

BYLAWS  
of  
United States Breastfeeding Committee, Inc.  
(Amended & Approved by Membership June 2019)

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**ARTICLE I**

**Name, Mission, Status**

**1.1 NAME.**

The legal name of the corporation is United States Breastfeeding Committee, Inc. The corporation shall also be known as USBC.

**1.2 MISSION.**

The mission of United States Breastfeeding Committee, Inc. (USBC) is set forth in the USBC Articles of Incorporation.

**1.3 LEGAL STATUS.**

USBC was formed pursuant to Articles of Incorporation filed in the State of Florida on September 26, 2000, and is governed by the Florida Not For Profit Corporation Act (the “Act”).

**ARTICLE II**

**Membership**

**2.1 CATEGORIES OF MEMBERSHIP.**

**2.1.1 VOTING MEMBERS.**

**National Nonprofit Members** – Any non-governmental, not-for-profit organization of national scope that is based in the United States and is supportive of the mission of the USBC shall be eligible for voting National Nonprofit Membership in the USBC, provided it satisfies the requirements and application processes as specified in the Membership Policies and Procedures, and excepting such organizations that manufacture and/or distribute infant formula and any other breast milk substitutes and any organization and/or foundation representing, established or supported by these organizations.

**Associate Nonprofit Members** – Any non-governmental, not-for-profit organization that is based in the United States and works on multi-organizational and/or cross-sector policy/practice change that aligns with the mission of the USBC shall be eligible for voting Associate Nonprofit Membership in the USBC, provided it satisfies the requirements and application processes as specified in the Membership Policies and Procedures, and excepting such organizations that manufacture and/or distribute infant formula and any other breast milk substitutes and any organization and/or foundation representing, established or supported by these organizations.

**Affiliate Nonprofit Members** – Not-for-profit organizations that are based in the United States and work in direct service to or support of breastfeeding families in alignment with the mission of the USBC may serve as voting Affiliate Nonprofit Members of the USBC, pursuant to the requirements and invitation/application processes as specified in the Membership Policies and Procedures, and excepting such organizations that manufacture and/or distribute infant formula and any other breast milk substitutes and any organization and/or foundation representing, established or supported by these organizations.

**State/Territorial Coalition Members:** The state/territorial breastfeeding coalitions registered with the USBC are automatically voting State/Territorial Coalition Members in the USBC. As automatic members, the procedures regarding application for and renewal of membership set forth in Sections 2.2.1 and 2.2.2 of these Bylaws shall not apply to State/Territorial Coalition Members. There shall be only one State/Territorial coalition member for each U.S. state and territory. The Membership Policies and Procedures shall specify the registration process for coalitions seeking recognition in this membership category.

**Tribal Coalition/Organization Members:** Any Native American Indian tribe, tribal organization, or tribal community, and any breastfeeding coalition formed to serve such a tribe or tribes, that is supportive of the mission of the USBC shall be eligible for voting Tribal Coalition/Organization Membership in the USBC, provided it satisfies the requirements and application processes as specified in the Membership Policies and Procedures.

**Local/Community Coalition Members:** Any breastfeeding coalition focused on serving a city, town, county, metropolitan area, or intrastate region of the United States shall be eligible for voting Local/Community Coalition Membership in the USBC, provided it satisfies the requirements and application processes as specified in the Membership Policies and Procedures.

**Cultural Coalition Members:** Any breastfeeding coalition focused on serving a specific racial/ethnic or cultural group within the United States at a sub-national level shall be eligible for voting Cultural Coalition Membership in the USBC, provided it satisfies the requirements and application processes as specified in the Membership Policies and Procedures.

The National Nonprofit Members, Associate Nonprofit Members, Affiliate Nonprofit Members, State/Territorial Coalition Members, Tribal Coalition/Organization Members, Local/Community Coalition Members, and Cultural Coalition Members shall be referred to collectively in these Bylaws as the “Voting Members.”

