paine/Martina Lussi

Natt added the new board members whom we are happy to welcome. Warner Nickerson, Alpine athlete representative and Rosie Brennan, Cross Country athlete representative; Dylan Omlin, Snowboarding sport representative; Tom Yaps, Freeskiing sport representative; Tom Wallisch, Freeskiing athlete; Liz Arky and Andy Worth At-large representatives.

- Motion 7: To ratify the USSA Board nominations as presented.

M/S/C Kipp Nelson/Dexter Paine

Resnick concluded the discussion by stating that once the skills inventory was completed we will share with you the skills that we are requiring and ask you for your recommendations and please reach out to any of us with potential names for that identified skill.

Paine added that we have a Nominating & Governance Committee and a Compensation Committee and if anyone is interested in serving on those, talk to the Nominating & Governance Committee or to me. We have the task forces that Tiger has mentioned and we will be forming a task force on events as we need to think about a new model going forward. There are a couple of board members who have expressed an interest in that. We'd like to get as many people involved in these as possible. We are asking not only for engagement at the quarterly board meetings but also on our committees and task forces. If you'd like to be more involved, the opportunity exists.

Resnick also reminded the board members that information shared with them re compensation, or in executive sessions is confidential and needs to be kept that way. Discretion is very important. Natt agreed that anything that happened in the open meeting is recorded but when we are in confidential sessions, discretion is a must.

10. New Business

Snowboarding, Freeskiing & Freestyle OWG Selection Criteria: L. Bodensteiner

We are required by the USOC to make available our Olympic selection processes at least six months ahead of the first qualification competition so while it seems early to be considering some of our selection processes, we will initiate those tryout competitions for freeskiing, freestyle and snowboarding at the end of this coming winter (See Addendum 2). So you understand the process of how the criteria are developed, they are driven by the sport directors and head coaches in consultation with the athlete representatives in each of the sports and also with the chairmen of the sports committees.

Once those are drafted, they get legal review from Alex and then we bring them to the USOC for their initial review, which these have gone through. The USOC has essentially provided the initial approval and are awaiting the approval of this board, when these will go back to the USOC for final approval. It's been a good process with a lot of involvement and these are fairly stable, very similar to what we had leading into Sochi with a few notable changes, particularly in the freestyle and freeskiing criteria.

One of the real challenges in the Sochi season was the limitation on the quota and maximum team size that we could bring to the Olympics which made for some tough decisions across the disciplines and made it complex criteria to put together. Following up on that experience, we did a lot of work with the FIS to help them understand the restraint that the maximum team size limitation put on us. It only impacted us. We were successful in moving that quota up from 26 to 30 and we also created space in that process for the snowboarding team size which helped identify these selection processes. He thanked all who had been part of this process.

The criteria had good review at the sport committees and have gotten their approval so these are now ready for the board to approve. Four more criteria would be coming to the board at its meeting next spring.

Natt confirmed that the criteria had been included in the board packet and requested a motion for approval.

- Motion 8: To ratify the Olympic Criteria as presented.

M/S/C Lisa Kosglow/Martina Lussi

Membership Fees and Categories: Tiger Shaw

Shaw noted that everyone knew of the changes implemented to the membership program last year to the membership categories and fees. We tried to make it more affordable and easier for sport entry. We do not have any changes to that fee structure this year. So there is no need for a motion. It did result in a significant increase to membership numbers last year but also it decreased the revenue. I was asked, based on this knowledge, if we would structure it differently and the answer is no. We will see continued increase in membership if we keep it affordable and sensible. We will continue along that course despite the fact that we are down \$369 K on what is normally about \$4 M in revenue. We are also not certain what the impact was from the lack of snow in Central and back east, which would put a damper on people joining.

Paine said that we'd had a difficult time in membership this last year but this was also the largest increase in membership since he had been involved in this organization. Driving membership to this organization is incredibly important and we will continue to work hard there.

11. Athletics Report: Luke Bodensteiner

Paine said that everyone knew Dan Leever who was passionate and more knowledgeable about alpine sports than probably anyone else on this board. He came to us and said we'd been spending a lot of time talking about development and I'd like to go out and speak with over 100 people and conduct a survey and come back with thoughts on how to build out the alpine development pipeline. He and the people working with him and Patrick and Sasha and Luke have put a lot of time into this process and he will go through his conclusions.

The full report was disseminated with your meeting materials. Many of the learnings are actually applicable to all sports without even going out and surveying people, i.e. getting to athletes early, where they grow up, and how we focus our club programs could be applied to every one of our sports. It was an incredible amount of work and goes back to one of the tremendous pieces of work done by this board this year which will propel the organization forward.

Bodensteiner began his report highlighting the performance of athletes this year. It was a strong season with no championships so the focus was on season-long consistency of performance. 67 of our elite team athletes collectively won 142 World Cup podiums this year. It's a little challenging to do a year-over-year World Cup comparison as the number of competitions varies each year. We can do a comparison to the other nations that we compete against. We were the number 2 team in the world with Norway as number one team with a very exceptional season. The strength of their performance is in nordic skiing where they were very strong this year. There was also a substantial emergence in alpine skiing. This challenged our thinking about how we approach this strategically from a team standpoint with the goal of ultimately winning more medals than Norway in PyeongChang.

There were a couple of revelations for us this year. Norway is very successful with fewer athletes. The performance of our alpine athletes is fairly comparable. They support half as many athletes as

we do. They have a very tight focus on their athletes and in cross country their team size is similar to ours but they win twice as much. They had an exceptional lifting of the bar this past year. In terms of expectations this is probably a sustainable level of performance on their side.

This was one of our best performances in history but their results are challenging us to think differently. One of the things we did this summer was put a lot of pressure on our team selections. Over the last four or five years we've added athletes to the team expanding our team size but we haven't made corresponding investments in the infrastructure to support those athletes. We have to look at the intensity and focus we put behind the teams. Our approach was to put selections to the team under a ton of scrutiny. The athletes who met the objective criteria that we publish each year were selected onto the team without discussion. They have a good analytical base behind them. But we pressed hard on discretionary selections and continued to raise the bar pulling the team size down a little bit. It's down about 7-8% year over year. Over time there is probably more room for us to contain the team size. We need to become more precise around the athletes that we focus our resources on.

We've set a fairly substantial focus the last several years on creating training center relationships with other teams and also creating new training facilities. He noted that the Project Big Air had a very positive impact on the performance of our athletes. This year we have another project underway that will impact performance in slopestyle and Big Air which is a new event in PyeongChang. Two years ago, we led the way in bringing many of the sports into the Olympic Games and had a very successful go round in Sochi but as the sport has continued to develop our team in many ways were left behind. In looking ahead we saw that it would be difficult to have medal performances in 2018 with the exception of Jamie Anderson.

What we have seen is that it's a rapidly evolving sport and that athletes started to evolve their tricks and our team wasn't as capable so we put immense focus on that last year and we started to see that come together in the second part of the season when our athletes started to achieve that bar. But we have a way to go.

Japan has a very innovative airbag training jump that the athletes are using all summer long building tremendous volumes and advancing their progressions. We've worked collaboratively with the Utah Olympic Park to create this and have kicked off a fundraising campaign. A fantastic job has been done with this and we should be able to expand our footprint of supporters into an area we have not penetrated in the snowboarding community. We have a long way to go in terms of fundraising and getting this project, but once accomplished, it will be a game-changing facility.

He discussed how we bring what happens in the Center of Excellence and the athletes' experience out to other parts of the nation at a club level to bring the assets and capabilities we have in the COE to other geographies where elite team athletes are located. The folks at Burke have started this and are pushing into the space. Kipp and others in Sun Valley are doing the same. We have a likely partner in the Squaw area to help us create regional Centers of Excellence. We have some follow up to do there with replicating the systems that we use in the COE to create a more flexible, high-quality system for the athletes. We will create a template that we can apply into some of the clubs that are pushing into this area and are doing exemplary work with their athletes at the development level.

We've done a lot of outreach with the Korean Ski Association through international relations. We have a very strong working relationship with them and it manifested itself at a training camp we did last year following the test event at the new speed center in Korea. We will be racing a brand new hill and time on that course is essential and working with KSA, we raced the test event and then spent time with their team for five or six days of exclusive training with their team. We got a lot of good mileage and repetition on that track and a lot of good analytics as well in terms of GPS tracking and virtual reality shooting which we are now bringing into the simulator in the COE. We plan to do similarly in the spring with the women's team as well as some training with them around the holidays. In exchange we've worked with them productively on coach development to gear up

and hire the coaches but also up-scaling some of their coaches and working on legacy components there.

We have some of the strongest legacies here in Utah based on the facilities left here after the 2002 Olympic Winter Games and we have a lot to offer them in terms of what to do with their facilities after the Games.

We continue to focus on bringing new events onto the program of the OWG. We have a strong opportunity with the 2019 World Championships in Park City to help the international community define the competition program moving forward. We have Big Air skiing which was not added for 2018 and team boardercross and team moguls and the work we do in 2019 should potentially have strong payoffs for us.

On the development side, Dan will discuss the information that he has collected and what has emerged from that study has led us to reevaluate how we deploy our development programming, particularly in the younger ages in alpine. Rather than have a centrally-controlled development program we are moving into the space where we rely more on our clubs to collectively do that work. What the study has revealed is that, as we do that, it creates a greater onus on us as an organization to better educate and lead clubs in terms of the expectations that elite performance requires.

We still have notable deficiencies in terms of the club level and in how we educate the club leaders. He noted that he is excited about the work in this area that has been done so far in the club development program but we are really just scratching the surface there. We have a small staff of a couple of guys trying to take this work on and to realize our potential as a nation we need to step up our game. We don't have a solution on that since it requires investment to do. But we need to take note of this and think critically as we move forward and find a way to maximize our collaboration with all these great clubs and push them to higher levels.

He illustrated with an anecdote; the national training system implemented two years ago the Norwegians found it on the web and they thought they were awesome and they used the same for their clubs to lead and motivate and we got their version of those training systems and notably they had added a lot of volume to the training in some cases, 50% higher than ours. In tandem with that, we have the challenge of leading our own clubs. Our athletes are not exposed to enough training volume at early ages to create the performance that we want so that's what we are really focused on now i.e. that our recommendations out to the clubs are representative of the international standard and create a system where we can validate that kind of work is being done in our clubs and hold the clubs accountable which will be a big focus for us as we go forward.

Analysis of Alpine Skiing: Dan Leever

Leever said they had more than 500 pages of findings and documentation but he would hit the highlights. The survey had three components;

Statistical Deep Dive Analysis; we looked at World Cup all events (alpine) and the top 30 as juniors to establish a 25th percentile benchmark. We looked at men vs. women, speed vs. tech, today's junior athletes; all data as of the end of the 2015 season

We did Thought Leader Interviews. Interviews were conducted with European coaches and officials to gain understanding of the European development system given that who leads the nations' standings being all European countries, it would be important to understand what they do. We looked for commonalities.

Finally, we did a World Cup Athlete Survey which was a 37 question survey conducted to look at more qualitative variables and trends; we received about 140 responses and asked them about

their experiences and we further broke that down to a specific analysis of WC Top 15 and Americans versus the broader group.

We hoped to accomplish what I call eliminating the unarguable. So many ideas are thrown around but, at the end of the day, we need proof. What we have now is unassailable data that suggests certain things are true. We had some overarching findings, which were: Ski racing is an inherently rewarding sport. Enough said.

There are many roads that lead to Rome...but not all roads lead to Rome. The idea is there are a lot of approaches to World Cup success; some did a lot of freeskiing, others a lot of gate training, some went to academies, others didn't; some came from big mountains, others small. Some had heavily involved parents, others not.

Ski racing is a skill sport. This is nurture, not nature. There are as many athletes claiming they were not gifted as those athletically gifted. It takes a lot of volume to develop a skill and it has to start at a very early age.

Success is found at a young age. The average racer started skiing at three and racing at age eight and achieved regional success before they were 10. Their first summer camp was at 10 years old.

Parents are the biggest influencers.

Skiing is cultural to Europeans.

Volume is critical to development especially at the younger levels.

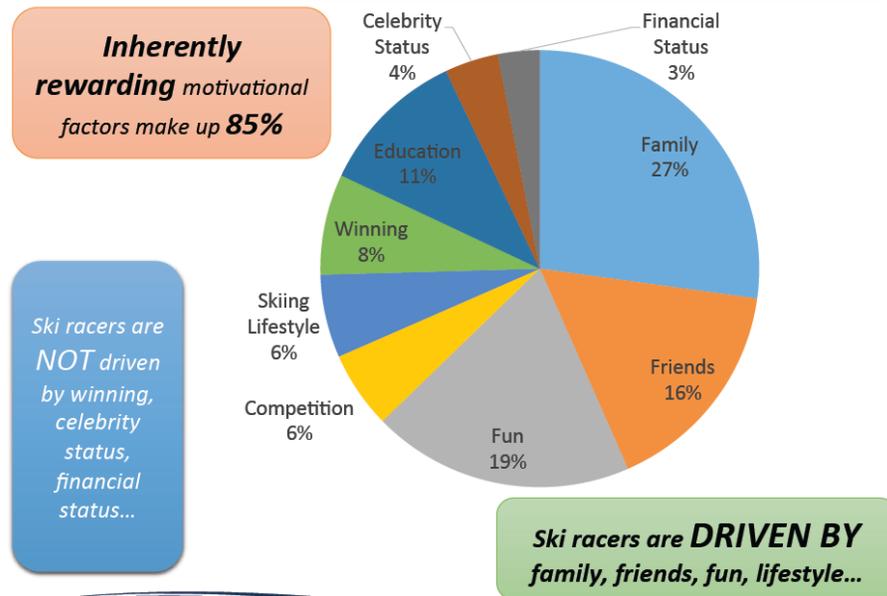
Concentration, not specialization. There was very little support for specialization where ski racing is all you do for 12 months of the year; on the other hand, there was complete agreement that when there is snow on the ground, you need to be skiing. You have to take advantage of snow when it is on the ground. You have to use the last weeks of the season – not using them is detrimental as an athlete. Concentrate on ski racing, but when there is no snow on the ground, the more you can do, the better since you need balance etc. The average World Cup athlete had four sports when they were growing up but they did not do them in the winter.

Speed skiers are also very good tech skiers. Technical prowess when it comes to speed is well supported. You have to be a good tech skier to be a good speed skier; that has ramifications to the US system when we create criteria.

Lastly, USA juniors trail competitors. They are far behind the Europeans who have left us in the dust. There may be 50 athletes who meet international benchmark criteria and we may have only one or two of those athletes. The USST is completely dependent on the raw material. If you have a gem that just needs polishing, that's a whole lot different than having the rock from which you have to get the gem. There are too many rocks in the US system fundamentally.

Leever said he was surprised that the World Cup athletes are inherently motivated by the love of the sport. These are not professional athletes as you think of professional athletes who seek money and fame. They are motivated by the intrinsic love of the sport.

What were the most important priorities in your life prior to becoming a professional?



Leever said that we could not replicate the European experience and compete with countries whose national sport is ski racing. The Norwegians are an outdoor sport country. They all do something. There are 20 small hills like Buck Hill just in Oslo alone. You are talking about thousands of kids out there every day. Every European program starts at five or six years old. Ours don't typically start until 10 years old. We start behind from ground zero.

We are playing around with the idea of micro cultures. Create micro-cultures which are defined as community-based racing cultures such as Park City or Squaw or Burke or Steamboat, etc. marshalling the parents and support system into that community to develop a love of the sport. At the end of the day, ski racing is about the mountain kids. 79% grew up within an hour of the mountain. Vail has done a good job of marshalling the community and, as a result, they understand the importance and have created an academy that is free.

He'd recently sent this study to the superintendent of schools in Vail and said it's crystal clear that you have to do more and he wrote back that they would take the public academy down to the third grade. If they do that, good luck to the rest of the country. That is fundamentally what will move the needle; i.e. what we do at young ages. It has huge impact on our criteria and what we ask of the local clubs.

I've been railing at that training system for years because of the lack of volume. Finally, we have something that says there is not enough volume in the US system. He said he'd presented at Club Excellence and now had invitations to come to present at several clubs. That's awesome because at the end of the day, these people want to win and they want to understand what is the toolset that I need to win and now we have the toolset to do that.

He encouraged the education and engagement of parents, the importance of best practices, engaging media, celebrating heroes, engaging school systems, providing access and quality of training environments and cultivating donors.

Conclusion: Ski racing is a no-lose sport. He said we are often apologetic about our sport and how hard you have to work and it's simply not true. This is an inherently rewarding activity in and of

itself. It leads to only good things. There is no reason to apologize for doing this activity as much as you can do. Pursuing ski racing at ANY level of commitment is positive. It is inherently rewarding leading to personal maturity and confidence and well being. No apologies or sacrifices needed...it is a fun activity. Generations of ski racing shows lifelong positive values. Again, it promotes personal development, maturity, confidence, accomplishment and physical wellbeing

Paine said that Dan was passionate about this. It's that kind of passion that we need. We will get the entire report to the board if it has not been distributed. It's really extensive and has a lot of data in it. It's also very applicable to everything else we do. Is this applicable to cross country? Absolutely. He would guess that if you surveyed cross country athletes, the results would not look a whole lot different. Is it true for freeskiing? Again, absolutely. The sooner we get kids out there and into the park, the better and more fun that they have.

Kipp Nelson said to him it was about pushing best practices into our development system to each individual club. What I have experienced in Sun Valley is we are just one club and can't compare ourselves to the club next door because there isn't one. We need to know what all these different clubs are doing, Vail, Burke, etc. We need to collate that information and make it available. The NGB is a good place to begin that.

Paine responded that Dan has been very busy this week presenting this data to clubs earlier in the week and he asked Chip to make any comments on this because alpine development was his.

Knight replied that they were tremendously grateful for Dan's work. The findings are very relevant and not terribly shocking to those of us on the inside, but really important for those on the outside. But this will establish what it takes to succeed at the international level. This is a tall order to figure out in coaches' education how to engage all the clubs and impact the next generation of athletes. We need to create an action plan for going forward and he thanked Dan again.

Paine reiterated that we needed to do a much better job of coordination between USSA and our clubs. We have hundreds of millions of dollars in infrastructure outside of Park City and we need to be much more efficient in how we use it. We need to figure out how to take advantage of those facilities and the kids. We don't need to replicate everything in every single mountain across the country. That is a staff challenge. We knew we weren't where we needed to be in development and this now tells us how far behind we are right now. We need to move with real urgency to solve this problem. Dan has provided us with a quantitative assessment and some real direction as well.

Macomber asked when you have an athlete in the P25 range so they are on trend to make it into the top 30, what do you do with someone who is on that trend and then pops off?

Leever said we could do all day on the subject but clearly as a society we have to have systems built that we can take care of athletes who come in and out of the system. Now we have a problem that, if someone is on the national team and then is off, they have nowhere to go. We all recognize budget constraints but sometimes people come off track for other reasons such as an injury or a mental challenge and they sometimes don't get enough time. Going off the track means that you are struggling and we need to make sure in the US system that we don't give up on those kids. He illustrated with Steve Nyman as an athlete that we kept around and this year he had great podium performances so we need to continue to chat about those athletes that are popping in and out.

Paine said this is nurture not nature so we also need the best coaches as well and to make sure we are training and then paying those coaches, which for us is a big challenge. In Europe, if you are the head of the local program, that is a great job and you are a pillar in that community. Here you are looking for something else to help you earn a living for the other eight months of the year and to pay your health care. We need to figure out that problem. The three year old gets nowhere if they don't have high-quality and consistent coaching. He indicated that Dan's email and telephone number were in the presentation. Feel free to share the link to this study to all coaches or anyone who is a US citizen.

McLane said he'd read the deck and only 14% said winning or competition were most important to them. What were the long-term factors contributing to success? Again only a small number said competitive success or failure in competition. There were many more factors that were contributors than those.

Leever said because it took so long in the sport you can't get your intrinsic reward from winning; you have to love the activity. What we learned is that these people love what they do and there are so few who win at the end of the day that can't be the reason. They love to train. End of story.

Paine said there were multiple ways to contribute to this board and this organization and he thanked Dan for his efforts. If people have similar passions, please speak with Tiger.

Greg Boester asked in terms of the number of our athletes on podiums, have we thought about what is putting our people on podiums across all of our sports, have we looked at the comparatives given the depth and breadth of our numbers.

Leever said no one is taking away from our athletes' success but we are seventh in the Nations Cup. We have a long way to go – we are not dominating the world of ski racing. If you look at our junior ranks we are far behind the competition. A lot of our success comes down to superstars.

Paine said Dan's focus on the study was on alpine. Bodensteiner replied that through this process we've reviewed the ways that our athletes train and how they train through their club systems and put the topic of training load and volume under scrutiny in other sports. What we see in snowboarding and freeskiing is that there is an immense amount of time spent skiing and snowboarding going on.

Bodensteiner noted that in the sport of cross country in 2005 we had a head coach Pete Vordenberg and he surveyed the landscape of what was happening at the clubs and to answer why our athletes didn't have better achievements, he could see that the training at the club level was really deficient in terms of volume. His message became stop complaining and start training. He did an immense job of moving the expectations from a young age and you've seen the transformation of the team. We've had multiple strategies to address this and it gets down to the fundamental problem that is not unique to alpine in the area of development.

