

**BYLAWS**  
**OF**  
**AMERICAS PARALYMPIC COMMITTEE, INC.**

a Delaware nonprofit nonstock corporation

Effective as of November 6th, 2021

**ARTICLE 1**

**NAME, PURPOSE, MISSION, ETC.**

**1.1 NAME**

The name of the corporation is Americas Paralympic Committee, Inc., a Delaware nonprofit, nonstock corporation (the “**Corporation**”).

**1.2 DEFINITIONS AND INTERPRETATION**

For purposes of these Bylaws, the following terms shall have the following meanings:

- (a) The “**Americas**” shall mean all of North America, Central America, South America and the Caribbean.
- (b) The “**Board of Directors**” or “**Board**” shall consist of the directors of the Corporation, who together shall constitute the governing body of the Corporation.
- (c) “**Bylaws**” shall mean these bylaws, as amended and in effect from time to time.
- (d) “**Continent**” and “**continental**” shall mean the Americas, unless the context provides otherwise.
- (e) The “**General Assembly**” shall consist of the Members of the Corporation.
- (f) “**General Assembly Meeting**” shall refer to a meeting of the Members of the Corporation, which shall include biennial General Assembly Meetings and Extraordinary Meetings, as described in Section 4.6 hereunder.
- (g) “**Handbook**” shall refer to the bylaws of the International Paralympic Committee.
- (h) “**IPC**” shall refer to the International Paralympic Committee.
- (i) “**Majority**” shall mean a whole number that is greater than half. When the calculation of a specific number or majority is the result of a fractional number, the number required is the fractional number that is rounded to the nearest whole number.

(j) "**Member**" shall mean a member of the Corporation, as defined under Section 4.1, including Full Members, Provisional Members, and Honorary Members (as hereinafter defined).

(k) "**NPC**" or "**National Paralympic Committee**" shall refer to a National Paralympic Committee that is recognized by the IPC.

(l) "**Para athlete**" shall mean a person with a disability who participates in Para sport.

(m) "**Para Regional Games**" shall refer to the Parapan American Games and/or Para Central American and Caribbean Games and/or Para South American Games and/or Para Central American Games.

(n) "**Para sport**" shall mean a Paralympic discipline, performed by a Para athlete, unless the context requires otherwise.

(o) "**Paralympic Movement**" shall mean organizations, Para athletes and other persons who agree to be bound by the Handbook, unless the context requires otherwise.

(p) The "**President**" shall refer to the president of the Corporation, unless the context requires otherwise.

### **1.3 PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. This Corporation shall be a nonprofit corporation. The Corporation shall be organized, and at all times thereafter operated, exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent law (the "Code"), and shall use and apply the whole or any part of its income and principal exclusively for religious, charitable, scientific, literary, or educational purposes by making contributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code and by means of direct activities carried out by the Corporation, and shall conduct fundraising activities to achieve its purposes and receive contributions and maintain a fund of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, shall use and apply the whole or any part of the income therefrom and the principal thereof for said purposes.

Without limiting the above purposes, the Corporation's objectives include the organization and conduct of the Parapan American Games, Para Central American and the Caribbean Games, and Para South American Games, and other similar games (the scope of all such games to be determined by the Board of Directors, as hereinafter defined), as well as to promote, develop and organize Para sports in the Americas region, ensuring that the movement focuses on all Para athletes. The Corporation shall accomplish such purposes by:

(a) promoting the development of Para sport in the Americas region, in accordance with the goals and objectives of the International Paralympic Committee;

(b) encouraging ethical conduct and good governance in Para sport, with the creation of the Corporation's Legal and Ethical Committee in accordance with the Basic Universal Principles of Good Governance of the Paralympic Movement;

(c) promoting cooperation between national authorities and Para sports organizations in the countries of the Americas, and promoting, protecting and ensuring the autonomy of Para sports and its National Paralympic Committees to the greatest extent possible;

(d) ensuring the quadrennial celebration of the Para regional Games, guaranteeing the prevalence of fair play, and regulating and monitoring their organization, all in accordance with the provisions of these Bylaws and the regulations of such games;

(e) ensuring the protection of clean athletes;

(f) promoting integrity in Para sport and protecting Para sport from all forms of corruption (including, without limitation, the manipulation of competition in an unfair manner), in accordance with the International Paralympic Committee's related initiatives;

(g) maintaining close ties with international federations and other sports organizations involved in the development of Para sports in the Americas region and coordinating the technical aspects of the Para regional Games in accordance with the present structure and their regulations;

(h) advising the National Paralympic Committees from the Americas region through qualified specialists in areas such as: marketing, construction of sports facilities, technical and administrative development, classification, law, Para sports and sports medicine, and any other programs that require the support and advice of the Corporation;

(i) promoting the participation of women in sport at all levels and structures, particularly in the governing bodies of national and international Paralympic committees, ensuring the strict application of the principle of equal opportunities;

(j) encouraging and promoting education of the public through Para sport, the Corporation's Education Commission, and any other institutions dedicated to education based on Paralympic values in the Americas region;

(k) performing any other function and engaging in any other activities that the Corporation deems pertinent to achieve the culmination of its objectives and that are appropriate and proper under section 501(c)(3) of the Code.

Notwithstanding any other provision of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under section 501(c)(3) of the Code or by an organization contributions to which are deductible under sections 170(c)(2), 2055(a) and/or 2522(a) of the Code. The Corporation shall perform such acts as may be considered necessary or beneficial in furtherance of the Corporation's purposes and shall have all powers specified for nonprofit corporations generally under the Delaware law.

## **1.4 MISSION STATEMENT**

The Corporation shall be the Continental institution comprised of the National Paralympic Committees of the Americas region that are members of the International Paralympic Committee.

To fulfill its vision, the Corporation shall adhere to the following core values of the International Paralympic Committee:

(a) *Courage*: The Para athletes through their performances show the world what can be achieved by pushing their bodies to the absolute limit.

(b) *Determination*: Para athletes have a unique strength of character that combines mental toughness, physical ability and outstanding performances that regularly redefine the limits of possibilities.

(c) *Inspiration*: As role models, Para athletes maximize their abilities, empowering and encouraging others to participate in sport.

(d) *Equality*: Through sport, Para athletes challenge stereotypes and transform attitudes, helping to increase inclusion by breaking down social barriers and discrimination towards people with disabilities.

## **1.5 CORPORATE STRUCTURE**

The Corporation shall be structured as follows:

(a) *General Assembly*: The General Assembly of the Corporation shall consist of the Members of the Corporation. The classes, rights, and obligations of Members are provided in Article 4 hereunder.

