



PUBLIC NOTICE
July 5, 2019

PROPOSED AMENDMENTS
TO BYLAWS OF THE UNITED STATES OLYMPIC & PARALYMPIC COMMITTEE

In accordance with Section 23.2 of the USOPC Bylaws and Section 220505 of the Ted Stevens Olympic and Amateur Sports Act, this is a public notice of proposed amendments to the USOPC Bylaws, which are planned for consideration by the USOPC Board of Directors at its September 13, 2019 meeting in Colorado Springs, Colorado.

The proposed amendments would alter the Bylaws with updates to the name of the organization throughout, and to the Athlete and NGB Engagement and Audit Committees as set out in Section 5. A copy of the Bylaws, marked to show these proposed amendments, is attached to this notice.

If you would like to comment on these proposed amendments you may do so by submitting them by email or post for receipt on or before September 10, 2019. All comments so received will be provided to the Board prior to its vote regarding these amendments.

The address for submission is:

Email: generalcounseloffice@usopc.org

Post: Chief Executive Officer
United States Olympic & Paralympic Committee
One Olympic Plaza
Colorado Springs, CO 80909

If you would like additional information concerning the proposed amendments, please contact USOPC General Counsel Christopher McCleary at 719-866-4117.

BYLAWS OF THE UNITED STATES OLYMPIC & PARALYMPIC COMMITTEE

Effective as of March 7, 2019

SECTION 1

NAME, OFFICES, AND DEFINITIONS

Section 1.1 The Corporation. The name of this organization, incorporated by an Act of Congress on September 21, 1950, as amended August 10, 1964, November 8, 1978, July 8, 1980 and October 21, 1998 (36 USC §§ 220501-220529) (the “Act”), shall be the United States Olympic and Paralympic Committee (the “corporation”), and the corporation shall be exempt from taxation within the meaning of Section 501(c)(3) of the Internal Revenue Code. To the extent that the Act refers to the corporation’s “constitution and bylaws,” such reference shall be deemed to refer to this document (the “Bylaws”). By resolution passed at its meeting of June 20, 2019, the Board of Directors authorized the corporation to change its name from “United States Olympic Committee” to “United States Olympic & Paralympic Committee.” As the corporation performs the several formal steps required to complete and confirm this change, all references to either of these names and to “USOC” and “USOPC” are intended to be functionally interchangeable and refer equally to the corporation and its rights and obligations.

Section 1.2 Business Offices. The principal office of the corporation is located at One Olympic Plaza, Colorado Springs, Colorado 80909. The registered office of the corporation may be, but need not be, the same as the principal office, and the address of the registered office may be changed from time to time by the Board.

Section 1.3 Definitions. As used in these Bylaws the term:

- a) “AAA” means American Arbitration Association;
- b) “AAC” means the corporation’s Athletes’ Advisory Council;
- c) "amateur athlete" means any athlete who meets the eligibility standards established by the National Governing Body or Paralympic Sports Organization for the sport in which the athlete competes;
- d) "amateur athletic competition" means a contest, game, meet, match, tournament, regatta, or other event in which amateur athletes compete;
- e) "amateur sports organization" means a not for profit corporation, club, federation, union, association, or other group organized in the United States that sponsors or arranges any amateur athletic competition;
- f) “ANOC” means the Association of National Olympic Committees;
- g) “Board” means the corporation’s board of directors;
- h) “CEO” means the corporation’s chief executive officer;
- i) “Chair” means the chairman of the corporation’s Board of Directors;
- j) “Code” means the Code of Conduct as defined in Section 12 of these Bylaws;
- k) "corporation" means the United States Olympic & Paralympic Committee;
- l) “IF” means the international federation for a particular sport;
- m) "international amateur athletic competition" means any amateur athletic competition between any athlete or athletes representing the United States, either individually or as a part of a team, and any athlete or athletes

- representing any foreign country¹;
- n) "IOC" means the International Olympic Committee;
 - o) "IPC" means the International Paralympic Committee;
 - p) "members" means those organizations accepted into the membership of the corporation as provided for in Section 8 of these Bylaws;
 - q) "NGB" means a National Governing Body that is an amateur sports organization recognized by the corporation in accordance with Section 8 of these Bylaws;
 - r) "NGB Council" means the corporation's National Governing Bodies Council;
 - s) "OCOG" means an Organizing Committee for the Olympic Games or the Olympic Winter Games, as applicable;
 - t) "Olympic Games" means either the summer Olympic Games or the Olympic Winter Games as applicable unless specified otherwise;
 - u) "PASO" means the Pan American Sport Organization, a confederation of national Olympic committees from the Americas;
 - v) "PSO" means a Paralympic Sport Organization that is an amateur sports organization recognized by the corporation in accordance with Section 8 of these Bylaws;
 - w) "protected competition" means:
 - 1) any amateur athletic competition between any athlete or athletes officially designated by the appropriate NGB or PSO as representing the United States, either individually or as part of a team, and any athlete or athletes representing any foreign country where (i) the terms of such competition require that the entrants be teams or individuals representing their respective nations and (ii) the athlete or group of athletes representing the United States are organized and sponsored by the appropriate NGB or PSO in accordance with a defined selection or tryout procedure that is open to all and publicly announced in advance, except for domestic amateur athletic competition, which, by its terms, requires that entrants be expressly restricted to members of a specific class of amateur athletes such as those referred to in Section 220526(a) of the Act; and
 - 2) any domestic amateur athletic competition or event organized and conducted by an NGB or PSO in its selection procedure and publicly announced in advance as a competition or event directly qualifying each successful competitor as an athlete representing the United States in a protected competition as defined in 1) above.
 - x) "sanction" means a certificate of approval issued by an NGB or PSO in accordance with Section 220525 of the Act;