Athlete Career and Education Report: Jory Macomber

Shaw indicated that the department was going through a transition as Macomber was leaving the organization in a couple of weeks to run Burke and he thanked him for his two years. Julie Glusker would be taking over. Macomber thanked everyone associated with the organization for his two years, he'd learned a lot and hopefully he was able to help. He said that he wanted Burke to be the most effective partner of the USST.

He wanted to emphasize that participation was up by 20%. It was clear from his studies that going to school part-time is connected to athletic success. We have a lot of athletes going to school and winning medals and staying in the sport longer. Overall 57% of our athletes now have an educational path.

42 national team athletes enrolled at Westminster; 600 credit hours were used in the fall 2015 and spring 2016 semesters; \$115,000 from the USSA Tuition Reimbursement fund will cover Westminster tuition requests for summer 2016; ~100 more credit hours than 2014-2015 (16% increase); as well, 51 athletes benefited from the USSA Tuition Reimbursement program with 15 schools represented; finally, six athletes were enrolled in DeVry.

In the past two years, there were four individual World Cup winners, three Youth Olympic Game Gold medals, and three athletes on the Junior Podium at US Alpine Nationals.

Our students have college acceptances at Brown University, CU Boulder, Dartmouth College, Denver University, Middlebury College, Montana State University, Tufts, University of Utah, and the University of Vermont.

We did have the first transition camp this last year for retiring athletes and Liz Arky helped to spearhead that and we will grow this going forward. With that, he turned the reporting to Glusker on what was anticipated for the future.

Julie Glusker said the second transition camp would be taking place shortly. We are a small staff and rely heavily on outside partners people like Morgan Stanley and the USOC which is developing a new learning gateway that will be helpful to our athletes. The increased requests for tuition and participation for college have been a driving factor in some of our evolution. There has been a shift in the two years that we have been involved with the request for information on college. We have a major funding gap in tuition reimbursement and we will be working on trying to close that so we can provide more reimbursement for athletes who are pursuing college degrees.

We have made a big change on the academy front and we will expand to be broader to extend to every high school athlete on the team with academic resources and programming so we will be taking away the tuition-based smaller group. We will have a better reach and impact on the team criteria to complete their high school educations. We will work to have 100% submitting an education plan so we know what they are doing and where they are going.

In the changing world of digital education and online opportunities, the ability to be more flexible and remote is very important for our athletes. That helps a lot when we are increasing the volume of training. That is ACE's greatest asset, remaining flexible to meet the evolving needs of our athletes in education. We will meet the athletes where required on the athlete career and education needs.

She noted the task force that had been created and the survey that was recently sent to all the athletes and once those were returned, the department could prioritize the services that will be most impactful to athletes going forward.

McLane said we are moving from the academy model and Shaw replied that we are working to take care of all athletes and bring in tutors and digital to all the athletes and not in one centralized location. If you are a named member of our teams you are eligible to our services locally and remotely so it's more flexible and morphs depending upon need. So the athletes use our program to support the program of their choice, whether digital or other means by which you are working to obtain your high school education. To be on the team you must be active in pursuing your high school education. Shaw noted this was an expansion, not a contraction.

Glusker said the Elite Aerial Development Program in Lake Placid has been an extremely successful model and we don't want to jeopardize the success they have had athletically and academically so that program will be retained as an academy model.

Eliassen said it was very important that we continue to emphasize education as well as athletics.

12. Sales/Marketing, Events and Communications Reports: Michael Jaquet, Calum Clark, Tom Kelly

We had a challenging year in marketing. However in looking back over the last ten years, it was still a very successful financial year. In FY 15 we were able to leverage the Games. In FY 16 you run out of that leveraging. Speaking to our current momentum we are off to a fantastic start for FY 17 with millions already committed on the books.

In FY 16 we had a record year for the Grand Prix. The TV ratings eclipsed the XGames as the number one most watched action sports TV series and we more than tripled the Dew Tour ratings.

35% is certainly aggressive but we have a very solid plan against that. With the leverage of the 2018 Games now entering the picture, we were able to use that.

InFront negotiations are completed for Aspen and World Cup Finals which puts about \$2 M on the books between sponsorship and media. The Spyder negotiation took place a year ago and we have + \$500 K year over year in that contract. That is written through 2020. We completed negotiations with USANA for the alpine patch. This part of the contract expired and we moved from \$50K to \$250K so that is a very good increase. Nature Valley is going away so in addition to new business we need to replace a very significant contract in Nature Valley. Their marketing focus has changed and that happens and you have to be prepared. We have a very good activating partner in Cliff Bar coming onto the team but we have a significant financial hill to climb to replace that money.

When we go through the sales strategies we start with renewals. It's easier to keep rather than go after new people. These are all companies that understand the value of our assets and have been great partners. We are ahead in the timing of our negotiations with our renewals and with new business that we've already outlined.

GoPro and Bose will come back. Airline we are looking at all the carriers. Tempur-Pedic if it does go our way will blow the target away so \$1 M to 1.5 M among all of these is an attainable goal.

New Business we have new assets to sell with new events in Aspen and Squaw Valley. The success going forward is to write multi-year contracts with longevity. With Aspen and Squaw being on the calendar and going away, it's important to get as much money as possible, but we are concentrating on our longer term agreements led by the Grand Prix title sponsorship.

We also have two alpine patches available and those provide opportunity. We have been negotiating with Toyota and BMW on the Grand Prix title sponsorship and have a third auto entering this week as well as AT&T but their interest is in taking over the wireless category. The winter tires category is a USOC sponsor so we look to continue to up sell OWG sponsors. We just renewed P&G this past season.

Audi is the sponsor of the USST and that brand and those teams, everyone who is essentially under the patch program. The brands not under the USST, freeskiing and snowboarding are clear in the auto category and the Grand Prix. We spent a year talking with Audi about taking over those two teams and the Grand Prix. They weren't willing to come up with the money that that was worth. Toyota just became a USOC top partner so there is motivation for them and they have a history in snowboarding and freeskiing.

New business target will get us to the goal in addition to the renewals. He next listed the open categories for new sponsorship but that the previous slide illustrated where 85% of his time is focused from now until the Partner Summit, which is moved up by one month to not interfere with the Summer Games.

Paine indicated that people know sponsors and we are open to any and all suggestions. Any introductions could be beneficial.

Calum Clark said the story of the events department is its dependence upon its partners, the resorts that support our events and he would focus on a couple of highlights. He noted this year the Aspen World Cup and Deer Valley both had picked up additional races. The USSA worked hard to ensure the legitimacy of the World Cup schedule. The Grand Prix celebrated its 20th season and the solidity of our longest tour. He thanked many in the room for the watershed event

of the National Championships in Sun Valley. They were a hotbed of development and this reawakened their pride in running elite events.

The Big Air at Fenway, this was a learning experience with a 150' tall scaffold in one of the historic sports arenas in the world in a union town – this was an incredibly complex experience. The outcome was significant with 27,000 people in attendance. This was the highest viewed on-snow event so we were very proud of these achievements. Thanks to the partnership with the Fenway Sports Group over 250 M people were aware of and following the Big Air and to get onto the front pages of the paper and on the Today Show in the eastern market was phenomenal.

NASTAR had two major challenges. One was the central and eastern resorts had a very tough season with lack of snow and that those were the driver of a lot of our activity in NASTAR as well as the data and timing project which caused significant issues until mid-January. The number of people in the races was down by 30%. Number of races was up 10%.

However, NASTAR had highly successful nationals. It is a nationwide attraction for recreational racers. It is an amazing opportunity for people who are passionate about ski racing and want to enjoy the sport. Alumni join this event as pace setters. He said this is fun. Those of us who get involved, it is a great opportunity. It uncovers the passion for the sport again. Having the advocacy of this organization sends a very strong message to the community.

Looking forward to next season, we move into the Olympic window and kick off our Olympic qualification process in freeskiing, snowboarding, halfpipe and slopestyle with the Mammoth Grand Prix, again an exceptional partner in this competition environment. It's a watershed year in World Cups. The Squaw Valley Alpine World Cup is on the schedule and we have a third World Cup on the east coast in Killington. All of our sites have experienced well-honed organizing committees. The Aspen World Cup Finals will also be in the spring.

Tom Kelly stated that the USSA's PR has been updated quite a bit over the last few years. When we look at exposure of our sport it comes from three buckets; one is traditional media like *Ski Magazine*, the *New York Times*, the Associated Press, and we have a long history of doing well in this arena.

Second is broadcast; Mike works on our partnership with NBC which has improved significantly over the last few years. Another that we have paid special attention to over the last couple of years is our digital media. This past season we reached 57 M from our channels at USSA. It does not include separate event channels or the athlete channel. Calum made note that the event in Fenway reached over 250 M of our fans.

This past year we had a bit of a hit because we had a rights challenge and we lost about 10 M reach with that but we did show our strength in freeskiing and snowboarding with enhanced coverage from where we have been in the past. The Chloe Kim video alone had a reach of 4 M which is pretty significant for one single video. We have seen growth since we adapted a new channel strategy and brought in a content manager, Courtney Harkins, two years ago. We've seen a 70% growth in our channels since then.

We started a program that I wanted to highlight on what makes a champ. This came out of one of our press officers and it's moved across all sports. It was designed to create content for athletes primarily below the marquee level. Our top stars get a lot of coverage. We wanted to get to the next level down, mainly athletes who had great stories and get them a bit more content push. It was very successful in generating content and numbers of reach and also advocacy with that level of athlete.

We do have a challenge with highlights. This will be a very big issue for us at the FIS Congress. Mike and I are working in a direction where all of us involved in the sport, all the national ski associations have greater access to use highlights on social and digital platforms. That's where we

promote the sport and we get fans to watch our broadcasts. It's realistic for the next World Championships to reach 87 M on our digital platform, moving to a reach of 65-70 M.

13. U.S. Ski & Snowboard Foundation Report: Trisha Worthington

Paine reminded the board that Foundation is gifts to the organization and the amount of money raised speaks to the work of Trisha and her team. Worthington noted that if you include below the line, the Foundation raised \$11 M this past year.

We spent a lot of time to build a Major Gifts program and team. We placed eight gift officers nationwide and the goal is to increase donors from outside of the board. We increased funding from outside of the Trustee group as follows;

- ❖ FY 15 total giving: trustees 60% and non-trustees 40%
- ❖ FY 16 total giving: trustees 53% and non-trustees 47%

We also had our most profitable special event season ever in the history of the foundation. We substantially grew our Gold Pass program adding 30 new donors this past year, which brought in \$300 K revenue. We added nine Champions Club donors. This is our leadership giving support at \$320 K or more and we successfully transitioned from standing committees to task forces. The reason this was important is that typically a board member is more engaged in active task forces and gives more and stays around longer which is really important for us.

Because of the gift officers we were able to do about 10 regional receptions, small gatherings of about 50 individuals. This is an opportunity to do very effective outreach to find prospective donors. It had a big impact on the Gold Pass program, since this is a good entry point for donors at the \$10 K level. We got into areas of the country where we typically have not done much fundraising, such as St. Louis and DC and Phoenix. These are a proven model for us.

We talked a lot about restricted giving that we did this past year. We had four main campaigns. The Big Air at the Olympic Park, the wax truck, fundraising for the B Team travel, and we also fundraised for a camp in Norway that the men did at the end of the year. All of these programs raised a significant amount of money so it's been proven that donors like to give to projects where they know where their money is going.

At the beginning of the quad knowing that Korea was not as exciting of an Olympic location as past Olympics we decided to offer the St. Moritz World Championships as an alternate selection and we have more donors going to St. Moritz than we do to Korea at this point so it was a good business decision. Catherine Rainey is organizing St. Moritz and she has planned an incredible once-in-a-lifetime trip for donors.

Finally, she recognized Tiger and many of the trustee board members who are so willing to do one-on-one donor meetings and come to receptions and speak on behalf of the leadership; it has huge impact with donors who don't know us well. That is having an impact on the success of our fundraising.

Lessons learned. We need to do a better job in managing our pledged gifts. We had a sizeable pledge gift that did not come to fruition. We could do better to validate the pledges. That is something that we will work on going forward, i.e. signed pledge agreements for all major gifts going forward and follow up on payment installments. This will be an area of focus going into this next year.

We also need to evolve the Champions Club program. As the Olympics continue to be put in areas that are not as exciting to donors, we need to create other donor leadership opportunities. We have

a lot of donors who have been supporting that program year after year so we need to be prepared for those gifts dropping off.

I talked about the power of restricted giving and we will continue to put special projects in front of donors because it is making an impact.

In 2017, the New York Medal Gala is 50 years old. We will bring back all the gold medalists who are still with us. There are 30 and three are no longer with us. We will ask family members to come and represent them at the ball. We will also honor Michael Bloomberg, one of our biggest benefactors. He is the second largest benefactor to the team. The largest benefactor has no interest in being recognized.

We also recently launched a new major giving program called the Ambassador program. This is a way for major donors to get involved and not have to be on the board. A lot of donors want to get close to the team but not necessarily join the board. This level of giving is \$25 K or more a year and we have four individuals who have stepped up to this. We will invite them to board meetings and to sit on task forces if they have an interest.

Thanks to the work of Jim Benedick and the planned giving task force we will be launching a planned giving program. We currently have \$14 M in planned gifts on the books. We are behind the curve in this area. We will spend the next year to 18 months starting with our board members and asking you to consider putting USSA in your estate plan.

As far as priorities for the foundation, the operating budget is always our number one priority. This next year followed by the debt initiative that Paul Raether is leading and finally the special projects are next in line. It's important for everyone to know that the operating budget will always be the priority.

She thanked the officers of the foundation Greg Boester, Eric Resnick, Kipp Nelson, Dexter Paine, Andy McLane and Jim Benedick for all their guidance and the hours you spend with us and sharing your expertise and making sure we are headed in the right direction. Also a special shout out to Paul Raether who is leading the debt initiative reduction campaign for us. That has to be the most difficult ask to ask donors to support debt reduction and Paul has taken this on enthusiastically and he will push hard to retire as much of that debt as we can.

14. USSA Athletes' Council: Emily Cook

Cook thanked James Southam for leading the Athletes' Council so well over the last five years. He has passed on that responsibility to me and I want to start out by saying that we have an amazing group of athletes. I've spent some time with them all over the last couple of days. She introduced the members.

Alpine Athlete: Warner Nickerson
Cross Country Athlete: Rosie Brennan
Freeskiing Athlete: Tom Wallisch
Freestyle Athlete: Emily Cook
Jumping/Nordic Combined Athlete: Bryan Fletcher
Snowboard Athlete: Tricia Byrnes
USOC Athletes' Advisory Council Representative: Grete Eliassen

She said the past year had been an interesting one with the separation of freestyle and freeskiing and she acknowledged everyone who was involved with that. We had a meeting, a breakfast, a dinner and had great opportunities to talk with Tiger and Dexter. It was great to go over the rules and responsibilities as we go forward. We had a presentation by Kate Anderson about the trip to Mexico to build a house for a family in need. It started a discussion of our athletes and how to

provide them with additional opportunities to broaden their horizons and to give back. We will compile more opportunities for the athletes to get involved in the community.

There was interest on the part of the athletes to become involved in some task force work. Going forward this group is incredibly enthusiastic about the future and how we can help our athletes and impact the organization positively.

She said to feel free to reach out to her or any of the other athlete representatives on anything that we can get involved with. She closed saying that she was incredibly grateful to the ACE staff. She was the recipient of a grant for the Westminster program and the opportunity to move from athletics to education can be really difficult so she was very excited about the new transition camp and the awards that are being presented to the athletes and we were excited to support the athletes being well rounded human beings as well as competitors.

Paine also acknowledged Brian Fletcher as the recipient of the Athletes Giving Back Award for the ccThrive foundation he created working with kids with cancer. The giving back piece is so important.

USOC AAC report: Grete Eliassen

Eliassen said her first race had been NASTAR so she agreed with the importance of that program and having it represent many other sports as well. She is the rep to the USOC AAC so she basically represented all the sports of USSA so it's a big job which she took on with the hiring of Chip Knight to the USSA staff. It's been really cool because she has now become a big fan of all the sports.

We have an incredible team here. It was amazing watching the women's nordic team this year and what we are doing here is working and we need to continue to do it. She said she attends four meetings a year with all the other reps for summer and winter sports. It is hard to represent seven sports and she would love to bring in more reps to the Council.

The main thing that happened last year was the change to Rule 40 which was changed during the summer to allow non-Olympic sponsors to run ads with athletes during the Olympic Games. The Games in Rio will be the first Games where we will see an ad of someone other than an Olympic sponsor. You do have to submit the campaign proposal to athletereview.usocteam.org.

The other initiative that we have been working on is the athlete career and education program at the USOC which is similar to what USSA had going on. It is basically an aid to athletes to find a curriculum that they want to pursue and careers after sport. Like the athletes of the USSA, there are an incredible group of people there who will be future leaders and we have to tap into what they have. Our athletes are amazing at sliding down snow but they are amazing off the snow as well.

The USOC came together as a group to send a letter to the IOC to fully investigate the doping scandal in Russia. We have two Games coming up and people are still cheating and we need to take a stand for fair sport and let everyone know that doping is not to be tolerated.

The final initiative is the USOC tuition grant is changing to one application date a year. It used to be three times a year. It will make it easier to apply for more funds.

Finally, she wanted to emphasize that we are a huge team and represent a lot of sports and each of our sports has different fan bases. Paine said he appreciated that our relationship with the USOC was incredibly important for us in terms of support and it begins with the relationships we've established throughout the organization.

Eliassen confirmed that the USSA was the largest grant recipient of any national governing body. We receive the most money of any other sport summer or winter. It's very important to keep that positive relationship going forward.

15. Sport Committee Action Items/Reports

Paine encouraged all to keep these brief as we were running well behind schedule, so to please focus just on what was necessary.

Alpine Sport Committee: Darryl Landstrom

Landstrom indicated that the alpine meetings were productive and thanked Chip, Patrick and team for their participation. There were seven motions.

USSA Course Setting Matrix

- Motion to approve the USSA course setting matrix as presented to more closely comply FIS course setting rules.
- Motion to allow USSA staff to make changes to the children's course setting guidelines if the FIS makes changes to its current course setting guidelines.

USSA Equipment Matrix

- Motion to approve the USSA equipment matrix as presented to more closely comply with FIS regulations and to legitimize USSA competition among U19 and older athletes.

Point Access Limitations

- Motion to waive the 120 point or fewer USSA point requirement for out-of-country FIS competition (including Canada), re: pp. 16-17 ACG.
- Motion to waive the 120 point or fewer USSA point requirement for out-of-region FIS competition, re: pp. 37 ACG.
- Motion to approve the 100 point or fewer FIS point requirement for NorAm competition, re: pp. 32-33 ACG.

Masters Helmet Rule

- U.S. Masters have submitted a proposal to FIS for a continuation of the current helmet rule through the 2016-17 season.

The last and most important was the updating of the Alpine Sport Committee Operating Procedures. Shaw thanked him for the work he did here. It was a great effort and straightened out the reporting structure.

- Motion: To ratify the revised Alpine Sport Committee Operating Procedures.

Natt said that the board needed to know that we comply with FIS rules in all regards and whenever we deviate from them, in areas of safety for instance, we bring those to the board; however, there are instances where the FIS does not have rules and we are obliged to gap fill those interstitial spaces. Natt noted that we reviewed all of these the night before in the pre-meeting and we are comfortable with them.

Natt also noted that on the masters' helmet matter, the FIS rule is for specific types of helmets worn on the World Cup. The FIS has not historically enforced that rule.

Natt observed that he had reviewed the alpine sport committee procedures throughout the course of the governance process and they comport with the USSA bylaws and he would urge their adoption.

Paine said a point of observation was that we delegate to the sport committees significant authority to the chairs and staff who lead these committees and we try to build the expertise within the sport committees to make and recommend good decisions here.

Natt asked if there were any discussion or questions; otherwise he would seek a motion.

- Motion 9: To ratify the revised Alpine Sport Committee Operating Procedures and additional motions as noted above.

M/S/C Dan Leever/Warner Nickerson

Cross Country Sport Committee: Cami Thompson Graves

The sport committee had great meetings. It was a great year for cross country. We had a lot of participation through the affiliation agreement. Our initiative to work particularly on grass roots participation was working. We had an issue in our divisional representation that sparked a lot of interest. There were no action items. We are very excited to welcome the World Junior U23 Championships to Utah next year. We have some outstanding young athletes and it's a great opportunity to showcase that event at home. We are very excited about that.

- Continue affiliation contract with High Plains
- Working Group created on What it Takes to be a Division
- Working Group created on Junior Nationals Qualification Criteria
- Propose to expand the Cross Country Sport Committee to 19 members
- 2017 World Jr. Nordic Championships Utah
- Cross Country Initiative

Freeskiing Sport Committee: Tom Yaps

He thanked everyone in freestyle in that the transition went amazingly smooth. We were surprised by how well everything has gone. Huge thanks were owed to Abbi Nyberg and Jeremy Forster who drive this. We could not do it without them. He discussed the airbag funding for training and the fundraising that would occur on that over the next year. We formed a grass roots working group and that will focus on issues at the Jr. National level. It will also bridge the communication between freestyle and freeskiing crossover since a lot of people have their hands in both. Finally, he thanked Tiger for attending the meeting and continuing the brand discussion. It is very important to us and there is a lot of strong sentiment on this topic.

