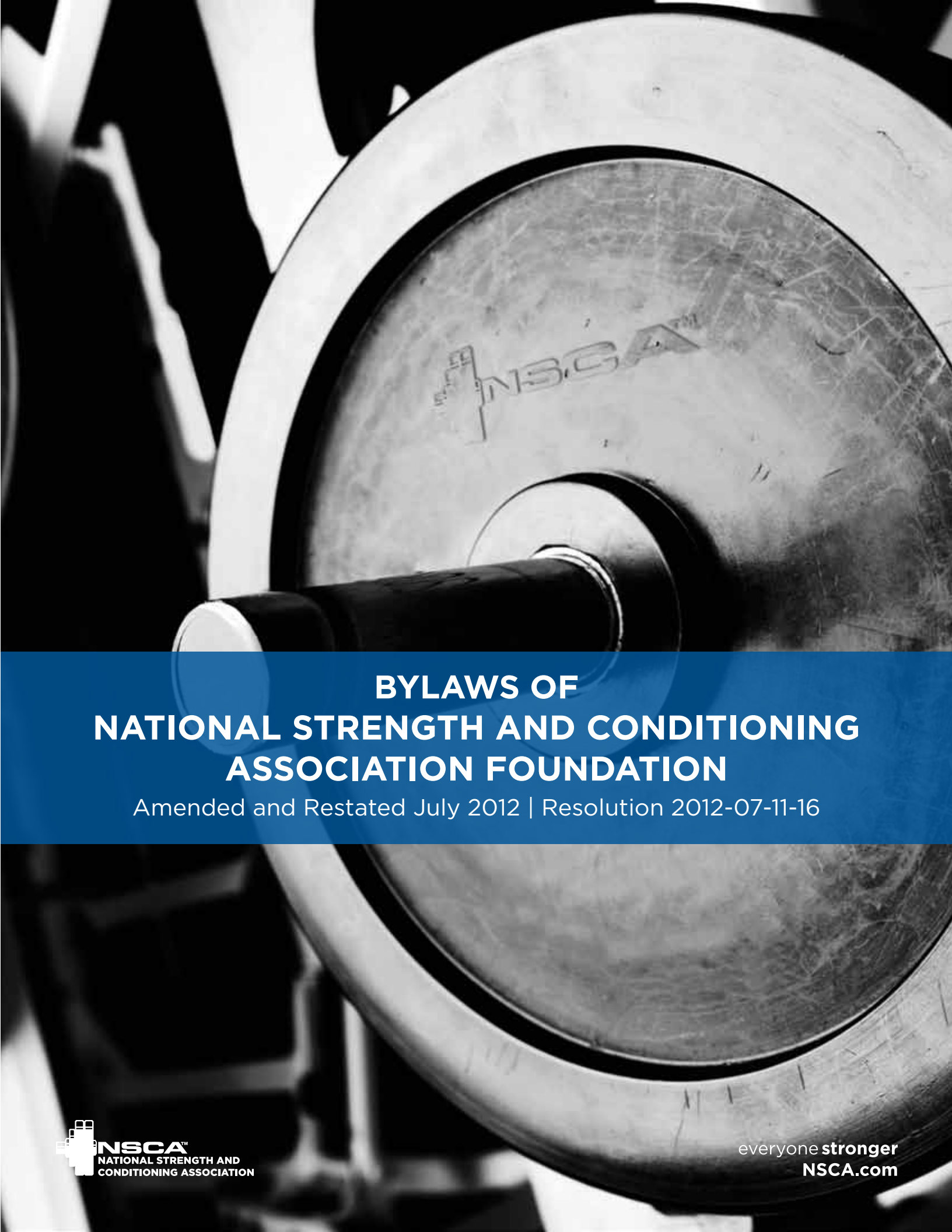

BYLAWS OF NATIONAL STRENGTH AND CONDITIONING ASSOCIATION FOUNDATION

Amended and Restated July 2012 | Resolution 2012-07-11-16

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NSCA FOUNDATION BYLAWS

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ARTICLE I.
OFFICES

Section 1.1 Business Offices. The Corporation shall have such offices, located in such places, as the Board of Directors may designate and as the affairs of the Corporation may require from time to time.