¹ This term is not intended to be limited to athletes or teams known as "national" teams of the United States. In the context of this definition, it is intended that any United States amateur sports organization that wishes to conduct or sponsor amateur athletic competition between United States amateur athletes, or teams of United States amateur athletes representing such organization and athletes or teams of amateur athletes representing a foreign country or institution, must obtain a sanction from the appropriate NGB or PSO. Correlatively, an NGB or PSO must sanction such international amateur athletic competition upon satisfaction by the applicant organization of the objective and nondiscriminatory sanction criteria set forth in Section 220525 of the Act. This definition is not intended to change the prevailing practices that vary from sport to sport with respect to sanctioning of regular "border" scholastic or collegiate competition between American and Canadian or Mexican educational institutions, nor is any provision in these Bylaws intended to authorize an NGB or PSO to designate or select (as distinct merely from certifying on request the eligibility or amateur status of) United States amateur athletes or a team of United States amateur athletes to participate in an international competition other than one involving a United States national team.

- y) "quadrennium" means the four year (4-year) period that begins on the first day of January after the summer Olympic Games and extends until the last day of December following the next summer Olympic Games; and
- z) "US Olympians" means an organization or association of U.S. Olympians and such other individuals as the organization or association may determine, that is recognized by the corporation as representing such group.

Section 1.4 Jurisdiction. The corporation shall enforce and comply with all rules and regulations of the IOC, including the Olympic Charter, IPC and PASO. In addition, the corporation shall abide by the World Anti-Doping Code. Pursuant to the authority granted by the IOC, IPC and PASO, the corporation shall have exclusive jurisdiction to enter competitors who will represent the United States in the Olympic Games, the Paralympic Games, the Pan American Games, the ParaPan American Games and the Youth Olympic Games and to enforce in connection therewith the definition of an eligible athlete adopted by the IOC, IPC and PASO. The corporation shall be and remain autonomous from political influence in accordance with the Olympic Charter.

SECTION 2

THE MISSION

Section 2.1 Mission Statement. The mission of the corporation shall be: To support U. S. Olympic and Paralympic athletes in achieving sustained competitive excellence while demonstrating the values of the Olympic Movement, thereby inspiring all Americans.

Section 2.2 Review of Mission Statement. The Board shall review and assess the mission of the corporation on an ongoing basis, and in all events at least at the last regularly scheduled Board meeting at the end of the first year of each quadrennium, to ensure that it serves as an appropriate guide for strategic planning and decision making.

Section 2.3 Purposes. The purposes of the corporation are set forth in Section 220503 of the Act and shall be reviewed and prioritized by the Board on an ongoing basis as part of an annual strategic planning process.

SECTION 3

THE BOARD

Section 3.1 General Powers. The business and affairs of the corporation shall be overseen by the Board, except as otherwise provided in the Act or these Bylaws. The Board shall have ultimate authority over the business, policies, affairs, and activities of the corporation, including, but not limited to, the authority:

- a) to elect members of the Board, following receipt of the recommendations of the Nominating and Governance Committee and to elect the Chair;
- b) to remove the Chair or any other member of the Board or any Committee for cause or not for cause;
- c) to elect one member of the Board to act as, and be referred to internationally as, the President of the U.S. Paralympics;
- d) to hire, fire, evaluate and set the compensation for the CEO;
- e) to enact, amend, or repeal provisions of these Bylaws;
- f) to admit new members, to reclassify and to terminate the membership of members, as provided by these Bylaws;
- g) to receive and review the reports of the CEO and committees and task forces;
- h) to approve the selection of independent auditors;
- i) to maintain a culture of ethical behavior and compliance throughout the corporation;
- j) to achieve as much transparency in the operations of the corporation as is reasonably achievable and to keep the attendees at the Olympic and Paralympic Assembly and the stakeholders in the Olympic and Paralympic movements in the United States informed about the business and operations of the corporation; and
- k) to take such other action as is customary for a board of directors of a corporation.

Further, the Board shall:

- a) set the strategic plan, budget and corporate performance measures;
- b) create policy direction for the CEO and staff on significant issues facing the corporation;
- c) monitor the financial reporting process and the legal and regulatory compliance program;
- d) set policy on capital structure, financial strategies, borrowing commitments and long range financial planning;
- e) monitor the corporation's assets to ensure that they are being properly protected;
- f) ensure that the Board is properly structured and is capable of acting in case of an unforeseen corporate crisis; and
- g) conduct an annual review of the corporation's performance and effectiveness and determine future actions required to achieve the corporation's mission.

The Board may seek assistance in these tasks from the committees it appoints, but the Board shall remain ultimately responsible for ensuring these tasks are carried out appropriately.

Section 3.2 Composition and Voting. The composition of the Board shall be as follows:

- a) six independent members (“independent directors”) elected by the Board from among individuals recommended by the Nominating and Governance Committee pursuant to the process set out in Sections 3.5 and 5.6 of these Bylaws;
- b) three members elected by the Board from among individuals recommended by the Nominating and Governance Committee from slates of candidates nominated by the NGB Council pursuant to the process set out in Sections 3.5 and 5.6 of these Bylaws;
- c) three members elected by the Board from among individuals recommended by the Nominating and Governance Committee from slates of candidates nominated by the AAC pursuant to the process set out in Sections 3.5 and 5.6 of these Bylaws;
- d) the United States members of the IOC, who assume their positions as directors on the corporation’s Board by virtue of, and for the same term as, their IOC membership; and
- e) the CEO of the corporation, as an ex officio member.

