U.S. ALL STAR FEDERATION, INC. BYLAWS

EFFECTIVE: October 7, 2026

ARTICLE I
NAME, STATUS, LOCATION

Section 1.1 - Name

The name of this organization is U.S. All Star Federation, Inc. ("USASF"). USASF may establish acronyms or abbreviations as appropriate for business use, and may establish logos, service marks, or trademarks as appropriate to further its purposes, mission, and goals.

Section 1.2 – Status

USASF is a mutual benefit nonprofit corporation incorporated under the Tennessee Nonprofit Corporation Act, Sections 48-51-101 *et seq.* (the "Act"). To the extent that anything within these bylaws (the "Bylaws") is inconsistent with the laws of the State of Tennessee, specifically the Act, the laws of the State of Tennessee will prevail.

Section 1.3 – Location

The principal office of the USASF shall be located within the State of Tennessee. The USASF may have such other offices, either within or without the State of Tennessee, as the Board of Directors ("Board") may designate or as the business of the USASF may require from time to time.

The registered office and registered agent of the USASF shall be maintained in the State of Tennessee, as required by the Act. The registered office may be identical with the principal office in the State of Tennessee. The registered office and registered agent may be changed from time to time by the Board.

ARTICLE II
PURPOSE AND MISSION

Section 2.1 – Purpose

The purpose of the USASF is to help foster and promote a community and culture that supports fair play, safety, and growth in All Star Cheerleading and All Star Dance.

Section 2.2 – Mission

The USASF shall develop a mission statement and goals to express its purposes, direction, and objectives, which shall be approved by the Board, and reviewed from time to time as circumstances dictate. The USASF shall disseminate its statement of mission and goals in such manner as the Board determines.

ARTICLE III
MEMBERSHIP

Membership in the USASF is a privilege granted by the USASF; it is not a right. The USASF, at its sole discretion, reserves the right to accept or reject any applicant for membership.

Section 3.1 – Categories of Membership

A Member is any individual or entity that has completed all eligibility requirements for the member category. The USASF offers the following types of memberships:

3.1.1. Minor Athlete Member: An Athlete Member ("Minor Athlete") is: (1) any individual, (2) USASF Member, (3) under the age of 18 years old, and (4) who is or will be on a team representing a USASF Club Member. The Board will establish the eligibility requirements for an Athlete Member.

3.1.2. Adult Athlete Member: An Adult Athlete Member ("Adult Athlete") is: (1) any individual, (2) USASF Member, (3) who is, or will be, 18 years of age, on or before the start of the current membership term, and (4) is or will be on a team representing a USASF Club Member. The Board will establish the eligibility requirements for an Adult Athlete Member.

3.1.3. Event Producer Member: An Event Producer Member ("Event Producer") is any United States based entity who is a USASF Member that hosts one or more competitive Competition, as defined in the Code, in the United States and has All Star Cheerleading and/or All Star Dance Divisions. The Board will establish the eligibility requirements for an Event Producer Member.

3.1.4. Club Member: A Club Member ("Club") is any United States based entity who is a USASF Member that trains Minor Athletes and/or Adult Athletes in All Star Cheer and/or Dance from which one or more teams may attend USASF sanctioned and/or sponsored Competition. The Board will establish the eligibility requirements for a Club Member. A Club Owner ("Club Owner") is an individual who is a Member of USASF and owns, either in whole or in part, a Club or is a managing director of a Club that is owned by an entity that is not closely held, as determined by the Board.

3.1.5. Coach Member: A Coach Member ("Coach") is an individual who is a USASF Member and: (1) a Club Owner, and/or (2) coaches Minor Athletes and/or Adult Athletes in All Star Cheerleading and/or All Star Dance. The Board will establish the eligibility requirements for a Coach Member.

3.1.6. Non-Coaching Representative Member: A Non-Coaching Representative Member is any individual, non-coaching USASF Member who is 18 years of age or older and who is associated with and serves in an official capacity for a Club. The Board will establish the eligibility requirements for a Non-Coaching Representative Member.

The Board may amend, alter, or supplement the types or categories of memberships offered by USASF as needed.

Section 3.2 – Admission of Members

To become a member of the USASF in any category, each potential member must submit an application for membership on a form prescribed by the Board and pay the requisite membership fee as established, from time to time, by the Board. Membership in any category may be granted only after the application is approved. By submitting an application, the applicant agrees to comply with all the provisions of the USASF Bylaws, purposes, policies, procedures, regulations, and rules. Membership in the USASF shall be available without regard to race, color, religion, national origin, disability, sex, sexual orientation, gender identity, gender expression, or marital status.

Membership in USASF is a privilege granted by USASF at its sole discretion. The Board may add, remove, or change the membership categories from time to time. Members have no ownership rights or any other interests of any kind in USASF's property. Members may not transfer their membership in USASF.

The Board may establish criteria for membership in any or all membership categories. Such criteria may include, without limitation, background screenings, abuse prevention education or training, other education requirements, and payment of dues. Furthermore, the Board may establish such rules and procedures for the amount, manner, and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

3.3 – Membership Enrollment and Dues

The membership enrollment in the USASF shall begin on a date specified by the Board and shall continue on a rolling basis until a date specified by the Board.

