

Amended and Restated Bylaws of USA Cycling, Inc.

Effective and Adopted by the Board of Directors – April 5, 2004

Amended by the Board of Directors – April 5, 2007

Amended by the Board of Directors – July 13, 2011

Amended by the Board of Directors – December 22, 2011

Amended by the Board of Directors – February 28, 2014

Amended by the Board of Directors – November 22, 2016

Amended by the Board of Directors – August 11, 2017

A. Purposes and Emblem

Section 1. USA Cycling’s purposes are those stated in its Articles of Incorporation.

Section 2. The vision of USA Cycling that the sport of cycling in the United States is safe, fun, and locally accessible for a vibrant community of racers, enthusiasts, supporters and event directors, and is represented by highly successful athletes competing with integrity on the world stage.

Section 3. The mission of USA Cycling is to develop the sport of cycling in the United States at all levels and to achieve sustained international racing success while fostering a shared commitment to safety, integrity, and the joy of cycling.

Section 4. The CEO shall determine the emblem of USA Cycling.

Section 5. No person or organization may use the name or emblem of USA Cycling in advertising, soliciting goods or services, or promotion of goods, services, or events without the written consent of USA Cycling.

B. Organization

Section 1. USA Cycling is a corporate entity organized under the laws of the State of Colorado.

Section 2. The government and direction of USA Cycling is committed to a Board of Directors, each member of which is referred to as a Director. The Board of Directors may define and interpret any provision of USA Cycling regulations.

Section 3. USA Cycling shall have such internal governance policies as may be established by the Board of Directors from time to time.

C. Affiliations

Section 1. USA Cycling is a member of the United States Olympic Committee (“USOC”) and is a member of the Union Cycliste Internationale (“UCI”).

Section 2. Affiliation with USA Cycling is open to national nonprofit sports organizations that conduct bicycle racing programs under such term and conditions as may be established by the Board of Directors, provided that if such organization has individual members, it does not discriminate in admitting or treating such members on the basis of race, color, religion, age, gender, sexual orientation, or national origin.

Section 3. USA Cycling is supported by the USA Cycling Development Foundation (“Foundation”), a Colorado nonprofit corporation that is tax exempt under the Internal Revenue Code.

D. Membership

Section 1. USA Cycling shall have individual members. Membership in USA Cycling and its Sport Committees is open to all individuals who participate in the sport of bicycle racing as athletes, coaches, trainers, managers, administrators, mechanics or officials or such other categories as the Board of Directors may from time to time determine. Members shall have an equal opportunity to participate in bicycle racing without discrimination on the basis of race, color, religion, age, gender, sexual orientation, or national origin.

Section 2. Membership in USA Cycling is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements, dues, rules and procedures as the Board deems necessary or appropriate.

Part 1. The members shall be granted such voting rights for purposes of electing members of different Sport Committees as may be defined and published by the Board of Directors, provided that the Board of Directors shall allocate to each member the right to vote in the elections for at least one Sport Committee.

Part 2. Members shall be subject to USA Cycling regulations. Such regulations may provide for the denial, suspension, or revocation of a license or the imposition of such other sanctions against a licensee as the Board may authorize through its regulations, subject to the member’s right to fair notice and an opportunity to be heard.

Part 3. As a member of the USOC, USA Cycling is required to adhere to the safe sport rules and regulations of the USOC, including compliance with the policies and procedures of the independent safe sport organization designated by the USOC to investigate and resolve safe sport violations. The USOC has designated the U.S. Center for Safe Sport (“USCSS”) as that organization. Therefore, each member agrees that he/she shall be

(a) subject to the jurisdiction of the USCSS with respect to the investigation and resolution of any allegations that such member may have violated (i) the sexual abuse and misconduct policies as defined by the USCSS, (ii) allegations of violations of USA Cycling’s Athlete Protection Policies that are reasonably related to and accompany a report or allegation of sexual abuse or misconduct, (iii) allegations of violations of USA Cycling’s Athlete Protection Policies that USA Cycling refers to USCSS and that USCSS accepts discretionary jurisdiction over and

(b) subject to any action taken by the USCSS as a result of such allegations, including without limitation, suspension, permanent suspension, and/or referral to law enforcement authorities, all as set forth in the USCSS Policies & Procedures.