Section 1.2 Registered Office. The registered office of the Corporation required by the Colorado Revised Nonprofit Corporation Act, as amended or revised (the "Act") to be maintained in Colorado may be, but need not be, the same as the principal office of the Corporation, and the address of the registered office may be changed from time to time by the Board of Directors or by the officers of the Corporation.

ARTICLE II.
MEMBERS

Section 2.1 Member. The sole member of the Corporation shall be the National Strength and Conditioning Association, a Colorado nonprofit corporation ("NSCA"), which shall have voting rights and any other legal rights or privileges in connection with the governance of the affairs of the Corporation as prescribed or allowed by the Corporation's Articles of Incorporation, these Bylaws or by provisions of applicable law.

Section 2.2 Meetings.

(a.). Annual Meeting. An annual meeting of the member shall be held for the purpose of electing directors and to consider such other business as may come before the meeting. Unless otherwise determined by the Board of Directors, the annual meeting shall be scheduled to coincide with the annual meeting of NSCA. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Corporation.

(b.) Other Meetings. Other meetings of the member may also be held from time to time as the NSCA or the Board of Directors may determine necessary and appropriate.

Section 2.3 Notice of Meetings. Written notice by first class or registered mail of any meeting of the member stating the place, date and hour of the meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. If notice is mailed by other than first class or registered mail, no less than thirty (30) days notice must be provided. Notice of a special meeting shall include a description of the purpose or purposes of the meeting. Notice of an annual meeting need not include a description of the purpose or purposes except the purpose or purposes shall be stated with respect to: (a) an amendment to the Corporation's Articles of Incorporation or these Bylaws; (b) merger; (c) a sale, lease, exchange, or other than in the usual and regular course of business, of all or substantially all of the property of the Corporation; or (d) proposed dissolution of the Corporation; and (e) any other

purpose for which a statement of purpose is required by applicable law. When giving notice of an annual, regular or special meeting of members, the Corporation shall give notice of a matter the member intends to raise at the meeting if a person entitled to call a special meeting submits a request, in writing, and it is received by the secretary or president at least ten (10) days before the Corporation gives notice of the meeting.

ARTICLE III.
BOARD OF DIRECTORS

Section 3.1 General Powers and Qualifications. The business affairs of the Corporation shall be managed by its Board of Directors, except as otherwise provided in the Act, the Articles of Incorporation or these Bylaws. Directors must be individual persons but need not be residents of the state of Colorado.

Section 3.2 Number, Composition, Term, Election and Nomination of Directors.

(a) Number of Directors. The number of directors of the Corporation shall be five (5). At no time may a majority of the Corporation's directors then in office also serve as directors or officers of the NSCA.

(b) Composition of the Board of Directors. The Board of Directors of the Corporation shall consist of (i) four (4) directors who shall be members in good standing of the NSCA and (ii) one (1) director who shall not be affiliated with the Corporation or the NSCA (such director referred to as the Public Member).

(c) Term of Directors. Directors shall serve a term of three (3) years. At the first meeting of the Board of Directors following the adoption of these Bylaws, classification of the directors shall be made by dividing them into three (3) classes. The term of office of the directors in the first class shall expire at the first annual meeting of the Board of Directors held after such classification; the term of office of the directors in the second class shall expire at the second annual meeting thereafter; and the term of office of the directors in the third class shall expire at the third annual meeting thereafter. At each annual meeting after such classification, the number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected, in accordance with the procedures set forth in Section 3.2(d), below, to hold office until such director's term expires and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. No director may be elected to serve more than three (3) terms. In the event a person begins their service as a director by virtue of being appointed to fill a vacancy for an unexpired term that is eighteen (18) months or less, such service shall not be counted for purposes of the forgoing term limits provision.

(d) Election of Directors. The NSCA, as the member of the Corporation, acting through its Board of Directors, shall appoint one of the Corporation's directors (the "NSCA Appointed Director"). The remaining directors of the Corporation (the "Board Elected Directors") shall be elected by a majority vote of the directors of the Corporation who are serving immediately prior to said election, with approval of the NSCA Board of Directors.