Dues for each category of membership and the date of payment thereof shall be determined by the Board for the ensuing Membership term. The Board may establish, increase, or decrease these dues and may set different levels of dues for each Member category. Except as otherwise determined by the Board, only those who have paid dues in full, had their membership accepted, and completed any other membership requirements on a date specified by the Board are eligible to the rights, privileges, and benefits of membership in the USASF.

3.4 – Termination of Membership & Interim Measures

A Member may resign at any time. The USASF shall have full authority and discretion to suspend or terminate any membership for a violation of these Bylaws or any rules and regulations duly adopted by the Board or by reason of any conduct deemed by USASF to be prejudicial to its best interest. Prior to suspending or terminating a Member, the USASF may give not less than fifteen (15) days prior written notice of such suspension or termination to the Member and the reasons therefore and provide to such Member an opportunity to be heard not less than five (5) days before the effective date of such suspension or termination by the USASF. Such suspension or termination

of membership may take effect immediately and without fifteen (15) days prior written notice, if, in USASF's sole discretion, the facts and circumstances require immediate action.

At the sole discretion of USASF, the USASF may impose interim measures, including but not limited to suspension, restricted membership, a fine, and/or probation at any time with cause. These interim measures may be taken in response to an allegation of a violation or a violation of a USASF policy and/or code.

3.5 – Annual Meeting of Members

The annual meeting of the Members of USASF shall be held on such date and at such place, either within or outside the State of Tennessee, including via remote conferencing means, as may be determined by the Board. The business to be transacted at such meeting shall be a report of the activities and financial condition of the USASF since the last meeting of the Members, the election of directors subject to the provisions of Section 4.4 hereinbelow, other matters specified in the notice of the meeting and such other business as shall be properly brought before the meeting. Notice of the annual meeting of Members will be mailed (either physically or electronically) to all Members in good standing, as determined by the Board, at least two (2) weeks and not more than two (2) months prior to the meeting.

3.5.1 – Member Voting Rights

Except as otherwise provided in by the Act or the Charter, each Member at least eighteen years of age is entitled to one vote on each matter voted on by Members at a meeting of Members. Voting may be in person, electronically, or by proxy. Only Members in good standing of the USASF and at least eighteen years of age shall be eligible to participate in any meeting of Members (including but not limited to voting on any matter to be voted on at such meeting) or to serve in any elected or appointed positions. Good standing, herein, means those who (1) meet and maintain USASF membership obligations and eligibility requirements and (2) have not been subject to probation within the last twelve (12) months.

3.6 – Record Date

The Board shall fix, or provide the manner of fixing, the record date for determining the Members entitled to notice of a Members' meeting, to vote, or to take any other action. The record date may not be more than seventy (70) days before the meeting or action requiring a determination of members. If the Board fails to fix a record date for any meeting of Members, Members of record on the close of business on the business day immediately preceding the day on which the meeting is held, are entitled to exercise rights provided herein.

3.7 – Members List

After the record date for a meeting has been fixed, USASF shall prepare an alphabetical list of the names of all Members who are entitled to notice of a Members' meeting. The list must show the address and number of votes each Member is entitled to vote at the meeting. The list of Members shall be available for inspection by any Member (as that term is defined in the Act and these

Bylaws) for the purpose of communication with other Members concerning the meeting, beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting. The list of Members shall be available at the USASF's principal office or at a place identified in the meeting notice in the city where the meeting will be held.

A Member (as that term is defined in the Act and these Bylaws), his/her agent or attorney is entitled, on written demand and subject to the requirements and limitations of the Act, to inspect and/or copy the list, during regular business hours and his/her/their/its expense, during the period it is available for inspection. USASF shall make the list of Members available at the meeting, and any Member (as that term is defined in the Act and these Bylaws), his/her/their/its agent or attorney shall be entitled to inspect the list at any time during the meeting.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1 – General Powers

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the affairs of the USASF managed under the direction of the Board of Directors (the "Board"; individually, a "Director").

Section 4.2 – Function of the Board

The Board will provide guidance and strategic direction for USASF. The Board will oversee the management of USASF and its affairs, but it does not manage the day-to-day activities of the USASF. The Board will focus on long-term objectives and impacts rather than on day-to-day management, empowering the Executive Director to manage a staff-driven organization with effective oversight by the Board. In addition, the Board may perform any of the following functions:

4.2.1. Implements procedures to orient new directors, to educate all directors on the business and governance affairs of USASF, and to evaluate Board performance;
4.2.2. Selects, compensates, evaluates, and may terminate Executive Director;
4.2.3. Plans for management succession;
4.2.4. Reviews and approves USASF's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
4.2.5. Sets policy and provides guidance and strategic direction to management on significant issues facing USASF;
4.2.6. Reviews and approves significant corporate actions;
4.2.7. Reviews and approves USASF athlete and participant safety policies, rules, and procedures;
4.2.8. Oversees the financial reporting process, communications with Members, and USASF's legal and regulatory compliance;
4.2.9. Oversees effective corporate government;
4.2.10. Approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;

4.2.11. Reviews and approves financial statements, annual reports, financial and control policies, and, if necessary, selects independent auditors;
4.2.12. Monitors to determine whether the USASF's assets are being properly protected;
4.2.13. Monitors USASF's compliance with laws and regulations and the performance of its broader responsibilities;
4.2.14. Ensures the Board and management are properly structured and prepared to act in case of a corporate crisis; and
4.2.15. Ensures that USASF strives to adopt and maintain athlete and participant rules, policies, and procedures.

