

BYLAWS

OF THE UNITED STATES ANTI-DOPING AGENCY

TABLE OF CONTENTS

ARTICLE I OFFICES 1

Section 1.1 Business Offices 1

Section 1.2 Registered Office 1

ARTICLE II MEMBERS 1

Section 2.1 No Members 1

ARTICLE III BOARD OF DIRECTORS 1

Section 3.1 General Powers 1

Section 3.2 Qualifications, Number, Classification, Election and Tenure 1

Section 3.3 Resignation; Removal; Vacancies 4

Section 3.4 Regular Meetings 5

Section 3.5 Special Meetings 5

Section 3.6 Notice of Meetings 5

Section 3.7 Quorum and Voting 5

Section 3.8 Voting by Proxy 5

Section 3.9 Compensation 6

Section 3.10 Committees 6

Section 3.11 Standing Committees... 6

Section 3.12 Advisory Boards 7

Section 3.13 Chairperson Emeritus 7

Section 3.14 Meetings by Telephone 8

Section 3.15 Action Without a Meeting 8

ARTICLE IV OFFICERS AND AGENTS 8

Section 4.1 Designation and Qualifications 8

Section 4.2 Election and Term of Office 9

Section 4.3 Compensation 9

Section 4.4 Removal 9

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Section 4.5 Vacancies 9
Section 4.6 Authority and Duties of Officers 10
Section 4.7 Surety Bonds 11
ARTICLE V FIDUCIARY MATTERS 11
Section 5.1 Indemnification 11
Section 5.2 General Standards of Conduct for Directors and Officers 11
Section 5.3 Conflicts of Interest 12
Section 5.4 Liability of Directors for Unlawful Distributions 13
Section 5.5 Loans to Directors and Officers Prohibited 13
ARTICLE VI RECORDS OF THE CORPORATION 13
Section 6.1 Minutes, Etc. 13
Section 6.2 Accounting Records 13
Section 6.3 Records In Written Form 13
Section 6.4 Records Maintained at Principal Office 13
ARTICLE VII MISCELLANEOUS 14
Section 7.1 Fiscal Year 14
Section 7.2 Conveyances and Encumbrances 14
Section 7.3 Designated Contributions 14
Section 7.4 Amendments 14
Section 7.5 References to Internal Revenue Code 14
Section 7.6 Severability 14
Section 7.7 Savings Clause 14
Section 7.8 Compliance with Laws 14

BYLAWS OF THE
UNITED STATES ANTI-DOPING AGENCY
(Revised October 29, 2026)

ARTICLE I

OFFICES

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

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

ARTICLE II

MEMBERS

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

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 **General Powers.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by, the Board, except as otherwise provided in the Act, the Articles or these bylaws.

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

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

(b) **Number and Composition.** The number of directors of the corporation shall be ten, and shall be comprised of:

(i) Five members elected by the Board from among individuals recommended by the Nominating and Governance Committee from slates of candidates who are independent. A person will not be considered "independent" if, at any time during the two years preceding commencement of or during such person's term or position as a director, (1) the person was employed by or held any paid position or any volunteer governance position with

the corporation, United States Olympic & Paralympic Committee (the "USOPC"), any National Governing Body (an "NGB"), the International Olympic Committee (the "IOC") or the International Paralympic Committee (the "IPC"), (2) an immediate family member of the person was employed by or held any paid position or any volunteer governance position within the corporation, the USOPC, an NGB, the IOC, or the IPC, (3) the person was affiliated with or employed by the corporation's outside auditor or outside counsel, (4) an immediate family member of the person was affiliated with or employed by the corporation's outside auditor or outside counsel as a partner, principal or manager; or (5) the director held a paid position or any volunteer governance or leadership position with the USOPC's Athletes' Advisory Council (the "AAC") or the NGB Council (each, an "Independent Board Member"). The Board may determine that, in its judgment, a person who does not meet the above guidelines strictly nonetheless, under all the facts and circumstances, does not have a relationship with the corporation or any organization, entity, or individual associated with the corporation that would interfere with the perception or reality of the person's independent judgment, and that such a person may nevertheless be independent or an Independent Board Member;

(ii) Two Athlete Board Members (as defined below);

(iii) Two NGB Board Members (as defined below);

(iv) One member elected by the Board from among individuals recommended by the Nominating and Governance Committee from slates of candidates of coach members of a National Governing Body (each, a "Coach Board Member"); and

(v) Athletes will equal at least 33% of the directors of the corporation and Chair Emeritus.

