

BYLAWS
OF
THE UNITED STATES ANTI-DOPING AGENCY
Effective as Revised February 10, 2012

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BYLAWS
OF
THE UNITED STATES ANTI-DOPING AGENCY

ARTICLE I
OFFICES

Section 1.1 Business Offices. The initial principal office of the corporation shall be as stated in the articles of incorporation. The corporation may at any time and from time to time change the location of its principal office. The corporation may have such other offices, either within or outside Colorado, as the board of directors may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. The registered office required by the Colorado Revised Nonprofit Corporation Act (the "Act") to be maintained in Colorado may be changed from time to time by the board of directors or by the officers of the corporation, provided that the street addresses of the registered office and of the business office or home of the registered agent of the corporation are identical.

ARTICLE II
MEMBERS

Section 2.1 No Members. The corporation shall have no voting or nonvoting members.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by, its board of directors, except as otherwise provided in the Act, the articles of incorporation or these bylaws.

Section 3.2 Qualifications, Number, Classification, Election and Tenure.

(a) Qualifications. Each director must be a natural person who is eighteen years of age or older. A director need not be a resident of Colorado.

(b) Number. The number of directors of the corporation shall be ten. The board of directors shall consist of two athlete board members, two National Governing Body ("NGB") board members, one coach board member and five independent board members. At all times, the athlete and NGB board members must each comprise a minimum of twenty percent (20%) of the members of the board of directors. Members of the board in office as of the

beginning of any meeting at which one or more board members are to be elected may participate in a vote to determine the subsequent board member appointees, provided, however, that an existing board member shall not participate in any vote involving a board of directors position for which he or she has been nominated or is being considered. Any action of the board of directors to change the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these bylaws changing the number of directors, provided such action otherwise satisfies the requirements for amending these bylaws as provided in the Act, the articles of incorporation or these bylaws.

(c) Classification. At the first meeting of the board of directors, classification of the directors shall be made by dividing them into three classes.

(i) The first class shall consist of one athlete board member, one NGB board member and one independent board member. The initial term of this first class shall run through the end of the annual meeting of the board of directors held in 2002;

(ii) The second class shall consist of three independent board members. The initial term of this second class shall run through the end of the annual meeting of the board of directors held in 2003.

(iii) The third class shall consist of one athlete board member, one NGB board member, one independent board member and the coach board member. The initial term of the athlete board member, NGB board member and independent board member of this third class shall run through the end of the annual meeting of the board of directors held in 2004. The initial term for the coach board member, first elected in 2006, shall run through the end of the annual meeting of the board of directors held in 2008.

(d) Election and Tenure.

(i) Independent Board Members. At each annual meeting of the board of directors after the classification described in Section 3.2(c), the Nominating Committee will recommend nominee(s) for independent board members for the class whose term expires at the end of such meeting. The independent board members shall be elected by the board of directors to hold office until the end of the fourth succeeding annual meeting and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal.

(ii) Athlete Board Members. No later than sixty (60) days prior to each annual meeting of the board of directors after the classification described in Section 3.2(c) where an athlete board member position expires at the end of such meeting, the Athletes Advisory Council ("AAC") of the United States Olympic Committee ("USOC") shall submit a list of at least three (3) recommendations for such position. Each recommended person who is not an incumbent shall meet the qualifications for such nominees established by the AAC with nominees specifically required to meet the elite athlete criteria set forth in Section 14.4 of the USOC Bylaws.

No later than thirty (30) days prior to the corresponding annual meeting, the Nominating Committee shall consider the recommendations from the AAC. If the

Nominating Committee chooses not to submit for election any recommended person to fill the athlete board member position, the Nominating Committee may nominate for election by the Board one or more athletes of its own choosing. Each athlete board member shall hold office from the end of the corresponding annual meeting until the end of the fourth succeeding annual meeting and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal.

(iii) NGB Board Members. No later than sixty (60) days prior to each annual meeting of the board of directors after the classification described in Section 3.2(c) where an NGB board member position expires at the end of such meeting, the NGB Council of the USOC shall submit a list of at least three (3) recommendations for such position. Each recommended person who is not an incumbent shall meet the qualifications for such nominees established by the NGB Council.

No later than thirty (30) days prior to the corresponding annual meeting, the Nominating Committee shall consider the recommendations from the NGB Council. If the Nominating Committee chooses not to submit for election any recommended person to fill the NGB board member position, the Nominating Committee may nominate for election by the Board one or more NGB members of its own choosing. Each NGB board member shall hold office from the end of the corresponding annual meeting until the end of the fourth succeeding annual meeting and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal.

