

**ADOPTED – 2 MAY 2009**

**AMENDED AND RESTATED BY-LAWS OF**

**The United States Association for Young Physicists Tournaments, Inc.**

A NOT-FOR-PROFIT CORPORATION  
Incorporated in the State of New York

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**ARTICLE I**  
**NAME AND PURPOSE**

**Section 1. Name.** The name of the corporation is The United States Association for Young Physicists Tournaments, Inc., using the acronym "USAYPT" for a shorter form and throughout the rest of these By-Laws.

**Section 2. Purpose.** The USAYPT has been organized to promote the International Young Physicists Tournament research methodology for high school students and teachers.

The entity known as the International Young Physicists' Tournament (acronym "IYPT") is a worldwide organization of members whose legal seat is with the European Physical Society, Mulhouse, France. The IYPT website at [www.iypt.org](http://www.iypt.org) contains the latest versions of the IYPT statutes, regulations and latest International Tournament information.

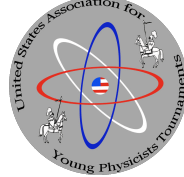
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**ARTICLE II**  
**ORGANIZATION**

**Section 1. Location.** The USAYPT has been incorporated under Section 402 of the Not-for-Profit Corporation Law of the State of New York pursuant to a Certificate of Incorporation (the "Certificate of Incorporation") filed on March 1, 2005.

**Section 2. Website.** The USAYPT maintains a website at [www.usaypt.org](http://www.usaypt.org).

**Section 3. Seal.** The USAYPT has a seal in the following form:



**Section 4. Administrative Organizations.** The USAYPT includes the following, as well as any Additional Officers, employees or other agents appointed pursuant to Article V below:

1. The USAYPT Members
2. The USAYPT Board of Directors
3. The USAYPT Officers (elected by and from the Board of Directors):
  - a. President of the USAYPT;
  - b. Vice-President of the USAYPT;
  - c. Secretary of the USAYPT;
  - d. Treasurer of the USAYPT;
  - e. Tournament Director of the USAYPT.

**Section 5. Fiscal Year.** The USAYPT fiscal year begins on 1 January and ends on 31 December of the same calendar year.

**Section 6. Duration.** The USAYPT has been established for an indefinite period of time.

**Section 7. Authorization for Change.** The USAYPT Members may amend Article I and the Certificate of Incorporation by vote, as provided in Articles III and IX below. The USAYPT Board of Directors and Members may amend all subsequent Articles (II-IX) of these By-Laws by vote as provided in Articles III and IX below.

**ARTICLE III**  
**MEMBERS**

**Section 1. Membership.**

1. Membership in the USAYPT is open to any teacher at any college or secondary school, or any business or other organization with ties to any such college or school, so long as such teacher or organization wishes to support the USAYPT's purpose.
2. Neither the USAYPT, nor any Member in his, her or its dealings related to the USAYPT, shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status or sexual preference, nor discriminate against any individual with mental or physical handicap who is otherwise qualified to compete in the USAYPT's competitions or perform duties or tasks on behalf of the USAYPT.
3. There are four classes of Membership in the USAYPT.
  - a. National Members are those secondary school teachers at US schools who are currently advising and preparing or who have advised and prepared in the current or previous fiscal year, one or more student teams competing in the USAYPT Invitational Young Physicists' Tournament. Membership is established by registration for such tournament and payment of annual dues.
  - b. International Members are those secondary school teachers at non-US schools who are currently advising and preparing or who have advised and prepared in the current or previous fiscal year, one or more student teams competing in the USAYPT Invitational Young Physicists' Tournament. Membership is established by registration for such tournament and payment of annual dues.
  - c. Invited Members are those college and secondary teachers who accept an invitation by the Board of Directors to participate in the activities of the USAYPT.
  - d. Organizational Members are those businesses or other organizations that support the USAYPT and are designated as Organizational Members by the Board of Directors.
4. The privileges of voting and holding elective office in the USAYPT are limited to National, International, and Invited Members.
  - a. National and International Members will remain Members through the end of the fiscal year in which they paid their annual dues. Therefore, International and National Members retain voting privileges and remain eligible to hold elective office so long as they pay their annual dues for all such years.

