

UNITED STATES OLYMPIANS AND
PARALYMPIANS ASSOCIATION
BYLAWS
Effective as of October 8, 2020

Terms used herein and not otherwise defined have their respective meanings in the Constitution of the United States Olympians and Paralympians Association.

ARTICLE I

Meetings

Section 1. *The Annual Meeting of the Board of Directors (the Board) will be held during the annual United States Olympic & Paralympic Committee (USOPC) Olympic and Paralympic Assembly. Notice of the exact time and place of such meeting will be sent to each chapter and each Director at least thirty days prior to the scheduled meeting.*

Section 2. *Board meetings, other than the Annual Meeting, may be conducted in person, or via teleconference. Notice of the time and place of such meetings, as well as the agenda, will be sent to each Director at least thirty days prior to the date of such meeting.*

Section 3. *Meetings of the Executive Committee may be held in person or via teleconference. For purposes of Article II, Attendance, meetings of the Executive Committee include the Annual Meeting, a scheduled in-person spring meeting, and regularly scheduled monthly conference calls. The Annual Meeting requires in-person attendance.*

Section 4A. *At all meetings of the Executive Committee or of the Board, a majority of the members of the respective group will constitute a quorum. Voting may be in person, verbally as part of a teleconference call, or electronically. There will be no proxy voting.*

Section 4B. *One third of the Executive Committee can require the presiding officer to conduct voting on a specific issue or item during an Executive Committee meeting (in person meeting or teleconference) and one third of the Board can require the presiding officer to conduct voting on a specific issue or item during a Board meeting.*

Section 5. *If a quorum is not present, the presiding officer may adjourn such meeting to a day and an hour to be fixed by the presiding officer and a majority of the members of the Executive Committee or of the Board present, with the same effect as if held as provided above.*

Section 6. *At all regular Board and Executive Committee meetings, the order of business will be:*

- A. *Reading and correcting of minutes;*
- B. *Reports of Officers;*

- C. Report from the Staff;
- D. Reports of committees;
- E. Unfinished business;
- F. Legislative issues;
- G. Elections;
- H. New business; and
- I. Adjournment

Section 7. *Special Meetings.* Full membership meetings of the United States Olympians and Paralympians Association or special meetings of the Board (each a Special Meeting) may be called by the President or a 2/3 majority vote of the Directors no less than sixty days after all Directors have been informed of the proposed meeting. Such votes will be registered in a duly called Board meeting or mailed or submitted electronically to the Secretary in accordance with a schedule designated by the President.

ARTICLE II

Conduct

Section 1. *If a member of the Executive Committee finds Cause (as defined in the Code of Conduct, a copy of which is available upon request) to remove or suspend any Executive Committee member, they may call a vote of the Executive Committee for that purpose. Upon a 2/3 vote of the Executive Committee, not including the person in question, who will recuse themselves from the vote, the President will call a Special Meeting to vote upon the matter. Removal or suspension of the Executive Committee member in question will be effective upon the affirmative vote of the majority of Directors present and eligible to vote at such Special Meeting.*

Section 2. *If a Past President who has remained active is in continuing violation of the attendance requirement found in the Code of Conduct, the President will notify the Past President in question and transfer them to inactive status. Any Past President on inactive status will have no vote on either the Board or the Executive Committee and will not be counted for the purpose of establishing a quorum. Should a Past President on inactive status wish to return to active status, then they may submit in writing a letter addressed to the Executive Committee requesting to return to active status and attaching a signed copy of the Code of Conduct.*

ARTICLE III

Vacancies

Section 1. *If a vacancy should occur on the Executive Committee, such vacancy may be filled by a majority vote at a meeting of the Executive Committee. The term of service of the chosen Executive Committee member will expire at the expiration date of the term for the replaced Executive Committee member.*

Section 2. *Substitution of a Chapter President by another chapter-designated Director may be accomplished by the chapter for a single Board meeting, with full rights and voting privileges in effect, if written notice is received by the Secretary at least twenty days before the Board meeting.*

ARTICLE IV

Duties and Powers of The Board of Directors and the Executive Committee

Section 1. *The Executive Committee will:*

- A. *Hold meetings as provided in Article I of these Bylaws, and keep minutes of its proceedings;*
- B. *Manage and control the affairs, funds, and property of USOPA, and all rights and powers connected therewith will be vested in the Executive Committee;*
- C. *Stimulate the formation of new Chapters; and*
- D. *Consider applications for membership of newly formed Chapters, and collaborate with the chapter members in the drafting of their Articles of Association and Bylaws.*