(iv) Coach Board Member. No later than sixty (60) days prior to each annual meeting of the board of directors after the classification described in Section 3.2(c) where the coach board member position expires at the end of such meeting, the AAC and the NGB Council of the USOC shall each submit no more than three (3) recommendations for such position.

No later than thirty (30) days prior to the corresponding annual meeting, the Nominating Committee shall consider the recommendations from the AAC and NGB Council. If the Nominating Committee chooses not to submit for election any recommended person to fill the coach board member position, the Nominating Committee may nominate for election by the Board one or more coaches of its own choosing. Each coach board member shall hold office from the end of the corresponding annual meeting until the end of the fourth succeeding annual meeting and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal.

(v) Elections Held Before Annual Meeting. Notwithstanding Sections 3.2(d)(i)-(iv) above, the board of directors may choose to elect new board members at a special meeting held before the annual meeting with the provision that any new directors so elected may attend the annual meeting as guests but shall not take office until the end of the annual meeting. Recommendations by the Nominating Committee, if any, shall be submitted at that special meeting. If the board of directors chooses to elect directors at a meeting held before the annual meeting, the sixty (60) day and thirty (30) day requirements set forth in Sections 3.2(d)(ii), 3.2(d)(iii) and 3.2(d)(iv) above shall be met before the special meeting at which the election is held.

(vi) Tenure Limits. No director, other than a founding director, may serve for more than two consecutive terms. A founding director is a director who served in the initial term in class one, two or three referenced in Section 3.2(c). A founding director may serve no more than two consecutive terms following the expiration of the founding director's initial term. Likewise, the initial Coach Board Member elected pursuant to Section 3.2(d)(iv) may serve no more than two consecutive terms following the expiration of the Coach Board Member's initial term.

Section 3.3 Resignation; Removal; Vacancies. Any director may resign at any time by giving written notice to the chair of the board or to the secretary of the corporation. A director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors shall be removable, with or without cause, in the manner provided by the Act. A director elected to fill a vacancy shall hold the office for the unexpired term of such director's predecessor in office. Any vacancy to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the directors then in office, and a director so chosen shall hold office until the next election of the directors and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 3.4 Regular Meetings. A regular annual meeting of the board of directors shall be held during the month of October, November or December at the time and place, either within or outside Colorado, determined by the board, for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. The board of directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

Section 3.5 Special Meetings. Special meetings of the board of directors may be called by or at the request of the chair of the board or the chief executive officer, or by any six directors. The chair of the board may fix the time and place, either within or outside Colorado, for holding any special meeting of the board called by them.

Section 3.6 Notice of Meetings. Notice of each special meeting of the board of directors stating the date, time and place of the meeting shall be given to each director at such director's business or residential address at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each director). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; (iv) thirty days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission

or by other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete. A director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. A director's attendance at or participation in a meeting waives any required notice to that director of the meeting except as otherwise provided in the Act.

Section 3.7 Quorum and Voting. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors, unless otherwise required by the Act, the articles of incorporation or these bylaws. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 3.8 Voting by Proxy. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in this Section 3.9 and as permitted by Section 3.13, directors may not vote or otherwise act by proxy.

Section 3.9 Compensation. Directors may receive compensation for their services as such, provided that any such compensation shall not be paid in any manner so as to result in the imposition of any liability under section 4941 of the Internal Revenue Code. Additionally, the reasonable expenses of directors of attendance at board meetings may be paid or reimbursed by the corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section 3.10 Committees. By one or more resolutions adopted by the vote of a majority of the directors present in person at a meeting at which a quorum is present, the board of directors may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the board of directors, except as prohibited by the Act. The delegation of authority to any committee shall not operate to relieve the board of directors or any member of the board from any responsibility or standard of conduct imposed by law or these bylaws. Rules governing procedures for meetings of any committee shall be the same as those set forth in these bylaws or the Act for the board of directors unless the board or the committee itself determines otherwise.