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b. No refund of member dues will be provided upon resignation of membership during a fiscal year. Transfer of membership during a fiscal year will be considered by the Board of Directors upon written notification.

c. Invited Members will be encouraged to support the USAYPT, but will not be required to pay dues, and may be granted voting and elective office privileges as determined by the Board of Directors.

**Section 2. Meetings.** The Annual Meeting of the Members (the "Annual Meeting") for the election of the Directors and transaction of such other business as may come before the Members will be held each year in conjunction with the US Invitational Young Physicists' Tournament, or as otherwise prescribed by the Board of Directors or, if not so fixed, as determined by the President of the USAYPT.

Special meetings may be called at any time by resolution of the Board of Directors or of the President of the USAYPT, or by a written demand to the Secretary by at least ten percent of the Members eligible to vote. The Secretary, upon receiving the resolution or written demand, shall promptly give notice of such meeting as provided below, or if the Secretary fails to do so within five business days thereafter, any Member signing such demand may give such notice.

**Section 3. Notice of Meetings.** Written notice of the place, date and hour of the Annual Meeting shall be given to each Member entitled to vote at such meeting by email, by mailing the notice by first class mail, postage prepaid, or by personal delivery, not less than twenty nor more than fifty days before the date of the meeting.

Notice of special meetings shall be made as aforesaid not less than thirty days nor more than sixty days before the date of the meeting and will indicate the purpose for which they are called and the person or persons calling the meeting.

**Section 4. Quorum, Adjournment of Meetings.** At all meetings of the Members, a majority of voting Members, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the voting Members present in person or by proxy may adjourn the meeting. Notice of the new meeting is not required if the time and place for the new meeting are announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

**Section 5. Organization.** The President of the USAYPT shall preside and act as Chair at all meetings of the Members. In the absence of the President, the Vice President shall preside and act as Chair. In the absence of both the President and Vice President, the Secretary shall open the Meeting, and the Members shall select an acting President and Chair from the Members present. The Secretary cannot be selected as Chair. The Secretary of the USAYPT shall act as Secretary at all meetings of the Members. In the absence of the Secretary, the presiding Chair may appoint a person to act as Secretary of the meeting.

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**Section 6. Voting.** At any meeting of the Members, each Member with voting privileges present, in person or by proxy, shall be entitled to one vote. The Secretary of the USAYPT is responsible for establishing a record of eligibility for voting rights, which shall be set no less than ten days before the date of the meeting.

1. At all meetings, all votes other than for the election of Directors shall be by voice, provided that upon demand of any Member with voting privileges, any vote upon any question before the meeting shall be by ballot. For election of Directors, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the identity of the person who cast such ballot.

2. At all votes by ballot, the Chair of such meeting shall, prior to the commencement of balloting, appoint a committee of not less than two and not more than three Members who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chair the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting. No inspector of election shall be a candidate for office or shall be personally involved in the question voted upon.

**Section 7. Action by the Members.** Except as otherwise provided by statute or by these By-Laws, any corporate action authorized by a majority of the votes cast at a meeting of the Members at which a quorum is present shall be the act of the Members. Action may be taken without a meeting on written consent, setting for the action to be taken, signed by all of the Members with voting privileges.

**Section 8. Special Actions Requiring Vote of Members.** The following actions may not be taken without approval of the Members:

1. any amendment of or change to the Certificate of Incorporation and the associated provisions of Article I of these By-Laws;
2. a petition for judicial dissolution;
3. disposing of all, or substantially all, of the assets of the USAYPT;
4. approval of a plan of merger;
5. authorization of a plan of non-judicial dissolution;
6. revocation of a voluntary dissolution proceeding;

provided, however, that the affirmative votes cast in favor of any such action shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

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**Section 9. Termination of Membership.** Any Membership may be terminated as such by the Board of Directors if it determines that it is in the best interests of the USAYPT to take such action. Any such termination shall be effective upon the delivery of written notice thereof to such Member.