In electing directors and advising the Nominating and Governance Committee regarding criteria sought in new Board members, the Board shall ensure that there is (1) at least one director on the Board who has leadership experience within, or other substantial experience with, Paralympic sport in the United States, and (2) at least two directors on the Board who competed in the Olympic Games at some time during their lives. In the event that vacancies occur in Board positions such that the Board does not contain appropriate representation as referenced in the foregoing sentence, then the Board shall direct the Nominating and Governance Committee to use its best efforts to recruit Board members to replace such vacancies or vacated positions within six (6) months.

The IOC members for the United States shall each have one vote, and the other directors except the CEO shall each have a vote equal to the number of United States members of the IOC who are at that time serving on the corporation’s Board. The CEO shall not be entitled to vote.

The IOC members for the United States and all the other members of the Board shall be entitled to participate in discussions and (except the CEO) vote on all issues presented to the Board as to which they do not have a conflict of interest. All Board members shall disclose any actual or potential conflict of interest prior to participating in a discussion or vote on any matter pertaining to such conflict.

The Board shall hold at least one executive session, during the last regularly scheduled Board meeting each year, at which the CEO, notwithstanding his status as a member of the Board, shall not be present, specifically for the purpose of discussing the CEO’s performance.

Section 3.3 AAC and NGB Council Nominated Directors. All AAC and NGB Council nominated directors shall be reviewed by the Nominating and Governance Committee in accordance with the process set out in Section 5.6 of these Bylaws and elected to the Board in accordance with Section 3.5 of these Bylaws. The members of the Board elected from among individuals nominated by the AAC and the NGB Council, along with the United States members of the IOC, shall represent the Olympic sports in the United States and the NGBs for those sports, and shall collectively constitute a majority of the membership and voting power of the Board.

Section 3.4 Independence. A director will not be considered an “independent director” for purposes of Section 3.2 of these Bylaws if, at any time during the two years preceding commencement of or during his or her term or position as a director:

- a) the director was employed by or held any paid position or any volunteer governance position with the corporation, a corporation-member sports governing body, the IOC, the IPC, an OCOG, PASO or ANOC;
- b) an immediate family member of the director was employed by or held any paid position or any volunteer governance position with the corporation, a corporation-member sports governing body, the IOC, the IPC, an OCOG, PASO or ANOC;
- c) the director was affiliated with or employed by the corporation’s outside auditor or outside counsel;
- d) an immediate family member of the director was affiliated with or employed by the corporation’s outside auditor or outside counsel as a partner, principal or manager; or
- e) the director held a paid position or any volunteer governance or leadership position with, the AAC, NGB Council, or the Multisport Organizations Council.

For the sake of clarity, and notwithstanding anything to the contrary contained herein, active involvement by an individual or an individual’s immediate family member with, including, without limitation, as a member of the Board of Directors or officer of, the U.S. Olympic and Paralympic Foundation, shall not, in and of itself, undermine an individual’s independence for purposes hereof.

A director will not be considered independent if at any time during the two years preceding commencement of or during his or her term or position as a director the director receives any compensation from the corporation, directly or indirectly. For purposes of this rule, compensation does not include reimbursement of out of pocket expenses incurred for the benefit of the corporation or receipt of any benefits, subsidies or payments generally available to athletes or elite athletes to support their training.

A director will not be considered independent if at any time during the two years preceding commencement of or during his or her term or position as a director the director is an officer, member of senior management, controlling shareholder, or partner of a corporation or partnership or other business entity that has a material business relationship with the corporation and the director was/is directly involved in or oversees/oversaw the business relationship.

A director will not be considered independent if at any time during the two years preceding commencement of or during his or her term or position as a director the director or the director's spouse is an officer, employee, director, or trustee of a nonprofit organization to which the corporation or the U.S. Olympic Endowment makes payments in any year in excess of 5 percent of the organization's consolidated gross annual revenues, or \$100,000, whichever is less. The Ethics Committee also will administer standards concerning any charitable contributions to organizations otherwise associated with a director or any spouse or other family member of the director. The corporation shall be guided by the interests of the corporation and its stakeholders in determining whether and the extent to which it makes charitable contributions.

The definitions of independence set out in this Section 3.4 for "independent directors" shall also be used to determine whether an individual is independent for other purposes, as set forth in these Bylaws. For example, when a member of the Ethics Committee or the Nominating and Governance Committee is required to be independent, these definitions of independence shall be applied.

When the guidelines in this Section 3.4 do not address a particular relationship, the determination of whether the relationship is material, and whether a director is independent, will be made by the Nominating and Governance Committee if it concerns a person nominated or under consideration for selection to be a member of the Board or to be a member of the Ethics Committee or the Nominating and Governance Committee. If the issue concerns an individual who is already serving as a member of the Board, the Ethics Committee, or the Nominating and Governance Committee, the determination shall be made by members of the Board who occupy the independent director seats on the Board (with the Board member whose independence is at issue not voting if the issue concerns a current member of the Board), after receiving the recommendation of the Nominating and Governance Committee.

The Nominating and Governance Committee may determine that, in its judgment, a director who does not meet these guidelines strictly nonetheless, under all the facts and circumstances, does not have a relationship with the corporation or any organization, entity, or individual associated with the corporation that would interfere with the perception or reality of the director's independent judgment, and that such a person may nevertheless be independent or an independent director under these Bylaws.

The Nominating and Governance Committee shall review at least annually the independence of "independent directors" and others who are required by these Bylaws to be independent.