### **2.1.2 NON-VOTING MEMBERS.**

**Governmental Members** – Governmental agencies that impact breastfeeding families may serve as non-voting Governmental Members of the USBC, pursuant to the requirements and invitation/application processes as specified in the Membership Policies and Procedures.

**Affiliate For-Profit Members** – For-profit organizations that are based in the United States and work in direct service to or support of breastfeeding families in alignment with the mission of USBC may serve as

non-voting Affiliate For-Profit Members of the USBC, pursuant to the requirements and invitation/application processes as specified in the Membership Policies and Procedures, and excepting such organizations that manufacture and/or distribute infant formula and any other breast milk substitutes and any organization and/or foundation representing, established or supported by these organizations.

**Honorary Members** – The persons currently serving as President of the United States and/or the President’s spouse, the Surgeon General of the United States, the heads of the federal executive departments and agencies, and Members of Congress, are automatically eligible to serve as non-voting, Honorary Members of the USBC, pursuant to the invitation processes as specified in the Membership Policies and Procedures. Honorary Memberships are ex officio positions, and as such, an individual’s Honorary Membership will terminate concurrent with the termination of the individual’s service in the specified position.

**Emeritus Members** – Individuals with outstanding achievement or contribution in the field of breastfeeding may serve as non-voting Emeritus Members of the USBC, pursuant to the requirements and invitation/application processes as specified in the Membership Policies and Procedures.

The Governmental Members, Affiliate For-Profit Members, Honorary Members, and Emeritus Members shall be referred to collectively in these Bylaws as the “Non-Voting Members.”

## **2.2 MEMBERSHIP PROCESSES.**

### **2.2.1 INITIAL MEMBERSHIP.**

Detailed requirements and admission processes for each category of membership will be specified in the Membership Policies and Procedures.

### **2.2.2 MEMBERSHIP TERM AND RENEWAL.**

The term of membership shall be for a period of five (5) years unless terminated earlier pursuant to Section 2.2.3. Detailed renewal processes for each category of membership will be specified in the Membership Policies and Procedures.

### **2.2.3 MEMBERSHIP TERMINATION.**

The Board of Directors may, by the affirmative vote of two-thirds (2/3) of the full Board of Directors, terminate a membership for cause, as defined in the Membership Policies and Procedures, or if the member fails to continue to satisfy the relevant membership requirements, pursuant to the following procedures.

Such member shall be given reasonable notice of the proposed termination, and the reason for such proposed termination, and shall be entitled to a hearing before the Board of Directors at the Board of Directors meeting at which the proposed termination will be considered.

Termination of membership shall not extinguish any membership obligations incurred prior to termination.

The Membership Engagement Committee may recommend to the Board of Directors that a membership be terminated for cause or the Board of Directors may ask the Membership Engagement Committee to evaluate and make a recommendation concerning termination of a membership.

The Board of Directors, after considering the advice of the Membership Engagement Committee, if any, will then make the final determination regarding the member's termination by a two-thirds (2/3) majority vote of the full Board of Directors.

### **2.3 MEMBERSHIP DUTIES.**

It shall be the duty of all members to support the mission of USBC and to abide by the provisions of these Bylaws and all USBC policies and procedures established by the Board of Directors. All other duties, including dues, of the membership shall be determined by the Board of Directors, and reviewed on an annual basis. Notice of all such duties and dues shall be provided to the USBC members on an annual basis.

### **2.4 MEMBERSHIP REPRESENTATION.**

Each Voting Member shall name at least one (1) Representative for purposes of attending membership meetings, casting votes on behalf of the Voting Member, and otherwise acting on behalf of the Voting Member, provided, however, that each Voting Member shall have the ability to cast only one (1) vote on each matter brought before the Voting Members. Each Non-Voting Member (with the exception of Emeritus and Honorary Members) shall name at least one (1) Representative for purposes of attending membership meetings and otherwise acting on behalf of the Non-Voting Member (each, a "Non-Voting Representative"). Emeritus and Honorary Members shall represent themselves. Detailed processes for Representatives will be specified in the Membership Policies and Procedures.