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**ARTICLE IV**  
**BOARD OF DIRECTORS**

**Section 1. Powers and Number.** The property, affairs and activities of the USAYPT shall be managed and controlled and its powers exercised by the Board of Directors in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The number of Directors constituting the entire Board after the first Annual Meeting shall be not more than nine but in no event shall the entire Board consist of fewer than three Directors. Each Director shall be at least eighteen years of age.

**Section 2. Election and Term of Office.**

1. The initial Directors shall be persons named in the Certificate of Incorporation. They shall serve until the first Annual Meeting.

2. At the first Annual Meeting, the Members will nominate and elect three groups of Directors (each group to constitute one-third of the entire Board, or as near thereto as practicable) by a plurality of the votes cast to hold office for one, two and three year terms. Their terms begin with the beginning of the next fiscal year (1 September) and end with the end the appropriate subsequent fiscal year (31 August). At all subsequent Annual Meetings, the Directors will be selected for three year terms to replace the Directors whose terms expire on the following August 31. Directors may be elected to an unlimited number of terms. The Board membership may therefore complete a full rotation every three years.

3. The Directors shall choose one Director to be President of the USAYPT and Chair of the Board of Directors by sealed vote. The President will direct all Board and membership meetings, sign all documents on behalf of the Board, and perform other duties as indicated in these By-Laws.

4. The Board of Directors shall elect the other primary Officers of the USAYPT (Vice President, Secretary, Treasurer, and Tournament Director) from its members. The President and Secretary must be different Directors.

**Section 3. Newly Created Directorships and Vacancies.** Newly created directorships and vacancies among the Directors for any reason may be filled by vote of a majority of the Directors then in office, regardless of their number, and the Directors so elected shall serve until the next Annual Meeting.

**Section 4. Resignations.** Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the President or Secretary of the USAYPT. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.

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**Section 5. Removal.** Any Director may be removed at any time with cause by a majority of the Board of Directors then in office at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors. The Director under consideration for removal may be represented by counsel during any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider appropriate and in the best interests of the USAYPT. Any Director can be removed at any time with or without cause by a majority vote of the Members. When a Director fails to attend two Board Meetings in a row, the rest of the Board will vote on retention of the absent Director.

**Section 6. Meetings.** Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. The President of the USAYPT shall act as the Chair of the Board of Directors Meetings.

1. The annual meeting of the Board of Directors in each fiscal year shall be held immediately following the Annual Meeting of the Members.

2. Other regular meetings of the Board shall be held no less than once per year. Special meetings of the Board shall be held whenever called by a majority of the Board of Directors or the President of the USAYPT.

3. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine appropriate and in the best interests of the USAYPT. The Secretary of the USAYPT will record the minutes of Board meetings and announce future meetings.

**Section 7. Quorum and Voting.** Unless a greater proportion is required by law, the majority of the entire Board shall constitute a quorum for the transaction of business or any specified item of business. Except as otherwise provided by law or by these By-Laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained. Each director shall have one vote and such voting may not be done by proxy.

**Section 8. Action by the Board.** The Board of Directors shall only act in the name of the USAYPT when it shall be regularly convened by its President after due notice to all the Directors of such meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar

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communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 9. Notice of Meetings.** Written notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be emailed, mailed to each Director by the Secretary of the USA YPT, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary) or personally delivered, at least seven days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her by email or fax or given personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. No notice need be given of any adjourned meeting.

**Section 10. Compensation.** No compensation of any kind shall be paid to any Director for the performance of his or her duties as Director.

**ARTICLE V**  
**OFFICERS**

**Section 1. Number and Qualifications.** The Officers of the USAYPT shall be as follows:

1. President;
2. Vice President;
3. Secretary;
4. Treasurer;
5. Tournament Director.

As provided in Article IV above, the Officers are elected from the members of the Board of Directors. One person may hold more than one office except that no one person may hold the offices of President and the Secretary simultaneously. No instrument required to be signed by more than one Officer may be signed by one person acting in more than one capacity.