Part 4. USA Cycling members must comply with all anti-doping rules of the UCI and the U.S. Anti-Doping Agency (“USADA”), including the USADA Protocol for Olympic and Paralympic Movement Testing (“USADA Protocol”) and all other policies and rules adopted by the UCI and USADA. Members agree to submit to drug testing by the UCI and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that a member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the UCI and/or USA Cycling, if applicable or referred by USADA.

Section 3. An “Eligible Athlete” for representation purposes under the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501, et seq. (“Sports Act”), and the bylaws of the USOC, including, without limitation, Athlete Directors, shall mean an individual that at the time of election, has: (1) within the ten years preceding election, represented the United States in the Olympic or Pan American Games or a USOC Operation Gold event, or a World Championship recognized by the UCI for which a competitive selection process was administered by USA Cycling, or, in a team sport, an international championship recognized by the UCI; or (2) within the twenty-four months before election, demonstrated that they are actively engaged in amateur athletic competition by finishing in the top half of USA Cycling’s national championships or team selection competition for the events in subparagraphs (1) or (2) of this Section 3 or in a team sport have been a member of the USA Cycling’s national team; or (3) within the ten years preceding election, represented the United States in the Paralympic Games, or an International Paralympic Committee-recognized World Championship in the events of the Paralympic Games program. Athlete representatives may not be drawn from events that categorize entrants in age-restricted classifications commonly known as “Juniors,” “Masters,” “Seniors,” “Veterans” or other similarly designated age-restricted competition. In the event a Sport Committee covers a discipline for which it is not reasonably possible to qualify an “Eligible Athlete” for election, the Board of Directors may define “Eligible Athlete” in any reasonable manner consistent with the principles above and subject to the approval, as may be required, of the USOC. At least one-half of the individuals serving as Athlete representatives shall have competed in USA Cycling’s events or disciplines that are on the cycling program in the Olympic or Pan American Games. Up to one-half of the individuals serving as Athlete representatives may have competed in an event or discipline not on the program of the Olympic or Pan American Games, provided that such event or discipline is recognized by the UCI or is regularly included in the international competition program of the UCI, i.e., World Championships. In the event a Sport Committee covers a discipline for which it is not reasonably possible to meet this requirement, i.e., the discipline is not on the program for the Olympic or Pan American Games, then USA Cycling shall request an exception from the USOC.

Section 4. An annual meeting of the Members shall not be required. Special or regular meetings of the Members may be held upon the call of the Board of Directors or upon the written request of 5% of the Members at such place as may be designated by the Board of Directors. Notice of the time, place, and purpose of any special or regular meeting shall be given by the Secretary to each Member at least 30 days before such meeting.

E. Director Meetings

Section 1. No Director shall be permitted to vote by proxy.

Section 2. The annual meeting of the Board of Directors shall be held at a time and place specified by resolution of the Board of Directors.

Section 3. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

Section 4.

Part 1. Regular meetings of the Board of Directors shall be held at such time and place as the Board shall designate and notice of such regular meetings need not be given.

Part 2. Special meetings of the Board of Directors may be held upon the call of its President or chair or upon the written request to its Secretary of a majority of the Board of Directors at such place as may be designated by the President or chair in such written request, as the case may be. Notice of the time, place, and purpose of any special meeting shall be given by the Secretary to each member of the Board of Directors at least 10 days before such meeting.

Part 3. Any Director may waive notice of any meeting. Attendance by a Director at any meeting shall constitute a waiver of such notice unless the Director attends the meeting only for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Part 4. Any action that may be taken by a meeting of the Board of Directors may be taken without a meeting pursuant to the procedures set out in (and subject to the requirements of) Colo.Rev.Stat. Section 7-128-202, or in any amendment thereto that is effective at the time of the action taken.

Section 5. Subject to Section 1 above, at all meetings of the Members, a quorum shall consist of Members and proxies holding, in aggregate, 10% of the total number of votes that could be cast at the meeting. At all other meetings of USA Cycling, including its boards or committees, a majority of the members of a given body shall constitute a quorum.

Section 6. In any board or committee meeting, a request for a roll call vote by any member of such board or committee shall be honored.

Section 7. All meetings of the Board of Directors shall be open to the public subject to such reasonable requirements of advance notice as the Board may require to accommodate non-Director observation of a Board meeting. Notwithstanding the foregoing, an executive or closed session of Directors may be held if requested by a majority vote of the Directors present, but no Director may be excluded from any meeting or any meeting of its committees or subcommittees.