## ARTICLE III

### Board of Directors

#### 3.1 POWERS AND ELIGIBILITY.

All programs, business, and property of the USBC shall be governed by the Board of Directors. The Board of Directors may exercise all corporate powers of the USBC that are not expressly limited by the Act or the Articles of Incorporation. The Board of Directors will be elected from among the Voting Members' Representatives.

#### 3.2 NUMBER AND COMPOSITION.

The Board of Directors will be comprised of eight (8) to thirteen (13) voting directors, with the specific number of voting directors determined by the Board of Directors from time to time; provided, however, that no decrease in the number of directors will operate to cut short an incumbent voting director's term. The voting directors shall include the following five (5) officers of USBC who shall serve as ex officio, voting members of the Board: Past Chair, Chair, Chair-Elect, Treasurer, and Secretary; and three (3) to eight (8) additional voting directors (the "Elected Directors"). The Executive Director of the USBC will serve as an ex-officio, non-voting member of the Board of Directors.

#### 3.3 TERMS OF OFFICE.

The members of the Board of Directors shall serve the following terms, unless the Officer or Director earlier resigns or is terminated.

Elected Officers:

- Chair-Elect – one (1) year term

Succession Officers (no election):

- Chair becomes Past Chair – one (1) year term
- Chair-Elect becomes Chair – two (2) year term

Elected Officers (two (2) year terms):

- Treasurer (elected in odd years)
- Secretary (elected in even years)

Elected Directors (two (2) year terms, staggered):

- Three to eight (3-8) Directors
- Once elected, the Board of Directors will appoint two (2) of the Elected Directors to serve as chairs of the Governance and Membership Engagement Committees.

No individual, with the exception of the Executive Director, may serve on the Board of Directors in any capacity for more than eight (8) consecutive years; provided, however, that each director shall serve

until his or her successor has been duly elected. An individual who has served eight (8) consecutive years may be eligible for reelection to the Board of Directors only after one (1) year's absence from the Board of Directors.

### **3.4 NOMINATIONS.**

Each year the Nominating Committee will put forth a slate of candidates, pursuant to the eligibility requirements and nomination processes as specified in the Nominating Policies and Procedures.

Positions on the Board of Directors are held by individuals, and as such are not reflective or representative of individual directors' member organizations. The fiduciary duties of the Board of Directors shall be to serve and carry out the best interests of the USBC as a whole.

### **3.5 ELECTIONS.**

Ballots shall be distributed to the Voting Members at least sixty (60) days prior to the Annual Meeting, with a return date of fifteen (15) to thirty (30) days prior to the Annual Meeting. Each Voting Member, through its Voting Representative(s), shall cast one vote for the nominated slate in each election by completing, signing, and dating a ballot, and returning it to the USBC by the specified return date. The participation of a majority of the Voting Members shall be necessary to constitute a quorum for election purposes. Directors shall be elected by the affirmative vote of a majority of the votes cast, where a quorum has participated.

Ballots will be tabulated by the Executive Director and confirmed by a representative of the Nominating Committee according to the Nominating Committee Policy and Procedures.

Installation of officers will take place at the conclusion of the Annual Meeting.

### **3.6 DUTIES OF THE OFFICERS.**

**CHAIR.** The Chair shall, subject to the direction and control of the Board of Directors, preside at all meetings of the USBC and the Board of Directors. The Chair shall assume all other powers and duties as may be vested in that office by these Bylaws or by the Board of Directors. The Chair shall, in the name of the USBC: (a) execute legal and financial instruments (e.g., deeds, mortgages, contracts, agreements, bonds, checks) that may from time to time be authorized by the Board of Directors, and (b) on behalf of the Board of Directors, supervise the Executive Director to ensure that duties are carried out in accordance with the wishes of the Board of Directors.