Section 3.5 Selection to the Board. When a Board seat is going to become available due to a current director's term ending, or becomes available due to the resignation or removal of a director, the Board shall have the right, but not the obligation, to provide the Nominating and Governance Committee with a written description of the qualifications, skills and experiences the Board feels would be beneficial to the corporation in its next Board member. The Nominating and Governance Committee shall then solicit, review and, if appropriate, interview candidates for such Board seat and shall recommend one candidate for the Board to consider in

filling each available Board seat in accordance with the process set out in Section 5.6 of these Bylaws. Candidates proposed by the Nominating and Governance Committee for consideration by the Board shall be accompanied by a written description setting forth the Nominating and Governance Committee's views regarding the qualifications, skills and experiences making each candidate a good selection for the Board. The Board shall then, at a duly noticed meeting, vote upon each candidate so recommended by the Nominating and Governance Committee. Election of new members to the Board shall be by majority vote. The Board shall accompany such vote with feedback on each candidate, either confirming the views of the Nominating and Governance Committee or specifying any differing views of the Board. In the event the Board elects a candidate or candidates recommended by the Nominating and Governance Committee, the views of the Board and the Nominating and Governance Committee regarding the qualifications, skills and experiences that led the Board to elect such candidate(s) shall promptly be made public. In the event the Board does not elect a candidate recommended by the Nominating and Governance Committee, as soon as possible thereafter, the Nominating and Governance Committee shall provide the Board with an alternative candidate, again accompanied by a written description setting forth the Nominating and Governance Committee's views regarding the qualifications, skills and experiences of the new candidate. This process shall continue until the Board elects a candidate recommended by the Nominating and Governance Committee and the open Board seat is filled.

Section 3.6 Term for Directors.

Section 3.6.1 General. The term limit for a member of the Board shall not exceed eight consecutive years, consisting of an initial period of four (4) years and a subsequent period of four (4) years that is subject to a vote of retention by the Board as provided in Section 3.23 of these Bylaws, except that:

- a) the term for the CEO shall continue for so long as the CEO continues in that capacity and shall terminate immediately upon termination of the CEO's employment as CEO (for any reason, whether voluntary or involuntary);
- b) the term for the United States members of the IOC shall continue for so long as such persons continue in their capacity as United States members of the IOC and shall terminate immediately upon termination of such IOC membership (for any reason, whether voluntary or involuntary);
- c) the term for the Chair shall be as provided in Section 3.9.2 of these Bylaws;
and

when a director is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, (i) if the remaining term is for less than two (2) years, then the director's service during such shortened term shall not count towards the eight-year limitation described above; and (ii) if the remaining term is for between two (2) and four (4) years, then the director's service during such shortened term shall count as four-years towards the eight-year limitation described above.

Section 3.6.2 Terms of Office to be Staggered. The terms of office of members of the Board (other than the CEO and the United States members of the IOC) shall be staggered, such that one-quarter of the Board (or as near to one-quarter as practicable, and without counting the

CEO and the United States members of the IOC) shall be elected by the Board pursuant to Section 3.5 of these Bylaws every other year as contemplated in Section 3.6.3 of these Bylaws. In order to accomplish this staggering, the Board has been divided into four classes (which do not include the CEO or the United States members of the IOC). The Secretary shall maintain a list of Board members and their terms of office.

Section 3.6.3 Term Completions. The Board members' staggered terms shall end on December 31 of every even-numbered year (2012, 2014, etc.) and new Board members' terms of office shall begin on January 1 of every odd-numbered year (2011, 2013, 2015, etc.); provided, however, that each director shall hold office until such director's successor shall have been elected and qualified, or until such director's earlier death, disability, resignation, disqualification, incapacity or removal.

Section 3.7 Qualifications. Directors must be at least eighteen years old and have the legal right to work in the United States without sponsorship, and should have the highest personal values, judgment, and integrity, as well as a commitment to Olympic and Paralympic ideals.

An individual is ineligible for a leadership role if s/he has:

- a) A felony conviction involving harm to a member of a vulnerable population such as children, elderly or individuals with a disability;
- b) A felony conviction for sexual abuse or assault of any kind;
- c) A felony conviction for a hate crime;
- d) Served a period of ineligibility for an Anti-Doping Rule Violation (ADRV) as determined by the World Anti-Doping Code; or
- e) Served a period of ineligibility for a SafeSport Code violation as defined by the U.S. Center for SafeSport or a National Governing Body

Any other felony conviction must be disclosed in advance of consideration for service as a Director and may be considered in evaluations. Any misdemeanor, suspension, or ineligibility from a sport or sport organization for rules violations or otherwise must also be disclosed for similar consideration. Leaders have an ongoing duty to disclose. If a potential or existing leader is under investigation for, or has been formally accused of, any of the above infractions, that individual may be asked to suspend his/her candidacy or leadership role until the investigation or accusation has been adjudicated.

The USOPC Ethics Committee or their designee shall receive disclosures and resolving questions and disputes in eligibility and the application of these qualifications for service.

Section 3.8 Resignations/Vacancies/Removal. A director's position on the Board may be declared vacant upon the resignation, removal, incapacity, disability, disqualification or death of a director. Any director may resign at any time by giving written notice to the Secretary of the corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors shall be removed by the Board if they fail to attend in person more than one half of the

regular meetings of the Board during any twelve-month period, unless they are able to demonstrate to the other members of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent director can be removed by a vote of the majority of the voting power of the directors then in office (not including the voting power of the absent director, who shall not be eligible to vote on such matters). Directors may also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Board member to be heard by the Board, upon the affirmative vote of at least two-thirds of the voting power of the directors then in office (excluding the voting power of the director in question). Directors may also be removed not for cause at any duly noticed meeting of the Board upon the affirmative vote of at least three-fourths of the voting power of the directors then in office (excluding the voting power of the director in question). Any vacancy occurring in the Board shall be filled as set forth for the election of that member of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office. No director shall be subject to removal based upon how they vote as a director, unless such voting is determined to be part of a violation of the Code of Conduct.