(b) *Board of Directors*: The Board of Directors of the Corporation shall manage the affairs of the Corporation. The qualification, powers, and duties of the directors are provided in Article 5 hereunder.

(c) *Councils, Committees and Commissions*: The Board of Directors has the power to designate councils, committees, and commissions, as provided in Article 6 hereunder.

(d) *Management Team*: The Corporation's management team shall consist of professional employees led by the executive director, as provided in Section 7.9 hereunder.

## **1.6 MOTTO, EMBLEM, FLAG, ANTHEM AND PARAPAN AMERICAN FLAME**

The General Assembly of the Corporation shall have the right to select and approve the Corporation's motto, emblem, flag, anthem, and Parapan American Flame logo.

Subject to any changes made by the General Assembly, the Corporation's Flag shall be rectangular in shape, red in color and double the length above the height.

All rights to the Corporation's motto, emblem, flag, Parapan American Flame logo, as well as the music and lyrics of the Corporation's anthem, shall be the exclusive property of the Corporation and shall be registered, trademarked, and/or copyrighted by the Corporation as needed or applicable in all relevant jurisdictions.

## **1.7 ABBREVIATIONS AND ACRONYMS**

For purposes of these Bylaws, the following abbreviations and acronyms apply and can be used in Spanish or English language interchangeably:

Comité Paralímpico Internacional	IPC
International Paralympic Committee	IPC
Comité Paralímpico Nacional	CPN
National Paralympic Committee	NPC
Movimiento Paralímpico	MP
Paralympic Movement	PM

## **1.8 LANGUAGE**

Spanish and English will be the official languages of the Corporation. Publications of the Corporation will be in both Spanish and English.

## **ARTICLE 2**

### **PROHIBITED ACTIVITIES**

#### **2.1 SPECIFIC PROHIBITIONS**

At all times, and notwithstanding any merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

(a) No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, members, employees or any other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to, or for the benefit or on behalf of, the Corporation, and to make payments and distributions in furtherance of the purposes set forth in Section 1.3 hereof.

(b) No loans shall be made by the Corporation to any director, officer, member or employee of the Corporation or any spouse, sibling or child of any such individual.

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation to an extent that would disqualify the Corporation as an entity described in section 501(c)(3) of the Code.

(d) The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

(e) In every taxable year in which the Corporation is a private foundation as defined in section 509 of the Code:

(i) The Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the corporation to tax on undistributed income under section 4942 of the Code.

(ii) The Corporation shall not engage in any act of self-dealing which is subject to tax under section 4941 of the Code.

(iii) The Corporation shall not retain any excess business holdings which are subject to tax under section 4943 of the Code.

(iv) The Corporation shall not make any investments in such manner as to subject the corporation to tax under section 4944 of the Code (investments that would jeopardize the Corporation's ability to carry out its exempt purposes).

(v) The Corporation shall not make any taxable expenditures which are subject to tax under section 4945 of the Code.

(vi) The Corporation shall not engage in any excess benefit transaction as defined in section 4958 of the Code.

(f) The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

(g) At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, Delaware or any other jurisdiction where any of its activities are conducted.

(h) The Corporation shall not possess or exercise any power or authority, or engage in, either directly or indirectly, any activity that would pose a substantial risk of preventing it at any time from qualifying and continuing as an entity described in section 501(c)(3) of the Code and exempt from federal income tax under section 501(a) of the Code.

## **ARTICLE 3**

### **OFFICES**

#### **3.1 REGISTERED OFFICE**

The Corporation shall maintain a registered office and registered agent in Delaware. The registered office and/or registered agent of the Corporation may be changed from time to time by action of the Board of Directors of the Corporation.

### 3.2 OTHER OFFICES

The Corporation may have offices at such other places both within or outside of Delaware, as the Board of Directors may from time to time determine or the business of the Corporation may require.

### 3.3 BOOKS AND RECORDS

Books and records of the Corporation may be kept at the Corporation's headquarters or such other location or locations, with or outside the State of Delaware, as may from time to time be designated by the Board of Directors.

## ARTICLE 4

### MEMBERS

#### 4.1 CLASSES OF MEMBERS AND MEMBERSHIP

The Corporation shall have Members, and the Members shall together constitute the General Assembly of the Corporation. Membership and membership rights are not transferable.

The Corporation's General Assembly shall have three (3) classes of Members. The designation of such classes and the qualifications of the Members of such classes shall be as follows:

(a) *Full Members*: Subject to Section 4.2, the "**Full Members**" of the Corporation shall be such National Paralympic Committees from the Americas region that have been recognized as members of the IPC.

(b) *Provisional Members*: Subject to Section 4.2, the "**Provisional Members**" of the Corporation shall be such National Paralympic Committees from the Americas region that have been proposed as members of the IPC by its governing council but have not yet been ratified by the IPC's general assembly.

(c) *Honorary Members*: Subject to Section 4.2, the "**Honorary Members**" shall include a "**Board of Permanent Advisors**," which shall consist of former presidents of the Corporation elected to be Honorary Members by the General Assembly pursuant to Section 4.2 of these Bylaws.

#### 4.2 ELECTION AND ADMISSION OF MEMBERS

(a) *Full Members*: Upon the date of adoption of these Bylaws, the Full Members of the Corporation shall be such National Paralympic Committees from the Americas region that have been recognized as members of the IPC. Additional National Paralympic Committees from the Americas region shall automatically be admitted as Full Members upon admission as a member of the IPC, subject to the prior approval of the General Assembly.

(b) *Provisional Members*: National Paralympic Committees from the Americas region shall automatically be admitted as Provisional Members of the Corporation upon being approved as provisional members of the IPC.

(c) *Honorary Members*: Former presidents of the Corporation shall be admitted as Honorary Members by the affirmative vote of the General Assembly, to serve on the Board of Permanent Advisors upon their ceasing to serve as president of the Corporation, subject to their acceptance thereof.

### 4.3 MEMBERSHIP RIGHTS AND OBLIGATIONS

(a) *Full Members*:

(i) Rights. The Full Members shall be entitled to all of the rights and privileges of voting members of a nonprofit nonstock corporation under Delaware law. The Full Members shall further have the right to:

- vote on all matters subject to the vote of the General Assembly;
- nominate and elect directors of the Corporation, as provided in Sections 5.2 and 5.3;
- present motions and be heard at General Assembly Meetings; and
- participate in all activities of the Corporation (subject to meeting any relevant eligibility criteria with respect to an activity).