**CHAIR-ELECT.** When there is a Chair-Elect, they shall, in the absence of the Chair, or in the event of the Chair's inability or refusal to act, perform all the duties of the Chair, and when so acting shall have all the power of, and be subject to all the restrictions on, the Chair.

**TREASURER.** The Treasurer shall, subject to the direction and control of the Board of Directors, have overall responsibility for the financial affairs of the USBC and shall maintain access to records of all monies received and expended. The Treasurer shall assure that the financial records of the USBC are available at all times for verification and inspection by the voting membership of the USBC at the direction of a majority of voting members. The Treasurer shall have such other powers and duties as are

usually incident to that office, and as may be determined by the Board of Directors or the Chair from time to time.

SECRETARY. The Secretary shall give such notices of meetings of the membership and meetings of the Board of Directors as are required by these Bylaws. The Secretary shall prepare and maintain minutes of all meetings of the membership, and shall prepare and maintain minutes of all meetings of the Board of Directors and other committees that may, from time to time, carry out work on the behalf of the Board of Directors. The Secretary shall be custodian of the Corporate records and shall certify and keep at the principal office of the USBC, the original or a copy of these Bylaws as amended or otherwise altered.

PAST CHAIR. When there is a Past Chair, they shall, in the absence of the Chair, or in the event of the Chair's inability or refusal to act, perform all duties of the Chair. The Past Chair principle responsibilities are to participate in Board activities to ensure the proper transition of operations and governance of the organization.

### **3.7 RESIGNATION, REMOVAL, VACANCIES, MEMBERSHIP STATUS.**

#### **3.7.1 RESIGNATION.**

A Director may resign by delivering a letter of resignation to the Chair or Secretary of the Board of Directors. Such resignation shall be effective upon receipt, unless it is specified to be effective on a later date.

#### **3.7.2 REMOVAL.**

Any member of the Board of Directors may be removed from office with or without cause by the vote or agreement in writing of a majority of the Voting Members.

The notice of a meeting of the Voting Members to remove a member of the Board of Directors shall state the specific directors sought to be removed.

A proposed removal of a director at a meeting shall require a separate vote for each director sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each director to be removed.

If removal is effected at a meeting, any vacancies created thereby shall be filled by the Voting Members at the same meeting.

Any director who is removed from the Board shall not be eligible to stand for reelection until the next regularly scheduled election.

#### **3.7.3. VACANCIES.**

A vacancy on the Board of Directors (with the exception of Past Chair), regardless of cause, shall be filled by the affirmative vote of a majority of the remaining Board of Directors. The individual appointed to fill such vacancy shall be a Voting Member Representative, and shall serve only for the remainder of the term of the Director to be replaced.

#### **3.7.4. CHANGE OF MEMBERSHIP STATUS.**

In the event that a Director is relieved of his/her Representative duties by his/her member organization, the individual will be allowed to complete his/her current term of office or position succession (for Chair/Chair-Elect/Past Chair).

### **3.8 COMPENSATION.**

The Board of Directors shall serve without compensation, but may be reimbursed for reasonable expenses incurred in connection with their service on the Board of Directors.

### **3.9 EXECUTIVE DIRECTOR.**

The Executive Director of the USBC may be a paid employee of the USBC, appointed by and responsible to the Board of Directors. Employees of the USBC are not eligible for election to the Board of Directors. The Executive Director of the USBC will serve as a non-voting, ex-officio member of the Board of Directors. The Executive Director may participate in all meetings and discussions of the Board of Directors except where there exists a conflict of interest.