Section 4.3 – Qualifications and Number

4.3.1. Each Director must be a natural person who is (1) a resident of the United States of America but need not be residents of the State of Tennessee; and (2) at least twenty-one (21) years of age.
4.3.2. Each Director shall have passed a background check, completed abuse prevention and training, and have no record of abuse or similar misconduct violations or any pending criminal charge(s).
4.3.3. Directors have an affirmative and ongoing duty to disclose any matters, including actual or potential conflicts of interest, which may be relevant to their qualifications to serve as a director.
4.3.4. Directors, who are USASF members, must be a member in good standing at the time of nomination and must remain in good standing for the duration of their term. In this section, good standing is intended to be used as that term is defined in Section 3.5.1.
4.3.5. The number of Directors shall not be less than three (3). Provided, however, the number of Directors may change from time to time by the Board by amendment of this Bylaw, but not decrease shall have the effect of shortening the time of an incumbent director or reducing the number of Directors below three (3).
4.3.6. Members of the Board shall be selected without regard to race, color, religion, national origin, disability, sex, sexual orientation, gender identity, gender expression, or marital status.

Section 4.4 – Composition of the Board and Tenure

The Board shall consist of the following positions:

4.4.1. **Chairman of the Board** – The Board will appoint from the Directors one (1) Chairman of the Board ("Chairman") to the Board. The Chairman shall serve a two (2) year term and shall not serve more than four (4) consecutive terms. The Chairman shall be a voting member of the Board.
4.4.2. **Vice Chairman** – The Board may appoint from the Directors one (1) Vice Chairman of the Board ("Vice Chairman"). The Vice Chairman must be a Director from a different category than that of the Chairman (e.g., if the Chairman is a coach/owner, the Vice Chairman cannot also be a coach/owner). The Vice Chairman shall serve a two (2) year term and shall not serve more than four (4) consecutive terms. The Vice Chairman shall be a voting member of the Board.

4.4.3. **Event Producer Directors** – The Board shall include six (6) Event Producer Directors. These directors shall be appointed by the Board, except that no more than three (3) of the Event Producer Directors may be employed by, an owner of, an officer of, and/or a director of the same company and/or its parents, subsidiaries, affiliates, or other companies under common ownership or control. Because Event Producers are companies, not individuals, an Event Producer's authorized representative may submit a nomination or application on behalf of themselves or another person to serve in the Event Producer's Director position for the duration of the elected term. These individual directors shall serve a two (2) year term and shall not serve more than three (3) consecutive terms. These directors shall be voting members of the Board.

4.4.4. **Coaches/Club Owners Directors** – The Board shall include seven (7) directors from among those individuals considered to be USASF Members in the Coach or Club Owner categories, except that no more than one (1) of the Coach or Club Owner Directors may be employed by, an owner of, an officer of, and/or a director of the same Program and/or its parents, subsidiaries, affiliates, or other companies under common brand, ownership, or control. At least one (1) of these directors shall be nominated by the Board and elected by the affirmative vote of USASF Coach Members and Club Owner Members at the annual meeting of members. One (1) of these seven directors shall be the Coach Connection Committee Chairperson or a Board-approved appointee from the Coach Connection Committee. The remaining of these directors shall be appointed by the Board. These directors shall serve a two (2) year term and shall not serve more than three (3) consecutive terms, with the exception of the Coach Connection Committee Chairperson who shall have no term limit so long as they maintain their role as the Connection Committee Chairperson. These directors shall be voting members of the Board.

4.4.5. **Unaffiliated Directors** – The Board may appoint up to three (3) Unaffiliated Directors from among individuals considered to be unaffiliated. These directors shall serve a two (2) year term and shall not serve more than three (3) consecutive terms. These directors shall be non-voting members of the Board. The Board determines whether a director is unaffiliated. An "unaffiliated director" must not have any material relationship with USASF, either directly or indirectly. A relationship is "material" if, in the judgment of the Board it would interfere with the director's independent judgment. The unaffiliated director must maintain an independent perspective by maintaining no affiliation for their entire term and any successive term, except for holding any governance position with USASF and reimbursement expenses related thereto.

4.4.6. **Committees Director** – In addition to the Coach Connection Committee Chairperson, the Board may include one (1) Committees Director appointed by the Board from any committee within the USASF. This director shall have no term limit so long as they maintain a role within a USASF committee. This director shall be a non-voting member of the Board.

4.4.7. **Former Athlete Director** – The Board may appoint one (1) Former Athlete Director from any individual who (a) is a former USASF athlete member who competed in All Star cheer and/or dance and (b) was a USASF athlete member. This director may not be a current USASF athlete member. This director shall serve a two (2) year term and shall not serve more than three (3) consecutive terms. This director shall be a non-voting member of the Board.