Section 3.9 The Chair.

Section 3.9.1 Duties. The Chair shall:

- a) preside at all meetings of the directors;
- b) have primary responsibility for ensuring that the Board carries out its responsibilities under these Bylaws and applicable laws;
- c) appoint, with approval of the Board, Board members to Board committees as appropriate;
- d) work with the CEO on a cooperative basis as necessary to manage key international relationships (including, without limitation, by executing cooperation and other international agreements on behalf of the corporation as appropriate), with the allocation of international responsibilities between the CEO and the Chair to be determined by the Board in the event of a conflict between the two;
- e) be referred to internationally as the President of the U.S. Olympic & Paralympic Committee; and
- f) have and may exercise such powers and perform such other duties as may be specified in these Bylaws and/or assigned from time to time by the Board.

Section 3.9.2 Term. The Chair shall be elected for a four (4) year term from among then seated Board members in good standing at the last duly noticed Board meeting of the year in every year in which the summer Olympic Games are held. Election of the Chair shall be by majority vote of the voting power of the directors then in office. There shall be no limit on the number of consecutive four (4) year terms a director may be elected Chair. The Chair shall hold office until the Chair's successor shall have been duly elected and shall have qualified, or until the Chair's earlier death, resignation, disability, disqualification, incapacity or removal. For the sake of clarity, and notwithstanding the term limits set forth in Section 3.6.1 of these Bylaws, a director who is the Chair at the conclusion of his or her term as a member of the Board shall be eligible to continue to serve as a director in his/her category of director (as specified in Section

3.2 of these Bylaws) and the Chair for consecutive four year terms thereafter, for so long as the Board shall determine. Further, if a director serves for longer than eight (8) total years by virtue of being the Chair, and is subsequently removed from the Chair position, such director shall, unless the Board determines otherwise, complete his/her then current four (4) year term as a director.

Section 3.9.3 Compensation of the Chair. The Chair shall not receive compensation for his or her services, but he/she shall be reimbursed for reasonable expenses incurred by him/her in the course of performing his/her duties, subject to the expense reimbursement policies of the corporation.

Section 3.9.4 Removal. The Board may remove the Chair (for cause or not for cause) from serving as the Chair of the Board at any time prior to the expiration of the Chair's term as Chair. The Chair may be removed for cause by the affirmative vote of two-thirds of the voting power of the directors then in office (excluding the voting power of the Chair). The Chair may be removed not for cause by the affirmative vote of not less than three-fourths of the voting power of the directors then in office (excluding the voting power of the Chair). Removal from serving as Chair shall not, in and of itself, constitute removal from the Board. Selection to serve as the Chair or as a director shall not in itself create any contract rights.

Section 3.10 Regular Meetings. Regular meetings of the Board shall be held in person at the time and place determined by the Board. The Board shall hold a minimum of four regular meetings per calendar year, but it may hold additional regular meetings. At least one regular meeting of the Board shall be held in association with the Olympic and Paralympic Assembly. The last regularly scheduled meeting of the Board during each year shall (in the absence of unforeseen circumstances) be devoted primarily to review and assessment of the corporation's strategic plan and budget.

Section 3.11 Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or at the request of directors holding a majority of the voting power of the directors then in office. The Chair may fix any appropriate place as the place for holding any special meeting of the Board, but special meetings may also be held in accordance with Section 3.12 of these Bylaws.

Section 3.12 Meetings by Telephone and Transacting Business by Other Means. Members of the Board 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 for purposes of a quorum and voting, but not for purposes of the attendance requirement in Section 3.8 of these Bylaws. The Board shall have the power to transact its business by mail, e-mail, telephone, or facsimile, if in the judgment of the Chair the urgency of the case requires such action; but if directors holding at least one-third (1/3) of the voting power of the directors then in office indicate their unwillingness to decide such a matter in such manner, the Chair must call a meeting of the Board to determine the question at issue. Minutes of Board meetings may in all instances be voted upon for approval via e-mail, but if directors holding at least one-third (1/3) of the voting power of the directors then in

office express concerns about the minutes, the vote shall be delayed until the matter can be discussed at the next meeting of the Board.

Section 3.13 Agenda. The agenda for a meeting of the Board shall be set by the Chair of the Board, after consultation with the CEO. Any Board member and the Chairs of the NGB Council, AAC, and the Multisport Organizations Council may request that items be placed on the Board's agenda.

Section 3.14 Notice. Notice of each meeting of the Board, stating the place, day and hour of the meeting, along with the agenda and any supporting materials, shall be given to each director at the director's business address (or such other address provided by the director for such purpose) at least five (5) days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two (2) days prior thereto by personal delivery of written notice or by telephonic, facsimile or electronically transmitted notice (and the method of notice need not be the same as to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If transmitted by facsimile or electronic transmission, such notice shall be deemed to be given when the transmission is received. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 3.15 Presumption of Assent. A director of the corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the person acting as the Secretary of the Board before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.16 Quorum and Proxies. A simple majority of the voting power of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, and the vote of a majority of a quorum shall be the act of the Board. 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 3.17 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by directors or committee members (as applicable) representing at least two-thirds (2/3) of the voting power of the directors then in office committee members entitled to vote with respect to the subject matter thereof. Such

consent (which may be signed in counterparts) shall have the same force and effect as a vote of the directors or committee members. In the event of a conflict between this Section and Section 3.12 of these Bylaws, the provisions of Section 3.12 shall control.

Section 3.18 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of directors may be paid or reimbursed in accordance with the policies of 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, provided that the rendering of such services and such compensation are approved by the Ethics Committee or Board policies.