Natt confirmed he had reviewed the operating procedures and they comport with the USSA bylaws.

Freestyle Sport Committee: Chris Seemann

Seemann said the separation of the sport committee went shockingly smooth. A benefit to the Freestyle Sport Committee was that we had very productive meetings since we had a less broad focus. We discussed the operating procedures also to show the changes. We changed our points' list calendar year as well.

- The Freestyle/Freeskiing restructure was well received and allowed discussion for Freestyle development and future plans.

- Approved Freestyle Sport Committee operating procedures; the new Freestyle Sport Committee has been downsized to 12 members.
- Chris Seemann will continue as FSC chair. All committee seats were filled with one athlete representative TBD.
- Olympic criteria general discussion went well.
- USSA Points list calendar year from July 1-June 30; the fall points will carry forward through list 3.
- Proposal process was very light this year; good addition of rules that had been put forth by sport subcommittees; efficient and productive process.
- Jay Simson will retire as FIS Freestyle representative after 27 years' service.
- Judicial committee was filled.

Natt confirmed he had reviewed the operating procedures and they comport with the USSA bylaws.

- Motion 10: To ratify the individual revised Freeskiing and Freestyle Sport Committee Operating Procedures.

M/S/C Darryl Landstrom/Dexter Paine

Ski Jumping/Nordic Combined Sport Committee: Martina Lussi

Lussi wished to bring everyone up to date with what was happening in their sport. USA Ski Jumping has joined forces with nordic combined to create a new organization of USA Nordic Sports and we have hired Billy Demong as Executive Director; we also hired Jon Schafer as the High Performance Director. They will make a great team and help to advance the sports. We have a website if you wish to inform yourselves of what goes on.

Development has been crucial and we've put some considerable effort into that. Jeff Hastings had come up with an impactful development tool which we call the Virtual Nationals for children 8 to 12. When they win their age groups they get invited to submit a video of themselves which gets judged and that has been hugely successful. Awards will be distributed annually when the sport comes together at nationals.

At the FIS meetings, this came to the attention of others and there is excitement among the Norwegians who want to join in so we will be going global with this tool. Peter Graves and Jeff Hastings provide the commentary on these. It's really fun but you can still see some future stars in the videos already. It's a very exciting tool.

Paine asked her to discuss the relationship with women's ski jumping. It's important to understand the dynamic there as well. Lussi replied that the women's ski jumping had its own organization now and they have been invited over the years to be with USA Nordic and we are hopeful that at some time in the future it becomes one organization having the sport under one roof. We are hopeful this will come to pass in the next year or so.

Snowboarding Sport Committee: Dylan Omlin

Most of what we discussed has been touched upon by Luke and others here. Mike Mallon will be the new executive director and it was nice to have Tiger come to our session to discuss the branding issue; beyond that, we discussed the air bag fundraising opportunity for snowboarding and freeskiing. We also spent time with the Olympic selection criteria.

16. USSA Legal Committee & SafeSport Report: Alex Natt

The Legal report would be pushed into the executive session. Natt reminded the board that at their places were the conflict of interest paperwork and the board survey that had previously been emailed to everyone and were required to fulfill the requirements of our audit and asked that these be filled out and returned at this meeting or by June 1.

17. USSA Compensation Committee: Dexter Paine

We had a compensation committee meeting and spent time with Charlotte Miller on her impressions and thoughts about the organization and her goals and objectives for her inaugural year. At the end of the day, there is nothing more important than our human resources and to have someone spending all of their time thinking about how to do a much better job in motivating and compensating all of our people is important.

The compensation committee also spent time going over Tiger and the teams 2016 goals and how they did against those. We won't conclude those conversations for another month or two as we wait for the audit to be completed before we realize any bonuses for 2017.

We also addressed the 2017 goals and are in the process of finalizing those for both Tiger and the senior management. Bonuses are tied to the goals and objectives that we set and he is a big believer in keeping things relatively simple but they are quantitative.

As was mentioned earlier, the senior team will not take pay raises for FY 17 given the current budget situation. We will continue to monitor that. We appreciate management's desire to fund Athletics and on the other hand we will work with Charlotte on a compensation study to make sure that we are competitive and that we are attracting the best people into the organization.

18. USSA Vision, Mission, Core Values, Goals & Objectives: Tiger Shaw

Shaw said that we had a good session on this earlier in the week and he asked Tom Kelly to summarize this (See Addendum 3).

Kelly reported that this board has seen and approved these so he wanted to highlight a few points. For him, it was an interesting journey as he had been involved in the origin of these back in 1997. For the most part he was interested in seeing how the new leadership would approach this with freshness.

As a management team we first looked at the vision of this organization. We debated and talked about its success leading up to the 2010 Olympics where we were best in the world. Ultimately, we made a decision that the vision is strong and is one we should still seek. Our approach under Tiger's leadership is a little different from what it was in the past but nevertheless that is where our organization is headed.

We spent considerable time debating the mission. We felt that it didn't reflect the direction in which we were headed and how we wanted to get to that vision. You'll see a change where it incorporates all of our different stakeholders in the success of the organization and in helping to create the level of excellence that we need.

The values were an interesting discussion. We created those in 2006 and we wanted this time to go out to the membership as a whole. You may recall a year ago at the USSA Congress, Charlotte Moats led us through an exercise in which all the attendees put their ideas up on the wall and put stickers on those that resonated. We utilized that to reach our broad membership base to survey them and as a management team we culled this down to six or seven values.

Kelly said that his favorite was grit. When that came up, he always thought of John Wayne and his movies. Grit really tells the story of what it takes in a sport like ours to have success. Those seven values are how we really show who we are to the public.

Lastly, our goals and objectives; we have always had goals and they have been similar to what is here. This is where our CFO was so helpful. We put more action orientation in them. Not only have we established the five goals but under each we've established the objectives. All staff members have goals and objectives that roll up to the overarching goals and are what helps us to achieve our vision and mission. Getting granular has helped us as staff to know what each of us has as roles to help move the organization.

Shaw added that he wanted ownership and to have each goal have ownership among this leadership team and their staff. We have achieved that and it is now time to execute that.

Paine stated that, in terms of the organization getting a lot done in 2016 all these tasks take time and in terms of the number of things we were able to get through this last year, Tiger and his team are to be complimented. We had some real challenges on the revenue side and we have a lot to do on the development side and we always need to do better in terms of our elite performance. At the end of the day, he considered 2016 a success and there remained a lot of work to do in 2017.

19 BRASS Foundation: Steve Berlack

Paine introduced Steve Berlack, the father of Ronnie Berlack whom you know and all are aware of the tragedy last year. We will ask Steve to address the Board in executive session.

20. Floor Open for Member Comments

Natt said the floor was open for any members who would like to address the board. There were none. Shaw thanked Dave Knoop for attending the full board meeting and we would be working more closely with nordic and other affiliated organizations in the future.

21. Closing Comments: Dexter Paine

There being no further business, the board meeting adjourned into executive session to discuss legal and personnel matters.

Executive Session

Addendum 1

USSA Bylaw Amendments

The amendments are proposed by Dexter Paine, Greg Boester, Eric Resnick, Lisa Kosglow, Cami Thompson Graves, Charles Christianson, Darryl Landstrom, and Tiger Shaw in their capacity as members of USSA's Nomination and Governance Task force.

History of the Process

At the May 2015 USSA Congress meeting, Chair Dexter Paine asked Eric Resnick and Lisa Kosglow to chair a panel of directors who would, together with USSA General Counsel Alex Natt and facilitated by Charlotte Moats, review USSA's Bylaws and Sport Committee operating procedures and make recommendations designed to evaluate Board and Committee governance and propose changes which would ensure USSA's processes met with best practices. The proposed amendments will be discussed below.

Proposed Amendments

Article III(B) updates the USSA's mission to comport with the mission statement adopted by this Board at its last meeting.

Article IV(E) is a clerical change only.

Article IV(E)(5) is altered to reflect that proposed members of the USSA Board are "nominees" who are selected by the athlete constituency, but are not "representatives" or members of the Board until confirmed by the Board. This is not a material change but instead a clarification of verbiage only.

Article V(A) is designed to comport with dictates required by the USOC's SafeSport processes. The new language requires of USSA members that they understand and agree that their continued membership in USSA is conditional upon meeting USSA's SafeSport standards. Further, even if those members are not current members in the event a claim of violation of SafeSport guidelines, a member agrees to remain subject to USSA's jurisdiction so that USSA evaluates and investigates (and possibly sanction a Member) for alleged acts which may have occurred in the past.

Article V(B) is an update to comport with Utah's revised Nonprofit Corporation Act. The proposed amendment confirms that governance of USSA's corporate entity is vested in its Board of Directors rather than in the general membership and that USSA members fall into two categories of individual members and club members.

Article VI(A) is a clerical correction only.

Article VI(A)(1)(g) changes the reference to "Discipline Committee" to "Sport Committee." This change will be continued throughout the new Bylaws and is designed to comport with the common parlance. The change is not otherwise material.

Article VI(A)(3) introduces a new process for selecting Directors to the USSA Board. This is a material change which is designed to better integrate the Nominating and Governance Committee into the process for selecting Directors whose skill sets will better complement other Directors. The language before you is that currently used by USOC in its selection of Directors and empowers the Nomination and Governance Committee to advise USSA Board constituencies of particular skill sets sought by the Board and thereafter review and propose Director candidates from those constituencies.

Article VI(A)(4) clarifies terminology. It is not a material change. "Members of the Board" is changed to "director" consistently hereinafter in the Bylaws.

Article VI(A)(4)(b) will not be altered to change the name of the "United States Ski and Snowboard Team Foundation" to "United States Ski and Snowboard Foundation." This change is premature as there is currently an ongoing overall branding discussion that may result in changes, but until that process is completed, changing the name of the Foundation will be delayed.

Article VI(A)(4)(c) adds language for clarification only. The clarification ensures understanding that when the USSA Board recognizes a particular Sport Committee, the recognition of that Sport Committee requires that USSA also add an athlete representative to the Board of Directors representing the Sport represented by that Sport Committee.

Article VI(A)(4)(l) adds a non-voting *ex-officio* Board seat for the Chair of USSA's Audit Committee.

Article VI(A)(5) alters the length of Board seats from the current 2 year term to a 4 year term for most directors.

Article VI(A)(5)(a) changes the term limit for directors which is currently 12 years (6 terms of 2 years each for non athlete directors and 6 terms of 3 years for athlete directors) to a maximum of 8 years for all directors save the ones discussed in Article VI(5). Term limits can be re-set if a director steps off the Board for one term.

Article VI(A)(5)(e) allows the Board to stagger terms so that all directors don't rotate off the board simultaneously, thereby allowing and encouraging stability.

Article VI(A)(5)(f) is changed to recognize that should there be a vacancy caused by an uncompleted Board term, the constituent group represented by that Director must nominate up to 2 candidates for the Nomination and Governance Committee to consider.

Article VI(A)(5)(g) requires that the Athletes Council nominate up to 2 replacement candidates should there be vacancy within the athlete constituency.

Article VI(A)(5)(h) specifies that a replacement director, if installed in a vacant seat with less than 2 years remaining on the term, will be permitted to hold an additional two 4 year terms.

Article VI(A)(5)(i) permits the Board to vacate term limits for any director upon a majority vote at any meeting where quorum is established.

Article VI(A)(6) is altered for clarity.

Article VI(A)(7)(a) changes the composition of the USSA Executive Committee. The material change is that in the prior version, a member of a USSA Sport Committee served. In the new draft, the Chair has flexibility to choose amongst board members for 2 seats. This change is intended to permit the Chair to call upon the Board members whose skill sets he or she believes are most appropriate for the challenges confronting USSA. The Chair will consult with the Nominating and Governance Committee in making his/her selections.

Article VI(A)(8)(b) discusses how vacancies are filled when board seats normally come available as terms are concluded. Under this new scenario, the Sport Committee and USSTF Foundation nominees are required to present up to 2 candidates to the USSA Nomination and Governance Committee for review. If the constituent groups choose to present only 1, the Committee may at its sole election, nominate another candidate to consider along with the candidate presented by the constituent group.

Article VI(A)(9) is changed to update the Chair and Vice Chair terms from 2 to 4 years. It also deletes the office of Treasurer entirely. Treasurer duties will now be performed by the USSA CFO with oversight by the USSA Audit Committee Chair.

Articles VI(A)(9)(a) and 9(b) clarify the Chair and Vice Chair term limits on the Board terms.

Article VI(B) is edited to recognize that the USSA CEO is authorized to manage the operation of USSA and its several subsidiary corporations, which is the current practice.

Article VI(D)(1)(1) revises the description of the USSA Judicial Committee to require that the Chair have legal training.

Article VI(E) modifies the structure of the USSA Ethics Committee and requires that no more than one member of that Committee be serving on the USSA Board to avoid potential conflicts of interest.

Article VII(B)(3) clarifies that should a special meeting be called, only the agenda item which required the calling of the special meeting can be discussed and voted upon at that meeting.

Article VII(B)(6) modifies the process by which actions of the USSA Board may be taken without having an actual meeting. In this new version, a more detailed process is described and allows the Board more flexibility.

Article VIII(B)(2) allows directors to receive expense reimbursement upon request. This change has a financial impact to the Company.

Article VIII(B)(2) will be altered to permit Directors to receive reimbursement for travel expenses to Board meetings upon demonstration of financial need. But the prior revision was deemed too broad and the language has been revised to reflect a more limited expense reimbursement position.

Article XI(B) changes the process by which the Bylaws can be amended. Now, the Bylaws can be amended at any properly called meeting of the Board. Note that the Bylaws may not be changed via the written ballot process described in Article VII(B)(6).

M. Alex Natt, Esq.
EVP and General Counsel

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ARTICLE II
Offices and Agent

A. The principal office of the USSA shall be located at 1 Victory Lane, Park City, Summit County, State of Utah, 84060, or at such other location as may be approved by the Board of Directors of the USSA (hereinafter “the Board”).

B. The principal office of the USSA shall also be its registered office. The registered agent of the USSA at such registered office shall be the Chief Executive Officer (CEO) of the USSA or his designee.

C. The USSA may maintain other offices at such locations as may be approved from time to time by the Board.

ARTICLE III
Vision, Mission and Objectives

A. The **vision** of the USSA is to make the United States of America the best in the world in Olympic skiing and snowboarding.

B. The **mission** of the USSA is to ~~provide strong leadership that establishes and supports athletic excellence in accordance with USSA's core values~~[lead, encourage and support athletes in achieving excellence by empowering national teams, clubs, coaches, parents, officials, volunteers and fans.](#)

C. The objectives through which the USSA shall accomplish its mission shall include the following:

1. Educating, training, and supporting all members to achieve sustained success in all levels of ski and snowboard competition; and by helping members to use ski and snowboard competition to develop to their highest athletic and personal potential;

2. Ensuring that all USSA members and staff know and understand the vision, mission and objectives of the USSA;

3. Serving as the National Governing Body (NGB) for the organization, regulation, and advancement of athletic competition in skiing and snowboarding in the United States of America, as recognized by and in affiliation with the International Ski Federation (FIS) and the U. S. Olympic Committee (USOC);

4. Achieving and maintaining long-term financial stability;

5. Establishing, administering and promoting programs dedicated to the development and training of athletes in skiing and snowboarding as a means of healthful recreation, physical fitness and personal growth;

6. Educating and training members in the techniques of ski and snowboard competition at local, regional, national and international levels;

7. Implementing a comprehensive annual program of competitions in skiing and snowboarding including entry level, junior and adult competitions, national championships, and such FIS sanctioned competitions as are annually awarded to be conducted in the United States of America;

8. Developing, revising as appropriate, promulgating, implementing, and enforcing a comprehensive body of competition rules for each skiing and snowboarding discipline including rules of athlete eligibility, in conformity with or supplementary to applicable FIS and USOC rules, and the Ted Stevens Olympic and Amateur Sports Act of 1998;

9. Fostering and encouraging interest and participation in skiing and

1 snowboarding by both competitive and recreational athletes; and

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10. Serving as a national spokesperson for all disciplines of skiing and snowboarding to represent the legitimate interests of all skiers and snowboarders as a group in the United States of America.

ARTICLE IV
USOC and FIS Compliance

In compliance with the requirements of the FIS and USOC, and the provisions of the Ted Stevens Olympic and Amateur Sports Act of 1998, the USSA shall:

A. at all times be autonomous in the governance of its sport in that it shall independently determine and control all matters central to such governance, shall not delegate such determination and control, and shall remain free from outside restraint;

B. keep membership open to all individuals who are amateur athletes, coaches, trainers, managers, officials, and administrators in skiing and snowboarding and to amateur athletic organizations active in skiing and snowboarding;

C. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, age, sex, or national origin, and with fair notice and opportunity for a hearing before declaring any such individual ineligible to participate;

D. ensure that its Board of Directors and any other committees with governance responsibilities are composed of members selected without regard to race, color, religion, national origin, or sex;

E. ensure that its Board of Directors (“the Board”) and any other committees with governance responsibilities include membership and voting strength of eligible athletes on the Board and such committees to be not less than twenty percent (20%). Athlete eligibility shall be consistent with those requirements set forth in the USOC Bylaws as follows:

(1) At least one-half of the individuals serving as athlete representatives shall have competed in the USSA disciplines that are on the sport’s program in the Olympic 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 Games, provided that such event or discipline is recognized by FIS or is regularly included in the international competition program of the FIS.

(3) At the time of election, all USSA athlete representatives shall have demonstrated their qualifications as athletes by having:

(i) Within the ten (10) years preceding election, represented the United States in the Olympic Games, or a World Championship recognized by FIS for which a competitive selection process was administered by the USSA; 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 half of the USSA’s national championships or have been a member of the

1 USSA’s national team.

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3 (4) Athlete representatives may not be drawn from events that categorize
4 entrants in age-restricted classifications commonly known as “Juniors,” “Masters,”
5 “Seniors,” “Veterans” or other similarly designated age-restricted competition.

6
7 (5) Athlete ~~representatives~~nominees to the USSA’s board of directors,
8 executive committee, and other such governing boards shall be directly ~~elected~~selected
9 by athletes who meet the standards set forth above.

10
11 F. provide procedures for the prompt and equitable resolution of grievances of its
12 members;

13
14 G. submit to binding arbitration, conducted in accordance with the commercial rules
15 of the American Arbitration Association, in any controversy involving (i) the recognition of the
16 USSA as an NGB with respect to any component or discipline of skiing or snowboarding, or (ii)
17 the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to
18 participate in amateur athletic competition;

19
20 H. provide for reasonable direct representation on the Board for any other amateur
21 snowsport organization which conducts, on a level of proficiency appropriate for the selection of
22 amateur athletes to represent the United States of America in international amateur athletic
23 competition, a national program or regular national amateur athletic competition, and ensure that
24 such representation shall reflect the nature, scope, quality, and strength of the programs and
25 competitions of such other organization(s) in relation to all other such programs and
26 competitions in skiing and snowboarding in the United States of America;

27
28 I. be a member of no more than one international sports federation which governs a
29 sport included on the program of the Olympic or Pan American Games;

30
31 J. ensure that none of its officers are also officers of any other amateur sports
32 organization which is recognized as a National Governing Body; and

33
34 K. refrain from adopting or maintaining eligibility criteria relating to amateur status
35 which are more restrictive than those of the appropriate international sports federation.

ARTICLE V

Membership ~~Classes, Voting Rights~~ and Affiliation

A. The USSA shall be a membership organization with membership open to all regardless of race, color, religion, age, sex, or national origin~~race, creed, color, or sex~~, and who pay such membership fees as the Board shall approve from time to time. As a condition of membership, any member in a position of authority over minor children must have satisfactorily completed criminal background checks and athlete protection education as required by USSA. Further, all members agree to submit to the jurisdiction of USSA with respect to any violation of USSA Rules, Policies and/or Codes of Conduct that occurs during a period when that individual was a member or participating in the affairs of USSA and further agrees that USSA retains jurisdiction over such violations and individual even if such individual ceases to be a member of USSA.

B. The USSA shall have no voting members, as defined in the Utah Revised Nonprofit Corporation Act, multiple classes of members — one class for each discipline under the jurisdiction of the USSA. In addition to different classes, the Board of the USSA may also provide for different types of memberships, such as individual, family, etc. However, the membership of USSA shall consist of the following two classes of non-voting members, whose rights and privileges are set forth in these Bylaws; group members including clubs, divisions, regions and other affiliated entities interested in competitive skiing and snowboarding; and individual members, including athletes, coaches, officials, and other individual members as determined from time to time by the Board.

~~C. In any referendum under Article XI of these bylaws, or any other matter submitted to vote of the general membership of the USSA by resolution of the Board, each member shall have one (1) vote regardless of the number of classes (i.e., disciplines) in which he/she holds membership.~~

~~D. In elections to fill Discipline Committee seats, each member who holds a membership in the relevant class (i.e., in the relevant discipline) shall be entitled to cast one vote for each seat up for election, unless the Discipline Committee has adopted procedures to the contrary which have been approved by the Board in its discretion. However, cumulative voting shall not be permitted in any instance.~~

~~E. Notwithstanding anything to the contrary herein, members under the age established by the FIS for participation in FIS competitions shall possess no voting rights.~~

FC. Subject to individual review and approval by the Board, the USSA shall permit and recognize affiliations with clubs, ski and snowboard industry trade associations, and other organizations involved in skiing and snowboarding that support the purposes of the USSA upon payment of an affiliation fee set from time to time by the Board. An affiliation shall only entitle the club, association or organization to those rights specifically granted by the Board in the resolution granting the affiliation.