## **ARTICLE IV**

### **Meetings of the Membership**

#### **4.1 SCHEDULED MEETINGS OF THE MEMBERSHIP.**

A scheduled meeting of all Voting Members of the USBC will be held at least once a year. Scheduled meetings may be held in person and/or through any means of remote communication (including teleconference or web conference) by which all members may participate in the meeting and vote on matters submitted to the Voting Members, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings, provided that USBC implements reasonable measures to verify that each Voting Member deemed present and authorized to vote by means of remote communication is represented by a designated Representative. Members participating by such means of remote communication shall be deemed to be present in person at the meeting.

Notice of the Annual Meeting and any scheduled meetings shall be made to all Voting Members in writing and mailed not less than seventy-five (75) days prior to the meeting.

#### **4.2 SPECIAL MEETINGS OF THE MEMBERSHIP.**

Special meetings of all Voting Members may be called by the Board of Directors at its discretion, at a date, time, and place set by the Board of Directors. In addition, upon the written request of a majority of the Voting Members, the Board of Directors shall call a special meeting at a date, time, and place set by the Board of Directors, not less than ten (10) days nor more than ninety (90) days after the date of the written request. Special meetings may be held in person and/or through any means of remote communication (including teleconference or web conference) by which all members may participate in the meeting and vote on matters submitted to the Voting Members, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings, provided that USBC implements reasonable measures to verify that each Voting Member deemed present and authorized to vote by means of remote communication is represented by a designated Representative. Members participating by such means of remote communication shall be deemed to be present in person at the meeting.

Notice of any special meeting shall be made to all Voting Members in writing and be mailed not less than ten (10) days prior to the meeting. Such notice shall include the agenda for the meeting, which must include a statement of all matters upon which a vote will be taken. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members.

#### **4.3 QUORUM.**

The presence in person of one-third (1/3) of the Voting Members shall be necessary to constitute a quorum for the transaction of business at any meeting of the membership, unless otherwise stated in these Bylaws. No general membership business shall be transacted at any meeting at which a quorum is not present and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

#### **4.4 VOTING LIST.**

The Secretary shall make, at least twenty (20) days prior to each meeting of the USBC, a complete list of Voting Members eligible to vote, and the names of the Voting Representatives. This list shall be kept on file at the Principal Office and shall be subject to inspection by any member at any time. Such list shall also be produced and kept open at the time and place of the meeting.

#### **4.5 VOTING AND ACTIONS.**

All matters submitted to a membership vote shall be decided by the affirmative vote of a majority of Voting Members present at a meeting where a quorum is present, except as otherwise required by the Act, the Articles of Incorporation, or these Bylaws.

Any action required or permitted to be taken by the Voting Members at a meeting may be taken without a meeting, without prior notice, if at least a quorum of one-third (1/3) of the Voting Members vote on the action by written ballots or "written consents." Each Voting Member's ballot or consents must describe the action taken, be dated and signed by the Voting Member, and returned to USBC by the designated return date. For an action to be carried in this manner, it must be approved by the affirmative vote of a majority of the Voting Members voting, where a quorum has participated. Such consents may be transmitted by U.S. mail, a private mail carrier, hand delivery, or asynchronous means (including teleconference or web conference, facsimile transmission and/or electronic mail)

## **ARTICLE V**

### **Meetings of the Board of Directors**

#### **5.1 MEETINGS OF THE BOARD OF DIRECTORS.**

Regular meetings of the Board of Directors shall occur at least once each quarter. The Board of Directors may also call special meetings of the Board, pursuant to policies and procedures established by the Board of Directors or Governance Committee.

#### **5.2 QUORUM.**

The presence of a majority of the voting members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors. No official business shall be transacted at any meeting at which a quorum is not present and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

### **5.3 VOTING AND ACTIONS.**

The affirmative vote of a majority of directors present at a meeting where a quorum is present shall decide all questions except as otherwise required by the Act, the Articles of Incorporation, or these Bylaws. In case of a tie, the Chair shall hold the deciding vote.