Section 3.11 Standing Committees. The Standing Committees shall consist only of board members, except for the Audit and Ethics Committee, which shall be chaired by a nonboard member. A Standing Committee may provide such advice, service and assistance to the corporation, and carry out such duties and responsibilities for the corporation as may be specified by the board of directors; except the Audit and Ethics Committee, since its chair is a non-board member, may not exercise any power or authority reserved to the board of directors

by the Act, the articles of incorporation or these bylaws. The purposes, duties and obligations of the Standing Committees shall be as follows:

- (a) Nominating and Governance Committee. The Nominating and Governance Committee will seek nominations for vacant and/or impending vacant independent board member positions, review and interview candidates for all vacant and/or impending vacant board member positions, and make to the board of directors such recommendations on nominations as the Nominating and Governance Committee deems appropriate in its discretion. The Nominating and Governance Committee will use reasonable efforts to ensure that individuals nominated (i) have the highest personal and professional integrity and have demonstrated exceptional ability and judgment, (ii) are free of conflicts of interest, and (iii) shall be effective in working with other nominees to the board and existing members of the board in carrying out the purposes of the corporation.

The Nominating and Governance Committee will also oversee the governing structure and governance policies of the corporation, and shall from time to time make recommendations to the board of directors as to the governing structure and governance policies needed to ensure the best operation of the corporation and fulfillment of its mission.

- (b) Audit and Ethics Committee. The Audit and Ethics Committee shall review the annual financial audit and operational audit, if any. The Audit and Ethics Committee shall ensure the financial and operational audits accurately reflect the activities and programs approved by the board of directors and shall, with the approval of the board of directors, work with the CEO and Treasurer to determine appropriate remedies and courses of action in response to issues identified by the outside auditors.

The Audit and Ethics Committee shall also oversee the implementation of, and compliance with, the Code of Conduct and Conflict of Interest Policy applicable to all board of directors, employees and volunteers of the corporation.

- (c) Compensation Committee. The Compensation Committee shall review the compensation of the board of directors, if any, the CEO of the corporation and any other senior staff of the corporation identified by the CEO. The Compensation Committee shall recommend the compensation package of the board and CEO to the board of directors for its approval.
- (d) Research Committee. The Research Committee shall monitor and report to the board of directors on the research development and research funding programs of the corporation. The Research Committee shall also recommend to the board of directors modifications to the research

program and funding as needed to further the best interests of the corporation and its mission.

- (e) Education Committee. The Education Committee shall monitor and report to the board of directors on the education programs of the corporation. The Education Committee shall also recommend to the board of directors modifications to the education program as needed to further the best interests of the corporation and its mission.

The Chairman of the corporation shall appoint the Chairperson of each of the Standing Committees. The Chairperson of each Standing Committee shall appoint the members of each Standing Committee subject to the approval of the Board. The Audit and Ethics Committee's Chairperson shall not be a member of the board of directors of the corporation. The term for each member of a Standing Committee, including the Chairperson, shall be two years from the effective date of appointment, and until such Standing Committee member's successor shall have been appointed and shall qualify.

Section 3.12 Advisory Boards. The board of directors may from time to time form one or more advisory boards, committees or other bodies composed of such members, having such rules of procedure, and having such chair, as the board of directors shall designate. The name, objectives and responsibilities of each such advisory board, and the rules and procedures for the conduct of its activities, shall be determined by the board of directors. An advisory board may provide such advice, service and assistance to the corporation, and carry out such duties and responsibilities for the corporation as may be specified by the board of directors; except that, such advisory board may not exercise any power or authority reserved to the board of directors by the Act the articles of incorporation or these bylaws. Further, no advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the corporation without the express approval of the board of directors or the chief executive officer.

Section 3.13 Meetings by Telephone. Members of the board of directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.14 Action Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the board of directors or any committee thereof may be taken without a meeting if each and every member of the board or committee in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director or committee member who delivers a writing described in this Section 3.14(a) to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

(b) Action is taken under this Section 3.14 only if the affirmative vote for such action equals or exceeds 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 voted.

(c) No action taken pursuant to this Section 3.14 shall be effective unless writings describing the action taken and otherwise satisfying the requirements of Section 3.14(a), signed by all directors and not revoked pursuant to Section 3.14(d), are received by the corporation. Any such writing may be received by the corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the corporation with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section 3.14 shall be effective when the last writing necessary to effect the action is received by the corporation unless the writings describing the action taken set forth a different effective date.

(d) Any director who has signed a writing pursuant to this Section 3.14 may revoke such writing by a writing signed and dated by the director describing the action and stating that the director's prior vote with respect thereto is revoked, if such writing is received by the corporation before the last writing necessary to effect the action is received by the corporation.

(e) Action taken pursuant to this Section 3.14 has the same effect as action taken at a meeting of directors and may be described as such in any document.

(f) All signed written instruments necessary for any action taken pursuant to this Section 3.14 shall be filed with the minutes of the meetings of the board of directors.

ARTICLE IV

OFFICERS AND AGENTS

Section 4.1 Designation and Qualifications.