4.4.8. **Members at Large Directors –** The Board may appoint up to five (5) Members at Large Directors from the USASF Officers, current or former staff members, and former Board members. These directors shall have no term limit so long as they maintain their roles within USASF which they held at the time of appointment to the Board. These directors shall be non-voting members of the Board. The Immediate Past Chairman shall serve as one of the three Members at Large Directors for a term of one (1) year immediately after his/her/their term as Chairman. The Immediate Past Chairman shall be a non-voting member of the Board.

The Officers of the USASF, as described below, shall be non-voting members of the Board. Unless specifically stated herein, no individual may represent more than one of the above-listed categories. A director's term shall end at the annual meeting of the Board. A director's term shall begin the day immediately after the annual meeting of the Board, whichever is earlier.

Section 4.5 - Board Vacancies, Removal, and Resignation

4.5.1. Vacancies - A Director's position on the Board becomes vacant upon the Director's resignation, removal, incapacity, disability, or death, or upon the expiration of the Director's term. Any vacancy occurring in the Board at any time for any reason may be filled by the affirmative vote of three-fourths (75%) of the remaining Directors, so long as the requirements of Section 4.3 are met. An individual appointed to fill a Director position shall serve for the unexpired term of his or her predecessor in office, or, if there is no predecessor, until the next election of Directors. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by election by the Board in conformity with Sections 4.3 and 4.4 for a term of office continuing only until the next election of Directors.

4.5.2. Removal - Any or all of the Directors may be removed for cause or without cause as follows: for cause - by vote of three-fourths (75%) of the total number of the Directors; or without cause – by unanimous vote of the total number of the Directors. For purposes of this provision, "cause" shall mean final conviction of a felony, declaration of unsound mind by court order, failure to maintain the membership category in which such person was elected to the Board, nonacceptance of office, sharing or causing to be shared any confidential or propriety information with anyone outside of the Board, conduct prejudicial to the interest of the USASF, or absence from at least three fourths (3/4) of the regular meetings of the Board during any twelve (12) month period, unless they are able to demonstrate to the other Directors that the presence of exigent circumstances caused and excused the absences. Removal of a Director shall also constitute removal as an Officer of the USASF and as a member of all committees of the Board.

4.5.3. Resignation - A Director may resign at any time by delivering a written notice to the Board, the Chairman, the Executive Director, or the Secretary. Such resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Board, the Chairman, the Executive Director, or the Secretary. A notice of resignation by the Chairman, Executive Director, or Secretary shall be given to the Board.

Section 4.6 – Director Compensation & Expenses

A Director may only receive such compensation for services rendered as a Director as specifically voted upon by the Board. Each Director may be paid his or her actual expenses incurred in connection with the business of USASF to the extent such expenses are determined to be reasonable by the Board. Such actual, reasonable expenses may be paid or reimbursed in accordance with USASF's policies.

Section 4.7 – Director Meeting Attendance

Directors are expected to attend, either in-person or remotely, all regularly scheduled Board meetings. Directors must attend at least three-fourths (3/4) of all regularly scheduled Board meetings.

Section 4.8 – Annual Meetings of the Board

The annual meeting of the Board shall be held each year as determined by the Board. The purpose of the annual meeting of the Board shall be to report on the activities and financial condition of the USASF for each fiscal year and transact such other business as may properly be brought before the Board. The annual meeting of the Board may be held without notice to Members of the date, time, place, or purpose.

Section 4.9 - Regular Meetings of the Board

The Board may, by three-fourths (3/4) vote, designate the date, time, and place for regular meetings of the Board to be held more frequently than annually. A regular meeting of the Board need not be held in the State of Tennessee. Regular meetings of the Board may be held without notice of the date, time, place, or purpose. The Board may designate a portion of a regular meeting of the Board during which USASF Members may address the Board.

Section 4.10 - Special Meetings of the Board

Special meetings of the Board may be called by the Chairman, the Executive Director, or by a majority of the Board. The Chairman shall fix the place, either within or without the State of Tennessee, as the place for holding any special meeting of the Board. Notice of such meeting, stating the place, date, and time, shall be given of such meeting. The business to be transacted at, or the purpose of, any special meeting of the Board must be specified in the notice of such meeting. Directors may participate in special meetings of the Board in-person or remotely. For the purpose of a Board vote at a special meeting of the Board, the meeting and voting may take place in-person or remotely.

Section 4.11 – Quorum

A simple majority of the total number of Directors in office, immediately before the meeting begins, shall constitute a quorum for the transaction of business at any meeting of the Board. If

less than a quorum is present at a meeting, then: (i) the meeting may continue but no action of the Board may occur; and/or (ii) a majority of the directors present at the meeting may adjourn the meeting from time to time, without further notice other than an announcement at the meeting, until a quorum is present. Unless these Bylaws or the Act requires the vote of a greater number of Directors, a quorum is required for any action of the Board.