Section 8. Wherever formal notice is to be given for any meeting of USA Cycling, including any Board meeting, the notice shall be deemed delivered when transmitted by facsimile or electronic mail service, at the stated delivery commitment time when deposited with a commercial courier, or three days after deposit in a properly-addressed postage-paid envelope in the United States mail.

Section 9. Failure of literal or complete compliance with respect to date and times of notice or the sending or receipt of the same, or errors in phraseology of the notice of proposals, which in the judgment of a majority of the members of USA Cycling entitled to vote at and attending the meeting does not substantially abridge the rights of such voting members, shall not invalidate the actions or proceedings taken at the meeting, including any Board meeting.

F. Board of Directors and Officers

Section 1.

Part 1. The Board of Directors shall be composed of the following. Directors shall serve two-year terms, with the exception of Athlete representatives, who shall serve four-year terms. The Board positions shall be staggered in such manner as the Board may decide.

- (a) One Director shall be appointed by the Road Sport Committee from among its membership;
- (b) One Director shall be appointed by the Track Sport Committee from among its membership;
- (c) One Director shall be appointed by the Mountain Sport Committee from among its membership;
- (d) One Director shall be appointed by the Professional Sport Committee from among its membership;
- (e) One Director shall be appointed by the BMX Sport Committee from among its membership;
- (f) One Director shall be appointed by the Collegiate Sport Committee from among its membership;

(g) One Director shall be appointed by the Cyclo-cross Sport Committee from among its membership;

(h) Four Directors shall be Athletes, one each from Track, Mountain, Professional, and BMX disciplines. Each Athlete Director must qualify as an Eligible Athlete within his or her respective discipline and shall be directly elected to the Board of Directors by athletes who also qualify as Eligible Athletes within the discipline. Each Athlete Director shall serve as a member of his or her respective discipline's Sport Committee.

(i) Four Directors shall be appointed by the USA Cycling Development Foundation;

(j) Four Directors shall be appointed as At-Large Directors by the Board of Directors, each of whom shall have such qualifications as the Board of Directors may determine;

(k) The President/CEO of USA Cycling shall serve as a Director.

Part 2. Only a member of the Board of Directors of the Foundation may serve as a Foundation Director.

Section 2. Each Director must be at least nineteen (19) years of age when taking office. No person shall serve more than four consecutive terms as a Director, except that term limitations shall not apply to the President/CEO. These term limitations shall apply only to terms that commence after July 13, 2011.

Section 3. There shall be seven Sport Committees (Road, Track, Mountain, Professional, BMX, Collegiate, and Cyclo-cross) which shall work with designated staff to develop plans, rules, strategies and policies for submission to the CEO for the development and operation of their respective disciplines. The composition and election of Committee Members shall be determined by the Board of Directors. Each Sport Committee shall have at least one Committee Member elected by Members of USA Cycling (subject to such voting rights and procedures as the Board of Directors may impose). No person shall serve on more than one Sport Committee concurrently, and no person shall stand for election for more than one Sport Committee or Sport Committee position during any election cycle. No person shall serve more than four consecutive two year terms as a Committee Member. These term limitations shall apply only to terms that commence after July 13, 2011.

Section 4.

Part 1. The Board of Directors may designate and appoint one or more Director committees, each of which shall consist of three or more Directors, which shall have the authority of the Board of Directors to the extent provided in the designating resolution or the Bylaws, except that no such committee shall have the authority of the Board in reference to: authorizing distributions; approving or proposing to members action required to be approved by members; adopting, amending, or repealing the Articles of Incorporation or these Bylaws;

electing, appointing, or removing any member of such committee or any officer or Director of USA Cycling; adopting a plan of merger or adopting a plan of consolidation with another corporation; approving a sale, lease, exchange or other disposition of all or substantially all of its property, with or without goodwill, otherwise than in the usual and regular course of business subject to approval by members; or amending, altering, or repealing any resolution of the Board of Directors which, by its terms, provides that it shall not be amended, altered, or repealed by such committee.

Part 2. The Board of Directors shall appoint from among their members the following Standing Committees, each of which shall be composed of not fewer than 20% Athlete Directors:

- (a) Executive Committee, which shall perform the duties and exercise the powers of the Board of Directors between meetings of the full Board.
- (b) Audit Committee, which shall assist the Board in its oversight of the integrity of the financial statements and internal controls, compliance with legal and regulatory requirements and ethics, and the independence and performance of the internal and independent auditors.
- (c) Finance Committee, which shall assist the Board in its oversight of the management of USA Cycling's financial assets, review and recommend approval of an annual operating budget, regularly review financial results, and ensure the maintenance of an appropriate capital structure.
- (d) Compensation Committee, which shall advise the Board with respect to the compensation and terms of employment of the President/CEO.
- (e) Nominating and Governance Committee, which shall identify and evaluate prospective candidates for the Board and advise the Board on matters related to its internal governance.