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

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

(i) The first class shall consist of one Athlete Board Member, one NGB Board Member and one Independent Board Member. The initial term of this first class shall run through the end of the annual meeting of the Board held in 2002;

(ii) The second class shall consist of three Independent Board Members. The initial term of this second class shall run through the end of the annual meeting of the Board held in 2003; and

(iii) The third class shall consist of one Athlete Board Member, one NGB Board Member, one Independent Board Member and the Coach Board Member. The initial term of the Athlete Board Member, the NGB Board Member and Independent Board Member of this third class shall run through the end of the annual meeting of the Board

held in 2004. The initial term for the Coach Board Member, first elected in 2006, shall run through the end of the annual meeting of the Board held in 2008.

(d) **Election and Tenure.**

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

(ii) **Athlete Board Members.** Each Athlete Board Member shall be a 10 Year Athlete, as defined in the USOPC Bylaws, and is no longer, actively engaged in elite amateur athletic competition. Within a reasonable time prior to each annual meeting of the Board after the classification described in Section 3.2(c) where an Athlete Board Member position expires at the end of such meeting (ideally, at least 60 days prior), the Athletes Advisory Council ("AAC") of the USOPC shall submit a list of at least three recommendations for such position. Within a reasonable time prior to the corresponding annual meeting (ideally, at least 30 days prior), the Nominating and Governance Committee shall consider the recommendations from the AAC. If the Nominating and Governance Committee chooses not to submit for election any recommended person to fill the Athlete Board Member position, the Nominating and Governance Committee may nominate for election by the Board one or more athletes of its own choosing. The elected person shall be deemed an "Athlete Board Member." Subject to the tenure limits set forth in Section 3.2(d)(vi), each Athlete Board Member shall hold office from the end of the corresponding annual meeting until the end of the fourth succeeding annual meeting and thereafter until such Athlete Board Member's successor shall have been elected and qualified, or until such Athlete Board Member's earlier death, resignation or removal.

(iii) **NGB Board Members.** Within a reasonable time prior to each annual meeting of the Board after the classification described in Section 3.2(c) where an NGB Board Member position expires at the end of such meeting (ideally, at least 60 days prior), the National Governing Bodies Council (the "NGBC") of the USOPC shall submit a list of at least three recommendations for such position. Within a reasonable time prior to the corresponding annual meeting (ideally, at least 30 days prior), the Nominating and Governance Committee shall consider the recommendations from the NGBC. If the Nominating and Governance Committee chooses not to submit for election any recommended person to fill the NGB Board Member position, the Nominating and Governance Committee may nominate for election by the Board one or more person of its own choosing. The elected person shall be deemed an "NGB Board Member." Subject to the tenure limits set forth in Section 3.2(d)(vi), each NGB Board Member shall hold office from the end of the corresponding annual meeting until the end of the fourth succeeding annual meeting and thereafter until such NGB Board Member's successor shall have been elected and qualified, or until such NGB Board Member's earlier death, resignation or removal.

(iv) **Coach Board Member.** Within a reasonable time prior to each annual meeting of the Board after the classification described in Section 3.2(c) where a Coach Board Member position expires at the end of such meeting (ideally, at least 60 days prior), the NGBC and the AAC shall each submit a list of no more than three recommendations for such position. Within a reasonable time prior to the corresponding annual meeting (ideally, at least 30 days prior), the Nominating and Governance Committee shall consider the recommendations in good faith. If the Nominating and Governance Committee chooses not to submit for election any recommended person to fill the Coach Board Member position, the Nominating and Governance Committee may nominate for election by the Board one or more person of its own choosing. Subject to the tenure limits set forth in Section 3.2(d)(vi), each Coach Board Member shall hold office from the end of the corresponding annual meeting until the end of the fourth succeeding annual meeting and thereafter until such Coach Board Member's successor shall have been elected and qualified, or until such Coach Board Member's earlier death, resignation or removal.

(v) **Elections Held Before Annual Meeting.** Notwithstanding Section 3.2(d)(i) through Section 3.2(d)(iv) above, the Board may choose to elect new Board members at a special meeting held before the annual meeting with the provision that any new directors so elected may attend the annual meeting as guests but shall not take office until the end of the annual meeting. Recommendations by the Nominating and Governance Committee, if any, shall be submitted at that special meeting.