(ii) Obligations. Full Members shall be required to:

- participate in the development of the mission and vision of the Corporation, and its general objectives;
- pay the annual membership fee in accordance with the policy established by the General Assembly;
- abide by all of the Corporation's statutes, codes, rules and regulations, as may be adopted from time to time, as well as any decisions made by the General Assembly and the Board of Directors;
- maintain regular and continuous communication with the Corporation and, in particular, respond to official requests from the Corporation in a timely manner; and
- comply with the rights and obligations of Full Members as outlined in these Bylaws;

(iii) Annual Membership Fee. A Full Member shall only be permitted to exercise its voting and nominating rights at a General Assembly Meeting, as outlined above, if the

annual membership fee, any outstanding levies, and all other fees have been paid and received by the Corporation.

In the event that a Full Member has not paid the required annual membership fee or if the fee payment is pending, such Full Member shall still be entitled to participate in a General Assembly Meeting, but shall only be authorized to vote on issues related to the IPC or IPC activities. Consistent with Chapter 2.1, section 1.5.6 of the Handbook, non-payment of the annual membership fee shall not be a reason for suspending a Full Member's speaking and voting rights at General Assembly Meetings on all topics related to IPC activities, nor shall it prevent a Full Member's athletes from participating in a regional game or any other regional sporting event. However, the Board of Directors shall be authorized to determine whether other sanctions shall apply, including, e.g., prohibiting a Full Member from presenting motions and being heard at General Assembly Meetings on issues related to the Corporation (excluding any matters related to the IPC).

Under special circumstances, the Board of Directors may consider a request from a Member to reduce or waive the annual membership fee. Any such formal request must be submitted in writing prior to the established deadline for payment.

(b) *Provisional Members:* The Provisional Members of the General Assembly shall be entitled to the same rights and privileges afforded to Full Members under these Bylaws, including the right to participate and be heard at General Assembly Meetings; provided, however, Provisional Members shall not have the following rights: (i) the right to vote on matters subject to the vote of the General Assembly, including the nomination and election of directors; (ii) the right to present motions at General Assembly Meetings; and (iii) any rights and privileges afforded to voting members of nonprofit nonstock corporations under Delaware law.

The Provisional Members shall be required to comply with all obligations of Full Members as set out in these Bylaws, including the requirement to pay an annual membership fee, subject to Section 4.3(a)(iii) above.

(c) *Honorary Members:* The Honorary Members of the General Assembly shall not have any voting rights. Honorary Members shall be invited to all major activities of the Corporation, which activities shall be determined by the Board of Directors. Honorary Members shall have the right to participate and be heard at General Assembly Meetings, but they do not have the right to vote on any matter. The other rights and obligations of the Honorary Members shall be as determined by the General Assembly.

#### **4.4 SUSPENSION OF MEMBERSHIP**

A Member may be suspended by affirmative vote of the General Assembly (excluding a Full Member whose suspension is under consideration) for failure to meet the conditions or obligations of membership as provided in these Bylaws. Prior to the suspension of a Member, such Member shall have the right to be heard in person or in writing by the General Assembly.

Notwithstanding the foregoing, a Full Member that is suspended as a member of IPC shall automatically be suspended as a Member of the Corporation.

Suspended Members lose the rights and privileges of their membership. In particular, suspended Members shall not have the right to be heard by the General Assembly, except with respect to their suspension. Furthermore, suspended Members may only participate in the General Assembly on matters exclusively related to IPC.

#### **4.5 TERMINATION OF MEMBERSHIP**

Membership may be terminated: (i) voluntarily by the Member in question, (ii) for cause by affirmative vote of the General Assembly (excluding a Full Member whose termination is under consideration), or (iii) automatically in the event of the death or permanent incapacity of a Member who is a natural person or the termination of the corporate existence of a Member that is a legal entity.

In addition to the foregoing, a Full Member shall automatically cease to be a Member of the Corporation upon its resignation, termination or otherwise ceasing to be a member of IPC.

#### **4.6 GENERAL ASSEMBLY MEETINGS**

A General Assembly Meeting shall be held within or without Delaware at least once every two (2) years, on a date and at a time and place designated by the Board of Directors. An Extraordinary General Assembly Meeting may be called by the President, at the request of the Board of Directors or at the request of a majority of the Full Members.

The Members may, inter alia, conduct the following business at a General Assembly Meeting:

- (a) Receive the management report from the Board of Directors and the President;
- (b) Receive and approve the minutes of the previous General Assembly;
- (c) Nominate and elect directors to serve as members of the Board or remove directors from office;
- (d) Consider and approve policy and procedures for the nomination and election of the members of the Board of Directors;
- (e) Approve the budget and membership fee policy;
- (f) Admit new Members, pursuant to Section 4.2;
- (g) Consider and/or approve policy and procedures for the nomination and election of the members of the Governing Council;
- (h) Consider and/or approve amendments to the Bylaws, pursuant to Section 13.4;
- (i) Consider and/or approve the financial reports and audited accounts; and
- (j) Conduct such other business as may come before the meeting.

#### **4.7 QUORUM REQUIRED AND ADJOURNMENT**

Except as otherwise provided by applicable law or these Bylaws, at a General Assembly Meeting, the presence of at least fifty percent (50%) plus one (1) of the Full Members entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such meeting.

If a quorum is not present at a meeting, the Full Members who are present may adjourn the meeting and a new meeting may be called, which will have a quorum if a minimum of one-third (1/3) of the Full Members entitled to vote are present. No notice need be given of any adjourned meeting other than by general announcement.

#### **4.8 VOTING**

Except as otherwise provided by applicable law or these Bylaws, the act of a majority of the voting Full Members present at any meeting at which there is a quorum shall be the act of the General Assembly.

Each Full Member entitled to vote shall have one (1) vote. Full Members shall be allowed to be represented by proxy, provided however: (a) such proxy must be present at the meeting, and (b) an individual cannot represent more than one Full Member and, as such, is restricted to one (1) vote at any General Assembly Meeting.

#### **4.9 CONDUCT OF MEETINGS**

(a) Minutes of each General Assembly Meeting shall be prepared and signed by the President and the secretary of the Corporation (the “**Secretary**”). All other procedures to be followed at a General Assembly Meeting shall be determined by and/or subject to the approval of the General Assembly.