(e) Nomination of Board Elected Directors (other than Public Member). At a time reasonably in advance of each annual meeting of the Corporation, the president shall appoint a nominating committee consisting of no less than two (2) of the directors whose terms are not scheduled to expire at the upcoming annual meeting. The NSCA membership shall be invited to submit to the nominating committee, the names of persons nominated to fill the positions of the Board Elected Directors (other than the Public Member) whose terms are expiring. The nominating committee shall determine and present to the Board of Directors, at a time reasonably in advance of the annual meeting, a list of nominees to stand for election as Board Elected Directors (other than the Public Member) to fill the positions of those Board Elected Directors (other than the Public Member) whose terms are expiring at the annual meeting. All of the nominees must be members of and in good standing with the NSCA.

Section 3.3 Resignation. A director may resign at anytime by giving written notice of resignation to the Board of Directors of the Corporation and to the NSCA, as the member of the Corporation. The resignation is effective when the notice is received by the Board of Directors of the Corporation and the NSCA, as the member of the Corporation, unless the notice specifies a later effective date.

Section 3.4 Removal. At a meeting called expressly for that purpose, the entire Board of Directors or any lesser number may be removed, with or without cause, by the NSCA, as the member of the Corporation, acting through its Board of Directors.

Section 3.5 Vacancies. Any vacancy occurring in the position of the NSCA Appointed Director shall be filled by the NSCA, as the member of the Corporation, acting through its Board of Directors. Any vacancy occurring in a position of a Board Elected Director shall be filled by the Corporation's Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Section 3.6 Regular Meetings. A regular annual meeting of the Board of Directors shall be held for the purpose of electing officers and for the transaction of such other business as may come before the meeting. Unless otherwise determined by the Board of Directors, the annual meeting of the Board of Directors shall be scheduled to coincide with and to follow the annual meeting of the member of the Corporation. The directors may provide by resolution the time and place for the holding of additional regular meetings.

Section 3.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the board called by them. Notice stating the place, day and hour of every special meeting of the Board of Directors shall be given to each director by depositing in the United States mail or electronically transmitting such notice at least three (3) days before the date fixed for the meeting. The notice of a special meeting need not specify the purpose of the meeting.

Section 3.8 Quorum and Voting. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, 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 of Directors unless the vote of a greater number is required by the Articles of Incorporation, these Bylaws or by law. 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. No director may vote or act by proxy at any meeting of directors.

Section 3.9 Meetings by Telephone. Members of the Board of Directors or any committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 3.10 Presumption of Assent. A director who is present at a meeting of the Board of Directors is deemed to have assented to all action taken unless: (a) the director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken; (b) the director contemporaneously requests that the director's dissent or abstention as to any specific action taken be entered in the minutes; or (c) the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment or by the Corporation promptly after adjournment. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 3.11 Action Without a Meeting.

(a) Director Action. Any action required or permitted by Articles 121 to 137 of the Act to be taken at a Board of Directors' meeting may be taken without a meeting if notice is transmitted in writing to each member of the board and each member of the board by the time stated in the notice: (i) votes in writing for such action; or (ii) votes in writing against such action, abstains in writing from voting, or fails to respond or vote, and fails to demand in writing that action not be taken without a meeting.

Notice. The notice required by Section 3.11(a) shall state: (i) the action to be taken; (ii) the time by which a director must respond; (iii) that failure to respond by the time stated in the notice will have the same effect as: (I) abstaining in writing by the time stated in the notice, and (II) failing to demand in writing by the time stated in the notice that action not be taken without a meeting; and (iv) any other matters the Corporation determines to include.

Votes. Action is taken under this Section 3.11 only if, at the end of the time stated in the notice transmitted pursuant to Section 3.11(a): (i) the affirmative votes in writing for such action received by the Corporation and not revoked pursuant to Section 3.11(e) equal or exceed 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; and (ii) the Corporation has not received a written demand by a director that such action not be taken without a meeting other than a demand that has been revoked pursuant to Section 3.11(e).