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting, if the action is approved by all members of the Board. Such action must be evidenced by one or more consents by the directors that describe the action taken and are signed and dated by each director. Such consents may be transmitted by U.S. mail, a private mail carrier, hand delivery, or asynchronous means (including teleconference or web conference, facsimile transmission and/or electronic mail)

Action taken by such unanimous written consent is effective as of the date the last director signed the consent, unless the consent specifies a later effective date.

### **5.4 MEETING LOCATION/METHOD.**

Board of Directors meetings may occur in person, or through any means of communication (including teleconference or web conference) by which all directors participating may simultaneously hear each other at the same time.

## **ARTICLE VI Committees**

### **6.1 STANDING COMMITTEES.**

The USBC shall have standing committees including, but not limited to, Nominating Committee, Membership Engagement Committee, Finance & Audit Committee, and Governance Committee.

The Treasurer will automatically serve as chair of the Finance & Audit Committee. The Board of Directors shall appoint chairs for all other committees, except as otherwise specified in a committee's policy, e.g., in the case of roles that are automatically assigned to specific Board Officers. The chairs of the Governance and Membership Engagement Committees are Elected Director positions on the Board of Directors. Immediately following the Board of Directors election, the Board of Directors will appoint two (2) of the Elected Directors to serve as chairs of the Governance and Membership Engagement Committees.

All committees function in an advisory capacity only and do not have the authority to act on behalf of the Board of Directors. Committee business may be conducted at in-person meetings, or by asynchronous means (including teleconference or web conference, facsimile transmission and/or electronic mail). The presence or participation of a majority of the committee members shall be necessary to constitute a quorum for the transaction of committee business, except as otherwise required by the committee's policy. All matters submitted to a committee vote shall be decided by the affirmative vote of a majority of committee members participating where a quorum is established,

except as otherwise required by the committee's policy. In case of a tie, the committee chair shall hold the deciding vote. Asynchronous voting will be allowed if accomplished during a specific time period with at least 14 days' notice to the committee's members. Committee membership will be determined and committee operations will be governed by Policies and Procedures.

Committee chair positions are held by individuals, not organizations, and as such are not reflective or representative of individual chairs' member organizations. The duties of the committee chairs shall be to serve and carry out the best interests of the USBC as a whole.

## **6.2 ADDITIONAL COMMITTEES.**

The USBC may form additional committees at the discretion of the Board of Directors.

The Board of Directors shall appoint chairs for these additional committees, except as otherwise specified in a committee's policy, e.g., in the case of roles that are automatically assigned to specific Board Officers.

All committees function in an advisory capacity only and do not have the authority to act on behalf of the Board of Directors. Committee business may be conducted at in-person meetings, or by asynchronous means (including teleconference or web conference, facsimile transmission and/or electronic mail). The presence or participation of a majority of the committee members shall be necessary to constitute a quorum for the transaction of committee business, except as otherwise required by the committee's policy. All matters submitted to a committee vote shall be decided by the affirmative vote of a majority of committee members participating where a quorum is established, except as otherwise required by the committee's policy. In case of a tie, the committee chair shall hold the deciding vote. Asynchronous voting will be allowed if accomplished during a specific time period with at least 14 days' notice to the committee's members. Committee membership will be determined and committee operations will be governed by Policies and Procedures.

Committee chair positions are held by individuals, not organizations, and as such are not reflective or representative of individual chairs' member organizations. The duties of the committee chairs shall be to serve and carry out the best interests of the USBC as a whole.

## **6.3 ADVISORY PANELS.**

The Board of Directors may appoint such advisory panels, as it believes to be in the best interest of furthering the purposes of the USBC. These panels may include member representatives of the USBC member organizations as well as partners and key stakeholders of the USBC network. Membership on an advisory panel shall not confer a right to vote on USBC actions and the advisory panel shall act only in an advisory capacity to the USBC and shall be clearly specified as such.