(b) A Member that is not a natural person shall designate a natural person (who may or may not also be a director of the Corporation) to be its representative, who shall have the power and authority to act on behalf of such Member for all purposes, to exercise the rights and powers of such Member resulting from its membership in the Corporation, to grant proxies on behalf of such Member, and to receive notices on behalf of such Member. The presence in person of such designated natural person shall constitute the presence in person of his or her designating Member. The Corporation is entitled to rely in good faith on any communication purporting to be from a Member’s designated representative that the Corporation reasonably believes to be genuine, and the Corporation shall have no liability to any Member or any other person for the consequences of such reliance. A Member shall make such a designation by delivering a written notice to the president of the Corporation and such designation shall remain in effect until superseded by another written notice to the president.

#### **4.10 NOTICE OF MEETINGS**

Notice of General Assembly Meetings shall be provided to each Member pursuant to Article 10. Notice shall be given at least six (6) months before a General Assembly Meeting and at least two (2) months in the case of an Extraordinary General Assembly Meeting.

The notice of a General Assembly Meeting must include: (a) a meeting agenda, including a description of the purpose for which the meeting is called, and (b) rules and procedures for the conduct of such meeting.

Motions must be submitted by Members to the Board of Directors in writing at least three (3) months before a General Assembly Meeting, and at least thirty (30) days in the case of an Extraordinary General Assembly Meeting.

Except as otherwise provided by applicable law or these Bylaws, General Assembly Meetings may be held at any time without notice if all of the Full Members entitled to vote are present (either in person or pursuant to Section 4.11) or if, at any time before or after the meeting, those not present waive notice of the meeting in writing.

#### **4.11 COMMUNICATIONS EQUIPMENT**

Unless otherwise restricted, any Member may participate in a General Assembly Meeting by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by means of such equipment shall constitute presence in person at such meeting.

#### **4.12 PRESUMPTION OF ASSENT**

Unless applicable law provides otherwise, a Full Member that is present at a General Assembly Meeting at which action is taken on any matter shall be presumed to have assented to the action taken unless: (a) the Full Member's dissent is entered in the minutes of the meeting; or (b) the Full Member files a written dissent to the action with the person acting as secretary of the meeting before the adjournment thereof or forwards the dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Full Member who voted in favor of any action.

#### **4.13 ACTION BY WRITTEN CONSENT**

Unless otherwise restricted by applicable law or these Bylaws, any action required or permitted to be taken at any meeting of the Full Members entitled to vote at a General Assembly Meeting may be taken without a meeting, if all such Full Members consent to the action in writing or by electronic transmission, and the writing or electronic transmission is filed with the minutes of proceedings of General Assembly. The filing shall be in paper form if the minutes are maintained in paper form and in electronic form if the minutes are maintained in electronic form.

## **ARTICLE 5**

### **DIRECTORS**

#### **5.1 MANAGEMENT OF AFFAIRS OF CORPORATION**

The property and business of the Corporation shall be managed by or under the direction of the Board of Directors. The Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by applicable law or these Bylaws.

The responsibilities of the Board of Directors shall include (but shall not be limited to):

- (a) Interpreting the vision established by the General Assembly and by these Bylaws;
- (b) Formulating and approving policies and strategies for the Corporation;
- (c) Ensuring that the instructions established by the General Assembly are implemented;
- (d) Establishing, dissolving, and regulating the Corporation's Committees and Commissions;
- (e) Establishing the general objectives of the Corporation's strategic plan;
- (f) Monitoring the performance and achievement of the Corporation's objectives;
- (g) Appointing and removing an "**Executive Director**" to represent the Corporation in accordance with established rules and regulations;
- (h) Evaluating the bids for the Parapan American Games and other Para sports competitions, and awarding games and competitions accordingly;
- (i) Considering and making recommendations on all proposals and amendments, other than emergency motions, to be presented to the General Assembly;
- (j) Supervising and monitoring all approved events to ensure compliance with established rules and agreements;
- (k) Via the President, handling relations with the IPC, international sports organizations, and any other bodies deemed necessary to promote the objectives and principles of the Corporation; and
- (l) Appointing a certified auditor.

#### **5.2 NUMBER, ELECTION, TERM OF OFFICE, AND QUALIFICATION**

Except as otherwise provided in Sections 5.2(e) and 5.2 (g) or elsewhere in these Bylaws, each Director shall hold office for a term of four (4) years, with the first term beginning on

November 5, 2021 (the Corporation's date of incorporation) and ending on December 31, 2025 (except as otherwise provided herein).

The Board of Directors shall initially consist of eight (8) directors, who shall be elected as follows:

(a) One (1) director shall be elected by the Full Members to simultaneously serve as President of the Corporation;

(b) One (1) director shall be elected by the Full Members to simultaneously serve as Secretary of the Corporation;

(c) One (1) director shall be elected by the Full Members to simultaneously serve as treasurer of the Corporation (the "**Treasurer**");

(d) Three (3) non-officer directors shall be elected by the Full Members;

(e) One (1) director shall be such person who is then serving as the "**Athletes' Representative**" (i.e., such person chosen by the athletes participating in the Parapan American Games); provided, however, to qualify, such Athletes' Representative must have competed in the Para Regional Games and/or Parapan American Games within eight (8) years prior to his or her appointment (for avoidance of doubt, this position is not subject to the term durations and limits set forth in this Section 5.2); and

(f) One (1) *ex-officio* Executive Director, without the right to vote, shall be appointed by the other members of the Board of Directors.

Following the initial four (4) year term of the initial directors (ending December 31, 2025, except as otherwise provided herein), the Board shall consist of twelve (12) directors: eight (8) directors who shall be elected as outlined above, and an additional four (4) directors who shall be elected as follows:

(g) One (1) director shall be such person who is then serving as president of the Corporation's Women in Sports Committee (for avoidance of doubt, this position is not subject to the term durations and limits set forth in this Section 5.2); and

(h) Three (3) sub-regional vice-presidents, one from each of the following regions: (i) the United States, Canada, and the Caribbean; (ii) Central America, Puerto Rico, Cuba, the Dominican Republic, and Mexico; and (iii) South America; each of whom shall be elected by the NPC of his or her respective sub-region and who shall begin to serve as director once the Board approves such appointment.

The number of directors may be changed by an amendment to these Bylaws, but any such amendment shall not affect the tenure of office of any current director, unless a director is specifically removed by such amendment.

Each director may be elected as a director for a maximum of two (2) consecutive terms, other than the directors set forth in Sections 5.2(e) and 5.2(g), which are not subject to this

limitation; provided, however, if a director elected as President has previously served as a director in another capacity, such person may be re-elected and serve as President (and director) for two (2) consecutive terms, notwithstanding any prior terms of service.