Waiver. A director's right to demand that action not be taken without a meeting shall be deemed to have been waived unless the Corporation receives such demand from the director in writing by the time stated in the notice transmitted pursuant to Section 3.11(a) and such demand has not been revoked pursuant to Section 3.11(e).

(e) Revocation of Writing. Any director who in writing has voted, abstained, or demanded action not be taken without a meeting pursuant to this Section 3.11 may revoke such vote, abstention, or demand in writing received by the Corporation by the time stated in the notice transmitted pursuant to Section 3.11(a).

(f) Effective Date of Action Taken. Unless the notice transmitted pursuant to Section 3.11(a) states a different effective date, action taken pursuant to this Section 3.11 shall be effective at the end of the time stated in the notice transmitted pursuant to Section 3.11(a).

(g) Written Description of Action Taken. A writing by a director under this Section 3.11 shall be in a form sufficient to inform the Corporation of the identity of the director, the vote, abstention, demand, or revocation of the director, and the proposed action to which such vote, abstention, demand, or revocation relates. All communications under this Section 3.11 may be transmitted or received by the Corporation by electronically transmitted facsimile, e-mail or other form of wire or wireless communication. For purposes of this Section 3.11, communications to the Corporation are not effective until received.

(h) Effect of Action Taken. Action taken pursuant to this Section 3.11 has the same effect as action taken at a meeting of directors and may be described as such in any document.

(i) Signed Written Instruments. All writings made pursuant to this Section 3.11 shall be filed with the minutes of the meetings of the Board of Directors.

Section 3.12 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of directors of attendance at board meetings 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 3.13 Standard of Conduct for Directors and Officers.

(a) General. Each director and officer shall perform their duties as a director or officer, including without limitation their duties as a member of any committee of the board, (i) in good faith; (ii) in a manner the director or officer reasonably believes to be in the best interests of the Corporation; and (iii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A director or officer, 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.

(b) Reliance on Certain Information and Other Matters. In the performance of their duties, a director or officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a director or officer shall not be considered to be acting in good faith if the director or officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a director or officer are entitled to rely are: (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 other person as to matters which the director or officer reasonably believes to be within such person's professional or expert competence; (iii) a committee of the Board of Directors on which the director or officer does not serve if the director reasonably believes the committee merits confidence.

(c) Limitation on Liability. A director or officer shall not be liable to the Corporation or its member for any action the director or officer takes or omits to take as a director or officer if, in connection with such action or omission, the director or officer performs their duties in compliance with this Section.

Section 3.14 Conflicting Interest Transactions.

(a) Definition. As used in this Section 3.14(a): (i) "conflicting interest transactions" means a contract, transaction, or other financial relationship between the Corporation and a director of the Corporation, or between the Corporation and a party related to a director, or between the Corporation and an entity in which a director of the Corporation is a director or officer or has a financial interest; and (ii) a "party related to a director" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the director or a party related to a director has a beneficial interest, or an entity in which a party related to a director is a director, officer, or has a financial interest.

(b) Procedure; Action; Disclosure. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Corporation, solely because the conflicting interest transaction involves a director of the Corporation or a party related to a director or an entity in which a director of the Corporation is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the Corporation's Board of Directors or of a committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the director's vote is counted for such purpose if: (i) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or (ii) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, 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. Common or interested directors

may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

(c) Loans. No loans shall be made by the Corporation to 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 IV.
OFFICERS AND AGENTS

Section 4.1 Number and Qualifications. The elected officers of the Corporation shall be a president, a vice-president, a secretary and a treasurer. The elected officers must be elected from among those persons who serve as directors of the Corporation. One person may hold more than one of the elected offices at a time. The Board of Directors may also appoint such other officers, assistant officers and agents as it may consider necessary, to include an executive director. Appointed officers need not be directors. All officers must be at least eighteen (18) years old.