## **ARTICLE VII**

### **Indemnification of Directors and Officers**

#### **7.1 INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

The USBC shall, to the extent legally permissible, indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, USBC), by reason of the fact that he or she is or was an officer or director of the USBC, or who at the request of the USBC, is or was serving as a fiduciary or trustee of another corporation, or an employee benefit plan of the USBC (collectively called "Indemnified Officers" or individually "Indemnified Officer").

Such indemnification may, to the extent authorized by the Board of Directors of the USBC, include payment by the USBC of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if such Indemnified Officer shall be not entitled to indemnification under this Article.

Notwithstanding the foregoing, indemnification shall not apply to any person who shall have been adjudged liable in a proceeding by or in the right of USBC unless a determination has been made by a court that despite the adjudication of liability, the person is fairly and reasonably entitled to indemnification.

The payment of any indemnification or advance shall first be authorized in the specific case upon determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she (1) acted in good faith, and (2) acted in a manner he or she reasonably believed to be in, and not opposed to, the best interest of USBC and, with respect to any criminal action or proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. This determination may be made by:

- i. majority vote of a quorum of the Board of Directors who are not at that time parties to the proceeding; or
- ii. the opinion of independent legal counsel (who may be counsel to the USBC) appointed for the purpose by majority vote of the Board of Directors; or
- iii. a court having jurisdiction over approval of payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of any Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which USBC employees, agents, directors, officers, and other persons may be entitled by contract or otherwise under law.

This Article constitutes a contract between the USBC and the Indemnified Officers. No amendment or repeal of provisions of this article which adversely affects the right of the Indemnified Officer under this

Article shall apply with respect to such Indemnified Officer's acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by, or was made with, the written consent of such Indemnified Officer.

## **ARTICLE VIII**

### **Administration**

#### **8.1 FISCAL YEAR.**

The fiscal year of the USBC shall begin on the first (1st) day of January of each year and end on the thirty-first (31st) day of December of each year.

#### **8.2 AUDIT.**

In accordance with the regulations of the State of Florida, the accounts of the USBC shall be reviewed annually by an independent certified public accountant selected by the Board of Directors. An annual financial report and management letter, prepared by the independent certified public accountant, shall be provided to the Board of Directors within six (6) months of the end of the USBC's fiscal year. The report shall include, but need not be limited to, information in appropriate detail regarding assets and liabilities including changes in assets and liabilities during the fiscal year, revenue and expenditures and a comparison of administrative costs versus programmatic costs.

#### **8.3 CORPORATE RECORDS.**

The original or attested copies of the Articles of Incorporation; these Bylaws; the minutes and records of all meetings of the membership; the minutes and records of all meetings of the Board of Directors and committees; adequate and correct books; records of all administrative, personnel, and financial transactions; and audit reports shall be kept at the Principal Office of the USBC. Any incumbent voting member of the USBC shall have the absolute right, at any reasonable time, to inspect the records and the physical properties of the USBC. Any inspections may be made in person or by an agent or attorney and the right to inspection includes the right to copy and make extracts.

**8.4 MAIL REFERENCES.**

To the extent allowed by Florida law, all references in these Bylaws to “mail” or to “mailed” shall allow mail by U.S. mail, and delivery, or private mail carriers handling nationwide mail services, or asynchronous means (including teleconference or web conference, facsimile transmission and/or electronic mail)

**8.5 NOTICES.**

Notices may be communicated either by mail or by electronic mail at an e-mail address at which the member or director has consented to receive notice. Notice may also be communicated by personal - oral communication where reasonable.

**8.6 CONFLICTS OF INTEREST.**

The Board of Directors will develop and implement a conflict of interest policy and annual disclosure process applicable to the directors and officers.

**ARTICLE IX  
Amendment of Bylaws**

**9.1 AMENDMENT OF BYLAWS.**

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by a two-thirds (2/3) majority vote of all of the Voting Members of the USBC.

Approved by the USBC on \_\_\_\_\_.

Secretary