

UNITED STATES OLYMPIANS AND PARALYMPIANS ASSOCIATION
CONSTITUTION

ARTICLE I

Organization

The United States Olympians and Paralympians Association, or USOPA, is the official association of United States Olympians and United States Paralympians, with members exclusively from the U.S. Olympic and Paralympic delegations. USOPA is a national scope organization, with constituent chapters now existing or hereafter organized.

ARTICLE II

Vision Statement

USOPA exists to foster Olympic and Paralympic values in communities, develop camaraderie among members, and honor those who have shared the unique experience of representing the United States of America in the Olympic or Paralympic Games.

ARTICLE III

Mission Statement

USOPA aims to build a comprehensive national association of Olympians and Paralympians. In furtherance of this goal, USOPA will facilitate the formation of local chapters; help members promote Olympic and Paralympic values in their communities; and encourage members to stay engaged in the Olympic and Paralympic movements.

ARTICLE IV

Limitations

USOPA, it's Officers, Directors, and constituent chapters will cooperate with the United States Olympic Committee in pursuit of its goals and objectives.

ARTICLE V

Membership

Section 1. Members. Membership is limited to individuals as hereinafter designated:

- A. Regular: Everyone who has been an athlete member of the official U.S. delegation at any Olympic or Paralympic Games. Regular membership in USOPA begins and automatically occurs at the completion of each Olympic or Paralympic Games for which the official U.S. delegation was named.
- B. Associate: Everyone who has been a non-athlete member of the official U.S. delegation at any Olympic or Paralympic Games. In addition, athlete members of official delegations at any Olympic or Paralympic Games other than the United States and who are currently residing in the United States may be considered for Associate membership.
- C. Honorary: Persons selected by a majority vote of the Board or by any USOPA Chapter Board of Directors for demonstrating extraordinary commitment and dedication to the USOPA mission and objects.

Section 2 Voting and Participation. Regular members have the privilege of voting and are eligible to be Directors or Officers of USOPA. In order to be eligible to vote on business properly presented to the membership at an Annual Meeting, a Regular member must be present at the Meeting. In order to be eligible to vote on business properly presented to the membership by mail or electronic communications, a Regular member must provide USOPA with a current and valid mailing or email address at least 30 days prior to the vote. Associate and Honorary members are not eligible to vote, eligible to be Chapter Presidents, or eligible to be USOPA Directors or Officers. Members of all categories are eligible to participate fully on duly designated USOPA committees and task groups, including the holding of committee office.

ARTICLE VI

Governance

Section 1 Board of Directors.

Section 1.1 Composition. USOPA's Board of Directors (the Board) is comprised of Chapter Presidents representing each of the constituent USOPA Chapters, the USOPA Officers, and all USOPA past Presidents desiring to continue serving (each a Director). Additionally, serving as ex officio members of the Board, with voice but without vote, are (i) the two At-Large athlete USOPC Board Representatives, (ii) the USOPA member of the USOPC Athlete and NGB Services Committee, (iii) the USOPA member of the NGB Oversight & Compliance Committee and (iv) a Regular member who is currently serving on the World Olympians Association (WOA) Executive Committee, for the length of their term serving on the WOA Executive Committee.

Section 1.2 Powers. The Board has the powers set out in Article IV, Section 3 of the USOPA Bylaws.

Section 1.3. Terms of Service. A Chapter President's terms of service, and thus their Board membership, will continue for four years after their installation irrespective of the time previously served as Board members. There will be no limit on the number of terms that a Chapter President may serve. An Officer's terms of service, and thus their Board membership, is as set forth in Article VI, Section 2.3 of the USOPA Constitution. There are no term limits for Past Presidents desiring to continue serving.