Section 4.2 Election and Term of Office. The elected officers of the Corporation shall be elected by the Board of Directors at each regular annual meeting of the Board and shall serve a term of one (1) year in office. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified or until the officer's earlier death, resignation or removal. Officers shall not be limited in the number of terms they may serve except for the person who serves as president, who may only serve a total of three (3) terms in the office of president.

Section 4.3 Compensation. Officers shall not receive compensation for their services as such, although the reasonable expenses of officers incurred in fulfilling their duties as officers may be paid or reimbursed by the Corporation. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

Section 4.4 Resignation. An officer may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date.

Section 4.5 Removal. Any officer or agent may be removed with or without cause by a vote of two-thirds (2/3) of the Board of Directors (without counting the vote of the director whose position as an officer is in question, if that is the case) whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 4.6 Vacancies. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. 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 president, the Board of Directors 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) President. The president shall, subject to the direction and supervision of the Board of Directors: (i) oversee management of the day-to-day business affairs of the Corporation to ensure its obligations are met and have general supervision of its officers, agents and employees, including activities of the executive director, if one is appointed; (ii) preside at all meetings of the Board of Directors; (iii) see that all orders and resolutions of the Board of Directors are carried into effect; (iv) recommend appointees to the Board of Directors; (v) appoint all committee chairmen; (vi) perform all other duties incident to the office of president as from time to time may be assigned by the Board of Directors.

(b) Vice-President. The vice-president shall assist the president and shall perform such duties as may be assigned to him/her by the president or by the Board of Directors. The vice-president (or if there is more than one, then the vice-president designated by the Board of Directors, or if there be no such designation, then the vice-presidents in order of their election) shall, at the request of the president, or in the president's absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions on the president.

(c) Secretary. The secretary shall: (i) keep the minutes of the proceedings of the Board of Directors 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 the secretary by the president or by the Board of Directors. The secretary may cause various of his or her responsibilities to be delegated to and undertaken by others. Any such delegation of authority shall not operate to relieve the secretary from any responsibility imposed by law. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(d) Treasurer. The treasurer shall: (i) be the principal 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 of Directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the Corporation, and pay out 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 president and the Board of Directors 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 the treasurer by the president or the Board of Directors. The treasurer may cause various of his or her responsibilities to be delegated to and undertaken by others. Any such delegation of authority shall not operate to relieve the treasurer from any responsibility imposed by law. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the treasurer.

Section 4.8 Executive Director. If, and to the extent that an executive director is appointed, the executive director duties shall include the following: (a) the operation and maintenance of the Corporation's headquarters and the keeping of all records, books and documents belonging to the Corporation; (b) be the representative of the Corporation for the purpose of negotiating and executing all contracts and other legal documents as may be authorized by the president and to conduct such further necessary business as delegated by the president; (c) submit a report of the progress of the Corporation at each annual meeting and upon the request of the president; (d) work jointly with the treasurer in conducting the financial affairs of the Corporation, including the preparation of those financial reports to be designated and submitted at the direction of the Board of Directors; and (e) perform all other duties as from time to time may be assigned to the executive director by the president or by the Board of Directors.

Section 4.9 Surety Bonds. The Board of Directors 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.
COMMITTEES

Section 5.1 Committees. By one or more resolutions adopted by a majority of the directors then in office, the Board of Directors may from time-to-time designate one or more committees of the Corporation, 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 of Directors, except that such committees shall not: (a) authorize distributions; (b) elect, appoint, or remove any director; (c) amend the Articles of Incorporation; (d) adopt, amend or repeal these Bylaws; (e) approve a plan of merger; (f) approve a sale, lease, exchange, or other disposition of all, or substantially all, of the Corporation's property; (g) approve a dissolution of the Corporation; of (h) approve or propose to the member any other action that requires approval by the member. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the board from any responsibility imposed by law. Rules governing meetings of any committee shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

Section 5.2 Standing Committees. In addition to any committees that the Board of Directors may establish under the provisions of Section 5.1, the Corporation shall have the following standing committees, with such duties and responsibilities as prescribed by the Board of Directors:

(a). Scholarship Review Committee

(b.) Grant Review Committee

Each standing committee shall be composed of one (1) person who shall be a member of the Corporation's Board of Directors and who shall be appointed by the president. The remaining members of each standing committee shall consist of individuals selected from the NSCA membership and appointed in accordance with policies and procedures to be established by the Corporation's Board of Directors, but with such appointment subject to approval by the Corporation's Board of Directors.