(vi) **Tenure Limits.** No director, other than a founding director, may serve for more than two consecutive terms. A founding director is a director who served in the initial term in class one, two or three referenced in Section 3.2(c). A founding director may serve no more than two consecutive terms following the expiration of the founding director's initial term. Likewise, the initial Coach Board Member elected pursuant to Section 3.2(d)(iv) may serve no more than two consecutive terms following the expiration of the Coach Board Member's initial term. Notwithstanding the foregoing, when a director is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, (1) if the remaining term is for less than two years, then the director's service during such shortened term shall not count towards the two-consecutive term limit described above; and (2) if the remaining term is for two or more years, then the director's service during such shortened term shall count as the first term toward the two-consecutive term limit described above.

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

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

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

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

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

Section 3.8 Voting by Proxy. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in this Section 3.8 and as permitted by Section 3.15, directors may not vote or otherwise act by proxy.

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

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

Section 3.11 Standing Committees. The Standing Committees shall consist only of Board members, except for the Audit and Ethics Committee, which shall be chaired by a person who is not a member of the Board. A Standing Committee may provide such advice, service and assistance to the corporation, and carry out such duties and responsibilities for the corporation as may be specified by the Board; except the Audit and Ethics Committee, since its chairperson is not a Board member, may not exercise any power or authority reserved to the Board by the Act, the Articles or these bylaws. The purposes, duties and obligations of the Standing Committees shall be as follows:

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

(b) **Audit and Ethics Committee.** The Audit and Ethics Committee shall review the annual financial audit and operational audit, if any. The Audit and Ethics Committee shall ensure that the financial and operational audits accurately reflect the activities and programs approved by the Board and shall, with the approval of the Board, work with the CEO and Treasurer to determine appropriate remedies and courses of action in response to issues identified by the outside auditors. The Audit and Ethics Committee shall also oversee the implementation of, and compliance with, the Code of Conduct and Conflict of Interest Policy applicable to all members of the Board, employees and volunteers of the corporation.

(c) **Compensation Committee.** The Compensation Committee shall review the compensation of the Board, if any, the CEO of the corporation and any other senior staff of the corporation identified by the CEO. The Compensation Committee shall recommend the compensation package of the Board and CEO to the Board for its approval.

(d) **Research Committee.** The Research Committee shall monitor and report to the Board on the research development and research funding programs of the corporation. The Research Committee shall also recommend to the Board modifications to the research program and funding as needed to further the best interests of the corporation and its mission.

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

(f) **Technology Committee.** The Technology Committee shall monitor and report to the Board on the technology programs of the corporation. The Technology Committee shall also recommend to the Board modifications to the technology program as needed to further the best interests of the corporation and its mission.

Except for the chairperson of the Audit and Ethics Committee, the Chair shall appoint the members of each of the Standing Committees, and shall select a chairperson for each of the Standing Committees. The Audit and Ethics Committee's chairperson shall not be a member of the Board, and shall be selected by the Board. The term for each member of a Standing Committee, including the chairperson, shall be two years from the effective date of appointment, and thereafter until such Standing Committee member's successor shall have been appointed and shall qualify.

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

Section 3.13 Chairperson Emeritus. In recognition of distinguished service to the corporation, the Board may designate a person who has served as Chair and who is no longer an employee, officer or director of the corporation as Chair Emeritus. The Chair Emeritus may fill the position for such time as the Board deems proper. The Chair Emeritus may serve to represent the corporation at the request of the Chair or CEO, and shall perform such duties as may be assigned by the Board or CEO. The Chair Emeritus may be invited to attend meetings of the Board or any committee of the Board, but shall not be permitted to vote on matters brought before the Board or any committee thereof and shall not be counted for the purpose of determining whether a quorum of the Board or a committee is present. The Chair Emeritus may be removed at any time by the Board. The Chair Emeritus (whether or not a former employee) shall not be considered an officer, employee or agent of the corporation for any purpose, and shall not have any of the responsibilities or liabilities of a director, nor of a director's rights, powers or privileges. Reference in these Bylaws to the "Board" shall not mean or include the Chair Emeritus, if any.

Section 3.14 Meetings by Telephone. Members of the Board or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.15 Action Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if each and every member of the Board or committee in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director or committee member who delivers a writing described in this Section 3.15(a) to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

(b) Action is taken under this Section 3.15 only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted.