Section 1.4. Voting. Each member of the Board has the right to vote on all matters properly before the Board, including all business upon which the Board is required to act. Each Board member has one vote, except that Past Presidents as a group have one vote collectively. Further, in the event a Chapter President is also elected as an Officer, such individual will only have one vote on each issue despite the dual roles they are serving. As stated in Article VI, Section 1.1 of the USOPA Constitution, the following ex officio members, (i) the two At-Large athlete USOPC Board Representatives, (ii) the USOPA member of the USOPC Athlete and NGB Services Committee, (iii) the USOPA member of the NGB Oversight and Compliance Committee and (iv) a Regular member who is currently serving on the WOA Executive Committee have no vote.

Section 2 Officers.

Section 2.1 Composition. USOPA's Officers consist of a President and seven Vice Presidents, provided, however, that at all times there will be at least one Officer who is an Olympian and at least one officer who is a Paralympian. All Regular members in good standing from anywhere in the United States, including Chapter Presidents, are eligible for election as an Officer. The election of the Officers will be conducted by vote of those Regular members eligible to vote as provided in Article V, Sections 2.1 and 2.3 of the USOPA Constitution. Such members will be eligible to cast their vote for the Officers either via mail or electronic communication, provided, however, that Olympians may only vote for Olympians who are running for Officer positions and Paralympians may only vote for Paralympians who are running for Officer positions. The candidates receiving the top number of votes are designated as the Officers, provided, however, that:

- A. In connection with the election of the President only, if no single candidate receives more than 25% of the total election vote by constituency (ie no more than 25% of the votes from Olympians for an Olympian candidate, or no more than 25% of the votes from Paralympians for a Paralympian candidate, then a runoff election will occur between the two Presidential candidates receiving the highest number of votes. In such runoff election, all Regular members (Olympian and Paralympian) may vote for any candidate in such runoff. Such runoff election will occur prior to the announcement of the outcome of the elections in general to ensure that the provisions of section B below are properly adhered to.

B. *In the event that the foregoing process would result in no Paralympic Officers, or no Olympic Officers, at any time, the individual receiving the lowest total of votes from among one group within the constituency (Olympians or Paralympians) that would have caused such individual to be a Vice President, will be replaced in the final Vice President position by the individual from the other constituency (Olympians or Paralympians) receiving the highest number of votes from among that group. By way of example only, in the event the President and the candidates for Vice President receiving the top seven votes by number are all Olympians, with the Paralympic Vice Presidential candidate who received the highest number of votes having received less than the seven Olympian Vice Presidential candidates, the Paralympian Vice Presidential candidate receiving the highest number of votes will nonetheless be named the seventh Officer and the Olympian Vice Presidential candidate receiving the seventh highest number of votes in the Vice Presidential election will not be awarded an Officer position. At the Annual Meeting, the President will appoint a Secretary and a Treasurer, subject to confirmation by a majority vote of the Executive Committee. The President may also select one or more Regular members to fill additional positions (Special Officers) including but not limited to a Historian and a Parliamentarian. For the avoidance of doubt, the Secretary, Treasurer and Special Officers may be but need not be members of the Executive Committee, and service as a Secretary, Treasurer, or Special Officer does not in itself confer membership on the Executive Committee or the Board. Nothing in this Section 2.1 will preclude a person from filling more than one office.*

Section 2.2 Duties and Powers. *The Officers have the duties and powers set out in Article V of the USOPA Bylaws.*

The Officers will also serve as the Leadership Team of USOPA, with the President serving as its chair, so as to comply with Section 14.11 of the USOPC Bylaws.

Section 2.3 Terms of Service and Staggering. *Officers are subject to an overall term limit of three four-year terms, two of which can be served as President. Thus, a President can serve two terms as President and one term as a Vice President, or one term as President and two terms as a Vice President. The Secretary will keep a record of when an Officer's term will expire and the number of terms each Officer has served.*

The terms of Officers will be staggered, as required by Section 14.11 of the USOPC Bylaws. In order to accomplish staggering, in the 2024 election, four Officer positions will be selected for an initial term of two years to expire at the end of 2026 and four Officer positions will be selected for an initial term of four years to expire at the end of 2028. Of the eight candidates elected to Officer positions, the four candidates receiving the most votes will be seated for the four-year term and the four candidates receiving the lowest votes will be seated for the two-year term. Thereafter,

the terms of Officers are four years, with one-half of the Officer positions being filled every two years.