ARTICLE VI
LIMITATION ON LIABILITY TO THIRD PARTIES

The member, directors, officers, and employees of the Corporation are not, as such, liable for the acts, debts, liabilities or obligations of the Corporation.

ARTICLE VII
INDEMNIFICATION

Section 7.1 Definitions. For purposes of this Article VII, the following terms shall have the meanings set forth below:

(a) "Corporation" means the Corporation and, in addition to the resulting or surviving Corporation, any domestic or foreign predecessor entity of the Corporation in a merger, consolidation or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) "Expenses" means the actual and reasonable expenses, including attorneys' fees, incurred by a party in connection with a proceeding.

(c) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to a private foundation or an employee benefit plan) or expense incurred with respect to a proceeding.

(d) "Official capacity" when used with respect to a director of the Corporation means the office of director in the Corporation, and when used with respect to a person in a capacity other than as a director (even if such person is also a director) means the office in the Corporation held by the officer or the employment relationship undertaken by the employee on behalf of the Corporation in the performance of his or her duties in his or her capacity as such officer or employee. "Official capacity" does not include service for any other foreign or domestic Corporation or for any partnership, joint venture, trust, other enterprise or employee benefit plan when acting directly on behalf of such other Corporation, partnership, joint venture, trust, enterprise or plan as a director, officer, employee, fiduciary or agent thereof.

(e) "Party" means any person who was, is, or is threatened to be made, a named defendant or

respondent in a proceeding by reason of the fact that such person is or was a director, officer or employee of the Corporation, and any person who, while a director, officer or employee of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic Corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan. A party shall be considered to be serving an employee benefit plan at the Corporation's request if such party's duties to the Corporation also impose duties on or otherwise involve services by such party to the plan or to participants in or beneficiaries of the plan.

(f) "Proceeding" means any threatened, pending or completed action, suit or proceeding, or any appeal therein, whether civil, criminal, administrative, arbitrative or investigative (including an action by the Corporation) and whether formal or informal.

Section 7.2 Right to Indemnification.

(a) Standards of Conduct. Except as provided in Section 7.2(d) below, the Corporation shall indemnify any party to a proceeding against liability incurred in or as a result of the proceeding if: (i) such party conducted himself or herself in good faith; (ii) such party reasonably believed (A) in the case of a director acting in his or her official capacity, that his or her conduct was in the Corporation's best interests, or (B) in all other cases, that such party's conduct was at least not opposed to the Corporation's best interests; and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. For purposes of determining the applicable standard of conduct under this Section 7.2, any party acting in his or her official capacity who is also a director of the Corporation shall be held to the standard of conduct set forth in Section 7.2(a)(ii)(A), even if such party is sued solely in a capacity other than as such director.

(b) Employee Benefit Plans. A party's conduct with respect to an employee benefit plan for a purpose such party reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirements of Section 7.2(a)(ii)(B). A party's conduct with respect to an employee benefit plan for a purpose that such party did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of Section 7.2(a)(i).

(c) Settlement. The termination of any proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not of itself determinative that the party did not meet the applicable standard of conduct set forth in Section 7.2(a).

(d) Indemnification Prohibited. Except as hereinafter set forth in this Section 7.2(d), the Corporation may not indemnify a party under this Section 7.2 either: (i) in connection with a proceeding by the Corporation by or in the right of the Corporation in which the party was adjudged liable to the Corporation; or (ii) in connection with any other proceeding charging that the party derived an improper personal benefit, whether or not involving action in an official capacity, in which proceeding

the party was adjudged liable on the basis that the party derived an improper personal benefit. Notwithstanding the foregoing, the Corporation shall indemnify any such party if and to the extent required by the court conducting the proceeding, or any other court of competent jurisdiction to which the party has applied, if it is determined by such court, upon application by the party, that despite the adjudication of liability in the circumstances in clauses (i) and (ii) of this Section 7.2(d) or whether or not the party met the applicable standard of conduct set forth in Section 7.2(a), and in view of all relevant circumstances, the party is fairly and reasonably entitled to indemnification for such expenses as the court deems proper in accordance with the Act.