Section 4.12 - Manner of Acting

The act of seventy-five percent of Directors on the Board present and participating, including by proxy, at a meeting at which a quorum is present shall constitute an act of the Board, except as otherwise provided by law, the Charter, or these Bylaws. Each Director in attendance at such a meeting shall be entitled one (1) vote on each issue submitted to a vote at the meeting. Any vote may be taken by voice, show of hands, written ballots, or in any manner deemed reasonable by the Board. The unanimous written consent of all Directors shall also constitute an act of the Board. Directors may vote by proxy or act by proxy at any meeting of the Board so long as their proxy is delivered before the meeting to the Secretary.

Section 4.13 - Presumption of Assent

A Director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken, unless his or her recusal, abstention, or dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the Secretary before the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 4.14 - Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting, if all voting Directors of the Board consent in writing to taking such action without a meeting. Action without a meeting may be taken by the Board if written notice as described in Article V - Notices is transmitted to each Director, and each Director by the time stated in the Board Notice either: (1) votes in writing for or against such action; (2) abstains in writing from voting; (3) fails to respond or vote; or (4) fails to demand in writing that action not be taken without a meeting. The Board Notice shall state the action to be taken, the time by which a Director must respond, that failure to respond or demand in writing that action not be taken without a meeting by the time stated in the Board Notice will have the same effect as abstaining in writing by the time stated in the Board Notice. Action is taken under this Section only if: (1) at the end of the time stated in the Board Notice, the affirmative votes in writing, signed by the voting Director, for such action received and not revoked, equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and votes, and (2) the Chairman, Secretary, and/or Executive Director has not received an unrevoked written demand by a Director that such action not be taken without a meeting. A Director's right to demand that action not be taken without a meeting will be deemed to have been waived, unless the Chairman, Executive Director, and/or Secretary receives such demand from the Director in writing by the time stated in the Board Notice, and such demand has not been revoked. Any Director who is writing has voted, abstained, or demanded action not to be taken without a

meeting, pursuant to this Section may revoke such vote, abstention, or demand in writing received by the Chairman, Executive Director, and/or Secretary by the time stated in the Board Notice. All communications under this Section may be transmitted or received by email or other form of electronic communication. All votes, abstentions, demands, or actions described or taken pursuant to this Section shall be filed with the minutes of the proceedings of the Board. Action taken pursuant to this Section has the same effect as action taken at a meeting of the Board and may be described as such in any document.

Section 4.15 - Meetings and Transacting Business by Other Means

Directors may participate in a meeting of the Board by means of a remote electronic communications system, including, but not limited to, conference telephone, videoconference, or internet, so long as (i) each person entitled to participate in the meeting consents to the meeting being held by means of that system, and (ii) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Such participation shall constitute presence in person at the meeting for purposes of a quorum and voting. If voting is to take place at a meeting held by means of a remote electronic communications system, reasonable measures shall be implemented to verify that every person voting at the meeting by means of remote communications is sufficiently identified, and to keep a record of any vote or other action taken.

Section 4.16 - Board Meeting Order and Leadership

The Chairman shall determine the order of any meeting of the Board, unless otherwise provided in advance by the Board. The Chairman shall lead meetings of the Board. If the Chairman is absent from any meeting of the Board, then the Vice Chairman shall lead. If the Chairman and Vice Chairman are both absent, then the Board may choose another voting Director to serve as presiding director for that meeting.

Section 4.17 - Minutes of Meetings

The minutes of all meetings of the Board for the prior twelve (12) months will be made public, except that any minutes of closed meetings will not be published and any privileged and/or confidential material will not be published.

USASF shall keep as permanent records (i) minutes of all meetings of the Board and Members; (ii) a record of all actions taken by the Board without a meeting; and (iii) a record of all minutes of and actions taken by committees of the Board.

ARTICLE V
NOTICES

Section 5.1 - Applicability

Unless otherwise specified by law or herein, any notice required by the Act, the Charter, or these Bylaws to be given to any Director, Officer, or Member of the USASF, shall be governed by this Article.

Section 5.2 - Content & Delivery

Notice of each meeting of the Board, stating the date, time, and place of the meeting, and in the case of a special meeting, the purpose for which the meeting is called, shall be given to each Director of the Board by or at the direction of the Chairman.

Any notice required herein or by law shall be in writing, unless oral notice is reasonable and not specifically prohibited by law. Notices may be transmitted via personal delivery, electronically (including, but not limited to, email), private carrier (*e.g.*, Federal Express or United Parcel Service), or United States Postal Service. If these forms of personal notice are impractical, notice may be communicated by social media, or other form of public broadcast communication.

Section 5.3 - Timing

If mailed, a meeting notice shall be deemed to be delivered when deposited in the United States Postal Service or with a private carrier; a mailed meeting notice must be correctly addressed to the Director's, Officer's, or Member's address as shown in the USASF's current records and postage prepaid. If notice is given electronically, such notice shall be deemed to be delivered when said communication is sent.

Oral notice may be delivered either in-person or telephonically and is effective when communicated, if communicated in a comprehensible manner. Written notice is correctly addressed to a Director, Officer, or Member if addressed to such Director's, Officer's, or Member's physical address and/or email address as shown in the USASF's current list of Directors, Officers, or Members.