Officers will be considered to have served a full term under the term limit requirements if they were elected as an Officer for two (2) years or more. Each Officer, including an Officer elected to fill a vacancy, will hold office until the expiration of the term for which they were elected and until the election of a successor, or until that Officer's earlier resignation.

Section 2.4 Voting. Each Officer, as a member of the Leadership Team, has the right to vote on all matters that come before the Leadership Team. Each Officer has one vote.

Section 3. Executive Committee.

Section 3.1 Composition. Management of USOPA is vested in the Executive Committee. The Executive Committee is comprised of (i) all USOPA Officers and (ii) all USOPA Past Presidents desiring to continue serving. Additionally, serving as ex officio members of the Executive Committee, with voice but without vote, are (i) the two At-Large athlete USOPC Board Representatives, (ii) the USOPA member of the USOPC Athlete and NGB Services Committee, (iii) the USOPA member of the NGB Oversight & Compliance Committee and (iv) a Regular member who is currently serving on the World Olympians Association (WOA) Executive Committee, for the length of their term serving on the WOA Executive Committee.

Section 3.2 Powers. The Executive Committee has the powers set out In Article IV, Section 2 of the USOPA Bylaws.

Section 3.3 Terms of Service. The terms of service for Executive Committee members who are Officers will coincide with their service as an Officer. There are no term limits for Past Presidents desiring to continue serving.

Section 3.4 Voting. Each member of the Executive Committee has the right to vote on all matters properly before the Executive Committee, including all business upon which the Executive Committee is required to act. Each Executive Committee member has one vote, except that Past Presidents as a group have one vote collectively. As stated in Article VI, Section 3.1 of the USOPA Constitution, the following ex officio members, (i) the two At-Large athlete USOPC Board Representatives, (ii) the USOPA member of the USOPC Athlete and NGB Services Committee, (iii) the USOPA member of the NGB Oversight & Compliance Committee and (iv) a Regular member who is currently serving on the WOA Executive Committee have no vote.

ARTICLE VII

Chapter Governance

Section 1. Chapter Governance. Constituent chapters may organize and administer their affairs according to self-determined Articles of Association that are consistent with the USOPA's Constitution and Bylaws. If any Chapter does not administer its affairs according to its own

Articles of Association and consistent with USOPA's Constitution and Bylaws, as determined by the President, then the President will notify both the Chapter President of the offending Chapter and the USOPA's Officers. The Chapter then has 90 days to comply with its Articles of Association and USOPA's Constitution and Bylaws. If the offending Chapter does not do so, the President may de-certify the Chapter and thereby remove the Chapter President from the Board.

Section 2 Chapter Presidents. Each USOPA Chapter is represented on the Board by a Chapter President. All Chapter Presidents will be determined by an election or appointment process of USOPA members residing within the area governed by the Chapter being represented by the Chapter President. All Regular members in good standing residing within a particular Chapter's geographic area are eligible for nomination as a Chapter President for that Chapter.

Section 3. Individual Membership. The provisions of each constituent Chapter govern membership of an individual in such Chapter.

ARTICLE VIII

Amendments

Section 1. Voting. The Constitution may be amended only by the affirmative vote of a majority of the Regular members present and voting at the Annual Meeting.

Section 2. Procedure. No proposition to amend the Constitution will be acted upon at any Annual Meeting unless it has been presented in writing to the Secretary at least forty-five days prior to the date of the meeting. The writing will set out clearly the purpose of the proposed amendment. Upon receipt thereof, the Secretary will send a copy of the proposed amendment, and notice of the time and place of the meeting at which the amendment is to be treated, to every Chapter President and Officer at least twenty days prior to the date of the meeting.

Amended this 8th day of October 2020.