GD. Upon written petition by an affiliated amateur sports organization, and upon a

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| USSA Bylaws – May 17, 2015 [proposed amendments April 15, 2016](#)

1 finding by the Board that such organization conducts, on a level of proficiency appropriate for
2 the selection of amateur athletes to represent the United States of America in international
3 amateur athletic competition, a national program or regular national amateur athletic
4 competition, and that such programs or competitions are of appropriate nature, scope, quality,
5 and strength in relation to all other such programs and competitions in skiing and snowboarding
6 in the United States of America, the Board shall provide such organization reasonable direct
7 representation on the Board. The requirement of reasonable direct representation may be
8 satisfied in either of the following two ways, at the discretion of the Board: (i) by the creation of
9 a new individual seat or seats on the Board for each such organization; or (ii) by the creation of
10 one or more collective seats on the Board to be shared with other similar organizations, as
11 determined by the Board.
12

13 | [HE](#). Any membership or affiliation may be suspended or revoked for good cause upon
14 two-thirds (2/3) vote of the Board, provided that such actions shall be subject to the grievance
15 procedures set forth in Article IX, Section A of these bylaws.

ARTICLE VI
Government and Operation

A. The ~~USSA shall have a Board of Directors (“the Board”) which~~Board shall lead the USSA in the pursuit of the realization of its vision and the fulfillment of its mission, rather than managing the activities of the USSA in any particular area or on a day-to-day basis.

1. The authority and responsibilities of the Board shall include the following:

(a) The Board shall ensure that the activities of the USSA are guided by clear strategic plans, organizational priorities, and program goals and objectives consistent with the vision, mission and objectives of the USSA.

(b) The Board shall provide for the management of the USSA by an effective CEO whose performance is regularly evaluated by the Board based upon well-defined criteria. The CEO shall serve at the pleasure of the Board, which shall have full authority to hire, contract with, conduct periodic performance evaluations of, and replace the CEO of the USSA in its discretion.

(c) The Board shall adopt, and require consistent application of, objectively set systems, policies and procedures for the operation of the USSA.

(d) The Board shall endeavor to develop and maintain an effective partnership between the paid professional staff and volunteer members of the USSA.

(e) The Board shall require that the CEO operate and manage the USSA in a manner which is fiscally and legally sound.

(f) The Board shall set the fiscal year of the USSA, and shall adopt schedules listing all dues, fees, and other charges levied against USSA members and affiliates which the Board deems to be necessary and appropriate.

(g) The Board shall be responsible for the governance of all disciplines under the jurisdiction of the USSA, and in discharging such responsibility, the Board shall give significant weight to the recommendations of the relevant ~~Discipline Committee~~[Sport Committee](#) on any matters specific to a particular discipline.

(h) The Board shall have the authority and the responsibility to establish, review on an annual basis, regulate, modify, or disband committees, working groups, or task forces, except that the Board shall not be authorized to disband any committee established under these bylaws as a “permanent standing committee.”

(i) The Board shall, in coordination with the CEO, appoint or nominate the USSA’s representative(s) to the FIS, who shall serve at the pleasure

1 of the Board.

2
3 (j) The Board shall, in coordination with the CEO, appoint or
4 nominate the USSA’s representative(s) to the USOC, who shall serve at the
5 pleasure of the Board. Generally, the Board shall make such appointments prior to
6 each quadrennial of the USOC, but the Board may also do so during an Olympic
7 quadrennial to fill a position vacated by removal, retirement, resignation or
8 otherwise.

9
10 (k) The Board may accept, reject, or terminate jurisdiction of
11 disciplines at the annual meeting of members if, after reasonable public discussion
12 and debate at such meeting, a majority of all members of the Board votes in favor
13 of such action.

14
15 (l) The Board shall appoint all trustees of the United States Skiing
16 Foundation to administer such for the benefit of the USSA development
17 programs.

18
19 (m) The Board shall exercise all such other authority consistent with
20 these bylaws as may be necessary and appropriate to ensure the proper
21 government and functioning of the USSA.

22
23 (n) The Board may make distributions of the assets or income of the
24 USSA to a cooperative non-profit corporation consistent with its charitable,
25 educational purposes and/or for other purposes that further the USSA’s corporate
26 interest.

27
28 2. The Board shall be comprised of members in good standing of the USSA
29 who, except for eligible athlete representatives, shall be over twenty-one (21) years of
30 age.

31
32 3. When a Board seat is going to become available due to a current director’s
33 term ending, or becomes available due to the resignation or removal of a director, the
34 Board shall have the right, but not the obligation, to provide the Nomination and
35 Governance Committee with a written description of the qualifications, skills, and
36 experiences the Board feels would be beneficial to the corporation in its next director. In
37 any case, regardless of whether or not the Board provides such written description, in
38 case of a vacancy, the Nomination and Governance Committee shall then solicit, review,
39 and if appropriate interview candidates for such Board seat and shall recommend one
40 candidate for the Board to consider in filling each available Board seat as is set forth in
41 Article IV(6)(A) (7)(b) below.

42
43 4. Every ~~member of the Board~~director shall be entitled to vote in person on
44 Board business unless the ~~member director~~ is designated below as a non-voting *ex officio*
45 member or is ineligible under the USSA’s conflict of interest policies. Voting by proxy
46 shall not be permitted. The Board shall be constituted as follows:

47
48 (a) One ~~member~~director representing each of the Discipline

1 | ~~Committee Sport Committees, nominated by his/her respective Discipline~~
2 | ~~Committee, subject to disapproval by the Board by vote of two thirds (2/3) of all~~
3 | ~~members of the Board as constituted at the beginning of the meeting at which~~
4 | ~~such vote is taken;~~

5 |
6 | (b) Six ~~members-directors~~ from the United States Ski and Snowboard
7 | Team Foundation (“USSTF”) Board of Trustees, ~~who shall be nominated by the~~
8 | ~~USSTF Board of Trustees, subject to individual disapproval by the Board by vote~~
9 | ~~of two thirds (2/3) of all members of the Board as constituted at the beginning of~~
10 | ~~the meeting at which such vote is taken (the USSTF is an affiliate of the USSA~~
11 | ~~which acts in concert and coordination with the USSA in pursuing the USSA’s~~
12 | ~~objectives);~~

13 |
14 | (c) One eligible athlete (as that term is defined in Article IV, Section E
15 | above) representative for each discipline within the jurisdiction of the USSA
16 | which has a concomitant Sport Committee. Each eligible athlete representative
17 | shall be selected by a majority vote of the eligible athletes who earned their
18 | eligibility competing in the same discipline, or as otherwise provided by the
19 | Athletes’ Council. The USSA shall assist the Athletes’ Council in this election
20 | process by, among other things, distributing nomination notices and election
21 | materials, providing assistance in vote counting, and otherwise assisting with
22 | issues associated with the voting process. In the event that the Board is expanded
23 | to a size at which one eligible athlete ~~Board member~~director per discipline is
24 | inadequate to maintain at least twenty percent (20%) eligible athlete membership
25 | and voting strength on the Board, then additional eligible athlete seats shall be
26 | added to the Board, and such seats shall be filled in accordance with such
27 | procedures as are established from time to time by the Athletes’ Council;

28 |
29 | (d) One USSA representative to the International Ski Federation (FIS)
30 | who shall serve on the Board at the pleasure of the Board, but whose seat shall be
31 | considered for reappointment or a new appointment at least once every two (2)
32 | years and who shall function in a non-voting *ex officio* capacity.

33 |
34 | (e) Three members of the USSA who shall serve on the Board at the
35 | pleasure of the Board, but whose seats shall be considered for reappointment or a
36 | new appointment at least once every two years.

37 |
38 | (f) One USSA representative to the United States Olympic Committee
39 | (USOC) who shall serve on the Board at the pleasure of the Board, but whose seat
40 | shall be considered for reappointment or a new appointment at least once every
41 | two (2) years and who shall function in a non-voting *ex officio* capacity.

42 |
43 | (g) One ~~member-director~~ who is the current elected President or
44 | Chairman of the Board of the National Ski Areas Association (NSAA) who shall
45 | function in a non-voting *ex officio* capacity;

46 |
47 | (h) One ~~member-director~~ who is the current elected President or
48 | Chairman of the Board of SnowSports Industries of America (SIA) who shall

function in a non-voting *ex-officio* capacity;

(i) One ~~member~~director who is the USSA’s athlete-elected representative to the USOC who shall function in a non-voting *ex officio* capacity except at such times as there are an even number of Board seats in existence which carry the right to vote, during which times the athlete-elected representative to the USOC shall be a full voting member of the Board;

(j) Any representatives of amateur snowsport organizations approved for such representation pursuant to Article V, Section G of these bylaws;

(k) The Chairman of the USSA;

~~(l)~~(l) The Chairman of the Audit Committee who shall function in a non-voting *ex officio* capacity unless the person holds a voting seat on the Board through other means and;

~~(m)~~ The CEO of the USSA who shall serve on the Board for the duration of his/her employment as CEO and shall not be subject to any prescribed term limits.

35. Except with respect to FIS, USOC, SIA, NSAA and Athletes Advisory Council representatives, or as provided otherwise herein~~the CEO directors~~, each ~~member of the Board~~director shall serve a regular ~~two~~four-year term, beginning with the annual ~~Board~~ meeting. ~~Athlete Representatives shall serve a regular three year term.~~ Board terms shall be subject to the following provisions:

(a) ~~Members of the Board~~Directors may serve for a maximum of ~~six~~two (~~6~~2) full consecutive terms, unless elected as an officer before the end of a ~~sixth-second~~ (~~6th~~2nd) full consecutive term, in which case ~~a member~~the director may serve on the Board until the expiration of the term of his/her office. Notwithstanding the foregoing, directors may be reconsidered for re-nomination to the Board after a service gap of four years has elapsed.

(b) The seat of any ~~board member~~director who is elected Vice Chair shall not come up regularly for election until such seat is vacated by such ~~member~~director by either succession to the chairmanship, removal, resignation or failure in a regular election to be retained in such office by the Board.

(c) Those ~~members~~directors representing the NSAA and SIA shall serve on the Board so long as they satisfy the criteria set forth above for those seats, and shall not be subject to any prescribed term limits.

(d) Those ~~members~~directors representing the FIS and USOC shall serve on the Board at the pleasure of the Board, and shall not be subject to any prescribed term limits.

(e) The Board shall provide for staggering of terms on the Board by,

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1 from time to time, extending or shortening terms of voting directors by up to one
2 years such that one-third (other than the CEO) or as near to one third as is
3 practicable shall be seated every other year. Notwithstanding anything in these
4 bylaws to the contrary, action to shorten or extend Board terms to provide for
5 staggering of terms shall require a majority vote of a quorum of the Board.
6

7 (f) In the event a seat representing the USS~~TF~~ or a Discipline
8 Committee~~Sport Committee~~ is vacated prior to the expiration of the regular term
9 for such seat, the USS~~TF~~ Board of Trustees or the relevant Discipline
10 Committee~~Sport Committee~~ shall nominate a slate of up to two (2) replacement
11 nominees for consideration by the Nomination and Governance Committee who
12 satisfies/satisfy the requirements set forth in these bylaws to serve for the duration
13 of the vacated term.
14

15 (g) ~~(g)~~ In the event the seat of any eligible athlete representative is
16 vacated prior to the expiration of the regular term for such
17 seat, the Athletes' Council shall nominate up to two (2)
18 replacement nominees for consideration by the Nomination
19 and Governance Committee who satisfy the requirements
20 set forth in these bylaws to serve for the duration of the
21 vacated term, such seat shall be filled with a replacement
22 from the appropriate discipline in accordance with such
23 procedures as are established from time to time by the
24 Athletes' Council, and shall serve for the duration of the
25 vacated term;

26 (h) When a director is elected to fill a vacancy because of the
27 resignation, removal, incapacity, disability or death of a
28 director, if the remaining term is for less than two (2) years,
29 then the director's service during such shortened term shall
30 not count towards the eight-year term limitation; and if the
31 remaining term is for between two (2) and four (4) years,
32 then the director's service during such shortened term shall
33 count as four-years toward the eight-year limitation
34 described above.

35 (i) The Board shall be empowered to vote to vacate any term limits set
36 forth herein. Any vote to vacate a term limit shall require a
37 simple majority of directors at any meeting at which a
38 quorum is achieved.
39

40
41 (hj) Any director with the exception of the CEO, may be removed for
42 cause by the Board by the affirmative vote of two-thirds (2/3) of all other
43 members of the Board, after due notice to and opportunity to respond by the
44 respective director. Cause may include, but not be limited to, unexcused absence
45 from two (2) consecutive meetings of the Board.
46

47 ~~4-6.~~ The Board shall provide a reasonable opportunity during the annual meeting
48 of members for USSA members to comment upon the actions and policies of

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1 | the Board and the USSA.

2 |
3 | 57. The Board shall form, from among its members, an Executive Committee
4 | which shall be empowered to act upon all matters requiring Board attention between
5 | meetings of the full Board. The Executive Committee shall have authority to act for the
6 | Board only in meetings in which all voting Executive Committee members are
7 | participating (either personally or via teleconference), and during such times the
8 | Executive Committee shall possess the same powers, authority and responsibilities as the
9 | Board. The Executive Committee shall be a permanent standing committee, and shall
10 | discharge its responsibilities in accordance with the following provisions:

11 |
12 | (a) The Executive Committee shall consist of five voting members,
13 | including the Chairman; the Vice Chair; ~~one Discipline Committee representative~~
14 | ~~designated by the Chairman of the USSA; one representative of the USSTF~~
15 | ~~designated by the Chairman of the USSA; and~~ one eligible athlete selected by the
16 | Athletes' Council and two additional members chosen by the Chairman who shall
17 | consult with the Nomination and Governance Committee in selecting those two
18 | members. The Chairman shall chair the committee. The ~~Treasurer, and the CEO;~~
19 | ~~and the USOC Athletes Advisory Council representative~~ shall be a non-voting
20 | ex officio members of the Executive Committee, and shall participate in all
21 | meetings. With the exception of the Chair, Vice-Chair, and CEO who shall serve
22 | on the Executive Committee as long as they hold their respective positions,
23 | members of the Executive Committee shall be considered for re-appointment
24 | every two (2) years.

25 |
26 | (b) All actions taken by the Executive Committee must be ratified by
27 | the Board at its next meeting where a quorum is present, and if not so ratified, fail
28 | and measures taken in support of the action should be reversed to the extent
29 | reasonably possible. Ratification may be made through the use of mailed
30 | consents in accord with Article VII (B)(5) of these Bylaws.

31 |
32 | 6.8. The Board shall form, from among its members, a Nomination and
33 | Governance Committee.

34 |
35 | (a) The Nomination and Governance Committee shall be comprised of
36 | five (5) members of the Board, representing a cross-section of backgrounds,
37 | selected by the Board Chairman, and shall include at least one eligible athlete
38 | representative, selected by the Athletes' Council.

39 |
40 | (b) The Nomination and Governance Committee shall select
41 | candidates for the Board to consider as follows: If a vacancy occurs or is about to
42 | occur in a position of a director selected from individuals nominated by the Sport
43 | Committees, or USSF, that constituency shall nominate up to two (2) individuals
44 | to be considered by the Nomination and Governance Committee for selection to
45 | be a director. Should a constituent group forward only one nominee, the
46 | Nomination and Governance committee shall have the right, but not the
47 | obligation, to nominate one other candidate for review. The Nomination and
48 | Governance Committee shall review each nominee to the Board to determine

1 his/her ability to provide effective representation and leadership on the Board,
2 including such things as whether such nominee appears to maintain as a principal
3 focus the well-being of the USSA generally rather than any particular interest or
4 issue; and whether he/she possesses the requisite understanding of his/her
5 particular discipline, competitive skiing and snowboarding generally, corporate
6 operations or other matters necessary to provide effective representation on the
7 Board. The Nomination and Governance Committee shall then select a candidate
8 and forward that candidate to the Board for its approval.
9

10 (c) The Nomination and Governance Committee may also be used to
11 assist the Board in appointing any committees created by the Board or which the
12 Board is required to fill under these bylaws.
13

14 ~~(d) For each nomination it considers, the Nomination and Governance Committee~~
15 ~~shall forward to the full Board a recommendation that the nomination either be accepted or~~
16 ~~rejected, along with any appropriate explanation for its recommendation. The Board shall not be~~
17 ~~bound by recommendations of the Committee. The Board generally should accept a nomination~~
18 ~~absent reasonable grounds for rejecting the nomination.~~

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19
20 (ed) The Nomination and Governance Committee shall, at the request
21 of the Chairman, work with the President and CEO to develop and implement an
22 appropriate orientation program for new Directors and continuing education of
23 existing Directors
24

25 (fe) The Nomination and Governance Committee shall, at the request
26 of the Chairman, review from time to time the governance structures of the USSA
27 and propose any changes which may be necessary and/or desirable.
28

29 (gf) The Nomination and Governance Committee shall be a permanent
30 standing committee.
31

32 79. The Board shall elect, from among its voting members, a Chairman and a
33 Vice Chair, each of whose terms of office shall be two-four years. ~~The Board shall also~~
34 ~~elect, from among its voting members, a Treasurer, whose term of office shall be two~~
35 ~~years.~~ The election and duties of the Chairman, Vice Chair ~~and Treasurer~~ shall be as set
36 forth below:
37

38 (a) The Chairman is the highest elective position in the USSA. The
39 responsibilities of the Chairman shall be to preside at all meetings of the Board.
40 The Chairman shall be a full voting member of the Board, and also be an *ex-*
41 *officio* member of all committees. The term of the office of Chairman shall be
42 two-four years, which shall be timed so that every other term commences at the
43 first annual meeting of members following the most recent Olympic Winter
44 Games. ~~The Chairman may only serve re shall be no limit on the number of two~~
45 ~~consecutive two-four (24) year terms as Chairman-director may be elected Chair.~~
46 Election of a member to the office of Chairman shall extend the ability of that
47 member to serve on the Board for longer than is permitted pursuant to Article
48 VI(A)(3)(a). The Chairman will not be eligible to receive any honorary awards of

1 the USSA during his/her tenure and until one year after his/her replacement by
2 his/her successor. Any ~~directormember~~ may nominate any other ~~member-director~~
3 for direct election to the office of Chairman. At the time he/she takes office, the
4 Chairman shall vacate his/her former seat on the Board and shall occupy only the
5 seat of the Chairman. His/her former seat shall be deemed vacated and shall be
6 filled in accordance with the procedures set forth in these bylaws for filling mid-
7 term vacancies.

8
9 (b) The Vice Chair shall discharge the duties and obligations of the
10 Chairman in his/her absence or in case of his/her inability to serve. The Vice
11 Chair shall be elected by the Board from among its current members every ~~two~~
12 four years at the annual meeting of members, and at a time prior to the
13 consideration of nominations of new members to the Board. Election of the Vice
14 Chair shall be timed such that every other term of the Vice Chair shall commence
15 at the first annual meeting of members following the most recent Olympic Winter
16 Games. Any ~~member of the Board~~director may nominate any other ~~member of~~
17 ~~the Board~~director for the position of Vice Chair. The Vice Chair shall be seated
18 and empowered from the time of his/her election until his/her successor is duly
19 elected.

20
21 ~~———— (c) The Treasurer shall ensure that all treasury functions of the USSA~~
22 ~~are handled professionally and competently, and will work with the chief financial~~
23 ~~officer of the USSA, and the accounting firm selected by the USSA toward such~~
24 ~~end. The Treasurer and chief financial officer will present financial data to all~~
25 ~~meetings of the Board, as well as at the annual meeting of members. The~~
26 ~~Treasurer shall be elected from among the current members of the Board every~~
27 ~~two years immediately following the election of the Vice Chair, and he/she shall~~
28 ~~serve a two year term unless his/her seat on the Board expires during such term~~
29 ~~and he/she is not re-elected or re-appointed to such seat. Any member of the~~
30 ~~Board may nominate any other member of the Board for the office Treasurer.~~
31 ~~Nominations and elections shall occur at the annual meeting of the Board in the~~
32 ~~year in which elections are scheduled to occur. The Treasurer shall be seated and~~
33 ~~empowered from the time of his/her election until his/her successor is duly elected~~
34 ~~and qualified.~~

35
36 B. The USSA shall have a Chief Executive Officer (“CEO”) who shall be appointed
37 by and serve at the pleasure of the Board, and who shall be responsible for the management and
38 operation of the USSA and its subsidiaries, in accordance with the general policy directives of
39 the Board.

40
41 1. The CEO shall be responsible for writing or approving job descriptions,
42 employing agents and/or staff, fixing terms of service and compensation, and periodically
43 reviewing the performance of the paid professional staff of the USSA.

44
45 2. The CEO shall be responsible for developing and maintaining an effective
46 partnership between the paid professional staff and the volunteers acting through the
47 Discipline CommitteeSport Committees.