A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to Directors, Officers, and/or Members shall constitute a written notice or report if addressed or delivered to the Director's, Officer's, or Member's physical address and/or email address as shown in the USASF's current record of Directors, Officers, or Members; in the case of Directors, Officers, and/or Members who are residents of the same household and who have the same address in the USASF's current records, if addressed or delivered to one (1) of such Directors, Officers, and/or Members, at the physical address and/or email appearing on the current list of Directors, Officers, and/or Members. Written notice is correctly addressed to an entity Member, if addressed to its registered agent at its registered office, to its secretary at its principal office as shown in its most recent filings with the entity's home state Secretary of State, or to an agent and/or physical address and/or email address otherwise designated in writing by the entity. The method of notice need not be the same as to each Director, Officer, and/or Member.

Unless otherwise provided in these Bylaws, the Charter, or the Act, and except for executive sessions or closed meetings, the first 15 minutes of all regular meetings of the Board may be open for attendance by USASF's Members. Notice of each regular meeting of the Board, stating the

date, time, and place of the meeting, may be published to USASF's Members within a time intended to provide reasonable notice of the meeting given the circumstances requiring a meeting of the Board. If the Board determines in its reasonable discretion that a meeting is held under extenuating circumstances, then notice of the meeting may be provided at any time that the Board determines, in its reasonable discretion, is appropriate under the circumstances, including after the meeting.

Section 5.4 - Waiver

A Director, Officer, or Member may waive any notice required to be given under the provisions of these Bylaws, the Charter, or the Act. Any such waiver must be (a) in writing; (b) signed by the person(s) or entity(ies) entitled to such notice, whether before or after the time stated therein, and (c) delivered to the Chairman, Executive Director, or Secretary for inclusion in the minutes or filing with the corporate records. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

A person's attendance at or participation in a meeting waives such person(s), or, when acting on behalf of an entity, such entity waives: (a) objection to lack of any required notice or a defective notice of the meeting, unless the person at the beginning of the meeting (or promptly upon the person's arrival) objects to holding the meeting or transacting business at the meeting; and (b) objection to consideration of a particular matter at the meeting that is not within the purpose(s) described in the meeting notice, unless the person objects to considering the matter when it is presented and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE VI
OFFICERS

Section 6.1 – Number

The officers of USASF shall be an Executive Director, Secretary, and Treasurer, each of whom shall be elected or appointed in accordance with this Article. The Board may also elect such other officers and assistant officers as the Board may deem necessary or appropriate. Except for the offices of Executive Director and Secretary, the same person may hold any two or more offices.

Section 6.2 - Appointment

The Officers of USASF shall be appointed by the Board in a manner to be determined by the Board. Officers shall be appointed without regard to race, color, religion, national origin, age, disability, sex, sexual orientation, gender identity, gender expression, or marital status.

Section 6.3 – Composition and Duties of Officers

6.3.1. Executive Director – The Executive Director ("ED") is the President of the USASF. The ED is the principal executive officer of the USASF. The ED shall supervise and manage the USASF's business and conduct such day-to-day business as deemed necessary and appropriate by the Board. The ED shall perform all the duties, and have all the authority, specified within these Bylaws and as the Board of Directors may from time-to-time provide. The ED shall act, in conjunction with the Chairman, as a liaison to external industry organizations, including but not limited to USA Cheer, IASF, and ICU. The ED shall work with the Board to ensure the USASF's activities align with and support the USASF mission. The ED shall serve as a non-voting member of the Board.

6.3.2. Secretary – The Secretary shall keep the minutes of the proceedings of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each Director, which address shall be furnished to the Secretary by each Director; and in general perform all duties incident to the office of secretary and such other duties as may from time-to-time be assigned to him/her by the Chairman or Board. The Secretary shall serve as a non-voting member of the Board.

6.3.3. Treasurer – The Treasurer shall keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of USASF and shall deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of USASF, with such depositories as may be selected. The Treasurer shall render to the USASF Board of Directors, upon request, an accounting of all financial transactions of USASF and a statement of the financial condition of USASF, and, after consultation with the USASF Board, shall cause an annual audit of USASF's financial affairs to be conducted. The Treasurer shall perform any and all other duties incident to the office of Treasurer and other duties as may be prescribed by law, the Charter, these Bylaws, the Executive Director, or the USASF Board of Directors.

Section 6.4 - Officers Vacancies, Removal, and Resignation

6.4.1. Vacancy – If any vacancy occurs in any office, whether by resignation, removal, expiration of term, death, or incapacity, the Chairman may call a special meeting of the Board to appoint a successor to serve the remainder of the term of the office vacated, so long as the requirements of Article 6 are met. Notwithstanding the foregoing provision, any vacancy of an Officer's position shall be filled within sixty (60) days of the date of such Officer's resignation, removal, incapacity, disability, or death, or, at the next regularly-scheduled meeting of the Board, whichever is earlier.

6.4.2. Removal - Any Officer may be removed for cause, as described in Section 4.5.2, upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board.

6.4.3. Resignation – Any Officer may resign his/her office by written notice addressed to the Board and delivered to the Chairman or Vice Chairman. Such resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Chairman or Vice Chairman.