Section 5. The Board of Directors shall be designated without regard to race, color, religion, age, gender, sexual orientation or national origin, except that to the extent there are separate male and female programs in the sport of cycling, there shall be reasonable representation of both males and females on the Board of Directors.

Section 6.

Part 1. The Board of Directors of the Foundation shall elect two Foundation Directors each year.

Part 2. The Foundation Directors shall each serve two-year terms. Following the initial election of Foundation Directors, the Foundation shall determine the duration of their respective terms to facilitate the transition to the Board composition contemplated hereunder.

Section 7. Vacancies among Directors shall be filled by action of the class of members entitled to vote to fill the seat vacated.

Section 8. Any Director may resign at any time by giving written notice to the Secretary of USA Cycling. Such resignation shall take effect immediately upon the giving of notice unless otherwise specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

Section 9. A Sport Committee designee to the Board of Directors may be removed by a majority vote of the members of the Sport Committee that elected him. A vote shall be held upon petition to the Secretary of the Board of Directors by eligible voters holding at least 10% of the votes. A Foundation Director may be removed by a vote of two-thirds of the Foundation Board of Directors.

Section 10. USA Cycling shall have the following corporate officers: a President, Secretary, and Treasurer appointed by the Board of Directors. The Chief Executive Officer of USA Cycling shall serve as the President of USA Cycling. The officers shall fulfill responsibilities specified below, subject to the control of the Board of Directors, and such other duties as shall from time to time be assigned to them by the Board. No officer of USA Cycling may serve concurrently as an officer of another national governing body (“NGB”) that is a member of USOC.

Section 11. At the first meeting of the Board of Directors in even-numbered years, a Chair and Vice-Chair of the Board shall be elected. The duty of the Chair is to preside at all meetings of the Board of Directors, and the Vice Chair shall preside in the Chair’s absence. In the event neither the Chair nor the Vice Chair is able to attend a Board meeting, the remaining Board members shall elect a Presiding Chair to preside over such meeting.

Section 12. The presiding Chair in any meeting of the Board of Directors shall have the right to vote on all Board matters.

Section 13. Upon adoption of these Bylaws in 2011, the Board shall approve a Transition Plan under the terms of which the Board shall specify how current Board and Association Directors and Trustees shall be utilized to fill the Director positions created herein. To the extent reasonably possible, Director and Sport Committee positions created hereunder shall be filled from among the individuals currently serving as Directors and Trustees. For purposes of term limitations, all terms being served by current Directors shall be considered, but no Directors existing term shall be truncated by operation of the term limitations.

G. Athletes Advisory Council Representative

USA Cycling will conduct an election to choose an AAC Representative (“Representative”) and an Alternate AAC Representative (“Alternate”) to serve on the USOC’s Athletes’ Advisory Council. This election will take place each year in which the summer Olympic Games are scheduled to be held, and such election will be conducted in accordance with election procedures published by USA Cycling.

H. Election and Removal of Board Positions and Officers

Section 1. When elections are to be held for positions as Chair and Vice Chair of the Board of Directors no person who is a candidate for either position shall chair the portion of the meeting at which the election is conducted.

Section 2. All elections of officers of USA Cycling and of the Chair and Vice Chair of the Board of Directors shall be decided by a majority vote using a secret ballot with abstentions not being counted. If no candidate receives a majority of the votes cast, another vote shall be held between only those candidates whose total vote in the previous balloting constituted a majority and who each received more votes than any candidate not included in subsequent balloting. This process shall be repeated until one candidate receives a majority.

Section 3. The terms of officers and of the Chair and Vice Chair of the Board of Directors shall run until their respective successors are elected and qualified, or they cease being Directors; resign; or are removed from office in accordance with procedures established by law or these Bylaws.

Section 4. Any officer elected by the Board of Directors may be removed by a majority vote of the Board of Directors with or without cause.

Section 5. A vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors at any meeting.