Section 3.19 Effectiveness of Actions. Actions taken at a meeting of the Board shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or when a definite effective date is recited in the record of the action taken.

Section 3.20 Questions of Order and Board Meeting Leadership. Questions of order shall be decided by the Chair unless otherwise provided in advance by the Board. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair shall designate in writing in advance one other member of the Board to preside. If the Chair is unable to make or has not made such a designation, the Board may choose another member of the Board to serve as presiding officer for that meeting.

Section 3.21 Olympic Games Participation. Any motion before the Board that would seek to prevent the corporation from participating in the Olympic, Paralympic or Pan American Games, or that would not allow the team representing the United States to participate in the Olympic, Paralympic or Pan American Games, or any motion having the same effect as the above, shall require that at least three-fourths (3/4) of the voting power of the directors then in office vote in favor of such a motion.

Section 3.22 Submission of Specific Olympic Issues to Further Review. In the event that the Board votes, in accordance with the provisions of Section 3.21 of these Bylaws, to prevent or not allow the corporation or the team representing the United States to participate in the Olympic, Paralympic or Pan American Games, or to take any action having that effect, the Board must submit the issue to a vote of (a) the members of the Board, (b) the members of the NGB Council, and (c) the members of the AAC, with each member having one vote. The issue must be noticed a reasonable time before a meeting of that collection of individuals, pursuant to procedures established by the Board, and for the motion to have any effect it must be approved by that collection of individuals by a three-fourths (3/4) vote of the individuals present, with each individual having one vote. If there are other issues as to which the Board decides, by a vote of a majority of the voting power of the directors then in office, that it should secure guidance or a broad United States Olympic and Paralympic communityfamily consensus, it may submit those issues to the above-referenced collection of individuals for review, comment or approval of action proposed by the Board. If the Board does decide to refer any additional issues to the above-referenced group, the procedure and vote required for approval should be specified by the Board.

Section 3.23 Vote of Retention After Four Years. If a director has been elected to serve an eight-year period of service and has served four years, prior to the commencement of his or her final four years of service on the Board he or she shall be subject to a vote of retention by the Board. The Board shall vote as to whether the director shall be retained to serve the remaining four (4) years of service or whether that director position shall be opened to be filled by a new director. The strong presumption shall be in favor of retention of the director and the director shall be retained unless there is a vote by two-thirds of the voting power of the directors then in office (excluding the director subject to the retention vote) against retention. Failure by the Board to take action with regard to a particular director shall be deemed to constitute a vote of retention.

SECTION 4

OFFICERS

Section 4.1 Number and Qualifications. The officers of the corporation shall be the CEO, Secretary and Treasurer. All such officers are subject to the qualifications criteria and resolution process set out in Section 3.7 of these Bylaws.

Section 4.2 Selection/Appointment. The officers of the corporation shall be selected or appointed and their terms shall be as set out below.

Section 4.2.1 CEO. The CEO shall be the corporation's chief executive officer and shall be an officer of the corporation for so long as he or she is employed as the CEO of the corporation.

Section 4.2.2 Secretary and Treasurer. The corporation's general counsel shall be the Secretary and the corporation's chief financial officer shall be the Treasurer. In any circumstance in which the CEO has not designated an employee to serve as general counsel or chief financial officer, the Board may select a Board member or another individual employed by the corporation to serve as Secretary or Treasurer until a new Secretary or Treasurer is designated by the CEO. The term of the Secretary and Treasurer shall end automatically when his or her employment by the corporation ends or when that person is no longer able to serve. If either the general counsel or chief financial officer's position is vacant, or if either the general counsel or chief financial officer is otherwise unable to serve, then the CEO may designate another appropriate employee of the corporation to fill that position.

Section 4.3 Vacancies. The CEO, the Secretary and the Treasurer may resign at any time from their positions as officers and employees of the corporation by giving written notice to the Chair and the other members of the Board. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

A vacancy in the office of CEO, however occurring, shall be filled as determined by the Board. A vacancy in the office of Secretary or Treasurer shall be filled by the CEO in accordance with Section 4.2.2 of these Bylaws.

Section 4.4 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified in this Section 4 and as may be additionally specified by the Board or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

Section 4.4.1 CEO. The CEO shall perform such duties and functions as are specified in Section 6 of these Bylaws.

Section 4.4.2 Secretary. The Secretary shall:

- a) keep the minutes of the proceedings of the Board;
- b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c) be custodian of the corporate records and of the seal of the corporation; and
- d) 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 CEO or the Board.

Section 4.4.3 Treasurer. The Treasurer shall:

- a) have general oversight of the financial affairs of the corporation;
- b) present financial reports to the Board as the Board may request from time to time; and
- c) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the CEO or the Board.

Section 4.5 Due Care. Officers shall perform their functions with due care. No person may serve simultaneously as an officer of the corporation and as an officer of an organization holding membership in the corporation.

SECTION 5

COMMITTEES AND TASK FORCES

Section 5.1 Standing Committees. The corporation shall have the following committees: Athlete and NGB Engagement, ~~Audit~~, Compensation, Ethics, Finance, Audit and Risk, and Nominating and Governance. The Chair shall be entitled to attend meetings of all committees and receive copies of all committee correspondence, but shall not be entitled to a vote on said committees. The delegation of authority to any committee shall not operate to relieve the Board or any member of the Board or the CEO from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board shall be as set forth in these Bylaws or as established by the Board or, in the absence thereof, by the committee itself. All members of such committees are subject to the qualifications criteria and resolution process set out in Section 3.7 of these Bylaws.