(a) The elected officers of the corporation shall be a chair of the board, a chief executive officer, a vice-chair, a secretary and a treasurer. The board of directors may also appoint, designate or authorize such other officers, assistant officers and agents, including a president, a controller, assistant secretaries and assistant treasurers, as it may consider necessary. One person may hold more than one office at a time. Officers need not be directors of the corporation. All officers must be natural persons who are eighteen years of age or older.

(b) The officers are divided into two classifications – board officers and staff officers. The board officers will include the chair, vice-chair, secretary and treasurer, each of which will be a director of the corporation. The staff officers will include all other officers, none of which need be a director of the corporation. When used generally herein, the term “officer” or “officers” includes both board officers and staff officers.

Section 4.2 Election and Term of Office.

(a) *Board Officers.* The corporation's board officers will be elected by the board of directors at or in conjunction with annual meetings of the board of directors. At such annual meeting, the board of directors will elect from among the directors a person to serve in each of the board offices to become open at the end of such annual meeting. Board officers will serve from the end of the annual meeting at which they were elected, until the end of the second annual meeting immediately following their election, or until such board officer's successor shall have been duly elected and qualified, or until such board officer's earlier death, resignation or removal. A director may be elected as a board officer even if his or her term as a director is scheduled to expire prior to the expiration the board officer term to which he or she is being elected; provided that in all cases a board officer's term will **expire** when his or her director's term expires.

(b) *Staff Officers.* The board of directors, or an officer or committee to which such authority has been delegated by the board of directors, shall elect or appoint the staff officers at or in conjunction with each annual meeting of the board of directors. If the election and appointment of staff officers shall not be held at or in conjunction with such meeting, such election or appointment shall be held as soon as convenient thereafter. Each staff officer shall hold office from the end of the meeting at or in conjunction with which such staff officer was elected or appointed until such staff officer's successor shall have been duly elected or appointed and shall have qualified, or until such staff officer's earlier death, resignation or removal.

Notwithstanding the foregoing, the board of directors may choose to elect officers at a special meeting held before the annual meeting with the provision that any new officers so elected will not take office until the end of the annual meeting.

Section 4.3 Compensation. The compensation, if any, of each officer shall be as determined from time to time by the board of directors, or by an officer or a committee to which such authority has been delegated by the board of directors. To the extent reasonably feasible, the person or persons determining compensation shall obtain data on the compensation of officers holding similar positions of authority within comparable organizations, shall set the compensation based on such data and an evaluation of the officer's performance and experience as related to the requirements of the position, and shall document the basis for the determination, including the comparison data used, the requirements of the position, and the evaluation of the officer's performance and experience. No officer shall be prevented from receiving a salary by reason of the fact that the officer is also a director of the corporation. However, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 4.4 Removal. Any officer or agent may be removed by the board of directors at any time, with or without cause, but such removal shall not affect to the contract rights, if any, of the person so removed. Election, appointment or designation of an officer or agent shall not itself create contract rights.

Section 4.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving

written notice to the chair or to the board of directors. An officer's resignation shall take effect upon receipt by the corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of directors, or by any officer or committee to which such authority has been delegated by the board of directors, for the unexpired portion of the term. If a resignation is made effective at a later date, the board of directors may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the board of directors may remove the officer at any time before the effective date and may fill the resulting vacancy.

Section 4.6 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the board of directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) Chair of the Board. The chair of the board shall (i) preside at all meetings of the board of directors; (ii) see that all orders and resolutions of the board of directors are carried into effect and (iii) perform all other duties incident to the office of chair of the board and as from time to time may be assigned to the chair by the board of directors.

(b) Chief Executive Officer. The chief executive officer shall (i) be the chief executive officer of the corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) in conjunction with the chair, see that all orders and resolutions of the board of directors are carried into effect; and (iii) perform all other duties incident to the office of chief executive officer and as from time to time may be assigned to the chief executive officer by the board of directors.

(c) Vice-Chair. The vice-chair shall assist the chair of the board and shall perform such duties as may be assigned by the chair of the board or by the board of directors. The vice-chair shall, at the request of the chair, or in the chair's absence or inability or refusal to act, perform the duties of the chair and when so acting shall have all the powers of and be subject to all the restrictions on the chair.

(d) Secretary. The secretary shall (i) keep the minutes of the proceedings of the board of directors and any committees of the board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the chair or the chief executive officer, or by the board of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(e) Treasurer. The treasurer shall (i) be the chief financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the board of directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the corporation, and payout of the funds on hand all bills, payrolls and other just debts of the

corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the chair and the board of directors statements of account showing the financial position of the corporation and the results of its operations; (iv) upon request of the board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the chair, the chief executive officer or the board of directors. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by treasurer.