I. Administrative and Executive Authority

Section 1. The Board of Directors shall employ a President/Chief Executive Officer, who shall serve at the pleasure of the Board, except that the Board may cause the Corporation to enter into an employment contract with the President/CEO that is for at-will employment, employment for a specified term or employment for any such period as the Board may deem advisable.

Section 2. The CEO may designate various classes of nonvoting affiliations with USA Cycling and specify qualifications, conditions, and fees for such affiliations.

J. Conduct

Section 1. No Director (except the President) or voting member of a USA Cycling Sport Committee shall hold a position paid from USA Cycling general funds, but may receive an honorarium. Any such honorarium must be specifically approved by the Board of Directors. This provision shall not apply to 1) individuals who are engaged on an occasional or temporary basis, which shall include, but not be limited to coaching or instructing at a clinic or training camp, making a paid appearance for a sponsor, or working on a finite or discrete project, and 2) athletes who are still competing and receiving benefits from the USOC or any NGB in his/her capacity as a competing athlete. Transactions with an Interested Person or business entities in which an Interested Person holds a 10% or greater financial interest must be specifically approved by the

Board of Directors. An Interested Person is a Director, Director's spouse, Sport Committee Member, Sport Committee Member's Spouse, Employee, or Employee's Spouse.

Section 2.

Part 1. Each year at the time of the first meeting of the Board of Directors, each Director and shall file with the CEO a disclosure of all activities in which he or she held a financial interest or from which he received compensation during the preceding 12 months that were directly involved with the sport of cycling or were doing business with USA Cycling. The list of these activities shall be made available to the public upon request.

Part 2. On a quarterly basis, the CEO shall compile a list of payments by USA Cycling, other than reimbursement of expenses, that have been made to Directors or their spouses or to any business entity in which the Director or spouse has 10% or more financial interest, as well as any debts to USA Cycling by any of these entities that are 60 days or more past due. This disclosure shall be distributed to the Directors and made available to the public.

Section 3.

Part 1. USA Cycling shall, to the maximum extent permitted by the Colorado law in effect from time to time, indemnify each of its Directors, Sport Committee Members, officers, and employees against expenses, judgments, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was acting on behalf of USA Cycling, except that the use of motor vehicles that are not owned by USA Cycling shall be indemnified only in excess of the operator's insurance and then only to the extent of available USA Cycling insurance coverage for such liability, and for physical damage not to exceed the policy limits of any applicable insurance maintained by USA Cycling for such claims; however, in all cases subject to any exclusions of any applicable USA Cycling policy. The Board of Directors may from time to time approve indemnification by USA Cycling pursuant to this Part 1 in excess of the available USA Cycling insurance coverage.

Part 2. The Board of Directors may, to the maximum extent permitted by Colorado law in effect from time to time, authorize the purchase and maintenance by USA Cycling of insurance on behalf of its Directors, Sport Committee Members, officers, and employees against liability asserted against or incurred by their acting on behalf of USA Cycling.

Section 4. All Directors, Sport Committee members, employees, and other agents of USA Cycling are obligated to:

(a) Ensure that USA Cycling adheres to the applicable rules, regulations, and policies of federal, state, and local government, and national and international sport governing bodies with which USA Cycling are affiliated;

(b) Devote themselves to conduct which, in letter and spirit, is lawful, honest, dependable and fair;

(c) Conduct themselves in ways which promote the aims and objectives of USA Cycling and which enhance the reputation of USA Cycling and cycling;

(d) Place the interests of the entirety of USA Cycling ahead of local or personal interests in cycling, including voluntarily absenting themselves from discussions of issues in which they have a financial interest unless they are required to be present to answer questions as recognized representatives of those interests;

(e) Give prudent consideration to issues, taking into account established USA Cycling policies and precedents, needs for confidentiality regarding proprietary and sensitive information, and the legal, financial and administrative effects of proposed actions;

(f) Provide a full, constructive, and timely reply in the form required to requests from USA Cycling authorities for information and decisions;

(g) Fully inform responsible USA Cycling authorities in a timely and documented form of matters about which the authorities may be unaware, including not only business opportunities, policy alternatives, and organization needs, but also any actions, no matter who is responsible for those actions, which are contrary to policy, or are damaging to USA Cycling or are improper, unethical, or unlawful; assist the employees, volunteers, Directors, and Sport Committee Members of USA Cycling to create and maintain an effectively functioning organization always respecting the responsibility and authority of those to whom implementation of USA Cycling policies and goals has been entrusted;