(c) No action taken pursuant to this Section 3.15 shall be effective unless writings describing the action taken and otherwise satisfying the requirements of Section 3.15(a), signed by all directors and not revoked pursuant to Section 3.15(d), are received by the corporation. Any such writing may be received by the corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the corporation with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section 3.14 shall be effective when the last writing necessary to effect the action is received by the corporation unless the writings describing the action taken set forth a different effective date.

(d) Any director who has signed a writing pursuant to this Section 3.15 may revoke such writing by a writing signed and dated by the director describing the action and stating that the director's prior vote with respect thereto is revoked, if such writing is received by the corporation before the last writing necessary to effect the action is received by the corporation.

(e) Action taken pursuant to this Section 3.15 has the same effect as action taken at a meeting of the Board and may be described as such in any document.

(f) All signed written instruments necessary for any action taken pursuant to this Section 3.15 shall be filed with the minutes of the meetings of the Board.

ARTICLE IV

OFFICERS AND AGENTS

Section 4.1 Designation and Qualifications.

(a) The elected officers of the corporation shall be the Chair, the CEO, a vice-chair, a secretary and a treasurer. The Board may also appoint, designate or authorize such other officers, assistant officers and agents, including a president, a controller, assistant secretaries and assistant treasurers, as it may consider necessary. One person may

hold more than one office at a time. Officers need not be directors of the corporation. All officers must be natural persons who are eighteen years of age or older.

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

Section 4.2 Election and Term of Office.

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

(b) *Staff Officers*. The Board, or an officer or committee to which such authority has been delegated by the Board, shall elect or appoint the staff officers from time to time. Each staff officer shall hold office from the time in which such staff officer was elected or appointed until such staff officer's successor shall have been duly elected or appointed and shall have qualified, or until such staff officer's earlier death, resignation or removal.

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

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

Section 4.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the Chair or to the Board. An officer's resignation shall take effect upon receipt by the corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy

in any office, however occurring, may be filled by the Board, or by any officer or committee to which such authority has been delegated by the Board, for the unexpired portion of the term, if any. If a resignation is made effective at a later date, the Board may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board may remove the officer at any time before the effective date and may fill the resulting vacancy.

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

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

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

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

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

(e) Treasurer. The treasurer shall (i) be the chief financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board; (ii) receive and give receipts and acquittances for moneys paid in on account of the corporation, and payout of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the Chair and the Board statements of account showing the financial position of the corporation and the results of its operations; (iv) upon request of the Board, make such reports to it as may be required at any time; and (v) perform all other

duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the Chair, the CEO or the Board. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by treasurer.

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

ARTICLE V

FIDUCIARY MATTERS

Section 5.1 Indemnification.

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

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

Section 5.2 General Standards of Conduct for Directors and Officers.

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

(b) Reliance on Information, Reports, Etc. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the director or officer reasonably believes to

be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a director, a committee of the Board of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 5.2(b) unwarranted.

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

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

Section 5.3 Conflicts of Interest.

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

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

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

(i) The material facts as to the responsible person's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board or to a committee of the Board that authorizes, approves

or ratifies the conflicting interest transaction, and the Board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the Board or committee, even though the disinterested directors are less than a quorum; or

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

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

Section 5.4 Liability of Directors for Unlawful Distributions.

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

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

Section 5.5 Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

ARTICLE VI

RECORDS OF THE CORPORATION

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

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

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

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

ARTICLE VII

MISCELLANEOUS

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

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

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

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

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

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

Section 7.7 **Savings Clause.** Failure of literal or complete compliance with any provision of these bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the Board at meetings held do not cause substantial injury to the corporation, shall not invalidate the actions or proceedings of the Board at any meeting.

Section 7.8 **Compliance with Laws.** Nothing contained in these bylaws shall require the corporation to violate, contravene or abrogate its duties under any applicable law, including without limitation, the Act and the Internal Revenue Code.

(END)

THE UNITED STATES ANTI-DOPING AGENCY

BYLAWS CERTIFICATE

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

Dated: October 29 2026

Judith Brown Clarke
United States Anti-Doping Agency Secretary

STATE OF New York)
) ss.
COUNT OF Suffolk)

Subscribed and affirmed before me this 29th day of October, 2026 by Judith Brown Clarke

Witness my hand and official seal.

My commission expires: 12/14/29

Cynthia Gonatas
Notary Public Signature

CYNTHIA GONATAS
Notary Public, State of New York
No. 01GO6214604
Qualified in Suffolk County
Commission Expires December 14, 2029

Address: 49 Timber Lane
Northport NY 11768