Section 5.2 Other Committees and Task Forces. The Chair may determine that additional committees or task forces and the CEO may determine that task forces, are necessary to assist them in performing their respective functions and obligations and they may appoint such committees or task forces as they deem appropriate and shall establish such procedures, guidelines, and oversight of such committees and task forces as they deem necessary to ensure that those committees and task forces are accountable for their performance.

Section 5.3 Athlete and NGB Engagement Committee. The Athlete and NGB Engagement Committee shall be comprised in accordance with, governed pursuant to and perform those duties as contained in those sections set forth below.

Section 5.3.1 Appointment and Composition. The Athlete and NGB Engagement Committee shall consist of ~~eight~~seven (7~~8~~) members. The Chair shall appoint, with approval of the Board, three (3) members of the Committee, one of which will be an independent Board member, one of which will be an AAC representative on the Board, and one will be an NGBC representative on the Board. The independent Board member so appointed to the Committee shall serve as the Chair of the Committee. Three Committee members will serve ex officio as follows: One (1) member ~~of the committee~~ will be the Chair of the NGB Council, ~~ex officio~~, or his/her designee from among the members of the Council's elected leadership team; ~~One (1) member of the committee~~ will be the Chair of the Athletes Advisory Council, ~~ex officio~~, or his/her designee from among the members of the Council's elected leadership team; and one will be the President of the US Olympians and Paralympians Association, or his/her appointee from among the members of that Association who are not currently serving any direct Board or employment role with the corporation. The two (2) remaining members of the Athlete and NGB Engagement Committee shall be At-Large members appointed by the Nominating and Governance Committee from among individuals not currently serving any direct Board or employment role with the corporation.

The Committee shall include at least two athletes who have competed as a member of a United States national team in the Olympic, Pan American or Paralympic Games, or other major amateur international competition, within the ten (10) years preceding the date when they start serving as a member of the committee (or, if they are a member of the Board or the AAC, within the ten (10) years preceding when he or she started serving in that role on the Board). For clarity, at least one of the Chair's appointees and the AAC Chair/designee ~~If the AAC Chair designates a designee to the Committee that person~~ must meet this requirement.

Section 5.3.2 Term/Term Limit. A Board member shall serve until his or her term as a director expires. The NGBC Chair/designee, ~~and~~ AAC Chair/designee, and USOPA President/designee shall serve until his or her NGBC, ~~or AAC,~~ or the President's USOPA leadership term expires. All other members shall serve an initial term of four years, and shall be eligible for a second four-year term; such members shall not be eligible to serve for more than two terms.

The Secretary shall maintain a list of Committee members and their terms of service.

Section 5.3.3 Responsibilities. The purpose of the Athlete and NGB Engagement Committee shall be to assist the Board in its oversight of:

- a) Corporation engagement with National Governing Bodies generally and National Governing Body membership and compliance issues under Bylaw Section 8 specifically, and the NGBC;
- b) the NGBs' and PSOs' compliance with the Act, these Bylaws, and agreements with the USOPC;
- c) Corporation engagement with athletes generally and the AAC specifically;
- d) Multi-sport organization issues generally and the MSOC specifically;
- e) The USOPC Ombudsman Office and its work;
- f) Athlete safety issues generally and the corporation's relationship with the US Center for SafeSport ~~and the work of the Vice President, Athlete Safety~~ specifically;
- g) Anti-doping matters generally and the corporation's relationship with the US Anti-Doping Agency specifically;
- h) The corporation's dispute resolution procedures generally and those conducted in connection with Bylaw sections 9, 10, and 11 specifically;

In light of these responsibilities, the Committee will exercise oversight as follows:

- a) The USOPC Athlete Ombudsman Office will report directly to and be supervised by the Committee;

- b) The USOPC Vice President, Athlete Safety will have a dotted line reporting relationship with the Committee;
- c) The USOPC NGB Support, Athlete Support, and Dispute Resolution ~~Services~~ departments will each provide the Committee with updates ~~at each regularly scheduled Committee meeting~~ on a regular basis and generally seek guidance from the Committee;
- d) The Committee will receive copies of all NGB audits and review, as requested by USOPC staff or determined by the Committee itself, those issues identified as having a material effect on an NGB's ability to (i) adhere to the conditions specified in the Act or these Bylaws, or (ii) continue to be recognized as an NGB by the USOPC;
- e) In connection with all audits of NGBs operated by the Corporation itself, the Vice President, NGB Compliance and Audit shall report functionally to the Committee and operationally to the CEO or his/her designee;
- f) The USOPC Membership Working Group will provide reports to the Committee on a regular basis and generally seek guidance from the Committee;
- g) The Committee will receive periodic updates from representatives of USOPA and the USSCS;
- h) The Committee will maintain minutes of its activities and records of attendance of its members; and
- i) The Committee will conduct such other activities as may be requested or assigned by the Board or as set forth in these Bylaws.

Section 5.3.4 Meetings. The Athlete and NGB Engagement Committee shall meet at least four times a year, of which at least two meetings will be held in-person. The Committee shall meet periodically in executive session without management present. The Committee may invite such members of management, corporate employees, individuals associated with the corporation's independent auditors or outside legal counsel, or others to its meetings as it deems desirable or appropriate.

The Committee shall report its minutes and recommendations to the Board of Directors after each committee meeting.

Section 5.5-4 Compensation Committee. The Compensation Committee shall be comprised in accordance with, governed pursuant to and perform those duties as contained in those sections set forth below.

Section 5.54.1 Appointment and Composition. The Chair shall appoint the members of the Compensation Committee and its chair, with approval of the Board. The Compensation Committee shall consist of at least three and not more than five members, all of whom shall be members of the Board. The Compensation Committee shall include at least one member who was selected as a member of the Board from among individuals nominated by the AAC.