1 3. The CEO is entrusted to conduct the business affairs of the USSA with
2 prudence, good business judgment, and in a financially responsible manner. The CEO,
3 acting in his/her fiduciary capacity, and subject to such restrictions as may be imposed by
4 the Board, is empowered to make whatever financial and management decisions he/she
5 deems to be in the best interest of the USSA, and is specifically empowered, among other
6 things, to do the following absent contrary direction from the Board:

- 7
8 (a) Enter into binding agreements on behalf of the USSA;
9
10 (b) Borrow funds on behalf of the USSA;
11
12 (c) Commit the resources of the USSA; and
13
14 (d) Propose budgets and establish financial controls.

15
16 C. The USSA shall have one ~~Discipline Committee~~Sport Committee for each
17 discipline under its jurisdiction ~~which that~~ shall work with designated employees to develop
18 plans, strategies and policies for submission to the CEO for the development and operation of
19 their respective disciplines, and to assist the company in the operation of its programs within
20 their respective disciplines. Each ~~Discipline Committee~~Sport Committee shall be a permanent
21 standing committee so long as its respective discipline remains subject to the jurisdiction of the
22 USSA.

23
24 1. Each ~~Discipline Committee~~Sport Committee shall consist of members of
25 the relevant discipline, selected without regard to race, color, religion, national origin or
26 sex, and elected by popular vote of the members of the relevant discipline, unless
27 specifically provided to the contrary below or in ~~discipline committee~~Sport Committee
28 operating procedures approved by the Board. Each ~~Discipline Committee~~Sport
29 Committee shall include among its members at least the following representatives:

- 30
31 (a) One member who is a member coach in the relevant discipline,
32 elected by the members who are member coaches in the relevant discipline;
33
34 (b) One member who is an official in the relevant discipline, elected
35 by the members who are officials in the relevant discipline;
36
37 (c) At least twenty percent (20%) eligible athlete representatives,
38 elected by the eligible athletes who earned their eligibility competing in the
39 relevant discipline;
40
41 (d) The CEO of the USSA, or his/her designated representative(s).

42
43 2. Subject to approval by the Board, a ~~Discipline Committee~~Sport
44 Committee may organize itself and/or its discipline by geographic subdivisions, and may
45 provide that some or all seats on the committee shall be filled by members representing
46 certain geographic subdivisions within the discipline. Geographic subdivisions and
47 ~~Discipline Committee~~Sport Committee structure shall not be established arbitrarily or in
48 such a way as to excessively concentrate representation or authority in any particular

1 geographic subdivision.

2
3 3. Subject to approval by the Board, each ~~Discipline Committee~~Sport
4 Committee shall determine the type and number of its committee officers, and those
5 officers shall be selected by the members of the ~~Discipline Committee~~Sport Committee.

6
7 4. Subject to any restrictions stated expressly in, or necessarily implied by,
8 these bylaws, and to approval by the Board, each discipline shall be entitled to establish
9 its own operational policies and procedures enabling it to conduct its affairs in any
10 manner approved by a majority of its members, including without limitation, organization
11 into geographic subdivisions.

12
13 5. Each ~~Discipline Committee~~Sport Committee shall complete the
14 nomination of its Board representative prior to the commencement of the annual meeting
15 at which the Board is scheduled to elect its officers.

16 ~~5. —~~

17
18 6. Each ~~Discipline Committee~~Sport Committee shall form a Judicial
19 Committee composed of at least three members. ~~Each Discipline Committee must~~
20 ~~submit a list of candidates to the Nomination Screening Committee which includes a~~
21 ~~detailed biography of the candidate's qualifications to so serve. Each Discipline~~
22 ~~Committee should strive to present the Nomination Screening Committee with twice as~~
23 ~~many candidates as there are vacant positions to be filled. Athlete representation must~~
24 ~~equal or exceed 20% of total representation.~~ Each discipline's Judicial Committee shall
25 be responsible for considering matters referred to it by the USSA Judicial Committee.
26 Each discipline's Judicial Committee shall also preside over proceedings conducted in
27 accordance with Article IX below, concerning suspension or revocation of the right of
28 members to participate in protected competition, if referred by the USSA Judicial
29 Committee.

30
31 D. There shall be a Judicial Committee appointed by the Board who shall serve for
32 fixed terms. Decisions of the USSA Judicial Committee shall be final and non-appealable within
33 the USSA. The USSA Judicial Committee shall establish policies and procedures not
34 inconsistent with these Bylaws, which shall be approved by the Board.

35
36 1. The composition of the Judicial Committee shall be as follows:

- 37
38 (1) A ~~senior~~ member at large of the USSA ~~and one alternate~~ who shall serve
39 as the Judicial Committee's Chair and who shall have some legal training
40 as a prerequisite for consideration;
41
42 (2) One eligible athlete member ~~and one alternate~~, selected by the Athletes'
43 Council;
44
45 (3) One discipline representative ~~and one alternate~~ from the discipline most
46 closely involved in the particular issue before the USSA Judicial
47 Committee, which representative shall be drawn from the discipline's
48 judicial committee and appointed by the Chair of the USSA Judicial

1 Committee and who shall not have participated in the decision at the
2 ~~discipline committee~~Sport Committee level.

- 3
4 2. Nominations for appointment to the Judicial Committee shall be provided to the
5 Board by the Nomination ~~Screening and Governance~~ Committee. In preparing to
6 present such nominations, the Nomination ~~Screening and Governance~~ Committee
7 shall place significant weight on the availability of members under consideration
8 to be located and contacted on short notice during the competition season as well
9 as the members' knowledge of the USSA and of judicial process in general.
10 Members of the Judicial Committee shall be considered every two (2) years for
11 retention and there shall be no limit on the number of terms that can be served.

- 12
13 3. The Judicial Committee shall be a permanent standing committee.

14
15 E. There shall be an Ethics Committee appointed by the Board. No more than one
16 member of the Ethics Committee may be a director at any one time. The other two members
17 shall be proposed by the Nomination and Governance Committee and approved by the Board and
18 shall be considered every two (2) years for retention and there shall be no limit on the number of
19 terms that can be served ~~comprised of knowledgeable members of the USSA (who may, but~~
20 ~~need not be members of the Board) who shall serve for fixed terms.~~ The Ethics Committee shall
21 be responsible for the administration of the written code of conduct and ethical practices
22 promulgated by the Board. The Ethics Committee shall be a permanent standing committee.

23
24 F. There shall be an Athletes' Council which shall broaden communication between
25 the USSA and athletes, and represent to the Board from time to time the interests of the athletes.
26 The Athletes' Council shall be constituted, organized and operated as determined by the vote of
27 the eligible athletes, subject to approval by the Board, and in accordance with the USOC's
28 requirements.

29
30 G. There shall be an Audit Committee appointed by the Board. The Audit
31 Committee's primary duties and responsibilities are to review and appraise the audit efforts of
32 the organization's independent accountants, to provide an open avenue of communication among
33 the independent accountants, management, and the Board of Directors, and to serve as an
34 independent and objective party to review and monitor the organization's financial reports and
35 internal control processes. The Audit Committee shall establish policies and procedures not
36 inconsistent with these Bylaws, which shall be approved by the Board. The Audit Committee
37 shall be a permanent standing committee. ~~Nominations for appointment to the Audit Committee~~
38 shall be provided to the Board by the Nomination ~~and Governance~~Screening Committee.

ARTICLE VII
Meetings

A. The annual meeting ~~of the USSA of members required under~~[pursuant to](#) Utah Code Ann. § 16-6a-701 shall be held in the spring or summer in conjunction with the spring or summer meetings of the Board and the ~~Discipline Committee~~[Sport Committees](#).

B. The Board shall meet as a body at least once during each fiscal year, in accordance with the following provisions:

1. An annual meeting of the Board shall be held in conjunction with the annual meeting of members and of ~~Discipline Committee~~[Sport Committees](#) in spring or summer.

2. All regular meeting dates will be established at the prior board meeting with written notice of each meeting to be given at least sixty (60) days prior to each meeting.

3. Special meetings of the Board may be called by the Chairman or seven (7) directors by written request to the Chairman and Vice Chair. Time, place, reason, and agenda for special meetings will be sent to all directors with a minimum of thirty (30) days notice per meeting, unless an emergency requires less notice. In the event of failure by the Chairman to: (1) call a special meeting of the Board within ten (10) days of written request by seven (7) directors, as described above, or (2) poll the members of the Board and determine that a majority choose not to conduct a special meeting, then the Vice Chair is empowered and required to call such a meeting in the same manner as the Chairman. Special meetings may be conducted and attended either in person, or via teleconference. [The only business that may be conducted at a special meeting shall be that which has been contained within the agenda transmitted with the written request discussed above.](#)

4. All meetings of the Board shall be open to attendance by any interested member in good standing of the USSA, except that the Board may close such meetings for discussion of personnel issues or matters of a legally sensitive nature.

5. Whenever any notice is required to be given by the Utah Revised Nonprofit Corporation Act, by the Articles or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice; provided, however, that notice may not be waived for amendments to these bylaws. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where any person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened, and the person so objects at the beginning of the meeting.

6. Any action required or permitted to be taken at a meeting of the Board or

1 of a committee of the Board, except for votes to amend the Bylaws of USSA may be
2 taken without a meeting if USSA delivers a written ballot to every Director or Committee
3 member entitled to vote on the matter. A written ballot shall set forth each proposed
4 action and provide an opportunity to vote for or against each proposed action. All written
5 ballots shall (1) indicate the number of responses needed to meet quorum requirements,
6 (2) state the percentage of approvals necessary to approve each matter (3) specify the
7 time by which a ballot must be received by USSA in order to be counted and (4) be
8 accompanied by written information sufficient to permit each person to make an
9 informed decision on the matter presented. Approval by written ballot shall only be valid
10 when those entitled to vote are given at least 15 days from the day on which the notice is
11 mailed and the number of approvals equals or exceeds the number of votes that would be
12 required to approve the matter at a meeting at which the total number of votes cast was
13 the same as the number of votes cast by ballot. ~~prior or subsequent to the action, a~~
14 ~~consent or consents in writing setting forth the action so taken shall be unanimously~~
15 ~~agreed to by all of the directors in office or the members of the committee, as the case~~
16 ~~may be, and filed with the Chairman.~~

17
18 7. In the event of a procedural dispute, Robert’s Rules of Order, most current
19 edition, will be consulted and will govern. In the event of any ambiguity or deficiency in
20 these bylaws, the Board shall adopt an interpretation of the provision at issue by majority
21 vote.

22
23 8. The Chairman shall arrange for the taking of minutes at all meetings of the
24 Board and at the annual meeting of members and will certify that they represent an
25 accurate meeting history. Minutes of all meetings will be distributed to all directors, and
26 be made available upon request to all members within thirty (30) days of each meeting.

27
28 C. The ~~Discipline Committee~~Sport Committees shall meet at least once during each
29 fiscal year, and all meetings of each ~~Discipline Committee~~Sport Committee shall be governed by
30 the following provisions and any procedures adopted by the ~~Discipline Committee~~Sport
31 Committee which do not conflict with these bylaws:

32
33 1. The ~~Discipline Committee~~Sport Committees shall meet once in
34 conjunction with the annual meeting ~~of members and the Board meeting~~ in spring or
35 summer.

36
37 2. All meeting dates will be established at the prior ~~Discipline~~
38 ~~Committee~~Sport Committee meetings, with written notice of each meeting to be given at
39 least sixty (60) days prior to each meeting.

40
41 3. The ~~Discipline Committee~~Sport Committees may establish additional
42 meeting schedules, and procedures for calling special meetings, so long as such schedules
43 and procedures do not conflict with these bylaws.

44
45 D. Any member of the Board or any ~~Discipline Committee~~Sport Committee not
46 physically present at a meeting may participate in such meeting by the use of any

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1 | telecommunications system ~~which~~ that enables him/her to engage in two-way communication
2 | with all of the other directors taking part in the meeting, and shall be deemed present in case of
3 | such participation.

4 |
5 | E. At any meeting of the Board or any permanent standing committee, a quorum
6 | shall consist of a majority of all directors or members of the committee entitled to vote. A
7 | meeting at which a quorum is initially present may continue to transact business notwithstanding
8 | the withdrawal of directors or committee members if any action taken is approved by a number
9 | which would constitute at least a majority of the required quorum; provided that the following
10 | actions can only be taken when a full quorum is present: (i) election of officers; (ii) approval of
11 | annual budgets by the Board; and (iii) such other issues as may be designated elsewhere in these
12 | bylaws as requiring a certain number of votes or attendees.

ARTICLE VIII
Conflict of Interest and Ethical Practices

A. The Board shall adopt a written code of conduct and ethical practices for the USSA ~~which that~~ shall include the requirement that each officer and member of the Board and of each ~~Discipline Committee~~[Sport Committee](#), as well as senior staff members, annually agree in writing to abide by such code. The code may be amended from time to time by the Board as it may deem advisable.

B. The Code shall be administered by the Ethics Committee, and shall include at least the following restrictions:

1. Any officer of the USSA, or member of the Board, or of any ~~Discipline Committee~~[Sport Committee](#), who has a financial interest in any contract or transaction involving the USSA shall have no vote with respect to approval of such contract or transaction; and

2. No ~~director of the USSA, member of a Discipline Committee, or other~~ USSA member, shall receive any form of compensation or reimbursement of travel expenses from the USSA unless specifically authorized by the Board. ~~Directors except that eligible athlete representatives~~ may be reimbursed for travel expenses [incurred attending Board meetings, upon demonstration of financial need and subject to Board approval.](#)

ARTICLE IX
Grievances, Suspensions and Appeals

A. Grievances. Every member of the USSA shall have the right to pursue written grievances concerning actions by the USSA, its Board, any of its committees, or any of their members acting in their official capacities in accordance with the procedures set forth below:

1. A grievance shall be defined as an allegation by a member that the USSA, its Board, any of its committees or any member while acting in an official capacity has violated the Articles of Incorporation or bylaws of the USSA or the official written policies and procedures of the USSA, or has failed to discharge its obligations as a National Governing Body under the USOC Bylaws or the Amateur Sports Act. The grievance procedures set forth in this Section A do not apply to the USSA staff employment issues, Competition Jury appeals, Team Selection appeals or Suspensions or to matters falling within the jurisdiction of the United States Center for SafeSport. Grievances do not include complaints against or disapproval of policy decisions of the Board, and the USSA Judicial Committee shall respond to any effort to raise such issues in the form of a grievance by notifying the complainant in writing that the USSA Judicial Committee lacks jurisdiction over policy decisions, and that such issues should be brought to the attention of the CEO, the relevant ~~Discipline Committee~~[Sport Committee](#), or the Board through a Board member or during the open comment period of the annual meeting. The USSA Judicial Committee may decline to consider a grievance, and instead refer the complaining party to the USOC’s dispute resolution process if the matter complained of does not affect or concern the ability of a member to pursue athletic excellence within the USSA.

2. A complainant may initiate the grievance process by filing a written complaint with the principal office of the USSA. The Complaint shall include the following:

- (a) The identity of the complainant;
- (b) The identity of the member(s), Board(s), or committee(s) of the USSA against whom the grievance is directed (hereinafter collectively the “Respondents”);
- (c) A short and plain statement of the facts giving rise to the grievance, including the action at issue, the Articles of Incorporation, Bylaws or official written policies or procedures adopted by the Board which are alleged to have been violated by the action, the parties involved in the action, the harm to the complainant as a result of such action, and the relief sought;
- (d) The signature of the complainant (and the signature of his/her parent or legal guardian if he/she is under eighteen (18) years of age); and
- (e) Any reasonable filing fee adopted in advance by the Board.

3. Within ten (10) days of receiving the Complaint, a member of the the

1 USSA Judicial Committee shall notify the Complainant in writing whether the USSA
2 Judicial Committee shall hear the Complaint, refer it to a lower body, or decline to
3 consider it entirely for the reasons set forth above. Normally, if the USSA Judicial
4 Committee does not decline to consider the matter in its entirety, it shall refer the matter
5 to a ~~Discipline Committee~~[Sport Committee](#) Judicial Committee for disposition.
6 Notwithstanding the foregoing, the USSA Judicial Committee may choose to hear the
7 matter if it is urgent or concerns a matter of great significance to the USSA.
8

9 4. Regardless of whether or not the USSA Judicial Committee chooses to
10 hear the matter or refers it to a lower body, within thirty (30) days of receiving the
11 Complaint, a member of the appropriate Judicial Committee shall complete an
12 investigation and written report of the findings of his/her investigation, which report shall
13 contain a preliminary ruling. The report and preliminary ruling shall be provided to the
14 Complainant, Respondent, and the full body of the appropriate Judicial Committee.
15

16 5. Within ten (10) days of delivery of the report and preliminary ruling, the
17 Complainant or any Respondent may demand a hearing by submitting written notice of
18 such demand and any reasonable filing fee adopted in advance by the Board to the CEO,
19 who shall in turn immediately forward copies of such notice to the Judicial Committee
20 responsible for preparing the preliminary ruling. If the Complainant has already been
21 afforded a hearing by a lower tribunal, the USSA Judicial Committee may decline to
22 conduct a second hearing and will focus its review only on the adequacy of the process
23 and the reasonableness and appropriateness of the result afforded by the lower tribunal
24 based upon the written record. If the appropriate Judicial Committee grants either
25 party's request for a hearing, it shall be scheduled and conducted at such time as is
26 convenient for the committee and all parties, but in any event not more than one hundred
27 twenty (120) days after the demand for hearing is made, unless all parties consent in
28 writing to such delay. If the committee and the parties are unable to agree upon a
29 convenient location for such hearing, then the hearing shall be conducted at the principal
30 office of the USSA, but in such event, any party or member of the Judicial Committee
31 may then participate in the hearing via telephone or video-conference. If no party
32 demands a formal hearing, the report and preliminary ruling shall become final.
33

34 6. Each party shall have the following rights during the hearing:

35 (a) To be assisted or represented by legal counsel of the party's
36 choosing;

37 (b) To call witnesses and present oral and written evidence and
38 argument which the hearing panel, during the hearing, deems relevant;

39 (c) To confront and cross-examine adverse witnesses; and

40 (d) To have an audio, video or stenographic record made of the
41 hearing at the party's own expense.
42

43 7. Within fifteen (15) days of the formal hearing, the committee shall issue
44 written findings and conclusions, and shall issue its order, if any, along with a written
45
46
47
48

1 explanation of the reasons for its order. If prepared by the USSA Judicial Committee
2 the order so entered shall be non-appealable within the USSA.

3
4 8. The prevailing party in any grievance shall be entitled to a refund of any
5 filing fees he/she has paid during the course of the grievance procedure.

6
7 **B. Team Selection.** Any member who believes that he/she has wrongfully been
8 denied membership on any team whose members are selected through participation in “protected
9 competition,” as that term is defined in the USOC Bylaws, shall be entitled to appeal such
10 decision in accordance with the following procedures:

11
12 1. As soon as possible after receiving notice of an adverse team selection
13 decision (but in all cases within three (3) days of any written notice of such decision,
14 unless the third day falls on a weekend or holiday, in which case such deadline shall be
15 extended until the next business day), a member who believes that such decision was
16 arbitrary or unreasonable shall file a written appeal with the CEO of the USSA. The
17 written appeal may be filed in person, via facsimile, electronic mail, by regular mail or by
18 other overnight delivery service. Failure to timely file such an appeal shall be deemed a
19 waiver of any objections to the Team Selection decision, and that decision shall then
20 become final and non-appealable within the USSA. The written appeal shall include the
21 following:

22
23 (a) The identity of the appellant;

24
25 (b) The identity of the USSA representative apparently responsible for
26 the decision (hereinafter collectively the “appellee”);

27
28 (c) A statement identifying whether the appeal requires action within
29 five (5) days, and if so, the reasons why “urgent” attention is required;

30
31 (d) Citation of the criteria, standards or other material which the
32 appellant contends USSA was obliged to follow in rendering the decision at issue;

33
34 (e) A short and plain statement of all facts which the appellant
35 contends demonstrate his/her satisfaction of the selection criteria at issue, and any
36 other facts which the appellant contends demonstrate that the decision was not in
37 accord with the published team selection procedures and criteria; and

38
39 (f) The signature of the complainant (and the signature of his/her
40 parent or legal guardian if he/she is under eighteen (18) years of age).

41
42 2. Upon receiving the written appeal, the CEO shall immediately distribute a
43 copy of the appeal to each member of the USSA Judicial Committee. Within ten (10)
44 days of receiving the Complaint, a member of the USSA Judicial Committee shall notify
45 the Complainant in writing whether the USSA Judicial Committee shall hear the matter
46 or refer it to a lower body for disposition.