Directors shall be elected pursuant to the nomination and election procedures adopted by the Full Members at a General Assembly Meeting. Each director shall serve until such director's resignation, retirement, death, removal, or disqualification, or until such director's successor is duly elected and qualified.

To be eligible to become or remain a director, a person must (i) be eighteen (18) years or older and (ii) demonstrate and maintain a good faith commitment to the mission and goals of the Corporation. Furthermore, there shall at all times be at least one (1) native English-speaking director of the Corporation.

### **5.3 NOMINATION**

At least three (3) months prior to the election of directors at a General Assembly Meeting, the APC Management Team (as defined in Section 7.9) shall circulate a call for nominations to the Full Members, which shall include each of the following:

- (a) a nomination form;
- (b) a request for a letter of support from the nominating Member;
- (c) a CV form,
- (d) a photo request of the nominee;
- (e) an undertaking to be signed by the candidate;
- (f) guidelines for candidates; and
- (g) the Corporation's Code of Ethics.

Each Full Member in good standing in the Americas region as of the date of the call for nominations shall be entitled to nominate one (1) candidate; provided, however, each Full Member shall be required to submit its nominee to the APC Management Team at least six (6) weeks prior to the General Assembly Meeting.

The APC Management Team shall distribute to each of the Full Members a complete list of nominees at least four (4) weeks prior to the General Assembly Meeting at which the director elections will be held.

### **5.4 RESIGNATIONS AND REMOVALS**

Any Director may resign at any time by giving notice thereof in writing or by electronic transmission to the President and Secretary of the Corporation, as well as to the relevant body or organization with the power to appoint such Director pursuant to Section 5.2. Any such

resignation shall take effect upon receipt thereof or at any later time specified in the notice. Acceptance of the resignation shall not be necessary to make it effective.

Any Director serving pursuant to Section 5.2(a)-(d) may be removed by a majority vote of the Full Members. An Executive Director serving pursuant to Section 5.2(f) may be removed by a majority vote of the Board of Directors. Any Director serving pursuant to Sections 5.2(e), 5.2(g) or 5.2(h) may be removed by the relevant body or organization with the power to appoint such Director, upon written notice to the Board of Directors. Any removal under this Section 5.4 does not require good cause or other justification.

## **5.5 VACANCIES**

If any vacancy occurs in the Board of Directors or any new directorship is created by an increase in the authorized number of Directors, the Full Members (even if less than a quorum) shall be authorized to choose a successor or fill the newly created directorship and shall endeavor to do so within thirty (30) days, and if the Full Members are deadlocked in their vote to choose a successor or fill the newly created directorship, the President shall have a vote in making such determination and will therefore break the deadlock (unless the resigning director is the President); provided, however, if any vacancy occurs with respect to the Directors listed in Sections 5.2(e), 5.2(g) or 5.2(h), said office shall remain vacant until the relevant body or organization set forth in said paragraphs appoints a successor; provided further, if any vacancy occurs with respect to the Executive Director listed in Section 5.2(f), said vacancy shall be filled by the Board of Directors (even if less than a quorum), and not the Members.

Unless removed sooner, a Director so chosen shall hold office for the remainder of the vacated Director's term until the next election of Directors or until such Director's successor is duly elected and qualified, whichever occurs first.

## **5.6 ANNUAL AND REGULAR MEETINGS**

The annual meeting of the Board of Directors shall be held within or without Delaware and on a date and at a time and place designated by the Board of Directors. Regular meetings of the Board of Directors, other than the annual meeting, may be held at such time and at such place as the Board of Directors may from time to time fix by resolution and no notice (other than as prescribed by the resolution) need be given as to any regular meeting.

If a Director is absent from two (2) successive meetings, unless the Board of Directors affirmatively votes in favor of retaining such director as a member of the Board, such director shall be deemed to have resigned from the Board and the Board shall fill such vacant directorship in the manner provided for by Section 5.5 hereof.

## **5.7 SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President or the Executive Director of the Corporation and shall be called by the Secretary of the Corporation at the request of any Director, to be held at such time and place, either within or outside Delaware, as shall be designated by the call and specified in the notice of such meeting.

## **5.8 NOTICE OF MEETINGS**

Notice of special meetings of the Board of Directors shall be provided to each Director pursuant to Article 9. If such notice is mailed, it shall be deposited in the United States mail, postage prepaid, at least seven (7) days before such meeting. If such notice is given by overnight courier, it shall be given to the overnight courier service for delivery at least four (4) days before such meeting. If such notice is given personally or by electronic transmission, it shall be delivered or transmitted at least seventy-two (72) hours before the time of the meeting. Except as otherwise provided by applicable law or these Bylaws, meetings may be held at any time without notice if all of the Directors are present (either in person or pursuant to Section 5.10) or if, at any time before or after the meeting, those not present waive notice of the meeting in writing.

## **5.9 QUORUM REQUIRED, VOTE AND ADJOURNMENT**

Except as otherwise provided by applicable law or these Bylaws, at each meeting of the Board of Directors, the presence of at least 50% plus one (1) of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business by the Board of Directors. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such meeting. If a quorum is not present at any meeting of directors, the directors present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum is present.

The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. Except as otherwise provided in these Bylaws, each director shall have one (1) vote. No director shall be allowed to be represented by proxy.

## **5.10 COMMUNICATIONS EQUIPMENT**

Unless otherwise restricted, any member of the Board of Directors or of any committee designated by the Board of Directors (each, a “**Committee**”) may participate in a meeting of the Directors or such Committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by means of such equipment shall constitute presence in person at such meeting.

## **5.11 PRESUMPTION OF ASSENT**

Unless applicable law provides otherwise, a Director who is present at a meeting of the Board of Directors at which action is taken on any corporate matter shall be presumed to have assented to the action taken unless: (a) the Director’s dissent is entered in the minutes of the meeting; or (b) the Director files a written dissent to the action with the person acting as secretary of the meeting before the adjournment thereof or forwards the dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of any action.

## **5.12 ACTION BY WRITTEN CONSENT**

Unless otherwise restricted by applicable law or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any Committee thereof, may be taken without a meeting, if all members of the Board of Directors or of such Committee, as the case may be, consent to the action in writing or by electronic transmission, and the writing or electronic transmission is filed with the minutes of proceedings of the Board of Directors or such Committee. The filing shall be in paper form if the minutes are maintained in paper form and in electronic form if the minutes are maintained in electronic form.