(e) Claims by Corporation. Indemnification permitted under this Section 7.2 in connection with a proceeding by the Corporation shall be limited to expenses incurred in connection with the proceeding.

(f) Combined Proceedings. If any claim made by the Corporation against a party is joined with any other claim against such party in a single proceeding, the claim by the Corporation (and all expenses related thereto) shall nevertheless be deemed the subject of a separate and distinct proceeding for purposes of this Article.

Section 7.3 Prior Authorization Required. Any indemnification under Section 7.2 (unless ordered by a court) shall be made by the Corporation only if authorized in the specific case after a determination has been made that the party is eligible for indemnification in the circumstances because the party has met the applicable standard of conduct set forth in Section 7.2(a) and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Board of Directors by a majority vote of a quorum of such board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

Section 7.4 Success on Merits or Otherwise. Notwithstanding any other provision of this Article VII, the Corporation shall indemnify a party to the extent such party has been successful, on the merits or otherwise, including without limitation, dismissal without prejudice or settlement without admission of liability, in defense of any proceeding to which the party was a party against expenses incurred by such party in connection therewith.

Section 7.5 Advancement of Expenses. The Corporation shall pay for or reimburse the expenses, or a portion thereof, incurred by a party in advance of the final disposition of the proceeding if: (a) the party furnishes the Corporation a written affirmation of such party's good-faith belief that he or she has met the standard of conduct described in Section 7.2(a)(i); (b) the party furnishes the Corporation a written undertaking, executed personally or on behalf of such party, to repay the advance if it is ultimately determined that the party did not meet such standard of conduct; and (c) authorization of payment and a determination that the facts then known to those making the determination would not preclude indemnification under this Article have been made in the manner provided in Section 7.3. The undertaking required by clause (b) must be an unlimited general obligation of the party, but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 7.6 Payment Procedures. The Corporation shall promptly act upon any request for indemnification, which request must be in writing and accompanied by the order of court or other reasonably satisfactory evidence documenting disposition of the proceeding in the case of indemnification under Section 7.4 and by the written affirmation and undertaking to repay as required by Section 7.5 in the case of indemnification under such Section. The right to indemnification and advances granted by this Article shall be enforceable in any court of competent jurisdiction if the Corporation denies the claim, in whole or in part, or if no disposition of such claim is made within ninety (90) days after written request for indemnification is made. A party's expenses incurred in connection with successfully establishing such party's right to indemnification, in whole or in part, in any such proceeding shall also be paid by the Corporation.

Section 7.7 Insurance. By action of the Board of Directors, notwithstanding any interest of the directors in such action, the Corporation may purchase and maintain insurance in such amounts as the Board of Directors deems appropriate to protect itself and any person who is or was a director, officer, employee, fiduciary or agent of the Corporation, or who, while a director, officer, employee, fiduciary or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, member, manager, trustee, employee, fiduciary or agent of any other foreign or domestic Corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable provisions of law or this Article. Any such insurance may be procured from any insurance company designated by the Board of Directors. Such insurance company may be formed under the laws of Colorado or any jurisdiction, including any insurance company in which the Corporation has an equity or any other interest through stock ownership or otherwise. The Corporation may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

Section 7.8 Right to Impose Conditions to Indemnification. The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as may appear appropriate to the Board of Directors in each specific case and circumstances, including but not limited to any one or more of the following: (a) that any counsel representing the party to be indemnified in connection with the defense or settlement of any proceeding shall be counsel mutually agreeable to the party and to the Corporation; (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the party to be indemnified; and (c) that in the event of any payment, the Corporation shall be subrogated to the extent of such payment to all of the rights of recovery of the indemnified party, who shall execute all papers and do everything that may be necessary to assure such rights of subrogation to the Corporation.