**Section 2. Election and Term of Office.** The Officers of the USAYPT shall be elected at the annual meeting of the Board of Directors held immediately following the Annual Meeting of Members. Each Officer, whether elected at the annual Board of Directors meeting or to fill a vacancy or otherwise, shall hold office until the end of the fiscal year containing the first Annual Meeting of Members after his or her election or until a successor shall have been elected and shall qualify, or until the death, resignation or removal of such Officer, whichever is earlier. Officers may be elected to an unlimited number of terms.

**Section 3. Additional Officers, Employees, and Other Agents.** The Board of Directors may appoint from time to time such Additional Officers, employees and other agents as it shall deem appropriate and in the best interests of the USAYPT, each of whom shall hold office for terms set by the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board of Directors may from time to time determine. To the fullest extent allowed by law, the Board of Directors may delegate to any Officer or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities, and duties. Commonly appointed Additional Officers of the USAYPT are as follows:

1. Chair of the Local Organizing Committee of the USAYPT Invitational Young Physicists Tournament.
2. Webmaster of the USAYPT.

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**Section 4. Removal.** Any Officer, employee, or agent of the USAYPT may be removed with or without cause by a vote of the majority of the entire Board of Directors.

**Section 5. Vacancies.** In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.

**Section 6. President: Powers and Duties.** The President of the USAYPT acts as the Chairperson for all meetings of the Members and the Board of Directors. The President shall have general supervision of the affairs of the USAYPT, and shall keep the Board of Directors fully informed about the activities of the USAYPT. He or she has the power to sign and execute alone in the name of the USAYPT all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties usually incident to the office of Chair, and shall perform such duties as from time to time may be assigned by the Board of Directors.

**Section 7. Vice President: Powers and Duties.** The Vice President shall have such powers and duties as may be assigned to him or her by the Board of Directors. In the absence of the President, the Vice President, in the order designated by the Board of Directors, shall perform the duties of President.

**Section 8. Secretary: Powers and Duties.** The Secretary shall keep the minutes of the Annual Meeting, any special meetings of the Members and all meetings of the Board of Directors in books provided for that purpose. The Secretary shall see that all books, reports and certificates required by law are properly kept or filed. The Secretary shall be one of the Officers who may sign the checks or drafts of the USAYPT. The Secretary shall present at each Annual Meeting an annual report of the work of the USAYPT. The Secretary shall be the official custodian of the records and seal of the USAYPT. The Secretary shall be responsible for giving and serving of all notices of the USAYPT and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors.

**Section 9. Treasurer: Powers and Duties.** The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the USAYPT, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the USAYPT in the name and to the credit of the USAYPT in such banks or depositories as the Board of Directors may designate. The Treasurer shall be one of the Officers who may sign checks or drafts of the USAYPT. At the annual meeting of the Board of Directors and whenever else required by the Board of Directors, he or she shall render a statement of the USAYPT's accounts. He or she shall at all reasonable times exhibit the USAYPT's books and accounts to any Officer or Director of the USAYPT and shall perform all duties incident to the position of Treasurer, subject to the control of the Board of Directors, and shall when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.

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**Section 10. USAYPT Tournament Director: Powers and Duties.** The Tournament Director shall supervise the USAYPT Invitational Young Physicists Tournament in accordance with the regulations approved and published by the Board of Directors. The Tournament Director will submit an annual after-action review to the Board at the first Board Meeting after the Tournament. He or she shall perform such duties as shall from time to time be assigned by the Board of Directors.

**Section 12. Compensation.** No compensation of any kind shall be paid to any Officer for the performance of his or her duties as an Officer.

**ARTICLE VI**  
**COMMITTEES**

**Section 1. Committees of the Board of Directors.** The Board may, by resolution adopted by a majority of the entire Board, establish and appoint any standing committee. The President shall appoint the chairperson of each committee. Each committee so appointed shall consist of three or more Directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

1. the filling of vacancies on the Board or on any committee;
  2. the amendment or repeal of the By-Laws or the adoption of the new By-Laws;
- and
3. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Special committees may be appointed by the President with the consent of the Board and shall have only the powers specifically delegated to them by the Board.