Section 4.7 Surety Bonds. The board of directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

ARTICLE V

FIDUCIARY MATTERS

Section 5.1 Indemnification.

(a) Scope of Indemnification. The corporation shall indemnify each director, officer, employee and volunteer of the corporation to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 5.1. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Section 5.1 to the fullest extent permissible under the laws of the State of Colorado.

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

Section 5.2 General Standards of Conduct for Directors and Officers.

(a) Discharge of Duties. Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the corporation.

(b) Reliance on Information, Reports, Etc. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a director, a committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 5.2(b) unwarranted.

(c) Liability to Corporation. A director or officer shall not be liable as such to the corporation for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Section 5.2.

(d) Director Not Deemed to Be a Trustee. A director, regardless of title, shall not be deemed to be a trustee with respect to the corporation or with respect to any property held or administered by the corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 5.3 Conflicts of Interest.

(a) Definition. A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has "an interest adverse to the corporation." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of the corporation, and specifically includes, without limitation, directors and officers of the corporation. A "party related to a responsible person" includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director or officer or has a financial interest. "An interest adverse to the corporation" includes any interest in any contract, transaction or other financial relationship with the corporation, and any interest in an entity whose best interests may be impaired by the best interests of the corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the corporation, an entity in which the corporation has any business or financial interest, and an

entity providing goods or services or performing activities similar to the goods or services or activities of the corporation.

(b) Disclosure. If a responsible person is aware that the corporation is about to enter into any transaction or make any decision involving a conflict of interest (a “conflicting interest transaction”), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the corporation of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the corporation entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

(c) Approval of Conflicting Interest Transactions. The corporation may enter into a conflicting interest transaction provided either:

(i) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or to a committee of the board of directors that authorizes, approves or ratifies the conflicting interest transaction, and the board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the board or committee, even though the disinterested directors are less than a quorum; or

(ii) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

(iii) The conflicting interest transaction is fair as to the corporation.

Section 5.4 Liability of Directors for Unlawful Distributions.

(a) Liability to Corporation. A director who votes for or assents to a distribution made in violation of the Act or the articles of incorporation of the corporation shall be personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or the articles of incorporation if it is established that the director did not perform the director’s duties in compliance with the general standards of conduct for directors set forth in Section 5.2.

(b) Contribution. A director who is liable under Section 5.4(a) for an unlawful distribution is entitled to contribution: (i) from every other director who could be liable under Section 5.4(a) for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act or the articles of incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the articles of incorporation.

Section 5.5 Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to any of its directors or officers. Any director or officer who assents to or

participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

ARTICLE VI

RECORDS OF THE CORPORATION

Section 6.1 Minutes, Etc. The corporation shall keep as permanent records minutes of all meetings of the board of directors, a record of all actions taken by the board of directors without a meeting, a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation, and a record of all waivers of notices of meetings of the board of directors or any committee of the board of directors.

Section 6.2 Accounting Records. The corporation shall maintain appropriate accounting records.

Section 6.3 Records In Written Form. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 6.4 Records Maintained at Principal Office. The corporation shall keep a copy at its principal office of all records required to be maintained by either the Act or the Internal Revenue Code.

ARTICLE VII

MISCELLANEOUS

Section 7.1 Fiscal Year. The fiscal year of the corporation shall be as established by the board of directors.

Section 7.2 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 7.3 Designated Contributions. The corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the corporation's tax-exempt purposes.

Section 7.4 Amendments. The board of directors may at any time and from time to time alter, amend or repeal these bylaws and adopt new bylaws by a vote of two-thirds of the entire board of directors.

Section 7.5 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 7.6 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

(END)

THE UNITED STATES ANTI-DOPING AGENCY

BYLAWS CERTIFICATE

The undersigned certifies that she is the Secretary of The United States Anti-Doping Agency, a Colorado nonprofit corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said corporation.

Dated: 2/17, 2012

Anette Salmeen
Annette Salmeen, Secretary

California
STATE OF COLORADO)
Contra Costa) ss.
COUNTY OF EL PASO)

Subscribed and affirmed before me this 17 day of February 2012, by Anette Salmeen.

Witness my hand and official seal.

My commission expires: Oct 21, 2015

Bill Tamis
Notary Public

Address: 1839 Ygnacio Valley Rd.
Walnut Creek, CA 94598