## **5.13 FEES AND COMPENSATION OF DIRECTORS**

Directors shall not receive any stated salary for their services as such; provided that Directors may be reimbursed for reasonable expenses incurred while engaging in the business of the Corporation. Members of any Committee may be reimbursed for reasonable expenses incurred for the purpose of attending Committee meetings. Nothing in these Bylaws shall be construed to preclude any Director from serving the Corporation in any other capacity or from receiving compensation for services rendered in such capacity.

## **5.14 RELIANCE UPON RECORDS**

Every member of the Board of Directors or of any Committee thereof shall, in the performance of such member's duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any Officer or employee of the Corporation, or any Committee, or by any other person as to matters such member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

# **ARTICLE 6**

## **COMMITTEES**

### **6.1 BOARD, ADVISORY, AND SPECIAL COMMITTEES**

The Board of Directors may designate (and subsequently suspend or dissolve) one or more Committees (excluding the Athletes' Council, as hereinafter defined), which shall consist of individuals who may or may not be Directors of the Corporation, including advisory committees, standing committees and such special committees of the Board as may be deemed desirable. Each member of a Committee shall serve for such term and the Committee shall have and may exercise such duties, functions and powers as these Bylaws and the Board of Directors may provide, except as otherwise restricted by law; provided that (except as otherwise provided in these Bylaws) no Committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer of the Corporation (each, an "**Officer**" and collectively the "**Officers**") or any Director, adopt any plan of merger, consolidation, amalgamation, or reorganization, convert the Corporation to any other form of entity, or authorize the voluntary dissolution of the Corporation.

The initial Committees of the Corporation that may be established by the Board shall include:

- (a) Safe Sport Committee;
- (b) Legal and Ethical Committee;
- (c) Classification Committee;
- (d) Games, Sports and Development Committee;
- (e) Women in Sports Committee; and
- (f) Education Commission.

In addition to the foregoing, the “**Athletes' Council**” is a standing advisory Committee of the Corporation, which shall consist of Para athletes who are not Directors of the Corporation. The Athletes' Council shall have and may exercise such duties, functions and powers as the General Assembly may provide, except as otherwise restricted by law, these Bylaws, or the Board of Directors. The Athletes' Council may only be suspended or dissolved by the affirmative vote of the General Assembly.

## **6.2 ALTERNATES**

The Board of Directors may designate one or more directors as alternate members of any Committee to replace any absent or disqualified member at any meeting of such Committee. In the absence or disqualification of a member of a Committee, the members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of the absent or disqualified member.

## **6.3 QUORUM AND MANNER OF ACTING**

The presence of a majority of members of any Committee shall constitute a quorum for the transaction of business at any meeting of such Committee, and the act of a majority of those present shall be necessary for the taking of any action at such meeting.

## **6.4 COMMITTEE CHAIRMAN, MEETINGS, ETC.**

The chairman of each Committee shall be selected by the Board of Directors from among the members of the Committee. Each Committee shall fix its own rules of procedure not inconsistent with these Bylaws or the resolution of the Board of Directors designating such Committee. Each Committee shall meet at such times and places and upon such call or notice as shall be provided by such rules. Each Committee shall keep a record of its actions and proceedings and shall report on them to the Board of Directors at the next meeting of the Board of Directors.

## **ARTICLE 7**

### **OFFICERS AND EMPLOYEES**

#### **7.1 OFFICES AND OFFICIAL POSITIONS**

The Officers of the Corporation shall consist of the President, the Secretary, and the Treasurer, and may consist of such other officers as the Full Members shall determine. Any number of offices may be held by the same person. The Full Members may choose not to fill any office (excluding the offices of President, Secretary, and Treasurer) for any period as it may deem advisable. None of the Officers need be a resident of Delaware. Officers acting on behalf of the Corporation shall vote, or give a proxy, power of attorney or other delegation of authority to any other person to vote, all equity interests of any other entity standing in the name of the Corporation. Officers may execute agreements, instruments and other documents to bind the Corporation with respect to matters in the ordinary course of the Corporation's business within the scope of their individual authority.

#### **7.2 ELECTION AND TERM OF OFFICE**

The Full Members shall have the power to elect and remove Officers (excluding the Executive Director) at General Assembly Meetings. For so long as the President, Secretary, and Treasurer is serving as a Director, he or she shall also serve as an Officer in each of their respective capacities, until such Officer's successor is elected and qualified or until such Officer's death, resignation or removal.

#### **7.3 REMOVAL; RESIGNATION**

An officer (excluding the Executive Director) shall be automatically removed as an Officer upon their removal as Director by the Full Members, either with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the Officer. For the avoidance of doubt, removal of a Director who is also an Officer shall automatically result in the removal of such person from the position of Officer, subject to the procedure for removal of a Director prescribed in Section 5.4.

Any Officer of the Corporation may resign at any time by giving written notice of his or her resignation to the President and the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **7.4 VACANCIES**

The Full Members may fill a vacancy in any office (excluding the office of the Executive Director) for the unexpired portion of the term.

## **7.5 SALARIES**

Subject to Section 2.1, the salaries of the Officers, if any, shall be fixed from time to time by the Board of Directors, by such Officer as it shall designate for such purpose or as it shall otherwise direct. No Officer shall receive an additional salary or other compensation by reason of the fact that the Officer is also a Director, unless such additional salary or other compensation is approved by the Board of Directors.

## **7.6 PRESIDENT**

The President shall have general supervision over the business of the Corporation and other duties incident to the office of President as set forth in these Bylaws, and any other duties as may be from time to time assigned to the President by the Full Members and the Board of Directors; provided, however, the President shall not have any of the powers or duties of the Executive Director set forth in Section 7.9 unless otherwise assigned to him or her by the Board of Directors or these Bylaws.

The President shall serve as the chairman of the Board of Directors and shall preside at all meetings of the Board of Directors. The President of the Corporation shall also: (a) serve as an *ex officio* voting member of all Committees; (b) serve as liaison between the Board of Directors and the Executive Director; (c) ensure that the Corporation maintains positive and productive relationships with its Members, the media, sponsors, donors, other organizations, and the community at large; and (d) represent the Corporation against the IPC.

The President may receive such salary and/or other compensation as the Board, in its sole and absolute discretion, shall determine, including the payment or reimbursement of expenditures reasonably incurred on behalf of or for the benefit of the Corporation. Such salary and/or other compensation, including payment and/or reimbursement of expenses, may not exceed such amount as ordinarily would be paid for like services by like enterprises under like circumstances (i.e., the circumstances existing at the date when the contract for services was made); provided, however, the President may not participate in any Board deliberation or vote concerning his or her compensation.

## **7.7 SECRETARY**

In the absence of the President, at the President's request or in the event of the President's inability or refusal to act, the Secretary shall temporarily perform all duties of the President, including the President's duties as chairman, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.