Section 7.9 Other Rights and Remedies. Except as limited by law, the indemnification provided by this Article shall be in addition to any other rights which a party may have or hereafter acquire under any law, provision of the Articles of Incorporation, any other or further provision of these Bylaws, vote of the Board of Directors, agreement, or otherwise.

Section 7.10 Applicability; Effect. The indemnification provided in this Article shall be applicable to acts or omissions that occurred prior to the adoption of this Article, shall continue as to any party entitled to indemnification under this Article who has ceased to be a director, officer or employee of the Corporation or, at the request of the Corporation, was serving as and has since ceased to be a director, officer, partner, trustee, employee, fiduciary or agent of any other domestic or foreign Corporation, or of any partnership, joint venture, trust, other enterprise or employee benefit plan, and shall inure to the benefit of the estate and personal representatives of each such person. The repeal or amendment of this Article or of any Section or provision hereof that would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions that occurred prior to such repeal or amendment. All rights to indemnification under this Article shall be deemed to be provided by a contract between the Corporation and each party covered hereby.

Section 7.11 Indemnification of Agents. The Corporation shall have the right, but shall not be obligated, to indemnify any agent of the Corporation not otherwise covered by this Article to the fullest extent permissible the laws of Colorado. Unless otherwise provided in any separate indemnification arrangement, any such indemnification shall be made only as authorized in the specific case in the manner provided in Section 7.2.

Section 7.12 Savings Clause; Limitation. If this Article or any Section or provision hereof 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 this Article 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.

ARTICLE VIII.
MISCELLANEOUS

Section 8.1 Records. The Corporation shall keep as permanent records minutes of all meetings of the member and Board of Directors, a record of all actions taken by the member or Board of Directors without a meeting and of actions taken by a committee in place of the Board of Directors, if any, and a record of all waivers of notices of meetings of the Board of Directors or any committee, if any. The Corporation shall also maintain the following records: (a) appropriate accounting records; (b) its Articles of Incorporation

and Bylaws; (c) a list of the names and business or home addresses of its current directors and officers; (d) a copy of its most recent corporate report delivered to the Secretary of State; (e) minutes of all member meetings and records of all action taken by the member without a meeting for the past three (3) years; (f) all written communications within the past three (3) years to the member; and (g) all financial statements prepared for periods during the last three (3) years that a member of the Corporation could have requested under Colorado law.

Section 8.2 Inspection and Copying of Corporate Records. Upon written demand delivered at least five (5) business days before the date on which the member wishes to inspect and copy any of the corporate records identified in Section 8.1 of this Article, the member, its agent or attorney is entitled to inspect and copy such records during regular business hours at the Corporation's principal office. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. The member may also inspect any other records at a reasonable location specified by the Corporation upon the same terms and conditions. Further, in order to inspect and copy any records of the Corporation, the member must meet any other requirements imposed by applicable law, including the following: (a) the demand must be made in good faith and for a proper purpose; (b) the member must describe with reasonable particularity the purpose and the records the member desires to inspect; and (c) the records must be directly connected with the described purpose.

Section 8.3 Financial Statements. Upon the written request of the member, the Corporation shall deliver to the member its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

Section 8.4 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 of Directors, 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 and approved by the member only in the manner prescribed in the Articles of Incorporation.

Section 8.5 Fiscal Year. The fiscal year of the Corporation shall be as established by the Board of Directors.

Section 8.6 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 8.7 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.

ARTICLE IX.
AMENDMENTS

The Board of Directors shall have power to alter, amend or repeal these Bylaws from time to time in force and adopt new bylaws, subject to the approval of the NSCA Board of Directors.

[END]

NATIONAL STRENGTH AND CONDITIONING ASSOCIATION FOUNDATION

BYLAWS CERTIFICATE

The undersigned certifies that she is the Secretary of National Strength and Conditioning Association Foundation, a Colorado nonprofit corporation, and that these Bylaws, as amended and restated, were adopted by action of the Corporation's Board of Directors on June 19, 2012 and received approval of the NSCA Board of Directors on July 14, 2012.

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Joan Eckerson, Secretary