Section 6.5 - Officers Compensation and Expenses

The Executive Director shall be compensated for his/her services rendered to the USASF in such amount, and according to such terms and conditions, as shall from time-to-time be determined by the Board. Each Officer may be paid his or her actual expenses incurred in connection with the business of USASF to the extent such expenses are determined to be reasonable by the Board. Such actual, reasonable expenses may be paid or reimbursed in accordance with USASF's policies.

ARTICLE VII
COMMITTEES

Section 7.1 - Generally

7.1.1. The Board may designate and appoint one (1) or more committees. All committees shall:
   a. Consist of two (2) or more individuals as designated by the Executive Director and approved by the three-fourths (3/4) of the Board;
   b. Be under the control and serve at the pleasure of the Board;
   c. Have charge of such duties as may be assigned to them by the Board;
   d. Maintain permanent records of their actions and proceedings; and
   e. Regularly submit a report of their actions to the Board.

7.1.2. The Executive Director may serve on each committee as an ex-officio member.

7.1.3. The election or appointment process to committees shall be determined by the Board.

7.1.4. Any committee member may be removed by the Board whenever, in their judgment, the best interests of USASF shall be served by such removal.

7.1.5. The committee members' term of membership on such committee shall be determined by the Board. No person shall chair any one (1) committee for more than eight (8) consecutive years, unless the Board approves otherwise.

7.1.6. A member of a committee may resign at any time by giving written notice both to the Chairman and the chair of the committee from which the member is resigning.

7.1.7. The provisions in these Bylaws, which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board (including, but not limited to the applicable sections of Articles 4 and 5), apply to committees of the Board and their members as well.

7.1.8. Committees shall at all times remain subject to the control and supervision of the Board; in no event shall any committee have or exercise the authority of the Board.

7.1.9. A committee may not:
   a. Authorize distributions;
   b. Approve or recommend to members dissolution, merger or the sale pledge or transfer of all or substantially all of the USASF's assets;
   c. Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or
   d. Adopt, amend, or repeal the Charter or these Bylaws.

ARTICLE VIII
INDEMNIFICATION

Section 8.1 - Extent of Indemnification and Advancement of Expenses

Except as otherwise provided in this Article, USASF shall indemnify or advance reasonable expenses to any person who is or was a Director or Officer of USASF to the fullest extent that a corporation may or is required to grant indemnification to a Director under the Act; provided, that the proceeding was instituted by reason of the fact that such person is or was a Director or Officer of USASF, and provided that such indemnification or advancement of expenses shall be subject to the following conditions:

8.1.1. The Director or Officer conducted himself or herself in good faith, and he or she reasonably believed: (i) in the case of conduct in his or her official capacity with USASF, that his or her conduct was in USASF's best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of USASF; and (iii) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful.

8.1.2. The conduct of a Director or Officer with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interest of the participants in, and beneficiaries of, the plan shall be conduct that satisfies the requirements that such person's conduct was at least not opposed to the best interests of USASF.

8.1.3. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director or Officer did not meet the standard of conduct herein described.

USASF may indemnify or advance reasonable expenses to any person who is or was an employee or agent of USASF to the same extent as set forth above, provided that (i) the proceeding was instituted by reason of the fact that such person is or was an employee or agent of USASF and (ii) such person met the standards of conduct set forth above. USASF may also indemnify or advance reasonable expenses in a proceeding to any person who is or was an employee or agent of USASF to the extent, consistent with public policy, as may be provided in the Charter, by these Bylaws, by contract, by general or specific action of the Board, or as otherwise permitted or required by common law.

Whether standard of conduct set forth in this Article was fulfilled shall be determined by a majority vote of a quorum of Directors who were not and are not parties to or threatened with the action or proceeding at issue. USASF may pay for or reimburse the reasonable expenses incurred by a Director or Officer who is a party to a proceeding in advance of final disposition of the proceeding if: (i) the Director or Officer furnishes USASF a document of the Director's or Officer's good faith belief that the Director or Officer has met the standard of conduct described herein; (ii) the Director or Officer furnishes USASF a document, executed personally or on the Director's or Officer's behalf, to repay the advance if it is ultimately determined that the Director or Officer is not entitled to indemnification; and (iii) a determination is made by the Board, in accordance with § 48-58-506 of the Act, that the facts then known to those making the determination would not preclude indemnification. USASF shall only indemnify such persons described above for reasonable expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the proceeding. USASF reserves the right to select counsel and

provide input resolving any instance where USASF may or shall indemnify or advance reasonable expenses in accordance with this Article and/or the Act.

Section 8.2 - Non-Exclusive Application

The indemnification or advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled by law, these Bylaws, contract, or otherwise.

Section 8.3 - Non-Limiting Application

The provisions of this Article shall not limit the power of USASF to pay or reimburse expenses incurred by a Director, Officer, employee, or agent of USASF in connection with such person's appearing as a witness in a proceeding at a time when he or she has not been made a named defendant or respondent to the proceeding.