The Secretary shall also (a) prepare and keep the minutes of the meetings of the General Assembly, the Board of Directors, and any Committees thereof in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) have charge of the corporate records and of the seal of the Corporation; (e) keep a register of the mailing address of each Member, each Director, and any Committee member which shall from time to time be furnished to the Secretary by such Member, Director or Committee member; and (f) in general, perform all duties incident to the office of secretary of a corporation and such other duties as the Full Members, the Board of

Directors, and the President may from time to time assign to the Secretary. The Secretary may delegate such details of the performance of duties of the Secretary's office as may be appropriate in the exercise of reasonable care to one or more persons in his or her stead, but shall not thereby be relieved of responsibility for the performance of such duties.

## **7.8 TREASURER**

The Treasurer shall (a) be responsible to the Board of Directors for the receipt, custody and disbursement of all funds of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall from time to time be selected in accordance with these Bylaws; (c) disburse the funds of the Corporation as ordered by the Board of Directors or the President or as otherwise required in the conduct of the business of the Corporation; (d) render to the President or the Board of Directors, upon request, an account of all his or her transactions as Treasurer and on the financial condition of the Corporation; and (e) in general, perform all duties incident to the office of treasurer of a corporation and such other duties as the Full Members, the Board of Directors, and the President may from time to time assign to the Treasurer. The Treasurer may delegate such details of the performance of duties of such office as may be appropriate in the exercise of reasonable care to one or more persons in his or her stead, but shall not thereby be relieved of responsibility for the performance of such duties. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum, and with such surety or sureties, as the Board of Directors shall determine.

## **7.9 EXECUTIVE DIRECTOR**

The Executive Director shall be the sole Officer appointed and removable by a majority vote of the Board of Directors; provided, however, the Executive Director shall only be removed for cause and shall have the right to be heard by the Board of Directors before any such removal.

The Executive Director in general shall have all powers and shall perform all duties incident to the chief executive office of a corporation, or as the Board of Directors may from time to time assign to the Executive Director. Within the authority delegated to him or her by the Board of Directors and these Bylaws, the Executive Director shall in general manage, supervise and control all of the operational and day-to-day affairs of the Corporation, which shall include (but are not limited to): (i) implementing and overall responsibility for the operations of the Corporation; (ii) recruiting, hiring, supervising, and terminating employees of the Corporation; (iii) leading the "**APC Management Team**," which consists of professionals hired by the Executive Director; and (iv) reporting management decisions to the Board of Directors.

Subject to Article 8 of these Bylaws, the Executive Director shall also have power to execute, and shall execute, deeds, mortgages, bonds, contracts and other instruments of the Corporation except where required or permitted by law to be otherwise executed and except where the Full Members or the Board of Directors expressly delegate the execution to some other Officer or agent of the Corporation.

## **ARTICLE 8**

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

#### **8.1 CONTRACTS AND OTHER INSTRUMENTS**

The Board of Directors may authorize any Officer(s), agent(s) or employee(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, subject to applicable law. Such authority may be general or confined to specific instances.

#### **8.2 LOANS**

No loans shall be contracted on behalf of the Corporation, or any division thereof, and no evidence of indebtedness, other than in the ordinary course of business, shall be issued in the name of the Corporation unless authorized by the Board of Directors and approved at a General Assembly Meeting. Such authorization and approval may be general or confined to specific instances.

#### **8.3 CHECKS, DRAFTS, ETC.**

All checks, demands, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation outside of the ordinary course of business shall be signed by such Officers or agents of the Corporation, and in such manner, as the Board of Directors may from time to time authorize. In the absence of such authorization, such instruments shall be signed by the Treasurer or the President.

#### **8.4 DEPOSITS**

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

## **ARTICLE 9**

### **INDEMNIFICATION**

#### **9.1 IN GENERAL**

The Corporation shall indemnify any person who is a party to a proceeding because he or she is or was a Member, Director or Officer against liability incurred in the proceeding, and shall advance funds to pay for or reimburse the reasonable expenses of such person, including reasonable attorney fees, actually incurred by such person in connection with such proceeding, in accordance with and to the full extent permitted by Delaware law as in effect at the time of adoption of these bylaws or as amended from time to time.

The Corporation shall have the power to indemnify any person who is or was an employee or agent of the Corporation, or who is or has served at the request of the Corporation

as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, in accordance with and to the full extent permitted by Delaware law as in effect at the time of adoption of these bylaws or as amended from time to time.

## **9.2 INSURANCE**

The Corporation may, in its sole and absolute discretion, purchase and maintain insurance on behalf of any person who is or was a Member, Director, Officer, employee, or agent to the full extent permitted by the Delaware law as in effect at the time of adoption of these bylaws or as amended from time to time.

# **ARTICLE 10**

## **NOTICE**

### **10.1 MANNER OF NOTICE**

Whenever under law or these Bylaws notice is required to be given to any Member, Director, Officer, or Committee member, it shall not be construed to require personal delivery. Subject to Section 5.8, such notice also may be given in writing by depositing it in the United States mail (postage prepaid), by express overnight courier, or by facsimile or other electronic transmission. For purposes of these Bylaws, “electronic transmission” means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by the recipient through an automated process, and shall include without limitation electronic mail.

### **10.2 EFFECTIVENESS OF NOTICE**

Notice given by mail shall be deemed to be given at the time it is deposited in the United States mail. Notice given by overnight courier service shall be deemed to be given when delivered to the overnight courier service for delivery. Notice given by facsimile or other electronic transmission shall be deemed given: (a) if by facsimile transmission, when directed to a number at which recipient has consented to receive notice; (b) if by electronic mail, when directed to an electronic mail address at which the recipient has consented to receive notice; (c) if by a posting on an electronic network together with separate notice to the recipient of such specific posting, upon the later of (i) such posting and (ii) the giving of such separate notice; and (d) if by any other form of electronic transmission, when directed to the recipient. An affidavit of the Secretary of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein. The requirement for notice shall be deemed satisfied if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law or these Bylaws.

### **10.3 WAIVER OF NOTICE**

Whenever under law or these Bylaws notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, or a waiver by electronic

transmission by the person entitled to notice, whether before, at or after the time stated therein, shall be deemed equivalent to notice. Attendance by a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Members, Board of Directors, or any Committee need be specified in any written waiver of notice or any waiver by electronic transmission, unless so required by law or these Bylaws.