Section 2. *The Executive Committee will have power:*

- A. *To approve or disapprove applications for membership herein of chapters hereafter formed;*
- B. *To control, guide, and direct all existing and future chapters in relation to their activities affecting fundamental aims and matters of policy of USOPA; and*
- C. *To perform such other duties as may devolve upon the Executive Committee in securing the fulfillment of the objects of USOPA as stated in Article II of the Constitution.*

Section 3. *The Board of Directors will have power:*

- A. *To approve or disapprove changes to USOPA's Constitution or Bylaws;*
- B. *To expel from USOPA, upon the affirmative vote of the majority of Directors, any chapter considered to have violated a fundamental aim or policy thereof; and*
- C. *To vote on all motions presented and seconded at the Annual Meeting and any official Special Meeting.*

ARTICLE V

Duties and Powers of Officers

Section 1. *The President will be the chief executive officer of USOPA and of the Board, and as such, subject to the Constitution and Bylaws, will generally supervise Organization and Board affairs. At the Annual Meeting the President will report as to the condition, activities, and progress of USOPA and of the Board. The President will also have power to call for reports and to*

appoint such committees as may be deemed necessary to affect the objectives and facilitate the business of USOPA. One such committee (the Nominating Committee) to be appointed by the President will nominate candidates for the positions to be filled at the next Annual Meeting. The Nominating Committee will have five people appointed as follows: two appointed by the President, three appointed by the Executive Committee. The Nominating Committee should meet at least four months before the election of the candidates. Upon change of Presidency, all committees will be subject to confirmation or change by the new President.

Section 2. The Vice Presidents will perform such duties as may be assigned to them by the President, within the provisions of the Constitution and the Bylaws. The Executive Committee will call upon each of the Vice Presidents to discharge certain of the duties of the President whenever, in the discretion of the majority of the Executive Committee, the disability or the absence of the President makes such designation advisable.

Section 3. The Secretary will send to all Directors and Executive Committee members due notice of meetings, keep a record of the proceedings of all such meetings, and of all other matters of which a record will be ordered by the Executive Committee, and perform such other duties as may from time to time be assigned by the Executive Committee. The Secretary may delegate some or all of their duties to a staff member of the USOPC, who will be the Assistant Secretary, provided that such delegation will be revocable, and provided, further, that the Secretary will oversee the activities of the Assistant Secretary.

Section 4. The Treasurer will, subject to the direction of the Executive Committee:

- a) oversee of the financial affairs of the USOPA;*
- b) keep or cause to be kept accurate books of account;*
- c) assist in the preparation of USOPA's annual budget;*
- d) serve as a point of contact between the Executive Committee and USOPC staff regarding financial matters;*
- e) collect or cause to be collected and disburse or cause to be disbursed all funds of the USOPA; and*
- f) present at the Annual Meeting a written financial statement of USOPA.*

The Treasurer will have such other powers and perform such other duties as the Executive Committee may from time to time designate.

Section 5. The Historian, if one is designated, will be responsible for keeping the history of USOPA and of the Board of Directors.

Section 6. The Parliamentarian, if one is designated, will be responsible for ensuring that meetings of the Board and the Executive Committee are conducted according to Robert's Rules of Order.

ARTICLE VI

Procedures for Election of Members to USOPC Board of Directors

Authority and Eligibility.

Section 1. Pursuant to Section 3.2(d) of the USOPC Bylaws, USOPA will be entitled to and will elect two At-Large athlete members to the USOPC Board. These two seats will be staggered as provided for in Section 3.6.2 of the USOPC Bylaws.

Section 2. Sections 3.5.2 of the USOPC Bylaws provides that USOPA's election procedures for the At-Large athlete members to the USOPC Board will be developed in consultation with the USOPC Nominating and Governance Committee and approved by the USOPC Board. Such procedures will also be codified in USOPA's Bylaws.

Section 3. As provided for in Section 3.5.2 of the USOPC Bylaws, an At-Large athlete candidate for the USOPC Board must be a 10 Year Athlete, as defined in Section 1.3(ee) of the USOPC Bylaws ("10 Year Athlete"), or a 10 Year+ Athlete, as defined in Section 1.3(ff) of the USOPC Bylaws ("10 Year+ Athlete"), who has retired from elite competition by the time of their candidacy for election. Further such At-Large athlete candidate must meet the qualifications set forth in Section 3.7 of the USOPC Bylaws.

Section 4. All Regular Members of USOPA, as defined in USOPA Constitution Article V, Section 1.A. ("Regular Members") who are in good standing, will be entitled to vote for the At-Large athlete member to the USOPC Board.