47
48 3. If the appeal is urgent (i.e., requires a decision within five (5) days), the

1 USSA Judicial Committee shall convene a hearing via teleconference as soon as possible
2 which shall include as many members of the Judicial Committee as can be gathered for
3 the emergency teleconference after best efforts to obtain a quorum, and shall also include
4 the aggrieved member and appellee if possible.
5

6 4. If the appeal is not urgent, the appropriate Judicial Committee shall
7 schedule a hearing either in person or via teleconference at the earliest time convenient
8 for members of the Judicial Committee, the aggrieved member and the appellee, and shall
9 provide written notice of the date, and time for the hearing. Any person entitled to
10 participate in the hearing may do so via teleconference.
11

12 5. Notwithstanding anything herein to the contrary, if the urgency of the
13 appeal requires a decision before a quorum of the appropriate Judicial Committee can be
14 gathered despite best efforts to obtain a quorum, then the decision of those Judicial
15 Committee members who were able to participate in the hearing shall be final, and shall
16 not be subject to attack on the basis that a quorum was not present.
17

18 6. In any hearing conducted under this section, the aggrieved member shall
19 have the same rights afforded complainants with grievances under Section A, paragraph 6
20 of this Article.
21

22 7. In any hearing conducted under this section, the Judicial Committee shall
23 affirm the team selection decision at issue unless the aggrieved member proves by clear
24 and convincing evidence that the decision was not in accord with the published team
25 selection procedures and criteria.
26

27 **C. Non-Disciplinary Start Right and Participation Appeals.** Any member of the
28 USSA who claims that he/she is threatened with denial by the USSA or its representatives of the
29 right to start or participate in any protected competition shall be entitled to review of such
30 decision in accordance with the procedures set forth in this Section. The following procedures
31 shall not apply to alleged denials of start rights or participation rights arising out of disciplinary
32 proceedings conducted in accordance with Section D of this Article or to matters falling within
33 the jurisdiction of the United States Center for SafeSport.
34

35 1. The officer, representative or staff member of the USSA responsible for
36 determining start or participation rights for any protected competition must immediately
37 notify any member with any expectation of competing or participating in such
38 competition of any decision limiting or blocking such member's competition or
39 participation in the event, and must provide reasons for the decision.
40

41 2. As soon as possible after receiving notice that he/she will not be permitted
42 to start or participate in a protected competition (but in all cases within three (3) days of
43 any written notice of such decision, unless one or more of the days is a weekend or
44 federal holiday, in which case such deadline shall be extended so as to afford the member
45 the benefit of three business days), a member who believes that such decision was
46 improper shall file a written appeal with the CEO of the USSA. The written appeal may
47 be filed in person, via facsimile, by electronic mail, regular mail or by other overnight
48 delivery service. Failure to timely file such an appeal shall be deemed a waiver of any

1 objections to the decision, and that decision shall then become final and non-appealable
2 within the USSA. The written appeal shall include the same information required under
3 Section B, paragraph 1(a) through 1(f) of this Article.
4

5 3. Upon receiving the written appeal, the CEO shall immediately distribute a
6 copy of the appeal to each member of the USSA Judicial Committee.
7

8 4. If the appeal is urgent (i.e., requires a decision within five (5) days), the
9 USSA Judicial Committee shall convene a hearing via teleconference as soon as possible
10 which shall include as many members of the Judicial Committee as can be gathered for
11 the emergency teleconference, after using best efforts to obtain a quorum, and shall also
12 include the aggrieved member and appellee if possible.
13

14 5. If the appeal is not urgent, the USSA Judicial Committee may refer the
15 matter to a lower body within the USSA for disposition. In that case, the appropriate
16 Judicial Committee shall schedule a hearing either in person or via teleconference at the
17 earliest time convenient for members of the Judicial Committee, the aggrieved member
18 and the appellee, and shall provide written notice of the date, time and type of hearing.
19 Any person entitled to participate in the hearing may do so via teleconference.
20

21 6. Notwithstanding anything herein to the contrary, if the urgency of the
22 appeal requires a decision before a quorum of the Judicial Committee can be gathered,
23 then the decision of those Judicial Committee members who were able to participate in
24 the hearing shall be final, and shall not be subject to attack on the basis that a quorum
25 was not present.
26

27 7. In any hearing conducted under this section, the aggrieved member shall
28 have the same rights afforded complainants with grievances under Section A, paragraph 6
29 of this Article.
30

31 8. In any hearing conducted under this section, the Judicial Committee shall
32 affirm the decision at issue unless the aggrieved member proves by clear and convincing
33 evidence that the decision was improper.
34

35 9. If the USSA Judicial Committee refers the matter to a lower body for
36 disposition, and the aggrieved member demands review of that body's decision, if a
37 quorum of the USSA Judicial Committee can be gathered to meet in person or via
38 teleconference prior to the start of the competition at issue, the aggrieved member shall
39 be entitled to have the decision of the lower body reviewed. In any such appeal, the
40 decision of the lower body shall be entitled to deference and shall be affirmed unless the
41 aggrieved member proves by clear and convincing evidence that the decisions below
42 were arbitrary or unreasonable.
43

44 **D. Suspension from Participation in Competition.** The USSA shall not, through
45 its officers, employees, representatives or otherwise, suspend any member for disciplinary
46 reasons (including violations of the USSA Code of Conduct or the provisions of any contract
47 between the member and the USSA) from participating or competing in any future "protected
48 competition" (as defined in the USOC Bylaws) without fair notice and the opportunity for a

1 hearing concerning such action as set forth below. These procedures shall not apply to any
2 matter falling within the jurisdiction of the United States Center for SafeSport.

3
4 1. General Provisions. Credible allegations that any member has violated
5 any relevant federal, state or local law in connection with his/her participation in USSA
6 activities, has violated USSA codes of conduct or agreements with the USSA, or other
7 policies of the USSA and that such conduct warrants disciplinary action including
8 suspension of competition eligibility may be presented to any member of the USSA
9 Judicial Committee, or the CEO or his/her designee. Upon receipt of such credible
10 allegations, it is the duty of such person to immediately notify the Chairman of the Board
11 of Directors and the CEO of the same.

12
13 2. Long-term Suspension Proceedings. If the CEO or his/her designee
14 determines that the member who is subject to any allegations contemplated by paragraph
15 1 (i) may be eligible to compete in a competition under the jurisdiction of the USSA, FIS
16 or USOC which is scheduled to occur more than fifteen (15) days from the date the CEO
17 or designee receives the allegations, or (ii) may be subject to sanctions including
18 suspension from more than one such competition in which that member is objectively
19 qualified to participate, the USSA shall comply with the following procedures:

20
21 (a) The CEO or his designee shall immediately cause the USSA staff
22 to refer any such allegations referenced in Paragraph 1 of this Section D and any
23 documents or materials relevant to those allegations to the USSA Judicial
24 Committee.

25
26 (b) The USSA Judicial Committee may consider the matter or may
27 refer it to a lower body within the USSA for disposition. In either case, one
28 member of the appropriate Judicial Committee shall prepare and transmit to the
29 USSA CEO and the member written notice of proposed disciplinary proceedings
30 via overnight delivery service or other similar, verifiable delivery method which
31 notice shall include the following:

32
33 (i) identity of the member at issue;

34
35 (ii) citation of any rules, laws, codes of conduct, policies or
36 provisions of any agreement between the member and the USSA which
37 the member is alleged to have violated;

38
39 (iii) factual basis for such allegation;

40
41 (iv) the maximum potential sanction; and

42
43 (v) proposed time, date and place of the hearing (which shall
44 be scheduled to begin at least seven (7) days before any affected
45 competition, but no more than thirty (30) days after the date of the notice).
46 The time, date and place of the hearing may be subsequently modified by
47 the CEO or his/her designee if necessary to accommodate the schedules of
48 parties, witnesses and other participants, provided however, that the

1 hearing shall not be moved or rescheduled if doing so would prevent
2 participation by the member at issue or prevent the hearing from being
3 concluded at least forty-eight (48) hours before any affected competition.
4

5 (c) The designated member of the appropriate Judicial Committee
6 shall conduct such investigation as he/she deems necessary and shall prepare a
7 written report of findings and recommendations, which shall include a short and
8 plain statement of the operative facts, set forth in numbered sentences or
9 paragraphs, which would form the basis for any disciplinary action. This report
10 shall be transmitted to the appropriate Judicial Committee and the member no less
11 than forty-eight (48) hours prior to the start of the hearing.
12

13 (d) At any disciplinary hearing, the designated member of the
14 appropriate Judicial Committee shall be responsible for presenting all evidence of
15 wrongdoing against the member to the balance of the appropriate Judicial
16 Committee. The designated member shall have voice but no vote at the hearing.
17

18 (e) The appropriate Judicial Committee shall conduct a hearing at the
19 appointed time and place in which the participants shall have the rights set forth in
20 Section A, paragraph 5 of this Article. The appropriate Judicial Committee may
21 suspend or revoke a member's right to participate in protected competition only if
22 it finds by a unanimous vote (if the panel is composed of three members) or a
23 majority vote (if the panel is composed of five or more) that a preponderance of
24 the evidence shows the member has, in fact, engaged in conduct which violated
25 applicable laws while representing the USSA or in connection with his/her
26 participation in USSA activities, or has violated USSA codes of conduct, policies
27 or agreements with the USSA.
28

29 (f) At least twenty-four (24) hours before any affected competition,
30 but in no event more than fifteen (15) days after the hearing, the appropriate
31 Judicial Committee shall issue a written decision dismissing the allegations
32 against the member, or imposing such disciplinary action as the Panel finds
33 necessary or appropriate.
34

35 (g) The foregoing procedures need not be followed, and the
36 appropriate Judicial Committee may summarily impose sanctions including
37 suspension or revocation of the member's right to compete if the member at issue
38 waives his/her right to such procedures in writing, which shall be deemed to be an
39 admission of the allegations.
40

41 3. Emergency Suspension Procedures. If the CEO or his/her designee
42 determines that the member who is the subject of any allegations contemplated by
43 Paragraph 1 of this Section D above may be eligible to compete in a competition under
44 the jurisdiction of the USSA, FIS or USOC which is scheduled to occur within fifteen
45 (15) days, the CEO or his/her designee shall comply with the following procedures:
46

47 (a) The allegations at issue shall immediately be transmitted to all
48 available members of the USSA Judicial Committee. Any member of the USSA

1 Judicial Committee who receives such allegations, and on the basis thereof,
2 believes that the clear and convincing evidence demonstrates that emergency
3 suspension is necessary or appropriate, may cause the USSA staff to provide oral
4 and, if possible, written notice of that decision and proposed action, and shall
5 specifically identify the competition from which the member is proposed to be
6 excluded. The decision must be based on clear and well-documented evidence
7 that the member has violated federal, state or local laws, codes of conduct or
8 policies approved by the USSA.
9

10 (b) The proposed action shall not deprive the member of the right to
11 participate in more than one competition.
12

13 (c) The member shall have the right to seek review of the suspension
14 before it is carried out by providing to the CEO or his/her designee oral, and if
15 possible, written notice of his/her intent to appeal within twelve (12) hours of
16 notice of a suspension is received. Absent such notice, the proposed suspension
17 shall be carried out. If the member notifies the CEO of his/her intention to
18 appeal, the CEO shall immediately refer the matter to the USSA Judicial
19 Committee for disposition.
20

21 (d) If review is demanded by the member, the suspension must be
22 approved by a majority of those USSA Judicial Committee members who,
23 through the best efforts of the USSA, can be contacted prior to the competition
24 and who have a reasonable opportunity to hear both the member and any
25 responsible USSA representative present and address the charges, personally or
26 via telephone or fax.
27

28 (e) Judicial Committee members may approve the suspension only if
29 the evidence demonstrates that it is the result of clear and well-documented
30 allegations that the member has violated any code of conduct or policy approved
31 by the USSA or any applicable federal, state or local law. In addition, if the
32 Judicial Committee determines that further action is appropriate, it shall initiate
33 long-term disciplinary proceedings in accordance with Paragraph 1 of this
34 Section.
35

36 (f) Notwithstanding anything herein to the contrary in this Section 3,
37 or any of its subparagraphs, if the urgency of the request for review requires a
38 decision before the entire Judicial Committee can be gathered, then the decision
39 of those Judicial Committee members who are able to participate in the hearing
40 shall be final, and shall not be subject to attack on the basis that fewer than three
41 panel members participated.
42

43 **E. Competition Jury Appeals.** Any member aggrieved by the decision of any
44 competition jury shall have the right to appeal such decision in accordance with the competition
45 jury appeal policies and procedures established and adopted by the relevant [Discipline](#)
46 [Committee](#)[Sport Committee](#) and approved by the Board, which procedures shall comport with
47 general principles of fairness, efficiency, due process and FIS regulations where applicable.
48

1 **F. USOC Review and Arbitration.** Any member who alleges that he/she has been
2 denied the right to compete in any protected competition as defined in Article I, Section 1.3(P) of
3 the USOC Bylaws shall have the right to petition the USOC and pursue all remedies available
4 under the USOC Bylaws, including arbitration.

ARTICLE X
Indemnification

A. The members of the Board, as a board and individually, and the members of each permanent standing committee, as a committee and individually, are specifically held harmless by the USSA and its membership for all actions taken in good faith on behalf of the USSA, including omissions, unless found culpable in a court of law of willful malfeasance, illegal activity or gross negligence, in which case the USSA shall be entitled to recover any payments, costs or expenses incurred in the defense, compromise or settlement of any claims or suits against such member prior to such finding.

B. The USSA hereby indemnifies its officers, board members and [Discipline Committee](#)[Sport Committee](#) members, individually and in their official capacities, for any liability incurred as a result of their positions in the organization or actions taken on behalf of the organization, with the following inclusions and limitations:

1. The amount of liability for which indemnification is provided includes any amounts reasonably spent in defense of or in settling any action or proceeding, whether actual or reasonably believed to be threatened, against the officer or director.

2. The actions and proceedings to which this section applies include civil or criminal actions. However, in the case of criminal action, indemnification is limited to the amount reasonably necessary to defend against the action or proceeding and to pay any fines that may be levied against the officer or director.

3. No indemnification will be provided where an officer, director, [Discipline Committee](#)[Sport Committee](#) member or other member is adjudicated to be liable and a central reason for this finding is that he/she acted in bad faith. No indemnification will be provided where he/she is found to have personally and substantially benefited from his/her actions and these actions in any way injured the USSA or placed it at risk of injury. Where the officer, director or member has not been adjudicated to be in bad faith and where his/her actions did not injure or threaten to injure the USSA, no indemnification will be provided to the extent that the officer or director personally profited as a result of his/her actions.

4. No indemnification will be provided to an officer, director or member where the liability was the result of an action initiated by that person and where the initiation of the action was unauthorized by the Board or these bylaws.

ARTICLE XI
Amendments

A. Amendments to these bylaws may be proposed by either (i) any three members of the Board; or (ii) written petition of a majority of the members of any ~~Discipline Committee~~[Sport Committee](#); or (iii) written petition signed by at least one and one-half percent (1½%) of the members of the USSA in good standing.

B. Proposed amendments shall be presented to the USSA national office in writing at least sixty (60) days before ~~the any properly noticed annual~~ meeting of ~~the Board members~~, except as permitted otherwise in Section D of this Article, and shall be mailed by the USSA office to all members of the Board and ~~Discipline Committee~~[Sport Committee](#) members, and made available upon request to all other members, at least thirty (30) days before the annual meeting of members. ~~Proposed amendments shall be voted upon by the Board only at the annual meeting of members.~~

C. Proposed amendments shall be presented as follows:

1. State who is proposing the amendments.

2. State in writing that portion of the existing text in its entirety, inclusive of all portions which are to be considered for change.

3. Within the text of the above statement in 2., show any new phrases or addenda with all words to be added underlined thus: new verbiage.

4. Within the text of the above statement in 2., show any dropped phrases or deletions with all words to be deleted stricken through thus: ~~deleted verbiage~~.

5. The proposed amendment must be accompanied by a brief explanation of the reasons for the proposed amendment, and the effect of the change, if adopted.

D. Unless withdrawn, proposed amendments which have been prepared less than sixty (60) days and circulated less than thirty (30) days in advance of meetings at which such matters would otherwise be considered shall automatically be placed on the agenda for action at the next meeting of the Board which is at least thirty (30) days after the date of mailing of such proposed amendment.

E. Amendments to these bylaws may be adopted only by the affirmative vote of two-thirds (2/3) of the full Board of the USSA.

F. Any amendment of these bylaws shall become effective forty-five (45) days from the date of adoption by the Board as set forth above unless a referendum is called on the amendment, in which case the amendment shall take effect only upon approval by the general membership of the USSA as follows:

1. Members in good standing who are not ineligible to vote under Article V,

1 Section E of these bylaws may call a referendum on any amendment to these bylaws
2 which has been adopted by the Board as set forth above by filing a petition calling for
3 such a referendum signed by five percent (5%) of the members in good standing of the
4 USSA as reflected on the membership rolls as of the end of the most recent membership
5 year. The petition shall include all information required to accompany a proposed
6 amendment under Section C of this Article. Failure to obtain signatures from five
7 percent (5%) of the members in good standing shall render the referendum null and void,
8 and the amendment shall take effect as though there had been no attempt to call a
9 referendum.

10
11 2. Within sixty (60) days of an effective referendum call, the USSA shall
12 mail to all members in good standing a ballot which shall include all information required
13 to accompany a proposed amendment under Section C of this Article along with a
14 statement by the Board describing its reasons for supporting the amendment, and a
15 similar statement by the members responsible for the petition describing their reasons for
16 opposing the amendment. The ballot shall provide space for members to approve or
17 disapprove the amendment adopted by the Board and shall state that it must be received
18 by the USSA within thirty (30) days of the date of mailing by the USSA to be considered.
19

20 3. The vote of a majority of those members returning ballots to the USSA
21 national offices within thirty (30) days of the date such ballots were mailed by the USSA
22 shall carry the decision. Upon approval by a majority of those members returning ballots,
23 the amendment shall become effective immediately. Upon disapproval by a majority of
24 those members returning ballots, the Board's adoption of the same shall be nullified and
25 the proposed amendment shall be defeated.

ARTICLE XII
Dissolution

The USSA may dissolve only by an affirmative vote of the Board and ~~Discipline Committee~~[Sport Committees](#) in the manner and proportions described below. Each ~~member of the Board~~[director](#) and each ~~Discipline Committee~~[Sport Committee](#) shall be given notice of a special meeting called for the purpose of dissolution in the manner prescribed herein for special meetings. At a special meeting of the Board, three-quarters (3/4) of all then current directors must approve the proposed dissolution. Within ninety (90) days following Board approval of the dissolution, two-thirds (2/3) of all ~~Discipline Committee~~[Sport Committee](#) members, either voting by mail or in person at the called meeting, must approve the proposed dissolution. In the event of dissolution, the disposal of the assets of the USSA shall devolve upon the Board. No part of the assets, income, or net earnings of the USSA shall inure to the benefit of any USSA members or directors or any other individual.

Approved 5/17/15
Effective 7/1/15
[DRAFT 4/15/16 amendments](#)

Addendum 2

Olympic Winter Games Selection Criteria: Freestyle, Freeskiing, and Snowboarding

United States Ski & Snowboard Association (USSA)
ATHLETE SELECTION PROCEDURES
2018 Olympic Winter Games
Men's and Women's Freestyle
Halfpipe, Slopestyle, Moguls, Aerials, Skicross
March 30, 2016

1. SELECTION SYSTEM

1.1. Provide the minimum eligibility requirements for an athlete to be considered for nomination to the Team:

1.1.1. Nationality/Passport requirements:

Athlete must be a national of the United States at the time of nomination.

Athlete must hold a valid U.S. passport that will not expire for six months after the conclusion of the Games.

1.1.2. Minimum International Olympic Committee (IOC) standards for participation:

Any competitor in the Olympic Games must be a national of the country of the National Olympic Committee (NOC) which is entering such competitor. For additional information regarding an athlete who is a national of two or more countries, has changed his or her nationality or acquired a new nationality, refer to the IOC Charter (Rule 42).

1.1.3. Minimum International Ski Federation (FIS) standards for participation:

Only competitors who hold a valid and active FIS license and who meet the FIS minimum eligibility standards of a Top 30 in a FIS World Cup or World Championships, in the event concerned, during the qualification period of July 2016 through January 21, 2018 and have at least 80 FIS points in Moguls, Aerials and Ski Cross, 50 FIS points in Slopestyle and Halfpipe at the time of nomination

1.1.4. Other requirements (if any):

Only competitors who are USSA members in good standing will be considered for nomination.

1.2. Tryout Events:

1.2.1. Names, dates and locations of all trials, events and camps to be used as part of the selection process.

The schedule of tryout events will be finalized and published by June 30, 2016 for the event(s) conducted during the 2016/17 Competition Season and by June 30, 2017 for the event(s) conducted during the 2017/18 Competition Season and shall be available on the USSA website: www.ussa.org. Tryout events shall be scheduled between January 1, 2017 and January 21, 2018. Each discipline will include five(5) to seven(7) tryout events ,weather permitting.

1.2.2. Names, dates, locations and description of how athletes qualify for the trials, events and camps listed above in 1.2.1.

The qualification procedures for the tryout events will be finalized and published by October 15, 2016 for the events conducted during the 2016/17 Competition Season and by October 15, 2017 for the events conducted during the 2017/18 Competition Season and shall be available on the USSA website: www.ussa.org.

1.3. Athletes shall be nominated to the team based on the following process:

The International Olympic Committee (IOC) has determined that a maximum of thirty (30) athletes representing any one nation may compete in the 2018 Olympic Winter Games in freestyle skiing. The maximum number of athletes named to the U.S. team will be up to the maximum team size of thirty (30), with a maximum of sixteen (16) athletes per gender. The maximum quota for a nation in any one (1) event per gender shall be four (4). Athletes named to the team will start in the event for which they qualified.

The objective criteria for each discipline outlined below are subject to the U.S. earning those Olympic Nations Quota Starts ("quota spots"), in the respective discipline, through the International Ski Federation (FIS) Olympic Nations Quota World Ranking List.