**Section 2. Committees of the USAYPT.** The Board or the Members may create committees of the USAYPT. Committees created by the Board shall be appointed by the President with the consent of the Board of Directors. Committees created by the Members shall be elected by the Members, unless the Members authorize the President to appoint said committees with the consent of the Board of Directors. [Only Members (including Members who are Directors) are eligible to serve on any such committee.]

**Section 3. Compensation.** No compensation of any kind shall be paid to any committee member for the performance of his or her duties as a committee member.

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**ARTICLE VII**  
**CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENTS**  
**AND CONFLICTS OF INTEREST**

**Section 1. Checks, Notes, and Contracts.** The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the USAYPT and shall determine who shall be authorized in the USAYPT's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

**Section 2. Investments.** The funds of the USAYPT may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

**Section 3. Conflicts of Interest Policy.**

1. Definitions:

a. Interested Person: Any member of the Board of Directors, Officer, or committee member with powers delegated by the Board of Directors, who has a direct or indirect Financial Interest (see below), is an Interested Person.

b. Financial Interest: A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

(1) an ownership or investment interest in any entity with which the USAYPT has a transaction or arrangement,

(2) a compensation arrangement with the USAYPT or with any entity or individual with which the USAYPT has a transaction or arrangement, or

(3) a potential ownership or investment interest, or compensation arrangement with, any entity or individual with which the USAYPT is negotiating a transaction or arrangement.

c. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial (e.g. gifts with a market value greater than \$30).

2. Procedures:

a. Duty to Disclose: In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Board of Directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

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b. Determining Whether a Conflict of Interest Exists: After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he or she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest:

(1) An Interested Person may make a presentation at the Board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(2) The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board or committee shall determine whether the USAYPT can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the USAYPT's best interest, for its own benefit and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy:

(1) If the Board or committee has reasonable cause to believe a Director, Officer or committee member has failed to disclose actual or possible conflicts of interest, it shall inform the Director, Officer or committee member of the basis for such belief and afford the Director, Officer or committee member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the Director, Officer or committee member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the Director, Officer or committee member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

3. Records of Proceedings: The minutes of the Board and all committees with Board delegated powers shall contain:

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a. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### 4. Annual Statements and Periodic Reviews:

a. Each member of the Board of Directors, Officer of the USAYPT, and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

(1) has received a copy of the conflicts of interest policy,

(2) has read and understands the policy,

(3) has agreed to comply with the policy, and

(4) understands that the USAYPT is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

b. To ensure that the USAYPT operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(1) Whether compensation arrangements (if any) and benefits (if any) are reasonable, as determined by the Board, and the result of arm's length bargaining.

(2) Whether partnerships, joint ventures and arrangements with management organizations conform to the USAYPT's policy herein, are properly recorded, reflect reasonable investment or payments for goods or services, further charitable purposes and do not result in impermissible private benefit or other benefits that could jeopardize the USAYPT's tax-exempt status.

c. When conducting the periodic reviews as provided for above, the USAYPT may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE VIII**  
**INDEMNIFICATION AND INSURANCE**

**Section 1. Indemnification.** The USAYPT may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by Sections 721 through 726 of the Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate was a Member, Director, Officer, employee or agent of the USAYPT, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if:

1. his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding; or
2. he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

**Section 2. Insurance.** The USAYPT shall have the power to purchase and maintain insurance to indemnify the USAYPT for any obligation that it incurs as a result of its indemnification of Members, Directors, Officers, employees and agents pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

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**ARTICLE IX**  
**AMENDMENTS**

**Section 1. Amendments to Article I.** Article I and the associated portions of the Certificate of Incorporation, may only be amended or repealed by an affirmative vote of least a two-thirds vote of the Members of the USAYPT at a meeting duly called for the purpose of altering Article I and the Certificate of Incorporation, providing notice of the proposed alternation has been included in the notice of the meeting.

**Section 2. Amendments to All Articles except Article I.** All Articles of these By-Laws, except Article I, may be amended or repealed by the affirmative vote of a majority of the entire Board of Directors at any meeting of the Board, or by the Members of the USAYPT at a meeting duly called for the purpose of altering those Articles of these By-Laws, providing notice of the proposed alteration has been included in the notice of the meeting.