Election Procedures.

Section 5. USOPA and the USOC Athletes' Advisory Council ("AAC") will form a Joint Nominating Committee. The USOPA/AAC Joint Nominating Committee will be comprised of six members, as follows:

- a. one Committee member, appointed by the Executive Committee of USOPA, who is an officer of USOPA at the time of selection;
- b. two Committee members, appointed by the USOPA President with approval of the USOPA Board of Directors, who are not members of the USOPA Executive Committee;
- c. one Committee member, appointed by the Leadership of the AAC, who is an officer of the AAC at the time of selection; and,
- d. two Committee members, appointed by the AAC Chair with approval of the AAC, who are not members of the AAC Leadership.

The terms of the members of the Joint Nominating Committee will be staggered, with the aim that an equal proportion of them will be appointed every four years. In order to accomplish staggering, the members of the Joint Nominating Committee will be divided into two groups. Group one members will serve for a one-time term of two years. Group two members will serve for a one-time term of four years. Group one members will consist of (a) one of the two members appointed and

so designated by the USOPA President, (b) one of the two members appointed and so designated by the AAC Chair and (c) the member selected by the Leadership of the AAC, who is an officer of the AAC. Group two members will consist of (a) one of the two members appointed and so designated by the USOPA President, (b) one of the two members appointed and so designated by the AAC Chair and (c) the member selected by the Executive Committee of USOPA, who is an officer of USOPA. Thereafter the terms for group one and group two members are four years. A Joint Nominating Committee member may be selected or appointed to a second four-year term. A Joint Nominating Committee member is not eligible to serve for more than two consecutive terms. Each member, including a member selected or appointed to fill a vacancy, will hold office until the expiration of the term for which they were selected or appointed and until the selection or appointment of a successor, or until that member's earlier resignation.

Section 6. The USOPA/AAC Joint Nominating Committee will:

- a. solicit candidates for the At-Large athlete USOPC Board seat;
- b. determine if a candidate meets the eligibility requirements set forth in Section 3 of this Article;
- c. review and vet candidates;
- d. select candidates to stand for election;
- e. communicate with the Regular Members about the election;
- f. communicate with the USOPC Nominating and Governance Committee about the election and the needs of the USOPC Board; and,
- g. coordinate with and provide information to the Election Administrator so that the Election Administrator can conduct the election.

Section 7. The USOPC will notify the USOPA Executive Committee and the USOPA/AAC Joint Nominating Committee when an At-Large athlete USOPC board seat is up for election and communicate the corresponding election deadline.

Section 8. Prior to the election, the USOPA/AAC Joint Nominating Committee will make a call for candidates for the At-Large athlete USOPC Board seat. The call will be generally published or communicated as broadly as possible. The call will set forth the eligibility requirements for service as an At-Large athlete USOPC Board member. The call will also provide information on the current USOPC Board configuration and needs. Nominations will be submitted in accordance with the USOPA/AAC Joint Nominating Committees' deadlines and procedures, however, a call for candidates will allow at least a two-week time period for the submission of nominations.

Section 9. Any Regular Member of USOPA, 10 Year Athlete or 10 Year+ Athlete may nominate a candidate who meets the eligibility requirements of Section 3 of this Article. Any individual meeting the eligibility requirements of Section 3 of this Article may nominate themselves as a candidate. No member of the USOPA/AAC Joint Nominating Committee may be a candidate for the At-Large athlete seat.

Section 10. *The USOPA/AAC Joint Nominating Committee will select two (2) candidates from those nominated who will then stand for election. The Joint Nominating Committee will carry out a fair and transparent process in considering those nominated and in selecting candidates for election. In making this selection the Joint Nominating Committee will consider:*

- a. the skills, qualifications, and experiences, including leadership experiences, of the candidate;*
- b. the personal and professional integrity of the candidate;*
- c. the demonstrated judgment of the candidate;*
- d. the commitment of the candidate to fulfill their USOPC Board responsibilities, including having available time to attend Board meetings and perform required duties;*
- e. the need to enhance the diversity of the USOPC Board;*
- f. the opportunity to provide for representation of the Paralympic movement;*
- g. the candidate's attributes as measured against the USOPC Nominating and Governance Committee's Board Member Service Criteria; and,*
- h. other criteria, as determined by the Joint Nominating Committee, indicating that the candidate has the capabilities needed to be a valuable USOPC Board member.*

Notwithstanding the preceding paragraph, and to accommodate the 2020 election since two USOPC Board seats are to be filled in the same election, the Joint Nominating Committee will select four (4) candidates from those nominated who will then stand for election for the two seats to be elected. This paragraph will automatically be deleted from these Bylaws on December 31, 2020.