After the objective criteria have been applied, any unfilled quota spots will be filled via discretionary selection outlined in Section 2 of these procedures.

Objective Criteria Halfpipe

1. Up to three (3) Halfpipe athletes per gender who have had two (2) top three results, against the entire competition field, in the selection events will be named to the Olympic team. If more than three (3) athletes, in either gender, have had two (2) top three results then USSA will utilize the below procedure to select those three (3) athletes who will be selected via this Objective criteria:

USSA will assign those athletes selection points, based on their results in each selection event, using the FIS World Cup point scoring system (100 point scale). At the conclusion of the selection events, each athlete's best (highest) two (2) results will be added together to create a ranking list* for nomination in each gender. The three highest ranked athletes on the selection list will be selected if objective criteria is achieved. If however, a tie remains, USSA will use the following tie-breaking mechanisms in order of priority to select those three athletes:

- a. Single highest point result during the selection events
- b. Second highest point result during the selection events
- c. Third highest point result during selection events
- d. Fourth highest point result during selection events
- e. Total selection points (total points earned in all selection events)

* In the event a tie remains after the tie breaking criteria above has been exhausted the highest point result from the final selection event will be used to determine the final slot.

* The ranking list will be created by combining FIS World Cup points which were earned from each athlete's two best results, utilizing the FIS World Cup point scoring system (100 point scale), even if one or more selection events are cancelled due to weather or other circumstances beyond the control of USSA.

Objective Criteria Slopestyle

1. Up to three (3) Slopestyle athletes per gender who have had two (2) top three results, against the entire competition field, in the selection events will be named to

the Olympic team. If more than three (3) athletes, in either gender, have had two (2) top three results then USSA will utilize the below procedure to select those three (3) athletes who will be selected via this Objective criteria:

USSA will assign those athletes selection points, based on their results in each selection event, using the FIS World Cup point scoring system (100 point scale). At the conclusion of the selection events, each athlete's best (highest) two (2) results will be added together to create a ranking list* for nomination in each gender. The three highest ranked athletes on the selection list will be selected if objective criteria is achieved. If however, a tie remains, USSA will use the following tie-breaking mechanisms in order of priority to select those three athletes:

- a. Single highest point result during the selection events
- b. Second highest point result during the selection events
- c. Third highest point result during selection events
- d. Fourth highest point result during selection events
- e. Total selection points (total points earned in all selection events)

* In the event a tie remains after the tie breaking criteria above has been exhausted the highest point result from the final selection event will be used to determine the final slot.

* The ranking list will be created by combining FIS World Cup points which were earned from each athlete's two best results, utilizing the FIS World Cup point scoring system (100 point scale), even if one or more selection events are cancelled due to weather or other circumstances beyond the control of USSA.

Objective Criteria Skicross

1. Up to three (3) Skicross athletes per gender who have had two (2) top three results, against the entire competition field, in the selection events will be named to the Olympic team. If more than three (3) athletes, in either gender, have had two (2) top three results then USSA will utilize the below procedure to select those three (3) athletes who will be selected via this Objective criteria:

USSA will assign those athletes selection points, based on their results in each selection event, using the FIS World Cup point scoring system (100 point scale). At the conclusion of the selection events, each athlete's best (highest) two (2) results will be added together to create a ranking list* for nomination in each gender. The three highest ranked athletes on the selection list will be selected if objective criteria is achieved. If however, a tie remains, USSA will use the following tie-breaking mechanisms in order of priority to select those three athletes:

- a. Single highest point result during the selection events
- b. Second highest point result during the selection events
- c. Third best highest result during selection events
- d. Fourth highest point result during selection events
- e. Total selection points (total points earned in all selection events)

* In the event a tie remains after the tie breaking criteria above has been exhausted the highest point result from the final selection event will be used to determine the final slot.

* The ranking list will be created by combining the point allocations from each athlete's two best results, utilizing the FIS World Cup point scoring system (100 point scale), even if one or more selection events are cancelled due to weather or other circumstances beyond the control of USSA.

Objective Criteria Aerials

Up to three (3) Aerials athletes per gender who have had two (2) top three results, against the entire competition field, in the selection events will be named to the Olympic team. If more than three (3) athletes, in either gender, have had two (2) top three results then USSA will utilize the below procedure to select those three (3) athletes who will be selected via this Objective criteria:

USSA will assign those athletes selection points, based on their results in each selection event, using the FIS World Cup point scoring system (100 point scale). At the conclusion of the selection events, each athlete's best (highest) two (2) results will be added together to create a ranking list* for nomination in each gender. The three highest ranked athletes on the selection list will be selected if objective criteria is achieved. If however, a tie remains, USSA will use the following tie-breaking mechanisms in order of priority to select those three athletes:

- a. Single highest point result during the selection events
- b. Second highest point result during the selection events
- c. Third highest point result during selection events
- d. Fourth highest point result during selection events
- e. Total selection points (total points earned in all selection events)

* In the event a tie remains after the tie breaking criteria above has been exhausted the highest point result from the final selection event will be used to determine the final slot.

* The ranking list will be created by combining the point allocations from each athlete's two best results, utilizing the FIS World Cup point scoring system (100 point scale), even if one or more selection events are cancelled due to weather or other circumstances beyond the control of USSA.

Objective Criteria Moguls

Up to three (3) Moguls athletes per gender who have had two (2) top three results, against the entire competition field, in the selection events will be named to the Olympic team. If more than three (3) athletes, in either gender, have had two (2) top three results then USSA will utilize the below procedure to select those three (3) athletes who will be selected via this Objective criteria:

USSA will assign those athletes selection points, based on their results in each selection event, using the FIS World Cup point scoring system (100 point scale). At the conclusion of the selection events, each athlete's best (highest) two (2) results will be added together to create a ranking list* for nomination in each gender. The three highest ranked athletes on the selection list will be selected if objective criteria is achieved. If however, a tie remains, USSA will use the following tie-breaking mechanisms in order of priority to select those three athletes:

- a. Single highest point result during the selection events
- b. Second highest point result during the selection events
- c. Third highest point result during selection events
- d. Fourth highest point result during selection events
- e. Total selection points (total points earned in all selection events)

* In the event a tie remains after the tie breaking criteria above has been exhausted the highest point result from the final selection event will be used to determine the final slot.

* The ranking list will be created by combining the point allocations from each athlete's two best results, utilizing the FIS World Cup point scoring system (100 point scale), even if one or more selection events are cancelled due to weather or other circumstances beyond the control of USSA.

2. DISCRETIONARY SELECTION

2.1. Provide rationale for utilizing discretionary selection (if any):

After selection based upon objective criteria, USSA determined that the best mechanism for selecting a competitive team is to utilize a discretionary selection process that takes into consideration the specific circumstances of an athlete and allows for a variety of criteria to be considered. (See Section 2.2 below)

2.2. List the discretionary criteria and explain how they will be used (if any):

Discretionary selection will be utilized in two phases should slots remain after utilization of the objective criteria detailed in Section – 1.3

- a. Phase One- Athletes qualified under Sections 1.1 above (including but not limited to those not selected objectively due to illness or injury) who have not met the objective criteria in Section - 1.3, may be recommended by the Head Coach of each or any discipline for selection to the team via coaches discretion if they satisfy any of the following:
 - Outstanding competition results from the 2017/2018 season.
 - Outstanding competition results from the 2016/2017 season.
 - Recent positive direction or trend of competition results indicating a potential for Olympic success.
 - Indication of medal potential in future Olympic or World Championship competition (such as international age group results and rankings) that would be materially enhanced by selection to team.
- b. Phase Two- Any remaining team nominations after 1.3 and 2.2.a has been applied, will be determined (in order of ranking) by an athletes combined best (highest) two (2) results during the selection events, against the entire competition field, using the FIS World Cup point scoring system (100 point scale). Athletes will be selected in order of ranking until all available quota spots are filled. Only athletes who are eligible as outlined under section 1.1.3 will be considered. If during the application of this process a tie occurs then USSA will use the following tie-breaking mechanisms in order of priority:
 1. Single highest point result during the selection events
 2. Second highest point result during the selection events
 3. Third highest point result during selection events
 4. Fourth highest point result during selection events
 5. Fifth highest point result during the selection events
 6. Athletes most current FIS point ranking in the specific sport

2.3. Provide the name of the committee that will be responsible for making discretionary selections, along with a complete list of the members' titles currently serving on the committee:

The following committee is responsible for making discretionary selections:

USSA President and CEO
USSA Executive Vice President of Athletics
U.S. Freeskiing Director
U.S. Freestyle Director
USSA Freestyle Board Athlete Representative
USSA Freeskiing Board Athlete Representative

- 2.3.1 Specify the process that will be used to identify and handle any potential conflicts of interest involving a member of the committee.

Conflicts of interest may arise for Selection Committee Members during the team selection process. Conflicts of interest exist when a Selection Committee member stands to benefit privately from a decision made by the Selection Committee. A conflict may arise, but is not limited to, when a Selection Committee Member is in a position to participate in discussion or a vote concerning an athlete whom he or she coaches or trains privately who is being considered for a position on the Team. In the interest of assuring a fair selection process, the following rules will be followed by the Selection Committee when a conflict of interest arises:

Any member of the selection committee that has a possible conflict of interest must disclose it. If such conflict exists, the selection committee member must recuse him/herself from committee discussions and voting. Further, the committee member should not otherwise influence other members of the committee in the nomination process. However, a committee member who recused him/herself, but who has relevant and necessary information with respect to athlete performance, for example a national team coach or high performance director, may, if requested by the selection committee, provide such information to the committee so long as such information is provided in a fair and unbiased manner.

3. REMOVAL OF ATHLETES

- 3.1 Prior to acceptance of nominations by the USOC, the USSA has jurisdiction over potential nominees.

An athlete who is to be nominated to the Team by the USSA may be removed as a nominee for any of the following reasons, as determined by the USSA:

- 3.1.1 Voluntary withdrawal. Athlete must submit a written letter to the USSA CEO.
3.1.2 Injury or illness as certified by a physician (or medical staff) approved by the USSA. If an athlete refuses verification of his/her illness or injury by a physician (or medical staff) approved by the USSA, his/her injury will be assumed to be disabling and he/she may be removed.
3.1.3 Violation of the USSA's Code of Conduct (Attachment 1).

An athlete who is removed from the Team pursuant to this provision has the right to a hearing per the USSA's Bylaws (USSA Bylaws Article IX Section B) and the USOC's Bylaws, Section 9.

- 3.2 Once an athlete nomination is accepted by the USOC, the USOC has jurisdiction over the Team, at which time, in addition to the USSA's Code of Conduct, the USOC's Code of Conduct and Grievance Procedures apply. The USOC's Code of Conduct and Grievance Procedures can be found at: <http://www.teamusa.org/Athlete-Resources/Athlete-Ombudsman/Resources/Code-of-Conduct>

<http://www.teamusa.org/Footer/Legal/Governance-Documents>

- 3.3 An athlete may be removed as a nominee to the Team or from the Team for an adjudicated violation of IOC, WADA, FIS, USADA and/or USOC anti-doping protocol, policies and procedures, as applicable.

4 REPLACEMENT OF ATHLETES

4.1 Process for determining replacement athlete(s) should a vacancy occur:

4.1.1 Prior to submission of Entries by Name to the Local Organizing Committee, including any applicable group or committee; Replacements athletes will be identified using the same method of selection specified in Section 1 and 2 of this document.

4.1.2 After submission of Entries by Name to the Local Organizing Committee, including any applicable group or committee; Replacements athletes will be identified using the same method of selection specified in Section 1 and 2 of this document.

5 SUPPORTING DOCUMENTS

USSA will retain the approved Selection Procedures and all supporting documents, including scouting or evaluation forms, etc., and data from the selection process for six months past the date of the Closing Ceremony of the Games.

6 REQUIRED DOCUMENTS

In addition to the USOC Code of Conduct, the following documents are required to be signed by an athlete as a condition of nomination to the Olympic Games and are included as attachments:

USSA Code of Conduct (Attachment 1)

7 PUBLICITY/DISTRIBUTION OF PROCEDURES

The USOC approved Selection Procedures (complete and unaltered) will be posted/published by the NGB in the following locations:

- 7.1 These procedures will be posted to www.ussa.org as soon as possible, but not more than five (5) business days following notice of approval by the USOC.

8 DATE OF NOMINATION

The Nomination of Athletes form, including replacements, will be announced to all athletes and submitted to the USOC on or before: January 12, 2018

9 MANDATORY TRAINING AND/OR COMPETITION

Any mandatory training and/or competitions after the date of nomination will be announced at least thirty (30) days prior to the start of training or competition. Location, schedule and duration of any mandatory training and/or competition will be posted on USSA's website at www.ussa.org.

10 ANTI-DOPING REQUIREMENTS

Athletes must adhere to all IOC, WADA, FIS, USADA and USOC anti-doping protocols, policies and procedures, as applicable. This includes participation in Out-of-Competition Testing as required by the IOC, WADA, FIS, USADA and USOC Rules, as applicable.

11 DEVELOPMENT OF SELECTION PROCEDURES

The following committee/group was responsible for creating these Selection Procedures:

<i>Tiger Shaw</i>	<i>President & CEO</i>
<i>Luke Bodensteiner</i>	<i>Executive Vice President, Athletics</i>
<i>Alex Natt</i>	<i>Executive Vice President & General Counsel</i>
<i>Jeremy Forster</i>	<i>U.S. Freeskiing Director</i>
<i>Todd Schirman</i>	<i>U.S. Freestyle Director</i>
<i>Emily Cook</i>	<i>USSA Athlete Board Representative</i>
<i>TBD</i>	<i>USSA Athlete Board Representative</i>

12 USSA BYLAWS AND GRIEVANCE PROCEDURES

The NGB Bylaws and Grievance Procedures can be found at: <http://ussa.org/ussa/u-s-ski-and-snowboard-association>

13 INTERNATIONAL DISCLAIMER

These procedures are based on IOC, and FIS rules and regulations as presently known and understood. Any change in the selection procedures caused by a change in IOC and FIS rules and regulations will be distributed to the affected athletes immediately. The selection criteria are based on the latest information available to USSA. However, the selections are always subject to unforeseen, intervening circumstances, and realistically may not have accounted for every possible contingency.

If any force of nature, or force majeure, should cause the alteration or cancellation of any of the selection events listed in this document, these selection procedures will be revised, pursuant to their resubmission to the USOC.

14 ATHLETE OMBUDSMAN

Athletes who have questions regarding their opportunity to compete that are not answered by USSA may contact the USOC Athlete Ombudsman, Kacie Wallace, by:

- Telephone at (719) 866-5000
- Toll-free telephone at (888) ATHLETE (1-888-284-5383)
- E-mail at www.athleteombudsman.org

15 USSA SIGNATURES

I certify that I have read and understand the standards/criteria set by FIS and incorporated those standards/criteria into our Selection Procedures. I further certify that the information

provided herein regarding Athlete Selection Procedures represents the method approved by USSA.

Position	Print Name	Signature	Date
USSA President & CEO	Tiger Shaw		
U.S. Freeskiing Director	Jeremy Forster		
U.S. Freestyle Director	Todd Schirman		
USOC Athletes' Advisory Council Representative*	Emily Cook		

ATTACHEMENT 1 – USSA CODE OF CONDUCT

Membership in the United States Ski and Snowboard Association is a privilege, not a right. All USSA members (athletes, coaches, and officials) when participating in any USSA activity must agree to conduct themselves according to USSA's core values of Team, Loyalty, Integrity, Respect, Perseverance, and Accountability and abide by the spirit and dictates of this Code of Conduct. All members must agree to comport themselves in a sportsmanlike manner, and are responsible for their actions while attending or participating in all USSA activities (including but not limited to camps, competitions, and projects).

Sportsmanlike conduct is defined as, but is not limited to: respect for competition officials, resort employees, and the skiing and snowboarding public, respect for facilities, privileges and operating procedures, the use of courtesy and good manners, acting responsibly and maturely, refraining from the use of profane or abusive language, and abstinence from illegal or immoderate use of alcohol and use of illegal or banned drugs.

While participating in any USSA activity:

1. USSA members shall be subject to the jurisdiction of the International Ski Federation Statutes, the United States Olympic Committee Bylaws, the USSA Bylaws, and the USSA Code of Conduct.
2. USSA members shall conduct themselves at all times and in all places as befits worthy representatives of the United States of America, the United States Olympic Committee, USSA, their region, division, state or club and in accordance with the best traditions of national and international competition.
3. USSA members are responsible for knowledge of and adherence to competition rules and procedures. Members are also responsible for knowledge of and adherence to the rules and procedures of the USSA national teams, camps or other projects when participating in such.
4. USSA members shall maintain high standards of moral and ethical conduct, which includes self-control and responsible behavior, consideration for the physical and emotional well-being of others, and courtesy and good manners.
5. USSA members shall abide by USSA rules and procedures while traveling to and from and participating in official USSA activities.
6. USSA members shall abstain from illegal and/or immoderate consumption of alcohol. Absolutely no consumption of alcohol is permitted for those individuals under the age of 21. Members under 21 years of age shall not participate in gatherings involving consumption of alcohol unless it is an official USSA or event organizer function.

7. No USSA member shall violate the customs, travel or currency regulations of a country while traveling with a USSA group or on a USSA ticket.

8. No USSA member shall commit a criminal act.

9. No USSA member shall engage in any conduct that could be perceived as harassment based upon gender, age, race, religion or disability.

10. USSA members will avoid profane or abusive language and disruptive behavior.

11. USSA members agree to abide by anti-doping rules and procedures established by WADA, USADA, and/or FIS.

Failure to comply with any of the above provisions may lead to disciplinary action by the appropriate team or competition leader. Disciplinary action may include:

- Removal from the team trip or training camp.
- Suspension from training and/or competition.
- Elimination of coaching, travel, and other benefits.
- Forfeiture of USSA membership.

USSA is committed to principles of fairness, due process and equal opportunity. Members are entitled to be treated fairly and in compliance with USSA's Bylaws, policies and procedures. Members are entitled to notice and an opportunity for a hearing before being prevented from participating in protected competition as that term is defined by the USOC Bylaws. Information on the processes for grievances, suspensions and appeals is available at www.ussa.org.

Nothing in this Code shall be deemed to restrict the individual freedom of a USSA member in matters not involving activities in which one could not be perceived as representing USSA. In choices of appearance, lifestyle, behavior and speech while not representing USSA, competitors shall have complete freedom, provided their statements and actions do not adversely affect the name and reputation of the USSA. However, in those events where one is representing or could be perceived as representing USSA, USSA demands that its members understand and agree to behave in a manner consistent with the best traditions of sportsmanship and USSA's core values.

United States Ski & Snowboard Association (USSA)
ATHLETE SELECTION PROCEDURES
2018 Olympic Winter Games
Men's and Women's Snowboarding
Halfpipe, Slopestyle, Big Air, Snowboardcross, Parallel Giant Slalom
April 19, 2016

1. SELECTION SYSTEM

1.1. Provide the minimum eligibility requirements for an athlete to be considered for nomination to the Team:

1.1.1. Nationality/Passport requirements:

Athlete must be a national of the United States at the time of nomination.

Athlete must hold a valid U.S. passport that will not expire for six months after the conclusion of the Games.

1.1.2. Minimum International Olympic Committee (IOC) standards for participation:

Any competitor in the Olympic Games must be a national of the country of the National Olympic Committee (NOC) which is entering such competitor. For additional information regarding an athlete who is a national of two or more countries, has changed his or her nationality or acquired a new nationality, refer to the IOC Charter (Rule 42).

1.1.3. Minimum International Ski Federation (FIS) standards for participation:

Only competitors who hold a valid and active FIS license and who meet the FIS minimum eligibility standards of a Top 30 in a FIS World Cup or World Championships, in the event concerned, during the qualification period of July 1, 2016 through January 21, 2018 and have at least 100 FIS points for Parallel Giant Slalom & Snowboardcross, and 50 FIS points for Halfpipe and Slopestyle, and either 50 FIS points in Slopestyle or Big Air for the Big Air event. Athletes participating in Snowboardcross must be born before January 1, 2001. In all other events, athletes must be born before January 1, 2002.

1.1.4. Other requirements (if any):

Only competitors who are USSA members in good standing will be considered for nomination.

1.2. Tryout Events:

1.2.1. Names, dates and locations of all trials, events and camps to be used as part of the selection process.

The schedule of tryout events will be finalized and published by June 30, 2016 for the events conducted during the 2016/17 competition season and by June 30, 2017 for the events conducted during the 2017/18 competition season and shall be available on the USSA website: www.ussa.org Tryout events shall be scheduled between January 1, 2017 and January 21, 2018.

- 1.2.2. Names, dates, locations and description of how athletes qualify for the trials, events and camps listed above in 1.2.1.

The qualification procedures for the tryout events will be finalized and published by October 15, 2016 for the events conducted during the 2016/17 Competition Season and by October 15, 2017 for the events conducted during the 2017/18 Competition Season and shall be available on the USSA website: www.ussa.org

- 1.3. Athletes shall be nominated to the team based on the following process:

The International Olympic Committee (IOC) has determined that a maximum of Twenty Six (26) athletes representing any one nation may compete in the 2018 Olympic Winter Games in snowboarding. The maximum number of athletes named to the U.S. team will be up to the maximum team size of Twenty Six (26), with a maximum of fourteen (14) athletes per gender. The maximum quota for a nation in any one (1) event per gender will be four (4). Athletes named to the team will start in the event for which they qualified.