(h) Neither give nor receive gifts, cash, travel, hotel accommodations, entertainment, or favors except those of nominal value exchanged in the normal course of business;

i. The trading of pins and mementos is accepted conduct; and

ii. Invitations from sports, media, or other organizations to attend sports and social events of more than nominal value may be accepted if they are part of open and generally accepted practices, serve to promote the best interests of USA Cycling would not embarrass the individual or USA Cycling if publicly disclosed, and do not compromise the objectivity or integrity of the recipient or donor. Gifts and favors of more than US\$100 value should not ordinarily be accepted, but if the circumstances render it awkward to refuse such a gift the donor should be thanked and told that the gift is being accepted on behalf of, and will be delivered to USA Cycling.

Section 5. Directors shall carry out their duties as required by law, these Bylaws and any other rule, regulation or policy adopted by the Board of Directors and generally accepted standards for the conduct of directors of not-for-profit corporations.

Section 6. USA Cycling's properties, services, opportunities, authority, and influence are not to be used for private benefit. All Directors, Officers, Sport Committee Members, employees, and agents of USA Cycling shall disclose the nature and extent of an actual or potential conflict of interest when it occurs and will not participate in the discussion, evaluation, or voting

concerning that issue, including without limitation, the awarding of contracts, the purchase of goods and services, and the allocation of USA Cycling's resources for personal use.

Section 7. If any individual representing USA Cycling participates in the evaluation or approval of a contract with a supplier to furnish goods or provide services to USA Cycling when that individual will directly or indirectly benefit financially or otherwise receive any form of compensation from, or have an interest in, any supplier under consideration, then USA Cycling shall have the right to recover such benefit or payment, and such contract or transaction shall be voidable by USA Cycling.

Section 8. An Ethics Board consisting of three persons who have no other connection with USA Cycling may be appointed by the Board of Directors as may be necessary, and shall: (a) Investigate allegations of conflict of interest or other ethical issues involving Directors and recommend actions to the Board of Directors if appropriate; (b) Review USA Cycling regulations and policies on ethical issues and recommend changes to the appropriate bodies if needed; (c) Fulfill other duties as the Board of Directors may assign it from time to time.

K. Amendments

These Bylaws may be amended by the Members or the Board of Directors. All amendments to these Bylaws must be approved by at least two-thirds of the total votes cast, abstentions not being counted. The text of any proposed amendment shall be provided to the Voting Members or Board of Directors, whichever is applicable, no less than 30 days prior to the meeting at which the amendment will be considered. Any amendment to these Bylaws shall be proposed in writing to the Secretary by a member of the Board of Directors or by at least 5% of the Members.

L. USOC Compliance

USA Cycling is recognized by the USOC as the NGB for the sport of cycling in the United States. USA Cycling shall comply with the requirements for recognition as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§ 220501 – 220529) and as mandated by the USOC as such requirements are promulgated or revised from time to time. In fulfilling those requirements USA Cycling shall:

- (a) be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee as the worldwide governing body for the sport of cycling;
- (b) be autonomous in the governance of the sport of cycling by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- (c) maintain the managerial and financial competence and capability to establish national goals for cycling relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for the sport of cycling;

- (d) provide for individual and organizational membership;
- (e) ensure that its Board of Directors, and any other governance body, has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur athletic competition in cycling or who have represented the United States in an international amateur athletic competition in cycling within the preceding ten (10) years, and ensures that the membership and voting power held by those individuals is not less than twenty (20) percent of the voting power held in its Board of Directors;
- (f) provide for reasonable direct representation on its Board of Directors for any amateur sports organization which, in the sport of cycling, conducts on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, a national program, or regular national amateur athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in the sport of cycling in the United States;
- (g) be governed by a diverse Board of Directors whose members are selected without regard to race, color, religion, national origin, or sex, with reasonable representation on the Board of both males and females;
- (h) provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in cycling competitions without discrimination on the basis of race, color, religion, age, sex, or national origin;
- (i) not have an officer who is also an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body;
- (j) provide procedures for the prompt and equitable resolution of grievances of its members;
- (k) provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
- (l) agree to submit to binding arbitration in any controversy involving: (i) its recognition as a National Governing Body, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in cycling, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Olympic and Amateur Sports Act;
- (m) not have eligibility criteria relating to amateur status or to participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of cycling recognized by the International Olympic Committee;

(n) perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOC on a National Governing Body.