The Joint Nominating Committee will explain to each selected candidate the responsibilities of USOPC Board service. Additionally, the Joint Nominating Committee will explain to each selected candidate that they are to be a voice for the interests of athletes in serving in the best interests of the USOPC. Further, the Joint Nominating Committee will receive an affirmation from each selected candidate that they are retired from elite competition and that they will remain retired from elite competition during the term of their USOPC Board service.

Section 11. *Pursuant to USOPC Bylaw Section 3.7, a candidate who has committed certain criminal, doping and SafeSport violations is ineligible for service as a USOPC Board member. Prior to being placed on the election ballot, a candidate will undergo a background check and social media review conducted by the USOPC and will make certain disclosures pertaining to the candidate's personal history. Candidates will agree that results of the background checks, social media reviews and disclosures will be furnished to the USOPA/AAC Joint Nominating Committee and to the USOPC. The Joint Nominating Committee will consider the results of a candidate's background check, social media review and disclosure in selecting the candidate for election. Prior to the Joint Nominating Committee making a final selection of a candidate for election, the USOPC will determine whether the results of the background check or candidate disclosure would*

disqualify the candidate from service as a USOPC Board member in accordance with USOPC Bylaw Section 3.7. If so disqualified, the candidate is precluded from being placed on the ballot.

Section 12. In advance of the election, the USOPA/AAC Joint Nominating Committee will notify the Regular Members of the upcoming election for the At-Large athlete seat. The notification will state the names and summary of qualifications of the candidates selected by the Joint Nominating Committee to run for the USOPC Board seat. Additionally, a candidate may include, if so inclined, a description of not more than one page of the candidate's qualifications and of the candidate's position on issues of importance to the candidate.

Section 13. An independent third-party Election Administrator will conduct the elections. The Election Administrator will be chosen by the USOPC with the approval of the USOPA Executive Committee.

Section 14. USOPA will provide to the Election Administrator a list of its Regular Members with their contact information (email address or if a Member does not utilize email, then mailing address) at least 30 days prior to the election, which will be the record date.

Section 15. The Election Administrator will send out the ballot to all Regular Members entitled to vote. The ballot will be by email or through an electronic voting system, except if a Member does not utilize email then by mail. The ballot will include the name of the candidate and voting instructions, including the time and date by which the ballot will be received by the Election Administrator in order to be counted. The Election Administrator will ensure that the ballot and voting process are secure and confidential.

Section 16. All Regular Members are entitled to cast one vote for each At-Large athlete seat. If a Member votes for more than one candidate per seat or the voted ballot is indecipherable, then the ballot will be declared invalid and not counted.

Notwithstanding the preceding paragraph, and to accommodate the 2020 election since two USOPC Board seats are to be filled in the same election, each Regular Member will be entitled to vote for two candidates per ballot. In such election, if a Regular Member votes for more than two candidates or the returned ballot is indecipherable, then the ballot will be declared invalid and not counted. This paragraph will automatically be deleted from these Bylaws on December 31, 2020.

Section 17. The Election Administrator will count the votes for each candidate. The candidate with the highest number of votes will be elected as the At-Large athlete member of the USOPC Board. The Election Administrator will announce the election results.

Notwithstanding the preceding paragraph, and to accommodate the 2020 election and the requirement of Section 3.6.2 of the USOPC Bylaws pertaining to staggering of USOPC Board members, the candidate with the highest number of votes will be elected to the four-year term and the candidate with the second highest number of votes will be elected to the two-year term. This paragraph will automatically be deleted from these Bylaws on December 31, 2020.

Section 18. *If there is a tie, then there will be a second ballot and the election will be repeated. If there is a subsequent tie vote, the voting will continue until the tie is broken.*

Notwithstanding the preceding paragraph, and to accommodate the 2020 election and the requirement of Section 3.6.2 of the USOPC Bylaws pertaining to staggering of USOPC Board members, if two or more candidates are tied for first place, then there will be a second ballot with only the tied candidates up for election. The candidate with the highest number of votes on the second ballot will be elected to the four-year term and the candidate with the second highest number of votes will be elected to the two-year term. If there is a subsequent tie vote for first place, the voting will continue until the tie is broken, with only the tied candidates up for election. If two or more candidates are tied for second place, then there will be a second ballot with only the tied candidates up for election. The candidate with the highest number of votes on the second ballot will be elected to the two-year term. If there is a subsequent tie vote for the second place, the voting will continue until the tie is broken, with only the tied candidates up for election. This paragraph will automatically be deleted from these Bylaws on December 31, 2020.