The objective criteria for each discipline outlined below are subject to the U.S. earning those Olympic Nations Quota Starts, in the respective discipline, through the International Ski Federation (FIS) Olympic Nations Quota World Ranking List

After the objective criteria has been applied, any unfilled quota slots will be filled via discretionary selection outlined in Section 2 of these procedures

Objective Criteria Halfpipe

1. Up to three (3) Halfpipe athletes, per gender, who have had one (1) top three result, against the entire competition field, in the selection events will be named to the Olympic team. If more than three (3) athletes, in either gender, have had one (1) top three result then USSA will utilize the below procedure to select those three (3) athletes who will be selected via this Objective criteria:

USSA will assign those athletes selection points to create a US athlete ranking list, based on their results in each selection event, using the FIS World Cup point scoring system (1000 point scale). Only athletes that are US citizens, and are USSA members in good standing that compete in the event will be included when assigning these selection points. By way of explanation, the American athlete with the best result in a particular event, regardless of his/her actual result in that event will receive 1000 points, the athlete with the second best result in a selection event, 800, the third 600, the fourth 500 and so on pursuant to the FIS ICR. No international athletes will be included when assigning selection points. At the conclusion of the selection events, the selection points assigned as discussed above to each athlete's best (highest) two (2) results will be added together to create a US athlete ranking list for nomination in each gender. The three highest ranked athletes on the ranking list will be selected if objective criteria is achieved. If however, a tie remains, USSA will use the following tie-breaking mechanisms in order of priority to select those three athletes:

- a. Single highest point result during the selection events
- b. Second highest point result during the selection events
- c. Third highest point result during selection events
- d. Fourth highest point result during selection events
- e. Total selection points (total points earned in all selection events)

*In the event a tie remains after the tie breaking criteria above has been exhausted the highest point result from the final selection event will be used to determine the final position.

Objective Criteria Slopestyle and Big Air

1. Up to three (3) Slopestyle athletes, per gender, who have had one (1) top three result, against the entire competition field, in the selection events will be named to the Olympic team. If more than three (3) athletes, in either gender, have had one (1) top three result then USSA will utilize the below procedure to select those three (3) athletes who will be selected via this Objective criteria:

USSA will assign those athletes selection points to create a US athlete ranking list, based on their results in each selection event, using the FIS World Cup point scoring system (1000 point scale). Only athletes that are US citizens, and are USSA members in good standing that compete in the event will be included when assigning these selection points. By way of explanation, the American athlete with the best result in a particular event, regardless of his/her actual result in that event will receive 1000 points, the athlete with the second best result in a selection event 800, the third 600, the fourth 500 and so on pursuant to the FIS ICR. No international athletes will be included when assigning selection points. At the conclusion of the selection events, the selection points assigned as discussed above to each athlete's best (highest) two (2) results will be added together to create a US athlete ranking list for nomination in each gender. The three highest ranked athletes on the ranking list will be selected if objective criteria is achieved. If however, a tie remains, USSA will use the following tie-breaking mechanisms in order of priority to select those three athletes:

- a. Single highest point result during the selection events
- b. Second highest point result during the selection events
- c. Third highest point result during selection events
- d. Fourth highest point result during selection events
- e. Total selection points (total points earned in all selection events)

*In the event a tie remains after the tie breaking criteria above has been exhausted the highest point result from the final selection event will be used to determine the final position.

2. Up to four (4) male and four (4) female athletes may start for the United States in Big Air, subject to the U.S. earning those Olympic Nations Quota Starts. The top three (3) athletes, male and female, to be nominated in Slopestyle/Big Air snowboarding criteria outlined above in section 1 will be assured of a start in Big Air. Additional starts will be filled at the discretion of the coaching staff from the snowboarding athletes already nominated to the 2018 Winter Olympic Games. Athletes must meet the individual minimum standards for participation as determined by the International Ski Federation (FIS) to be eligible to start in Big Air.

Objective Criteria Snowboardcross

1. Up to three (3) Snowboardcross, per gender, who have had one (1) top three result, against the entire competition field, in the selection events will be named to the Olympic Team. If more than three (3) Snowboardcross men or three (3) Snowboardcross women have had one (1) top three result then ties will be broken as follows in order of priority:

- a. Single highest point result during the selection events.
- b. Second highest point result during the selection events.
- c. Highest FIS SBX Points List Ranking at the conclusion of the selection events from the most current FIS SBX Points ranking list.

Objective Criteria Parallel Giant Slalom

1. Up to one (1) Parallel Giant Slalom men and one (1) Parallel Giant Slalom woman who have had one (1) top three result, against the entire competition field, in the selection events will be named to the Olympic Team. If more than one (1) Parallel Giant Slalom man or one (1) Parallel Giant Slalom woman have had one (1) top three result then ties will be broken as follows in order of priority:

- a. Single highest point result during the selection events.
- b. Second highest point result during the selection events.
- c. Highest World Cup Parallel Giant Slalom Ranking at the conclusion of the selection events from the most current World Cup ranking list.

2. DISCRETIONARY SELECTION

2.1. Provide rationale for utilizing discretionary selection (if any):

After selection based upon objective criteria, USSA determined that the best mechanism for selecting a competitive team is to utilize a discretionary selection process that takes into consideration the specific circumstances of an athlete and allows for a variety of criteria to be considered. (See Section 2.2 below)

2.2. List the discretionary criteria and explain how they will be used (if any):

Discretionary selection will be utilized in two phases should positions remain after utilization of the objective criteria detailed in Section – 1.3

- a. Phase 1 - Athletes qualified under Sections 1.1 above (including but not limited to those not selected objectively due to illness or injury) who have not met the objective criteria in Section - 1.3, may be recommended by the Head Coach of each or any discipline for selection to the team via coaches discretion if they satisfy any of the following:
 - Outstanding competition results from the 2017/2018 season.
 - Outstanding competition results from the 2016/2017 season.
 - Recent positive direction or trend of competition results indicating a potential for Olympic success.
 - Indication of medal potential in future Olympic or World Championship competition (such as international age group results and rankings) that would be materially enhanced by selection to team.
- b. Phase 2 - Any remaining team nominations, after the application of criteria 1.3 and 2.a listed above has been applied, will be determined (in order of ranking) by an athletes combined best (highest) two (2) results during the selection events, against the entire competition field, using the FIS World Cup point scoring system (1000 point scale). The U.S. athlete ranking lists, outlined in the objective criteria 1.3, established for halfpipe and slopestyle/big air will determine the rank order of those athletes to be compared against athletes in snowboardcross and parallel giant slalom using this 2.b discretionary selection process.

Only selection events that include international athletes competing will be used during this evaluation. A selection event with only U.S. athletes competing will not be considered. USSA

may nominate up to 5 athletes, per gender, in the combined Slopestyle & Big Air athlete group if the athletes combined best two results rank them higher than athletes in other sports using the criteria outlined above. Athletes will be selected in order of ranking until all available quota spots are filled. Only athletes who are eligible as outlined under section 1.1.3 will be considered. If during the application of this process a tie occurs then USSA will use the following tie-breaking mechanisms in order of priority:

- a. Single highest point result during the selection events
- b. Second highest point result during the selection events
- c. Highest World Ranking using the following rankings lists for each event:
 - The most current World Cup Parallel Giant Slalom Ranking
 - The most current FIS Snowboardcross Points List Ranking
 - The most current World Snowboarding TTR Halfpipe Points List Ranking
 - The most current World Snowboarding TTR Slopestyle Points List Ranking
- d. Third highest point result during selection events

2.3 The following committee is responsible for making discretionary selections:

USSA President and CEO
USSA Executive Vice President of Athletics
U.S. Snowboarding Director
USSA Snowboarding Board Athlete Representative

2.3.1 Specify the process that will be used to identify and handle any potential conflicts of interest involving a member of the committee.

Conflicts of interest may arise for Selection Committee Members during the team selection process. Conflicts of interest exist when a Selection Committee member stands to benefit privately from a decision made by the Selection Committee. A conflict may arise, but is not limited to, when a Selection Committee Member is in a position to participate in discussion or a vote concerning an athlete whom he or she coaches or trains privately who is being considered for a position on the Team. In the interest of assuring a fair selection process, the following rules will be followed by the Selection Committee when a conflict of interest arises:

Any member of the selection committee that has a possible conflict of interest must disclose it. If such conflict exists, the selection committee member must recuse him/herself from committee discussions and voting. Further, the committee member should not otherwise influence other members of the committee in the nomination process. However, a committee member who recused him/herself, but who has relevant and necessary information with respect to athlete performance, for example a national team coach or high performance director, may, if requested by the selection committee, provide such information to the committee so long as such information is provided in a fair and unbiased manner.

3. REMOVAL OF ATHLETES

3.1. Prior to acceptance of nominations by the USOC, the USSA has jurisdiction over potential nominees.

An athlete who is to be nominated to the Team by the USSA may be removed as a nominee for any of the following reasons, as determined by the USSA:

3.1.1. Voluntary withdrawal. Athlete must submit a written letter to the USSA CEO.

- 3.1.2. Injury or illness as certified by a physician (or medical staff) approved by the USSA. If an athlete refuses verification of his/her illness or injury by a physician (or medical staff) approved by the USSA, his/her injury will be assumed to be disabling and he/she may be removed.
- 3.1.3. Violation of the USSA's Code of Conduct (Attachment 1).

An athlete who is removed from the Team pursuant to this provision has the right to a hearing per the USSA's Bylaws (USSA Bylaws Article IX Section B) and the USOC's Bylaws, Section 9.

- 3.2. Once an athlete nomination is accepted by the USOC, the USOC has jurisdiction over the Team, at which time, in addition to the USSA's Code of Conduct, the USOC's Code of Conduct and Grievance Procedures apply. The USOC's Code of Conduct and Grievance Procedures can be found at: <http://www2.teamusa.org/For-Athletes/Athlete-Ombudsman/Games-Information.aspx>
- 3.3. An athlete may be removed as a nominee to the Team or from the Team for an adjudicated violation of IOC, WADA, FIS, USADA and/or USOC anti-doping protocol, policies and procedures, as applicable.

4. REPLACEMENT OF ATHLETES

- 4.1. Process for determining replacement athlete(s) should a vacancy occur:
 - 4.1.1. Prior to submission of Entries by Name to the Local Organizing Committee, including any applicable group or committee; Replacements athletes will be identified using the same method of selection specified in Section 1 and 2 of this document.
 - 4.1.2. After submission of Entries by Name to the Local Organizing Committee, including any applicable group or committee; Replacements athletes will be identified using the same method of selection specified in Section 1 and 2 of this document.

5. SUPPORTING DOCUMENTS

USSA will retain the approved Selection Procedures and all supporting documents, including scouting or evaluation forms, etc., and data from the selection process for six months past the date of the Closing Ceremony of the Games.

6. REQUIRED DOCUMENTS

In addition to the USOC Code of Conduct, the following documents are required to be signed by an athlete as a condition of nomination to the Olympic Games and are included as attachments:

USSA Code of Conduct (Attachment 1)

7. PUBLICITY/DISTRIBUTION OF PROCEDURES

The USOC approved Selection Procedures (complete and unaltered) will be posted/published by the NGB in the following locations:

- 7.1. These procedures will be posted to www.ussa.org as soon as possible, but not more than five (5) business days following notice of approval by the USOC.

8. DATE OF NOMINATION

The Nomination of Athletes form, including replacements, will be announced to all athletes and submitted to the USOC on or before: January __, 2018

9. MANDATORY TRAINING AND/OR COMPETITION

Any mandatory training and/or competitions after the date of nomination will be announced at least thirty (30) days prior to the start of training or competition. Location, schedule and duration of any mandatory training and/or competition will be posted on USSA’s website at www.ussa.org.

10. ANTI-DOPING REQUIREMENTS

Athletes must adhere to all IOC, WADA, FIS, USADA and USOC anti-doping protocols, policies and procedures, as applicable. This includes participation in Out-of-Competition Testing as required by the IOC, WADA, FIS, USADA and USOC Rules, as applicable.

11. DEVELOPMENT OF SELECTION PROCEDURES

The following committee/group was responsible for creating these Selection Procedures:

<i>Tiger Shaw</i>	<i>President & CEO</i>
<i>Luke Bodensteiner</i>	<i>Executive Vice President, Athletics</i>
<i>Jeremy Forster</i>	<i>U.S. Snowboarding Director</i>
<i>Peter Foley</i>	<i>U.S. Snowboarding Head Coach- SBX</i>
<i>Mike Jankowski</i>	<i>U.S. Snowboarding Head Coach – HP/SBS/BA</i>
<i>Tricia Byrnes</i>	<i>Athlete Board Representative</i>

12. USSA BYLAWS AND GRIEVANCE PROCEDURES

The NGB Bylaws and Grievance Procedures can be found at: <http://ussa.org/ussa/u-s-ski-and-snowboard-association>

13. INTERNATIONAL DISCLAIMER

These procedures are based on IOC, and FIS rules and regulations as presently known and understood. Any change in the selection procedures caused by a change in IOC and FIS rules and regulations will be distributed to the affected athletes immediately. The selection criteria are based on the latest information available to USSA. However, the selections are always subject to unforeseen, intervening circumstances, and realistically may not have accounted for every possible contingency.

If any force of nature, or force majeure, should cause the alteration or cancellation of any of the selection events listed in this document, these selection procedures will be revised, pursuant to their resubmission to the USOC.

14. ATHLETE OMBUDSMAN

Athletes who have questions regarding their opportunity to compete that are not answered by USSA may contact the USOC Athlete Ombudsman, _____, by:

- Telephone at (719) 866-5000
- Toll-free telephone at (888) ATHLETE (1-888-284-5383)
- E-mail at
- www.athleteombudsman.org

15. USSA SIGNATURES

I certify that I have read and understand the standards/criteria set by FIS and incorporated those standards/criteria into our Selection Procedures. I further certify that the information provided herein regarding Athlete Selection Procedures represents the method approved by USSA.

Position	Print Name	Signature	Date
USSA President & CEO	Tiger Shaw		
U.S. Snowboarding Director	Jeremy Forster		
USOC Athletes' Advisory Council Representative*			

ATTACHEMENT 1 – USSA CODE OF CONDUCT

Membership in the United States Ski and Snowboard Association is a privilege, not a right. All USSA members (athletes, coaches, and officials) when participating in any USSA activity must agree to conduct themselves according to USSA’s core values of Team, Loyalty, Integrity, Respect, Perseverance, and Accountability and abide by the spirit and dictates of this Code of Conduct. All members must agree to comport themselves in a sportsmanlike manner, and are responsible for their actions while attending or participating in all USSA activities (including but not limited to camps, competitions, and projects).

Sportsmanlike conduct is defined as, but is not limited to: respect for competition officials, resort employees, and the skiing and snowboarding public, respect for facilities, privileges and operating procedures, the use of courtesy and good manners, acting responsibly and maturely, refraining from the use of profane or abusive language, and abstinence from illegal or immoderate use of alcohol and use of illegal or banned drugs.

While participating in any USSA activity:

1. USSA members shall be subject to the jurisdiction of the International Ski Federation Statutes, the United States Olympic Committee Bylaws, the USSA Bylaws, and the USSA Code of Conduct.
2. USSA members shall conduct themselves at all times and in all places as befits worthy representatives of the United States of America, the United States Olympic Committee, USSA, their region, division, state or club and in accordance with the best traditions of national and international competition.
3. USSA members are responsible for knowledge of and adherence to competition rules and procedures. Members are also responsible for knowledge of and adherence to the rules and procedures of the USSA national teams, camps or other projects when participating in such.

4. USSA members shall maintain high standards of moral and ethical conduct, which includes self-control and responsible behavior, consideration for the physical and emotional well-being of others, and courtesy and good manners.

5. USSA members shall abide by USSA rules and procedures while traveling to and from and participating in official USSA activities.

6. USSA members shall abstain from illegal and/or immoderate consumption of alcohol. Absolutely no consumption of alcohol is permitted for those individuals under the age of 21. Members under 21 years of age shall not participate in gatherings involving consumption of alcohol unless it is an official USSA or event organizer function.

7. No USSA member shall violate the customs, travel or currency regulations of a country while traveling with a USSA group or on a USSA ticket.

8. No USSA member shall commit a criminal act.

9. No USSA member shall engage in any conduct that could be perceived as harassment based upon gender, age, race, religion or disability.

10. USSA members will avoid profane or abusive language and disruptive behavior.

11. USSA members agree to abide by anti-doping rules and procedures established by WADA, USADA, and/or FIS.

Failure to comply with any of the above provisions may lead to disciplinary action by the appropriate team or competition leader. Disciplinary action may include:

- Removal from the team trip or training camp.
- Suspension from training and/or competition.
- Elimination of coaching, travel, and other benefits.
- Forfeiture of USSA membership.

USSA is committed to principles of fairness, due process and equal opportunity. Members are entitled to be treated fairly and in compliance with USSA's Bylaws, policies and procedures. Members are entitled to notice and an opportunity for a hearing before being prevented from participating in protected competition as that term is defined by the USOC Bylaws. Information on the processes for grievances, suspensions and appeals is available at www.ussa.org.

Nothing in this Code shall be deemed to restrict the individual freedom of a USSA member in matters not involving activities in which one could not be perceived as representing USSA. In choices of appearance, lifestyle, behavior and speech while not representing USSA, competitors shall have complete freedom, provided their statements and actions do not adversely affect the name and reputation of the USSA. However, in those events where one is representing or could be perceived as representing USSA, USSA demands that its members understand and agree to behave in a manner consistent with the best traditions of sportsmanship and USSA's core values.

Addendum 3

USSA Vision, Mission, Core Values, Goals & Objectives for FY 2017

The USSA is a diverse sports organization representing a wide range of sports and disciplines, as well as ages and lifestyles. The key bond is a common athletic goal of being best in the world – winning more Olympic medals in skiing and snowboarding than any other nation.

Our vision provides us with what we aspire to be and achieve.

The mission focuses us on the many ways we work and the audiences we touch. It defines what we do, how we do it, and for whom we do it.

Values remind us of who we are, and how we aspire to act. Referencing a strong set of core values can inspire consistency throughout an organization, strengthen individual and community achievement, and serve as guideposts for decision-making in the face of difficult challenges.

Our goals provide a framework to guide our decision-making, help us allocate resources strategically and give us more specific targets to achieve our Mission and Vision.

Objectives provide shorter-term activities against which we can measure the impact of our efforts.

USSA Vision - The Vision of the U.S. Ski and Snowboard Association is to make the United States of America the best in the world in Olympic skiing and snowboarding.

USSA Mission - The mission of the U.S. Ski and Snowboard Association is to lead, encourage and support athletes in achieving excellence by empowering national teams, clubs, coaches, parents, officials, volunteers and fans.

USSA Core Values

Integrity	Action based on values rather than personal gain.
Passion	Motivation for doing what we love.
Fun	A fresh, positive, creative culture.
Team	Individual humility and collective pride.
Community	Exceptional stewardship and lifetime inclusiveness.
Excellence	Personal and collective wins every day.
Grit	Courage, tenacity and perseverance on the path to excellence.

USSA Goals and Objectives

Goal #1 – Achieve athletic excellence

1. Win more medals than any other nation in Olympic skiing and snowboarding (Athletics)
2. Sustain our ability to be Best in the World through our development and sport education programs (Athletics)

3. Develop world-class facilities and athletic opportunities (Athletics, Events)
4. Establish and implement best practices in athlete medical care (Athletics)
5. Develop a world-class sport science program to maximize athletic potential (Athletics)
6. Develop a world-class athlete career and education program to maximize athletic potential (Athlete Career and Education)

Goal #2 – Grow the visibility of our sports

1. Nurture strong relationships with the public through media and industry partnerships to raise the positive profile of the USSA's sports (Marketing)
2. Enhance relationships with resort partners (Events)
3. Enrich and diversify media and commercial partnerships (Marketing)
4. Drive global awareness and brand value (Marketing)
5. Drive and grow media impact (Communications)
6. Build fan interest through content (Communications)

Goal #3 – Engage, lead, and grow our communities

1. Increase membership (Member Services, Athletics)
2. Grow participation in competitive skiing and snowboarding (Athletics, Events)
3. Engage alumni, donors, members and fans (Foundation, Communications)
4. Lead and steward international governance (Board Chairman, Athletics, Legal)
5. Foster Trustee and major donor engagement (Foundation)

Goal #4 – Cultivate organizational excellence

1. Positive staff culture (HR)
2. Enhance business processes and build efficiencies (Finance and HR)
3. Implement innovative technology solutions (IT)
4. Foster an efficient Board governance process (Legal)
5. Establish and implement best practices in athlete safety (SafeSport, Legal)

Goal #5 – Achieve financially sustainable growth

1. Increase operating income to build organizational reserves (Finance)
2. Sustain, grow and diversify foundation fundraising revenue (Foundation)
3. Sustain, grow and diversify marketing sponsorship and media revenue (Marketing)
4. Sustain and grow USOC funding and relationships (Athletics)
5. Sustain and grow FIS funding and relationships (Board Chairman)
6. Maximize athletic funding (Finance)