

Section I-C

December 11, 2013

## **USA SHOOTING POLICIES AND PROCEDURES**

### **BOARD OF DIRECTORS AGREEMENT**

This policy constitutes an agreement on behalf of members of the Board of Directors of USA Shooting (USAS), a Colorado nonprofit corporation designated by the United States Olympic Committee (“USOC”) as the National Governing Body (NGB) for certain Olympic disciplines of shooting in the United States of America.

1. The vision of USAS is to make the United States of America the best in the world in competitive Olympic style shooting. The mission of USAS is to make the vision a reality by training athletes to win medals in Olympic shooting competition, promote the shooting sports and govern the sport of Olympic shooting in the United States. In furtherance of its mission, USAS’s staff and Board of Directors (BOD) establishes the organizational philosophy, sets policy and provides support for qualified USAS member athletes who desire to participate in the programs and opportunities provided by USAS.
2. This Agreement is to provide guidance to Directors. Working together with USAS members creates a spirit of unity of purpose and provides the basis for reaching organizational goals. It is not the intent of this Agreement to unduly restrict or detract from the overall experience of being a member of the BOD.
3. Your commitment to USAS as a director is considered acceptance of this Agreement.
4. This Agreement is in effect at all times while functioning as a representative for USA Shooting or at USAS designated activities and functions.
5. This Agreement remains in force from the date of date of being officially seated as a Director through your term of service.
6. As USAS Directors, we operate in the public spotlight and are expected to conduct our affairs on a basis consistent with the great trust that has been placed in us. This requires our behavior to conform to the highest ethical principles. For these reasons, USAS requires its BOD members to conduct business with integrity, to maintain a standard of ethical conduct consistent with the regulations of all countries and jurisdictions in which the USAS conducts business and to be guided by the knowledge that we are guardians of the good name and image of USAS and the Olympic Movement. Because the appearance of impropriety can be just as damaging as actual impropriety, conduct, which appears to be improper, is also not acceptable. Accordingly, BOD members are required to comply with the following:
  - a. Conduct all dealings with honesty and fairness.
  - b. Respect the rights of all employees and members to fair treatment and equal opportunity, free from discrimination or harassment of any type.

- c. Know, understand and comply with the laws and regulations governing the conduct of USAS business. Be familiar with USAS Participant Code of Conduct located on the USAS website. This document establishes athlete expectations and standards. The actions and conduct of Board members are expected to be an example for athletes to emulate.
  - d. Ensure that all transactions are handled honestly and recorded accurately.
  - e. Protect information that belongs to USAS, our donors, sponsors, suppliers and fellow directors. This includes maintaining confidentiality when appropriate.
7. Avoid conflicts of interest, both real and perceived. Each director is required to review the USAS Conflict of Interest Policy and complete the Disclosure Certification on an annual basis.
8. Never use USAS assets or information for personal gain.
9. Directors are bound to put the interests of USAS above his/her own personal or constituent interests. He/she must act in a manner he or she believes to be in the best interests of the corporation and all its members. The duty of undivided loyalty applies even though directors may represent constituent groups or organizations. While open and frank discussion is encouraged, it is critical that directors support a decision of the board even though he/she may have voiced opinion or voted against it.
10. Recognize that even the appearance of misconduct or impropriety can be very damaging to the image and/or reputation of USAS, our sport and the Olympic Movement.
11. It is the involvement and leadership of our directors that provide the guidance to make our organization successful. Your participation as a USA Shooting director is most appreciated.