Section 19. *The Election Administrator will keep all returned ballots for a period of thirty days after the announcement of the election results. A candidate who wishes to contest the election results may examine the ballots at the Election Administrator's office. Any challenge to the election results will be considered and determined by the USOPA Board. The determination of the USOPA Board will be final. After a period of thirty days, or after the conclusion of any election challenge, whichever is later, the Election Administrator will destroy the returned ballots. The Election Administrator will not disclose how a Regular Member voted but will keep such information confidential.*

Incumbency

Section 20. *The following procedures will apply for an At-Large athlete representative to the USOPC Board of Directors whose first term is expiring, but who is eligible to serve a second term. The USOPC Nominating and Governance Committee will ask the At-Large athlete representative if they want to serve a second term. The USOPC Nominating and Governance Committee will then inform the USOPA President and the USOPA/AAC Joint Nominating Committee of the At-Large athlete representative's response.*

Section 21. *If the At-Large athlete representative to the USOPC Board indicates that they do not want to serve a second term, the vacant USOPC board seat will be filled pursuant to the process set out in Article VI (Election Procedures) of these Bylaws.*

Section 22. *If the At-Large athlete representative to the USOPC Board indicates that they want to serve a second term, the USOPC Nominating and Governance Committee will facilitate an evaluation of the At-Large athlete representative's service on the USOPC Board. The USOPA Board of Directors and AAC Leadership will participate in the evaluation. The USOPC Nominating and Governance Committee will then provide the results of the evaluation to the Joint*

Nominating Committee. The Joint Nominating Committee will then make a recommendation to the USOPA Board of Directors either supporting or not supporting the At-Large athlete representative for a second term. The At-Large athlete representative will be afforded an opportunity to provide information to the USOPA Board regarding their service to the USOPC Board and why they should be retained to fill a second term.

Section 23. The USOPA Board will then vote either to retain or not retain the At-Large athlete representative to the USOPC Board for a second term. The vote will be conducted at a USOPA Board Meeting, conducted in-person, by mail or by electronic communication as determined by the USOPA Executive Committee. The vote will be conducted by the Election Administrator utilizing those procedures set out in Article VI (Election Procedures) of these Bylaws that the Election Administrator determines are applicable in conducting the vote.

Section 24. If a majority of the votes cast are in favor of the At-Large athlete representative serving a second term, then the At-Large athlete representative is elected to fill a second term. If a majority of the votes cast are not in favor of the At-Large athlete representative serving a second term, then the At-Large athlete representative's service on the USOPC Board will conclude at the end of their first term. If the votes cast are equally in favor and not in favor of a second term, then there will be a second vote. If there is a subsequent tie vote, the voting will continue until the tie is broken.

Section 25. If the At-Large athlete representative does not receive a majority of the votes cast, and their service on the USOPC Board is to conclude at the end of their first term, the vacant USOPC board seat will be filled pursuant to the process set out in Article VI (Election Procedures) of these Bylaws.

ARTICLE VII

Amendments

Section 1. The Bylaws may be adopted, amended or repealed by the affirmative vote of a majority of the Directors present at the Annual Meeting, or at a Special Meeting called in accordance with Article I, Sections 2 and 7. As set forth in USOPC Bylaw Sections 3.5.2 and 14.12, adoption, amendment or repeal of any part of these Bylaws require approval of the USOPC Board of Directors in any case (a) where they pertain to the election of At-Large athlete representatives to the USOPC Board of Directors, (b) where they may conflict with the Ted Stevens Olympic and Amateur Sports Act or with the USOPC Bylaws and (c) where they would require increased funding or expenditures by the USOPC. Adoption, amendment or repeal of any other part of these Bylaws do not require approval of the USOPC Board of Directors. Where the USOPC Board of Directors approval is required, the amendments will become effective upon approval by the USOPC Board of Directors. In all other instances, amendments will become effective at the close of the meeting at which the amendments were adopted, except in such cases where it is specified in the resolution approving the amendment that the amendment will take effect during the meeting or at a later time.

ARTICLE VIII

Rules of Procedure

Section 1. Robert's Rules of Order will be the parliamentary authority for all matters of procedure not specifically covered in these Bylaws.

Adopted this 21st day of September 2018.

Amended this 8th day of October 2020.