## **ARTICLE 11**

### **DISSOLUTION**

#### **11.1 DISSOLUTION**

Except as otherwise provided by applicable law, the Corporation shall be dissolved upon the affirmative vote of the General Assembly in which three-quarters (3/4) of the Full Members are present, and where two-thirds (2/3) of the Full Members approve, by means of a confidential vote, the dissolution of the Corporation.

#### **11.2 DISTRIBUTION OF ASSETS**

In the event of dissolution or final liquidation of the Corporation, the remaining assets of the Corporation shall be applied and distributed as follows:

(a) All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or provisions shall be made therefor; and

(b) All remaining assets of every nature and description whatsoever, shall be distributed, in accordance with the laws of Delaware, to one or more qualifying organizations described in section 501(c)(3) of the Code, or corresponding section of any future United States federal tax code, which organization or organizations have charitable purposes which, at least generally, include a purpose similar to any of the purposes of the Corporation as set forth in Section 1.3 hereof. The organization or organizations to receive such assets shall be selected in the discretion of a majority of the Board of Directors.

(c) Any such assets not disposed of in accordance with the preceding paragraph shall be disposed of by a court of competent jurisdiction in Delaware or in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to one or more organizations, as said court shall determine, that are exempt from federal income tax under section 501(c)(3) of the Code and described in section 170(b)(1)(A) (other than in clauses (vii) and (viii)) of the Code, each of which has been in existence and so described for a continuous period of at least sixty (60) calendar months immediately preceding the distribution.

## **ARTICLE 12**

### **FINANCIAL COMPLIANCE AND RELATED MATTERS**

#### **12.1 TRANSACTIONS AND PROCUREMENT**

The Corporation shall establish such policies and carry out such investigations as are reasonable to ensure that purchases, loans, leases and other transactions are at fair market value or are otherwise favorable to the Corporation. The Corporation shall maintain a financial system that requires receipt of written invoices prior to payment for any services or goods.

#### **12.2 CORPORATE FUNDS**

The Corporation shall generate funds via the following means: (a) statutory grants (including IPC grants), contributions, and donations; (b) annual membership fees and any other taxes paid by Members; (c) registration fees for participants to Corporation events, games and competitions; (d) training fees; (e) penalty fees; (f) rights to broadcast events, games, and championships organized by the Corporation; (g) fees for rights to games or championships organized by the Corporation; (h) subject to Section 12.4, contribution made by donors to any event or project that is organized by the Corporation; (i) subject to Section 8.2, loans; and (j) any other means or forms of funding authorized by the Board of Directors and permitted by law.

#### **12.3 CONTRIBUTIONS OF FUNDS BY THE CORPORATION**

Before making a grant, gift or other contribution of funds, the Board of Directors shall conduct a limited inquiry concerning the potential grantee to ensure that the grantee will use the funds in furtherance of the purposes set forth in Section 1.3. The Board of Directors shall review and approve each grant, gift or other contribution of funds from the Corporation to a third party, and shall carry out, on an ongoing basis, appropriate due diligence review of recipients and projects funded, in order to ensure that the use of such funds remains consistent with the charitable purposes, tax exemptions and nonprofit status of the Corporation and with all applicable laws. The Board of Directors may, by appropriate resolution, delegate the aforementioned responsibilities to a Committee or to the Officers, and may solicit the assistance of such professional advisors and experts as it may deem advisable.

Each grant shall be made subject to a written commitment, pursuant to which the grantee agrees to: (i) repay any portion of the grant which is not used for the purposes of the grant; (ii) submit full and complete annual reports on the manner in which the funds are spent and the progress made in accomplishing the purposes of the grant; (iii) maintain records of receipts and expenditures and make such records available to the Corporation at reasonable times; and (iv) not use any of the funds to carry on propaganda, attempt to influence legislation or the outcome of a public election, make any grant which does not comply with section 4945(d)(3) or (4) of the Code, or undertake any activity for any purpose other than the one specified in section 170(c)(2)(B) of the Code.

## **12.4 ACCEPTANCE OF CONTRIBUTIONS BY THE CORPORATION**

The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the general purpose or for any special purposes of the Corporation, provided that such acceptance would not (a) be contrary to (i) any provision of these Bylaws, (ii) any policy adopted by the Board of Directors or a Committee thereof, (iii) any applicable law or (iv) the tax exempt and nonprofit status of the Corporation; (b) be prejudicial to the image or reputation of the Corporation; or (c) expose the Corporation to undue risks or liabilities or require the incurrence by the Corporation of undue costs and expenses.

Without limiting the generality of the foregoing, the Corporation shall not accept designated or earmarked donations except under circumstances that the Board of Directors has determined will permit the Corporation to retain a degree of control and discretion over funds sufficient to comply with the requirements of Section 12.3 of these Bylaws.

The Corporation shall provide acknowledgments to donors that contain at least the following: (a) a statement of the amount of the donation, if cash, (b) a description of the property donated, if property other than cash, (c) a statement of whether the Corporation provided any goods or services in return for the payment, and (d) if goods or services were provided, a good faith estimate of the value thereof. Such information shall be provided by the Corporation in writing, in connection with the solicitation or receipt of the donation, and in a manner reasonably likely to come to the attention of the donor.

## **12.5 AUDIT**

The accounts and financial reports of the Corporation shall be independently audited and presented to the Board of Directors annually and, at its request, at any time.

The General Assembly will approve the financial reports, the audited accounts and the budget presented by the Board of Directors.

## **12.6 ADOPTION OF POLICIES, PRACTICES AND PROCEDURES**

The Board of Directors shall adopt and approve from time to time such further policies, practices and procedures for the Corporation as are necessary, useful or appropriate in order to facilitate and ensure that the intent of this Article 11 and the other provisions of these Bylaws are carried into effect and observed by the Corporation.

# **ARTICLE 13**

## **GENERAL PROVISIONS**

### **13.1 FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year.

### **13.2 CORPORATE SEAL**

The Board of Directors may adopt a corporate seal inscribed with the name of the Corporation and the words “SEAL” and “DELAWARE” and otherwise in the form approved by the Board of Directors.

### **13.3 INTERPRETATION OF BYLAWS**

Any capitalized terms not otherwise defined in these Bylaws shall be interpreted as determined by the Board of Directors.

### **13.4 AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the Full Members entitled to vote who are present at any General Assembly Meeting at which a quorum is present; provided that not less than five (5) business days’ written notice is given to all Members of such proposed alteration, amendment or repeal.

### **13.5 DISTRIBUTION OF BYLAWS**

A copy of these Bylaws, as in effect from time to time, shall be furnished to each Member, Director, and Officer of the Corporation.