Section 8.4 - Prohibited Indemnification

Notwithstanding any other provisions of this Article, USASF shall not indemnify or advance expenses to or on behalf of any Director, Officer, employee, or agent of USASF under the following circumstances:

8.4.1. If a judgment or other final adjudication adverse to such person establishes his or liability for any breach of the duty of loyalty to USASF, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or under § 48-58-304 of the Act;
8.4.2. In connection with a proceeding by or in the right of USASF in which such person was adjudged liable to USASF; or
8.4.3. In connection with any other proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 8.5 - Continuation

Any right of indemnification or advance payment as provided by this Article shall continue as to a person who has ceased to hold a position named in this Article, as applicable, and such right shall inure to his or her heirs, executors, and administrators.

Section 8.6 - Insurance

USASF may purchase and maintain insurance or make other arrangements, at its expense, to protect itself and any such person as specified in this Article, against any such expense, liability, or loss, to the extent permitted by the Act and without regard to whether or not USASF would have the power to indemnify such person against such expense, liability, or loss under the Act.

Section 8.7 - Indemnification Reports

Indemnification payments, advance payments, and insurance payments made under this Article shall be reported in writing to the Board with the next notice of annual meeting, or within six (6) months, whichever is sooner.

ARTICLE IX
FINANCE AND RECORDS

Section 9.1 - Financial Powers of Directors or Officers

The Board may authorize any Officer or agent of USASF to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of USASF; such authority may be general or confined to specific instances. In the absence of specific authorization to the contrary by the Board, the Executive Director may sign an instrument so long as it does not exceed $75,000; any such instrument with financial obligations over $75,000 shall require the signature of the Chairman and the Executive Director, or in their absence the Vice Chair and the Secretary or Treasurer may sign. Furthermore, the Board shall be specifically authorized, in its sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts, and other counsel, legal, investment, or otherwise, as the Board shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities.

Section 9.2 - Checks and Drafts

All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of USASF shall be signed by such Officer(s) or agent(s) of USASF and in such manner as shall from time to time be determined by resolution of the Board.

Section 9.3 - Deposits

All funds of USASF, not otherwise employed, shall be deposited from time to time to the credit of USASF in such banks, savings institutions, trust companies, or other depositories as the Board may select.

Section 9.4 - Gifts and Funds

The Board may accept on behalf of USASF any contribution, gift, bequest, or devise for the general purposes or for any special purpose of USASF. USASF shall raise funds through means approved by the Board.

Section 9.5 - Loans

No loans shall be contracted on behalf of USASF and no evidences of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances.

Section 9.6 - Fiscal Year

The fiscal year of USASF shall begin on the first of January and end on the last day of December each year.

Section 9.7 - Financial Statements

USASF shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year and a statement of operations for the year.

Section 9.8 - Record Keeping and Reporting

9.8.1. Consistent with generally accepted accounting principles, USASF will maintain correct and complete records of its financial activity and prepare for distribution to the Board regular reports of that activity. The Board shall cause to be made an annual audit of USASF's books and record an examination of its business affairs. The audit and examination shall be made by independent certified public accountants approved by the Board, and the accountant's report shall be furnished to the Board.

9.8.2. USASF shall maintain its records either in written form or in another form capable of conversion into written form within a reasonable time. USASF shall always keep a correct and complete copy of the following records at its principal office:

a. The Charter and all amendments thereto currently in effect;
b. These Bylaws and all amendments thereto currently in effect;
c. Resolutions adopted by the Board relating to the characteristics, qualifications, rights, limitations, and obligations of Members;
d. The minutes of all meetings of Members and records of all actions approved by the Members for the past three (3) years;
e. All official written communications the Membership generally within the past three (3) years, including the financial statements furnished for the past three (3) years;
f. A list of the names and business or home addresses of USASF's current Directors and Officers; and
g. USASF's most recent annual report delivered to the Secretary of State.

ARTICLE X
MISCELLANEOUS

Section 10.1 - Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted by an affirmative vote of eighty-five percent (85%) of the Board at any meeting duly called and at which a quorum is present.

Section 10.2 - Construction of Bylaws

10.2.1. Whenever the context so requires, masculine shall include the feminine and vice versa; the singular shall include the plural and vice versa.

10.2.2. If any portion of these Bylaws, or its applicability to any person or circumstance, is held invalid by a court of competent jurisdiction, such invalidity shall not affect any other provisions or applications of these Bylaws that can be given effect without the invalid provision or application. So far as is reasonable and possible, the remainder of these Bylaws shall be considered valid, applicable, and operative and effect shall be given to the intent manifested by the portion held invalid, inapplicable, or inoperative.

Section 10.3 - Headings

The headings used in these Bylaws have been inserted for convenience only and do not constitute matters to be construed in interpretation.

Section 10.4 - Savings Clause

Failure of literal or complete compliance with provisions of these Bylaws in respect to dates and times of notice, or sending or receipt of the same, or errors in phraseology or notice of proposals that are not prejudicial, as determined by the Board in its reasonable discretion, shall not invalidate the actions or proceedings.

Section 10.5 - Corporate Seal

There shall be no corporate seal of the USASF unless otherwise approved by the Board.