

UNITED STATES OLYMPIANS AND PARALYMPIANS ASSOCIATION
CONSTITUTION

ARTICLE I

Organization

This organization (the Organization) is the official association of United States Olympians and United States Paralympians, with members exclusively from the U.S. Olympic and Paralympic delegations. The Organization shall be national in scope, with constituent chapters now existing or hereafter organized, and shall be known as the United States Olympians and Paralympians Association, or USOPA.

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, the Organization shall 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 shall cooperate with the United States Olympic Committee in pursuit of its goals and objectives.

ARTICLE V

Membership

Section 1. *Membership shall be 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 the USOPA shall begin and automatically occur 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. *Regular members shall have the privilege of voting and shall be eligible to be Directors or Officers of the Organization. Associate and Honorary members may not vote or be eligible to be Chapter Presidents, Directors or Officers of the Organization. Members of all categories shall be eligible to participate fully on duly designated committees and task groups of the Organization, including the holding of committee office.*

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

ARTICLE VI

Governance

Section 1. *Board of Directors.*

Section 1.1 Composition. *The USOPA Board of Directors (the Board) shall be comprised of Chapter Presidents representing each of the constituent Chapters of the Organization, the Officers of the Organization, all past Presidents of the Organization desiring to continue serving (each a Past President), the USOC Board Representative (as defined in Article VI, Section 2.1 below) and, if applicable, the WOA Representative (as defined in Article VI, Section 2.1 below) (each a Director).*

Section 1.2 Chapter Presidents. *Each Chapter of the Organization shall be represented on the Board by a Chapter President. All Chapter Presidents shall 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 shall be eligible for nomination as a Chapter President for that Chapter.

Section 1.3 Officers. The Officers of the Organization shall consist of a President and seven Vice Presidents, provided, however, that at all times there shall 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 of the Organization shall be conducted on a quadrennial basis by vote of the full Regular membership of the Organization. All Regular members will be eligible to cast their vote for the Officers either in person or via absentee ballot, 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 shall be 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 shall 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 must 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, shall 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 shall nonetheless be named the seventh Officer and the Olympian Vice Presidential candidate receiving the seventh highest number of votes in the Vice Presidential election shall not be awarded an Officer position.

C. At the Annual Meeting, the President shall select from among the ranks of the Executive Committee (those currently elected Vice President or President and any past President) 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, Special Officers may be but need not be members of the Executive Committee, and service as a Special Officer does not in itself confer membership on the Executive Committee or the Board. Nothing in this Section 1.3 shall preclude a person from filling more than one office.

Section 1.4. Terms of Service. Chapter President's terms of service, and thus their Board membership, shall continue for four years after their installation irrespective of the time previously served as Board members. There shall be no limit on the number of terms that a Chapter President may serve. Officers' terms of service, and thus their Board membership, shall continue for four years after their installation irrespective of the time previously served as Board members. There shall be no limit on the number of terms that an Officer may serve with the exception that the President may not serve more than two consecutive full terms as President.

Section 1.5. Voting. Each member of the Board (including Chapter Presidents, Officers, and Past Presidents, but excluding the ex-officio non-voting USOC Board and WOA Representatives (as defined in Article VI, Section 2.1 below)), shall have the right to vote on all matters properly before the Board, including all business upon which the Board is required to act; and shall further have the right to vote with respect to any amendments to the Constitution, provided however, that in the event a Chapter President is also elected as an Officer, such individual shall only have one vote on each issue despite the dual roles he/she is serving. All Regular members present at the Annual Meeting may vote on any business properly presented to the membership.

Section 2. Executive Committee

Section 2.1 Composition. Management of the Organization shall be vested in the Executive Committee. The Executive Committee shall be comprised of all Officers of the Organization and all Past Presidents. In addition, a representative of the USOC Board of Directors who is also a Regular member of the Organization (the USOC Board Representative) shall be invited to participate in all USOPA Board and Executive Committee meetings and calls, provided, however, that this representative seat a) shall have no vote and b) may be filled on a rotating basis as determined by the Regular members on the USOC Board of Directors. Further, if a Regular member is currently serving on the World Olympians Association (WOA) Executive Committee, then such person shall be designated the WOA Representative and shall

be a non-voting member of the Organization Executive Committee for the length of his or her term serving on the WOA Executive Committee.

Section 2.2 Terms of Service. Executive Committee members' terms of service shall continue for four years after their installation as Officers, irrespective of the time previously served as Board or Executive Board members. There shall be no limit on the number of terms that an Officer may serve on the Executive Committee with the exception that the President may not serve more than two consecutive full terms. Executive Committee members filling vacancies on the Executive Committee shall serve until the next elections of Officers and Chapter Presidents.

Section 2.3 Voting. Each member of the Executive Committee (excluding the ex-officio non-voting USOC Board and WOA Representatives), shall have the right to vote on all matters properly before the Executive Committee, including all business upon which the Executive Committee is required to act; and shall further have the right to vote with respect to any amendments to the Constitution, provided however, that in the event a Chapter President is also elected as an Officer, such individual shall only have one vote on each issue despite the dual roles he/she is serving

Section 3. Chapter Governance. Constituent chapters may organize and administer their affairs according to self-determined Articles of Association that are consistent with the Constitution and Bylaws of the Organization. If any Chapter does not administer its affairs according to its own Articles of Association and consistent with the Constitution and Bylaws of the Organization, as determined by the President, then the President shall notify both the Chapter President of the offending Chapter and the Officers of the Organization. The Chapter shall then have 90 days to comply with its Articles of Association and the Constitution and Bylaws of the Organization. If the offending Chapter does not do so, the President may de-certify the Chapter and thereby remove the Chapter President from the Board.

ARTICLE VII

Amendments

Section 1. 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. No proposition to amend the Constitution shall be acted upon at any Annual Meeting unless it shall have been presented in writing to the Secretary at least forty-five days prior to the date of the meeting. It shall set out clearly the purpose of the proposed amendment. Upon receipt thereof, the Secretary shall mail 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 21st day of September 2018.