Section 5.54.2 Term. The term of each member of the Compensation Committee shall expire automatically when such individual's term as a director expires. In addition, the Board may, from time to time, determine to rotate members of the Board on to and off of the Compensation Committee. The Secretary shall maintain a list of Committee members and their terms of services.

Section 5.54.3 Responsibilities. The purpose of the Compensation Committee shall be to carry out the Board's overall responsibility relating to compensation, benefits, human capital management, and organizational health, including diversity and inclusion.

The responsibilities of the Compensation Committee shall be as follows:

- a) to assist the Board in developing and evaluating potential candidates for the CEO position, and to oversee the development of executive succession plans;
- b) to review and approve on an annual basis the corporate goals, and objectives with respect to performance and compensation for the CEO, including salary, bonus and incentive compensation, benefits, perquisites, and any other compensation (the Compensation Committee shall evaluate at least once a year the CEO's performance in light of these established goals and objectives; based upon these evaluations shall set the CEO's annual compensation, including salary, bonus, incentive, and any other compensation; and shall communicate performance feedback to the CEO following such evaluations);
- c) to review and approve on an annual basis the evaluation process and compensation structure for the corporation's senior executive management (the Compensation Committee shall review with the CEO the CEO's view of the performance of the corporation's senior executives and shall also review and provide oversight of management's decisions concerning the performance and compensation of other corporation executives, and the corporation's policies concerning benefits, retirement plans and contributions thereto, relocation benefits, and all other forms of benefits and perquisites offered to the corporation's employees);
- d) to review the corporation's incentive compensation and other compensation plans and recommend changes to such plans as necessary (the Compensation Committee shall have and shall exercise the authority of the Board with respect to the oversight of such plans);
- e) to conduct periodic review of the reasonableness of the compensation of the corporation's executives using relevant market benchmarks and survey data;
- f) to maintain regular contact with the CEO and/or his designees about compensation issues;
- g) to prepare and follow an annual work plan and report to the Board on its activities (the report to the Board may take the form of an oral report by the chair of the Compensation Committee or any other member of the Compensation Committee designated by the chair of the Compensation Committee to make such report);
- h) to maintain minutes of its activities and records of attendance of its members;
- i) to conduct such other activities as may be requested or assigned by the Board

- or as set forth in these Bylaws;
- j) to manage the initiation and communication of the CEO's employment contract terms and renewal, subject to Board approval.

The Compensation Committee shall review its Charter at least annually and recommend any proposed changes to the Board for its approval.

Section 5.54.4 Meetings. The Compensation Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Compensation Committee shall meet regularly in executive session, without corporation management present. The Compensation Committee may invite to its meetings any director or employee of the corporation and such other persons as it deems appropriate to carry out its responsibilities. A member of the corporation's management shall not, however, be present at any discussion or review where his or her performance or compensation is being determined.

The chair of the Compensation Committee shall chair all meetings of the Compensation Committee, and, in consultation with the Chair of the Board and the CEO, set the agendas for Compensation Committee meetings. Members of the Board may suggest to the chair of the Compensation Committee items for consideration by the Compensation Committee.

The Compensation Committee shall report its minutes and any recommendations to the Board of Directors after each Compensation Committee meeting.

Section 5.65 Ethics Committee. The Ethics Committee shall be comprised in accordance with, governed pursuant to and perform those duties as contained in those sections set forth below.

Section 5.65.1 Appointment and Composition. The Nominating and Governance Committee shall appoint the members of the Ethics Committee other than its chair. The Ethics Committee shall consist of five members. The chair of the Ethics Committee shall be a member of the Board, appointed by the Chair with approval of the Board.

The four (4) other members of the Ethics Committee shall not be members of the Board. All members of the Ethics Committee, other than the chair, must satisfy the standards of independence for "independent directors" as is set forth in Section 3.4 of these Bylaws. The Ethics Committee shall include at least one athlete who has competed as a member of United States national teams in the Olympic, Pan American or Paralympic Games, or other major amateur international competition, within the ten (10) years preceding the date when he or she starts serving as a member of the committee (or, if he or she is a member of the Board, within the ten (10) years preceding when he or she started serving on the Board).

Section 5.65.2 Term. Other than the chair, who shall serve until his or her term as a director expires (unless replaced by the Chair with the Board's approval), each member of the Ethics Committee shall serve for an initial term of four years. At the end of each member's initial term, he or she shall be eligible for a second four year term if so determined by the Nominating and Governance Committee, provided, however, that the athlete's representative on the Ethics

Committee must have competed within ten years preceding the date when they start serving as members of the committee (or, if they are a member of the Board, within the ten (10) years preceding when they started serving on the Board) at the time of such consideration to be eligible. The members of the Ethics Committee, excluding the chair, shall have staggered terms. To accomplish this, members sitting on the Ethics Committee have been divided into two classes expiring in alternating even years. The Secretary shall maintain a list of Committee members and their terms of service.

Section 5.65.3 Responsibilities. The responsibilities of the Ethics Committee shall be as follows:

- a) to develop, administer and oversee compliance with the Code of Conduct;
- b) to recommend, for Board consideration, proposed revisions to the Code of Conduct;
- c) to review the ethics and compliance staff functions, including: (i) purpose, authority and organizational reporting lines and (ii) annual ethics and compliance plan, budget and staffing;
- d) to review the handling of ethics-related complaints, and if directed by the Board, to handle directly such complaints;
- e) to report to the Board on its activities;
- f) to maintain minutes of its activities and records of attendance of its members; and
- g) to conduct such other activities as may be requested or assigned by the Board or as set forth in these Bylaws.

Section 5.65.4 Meetings. The Ethics Committee shall meet at least two times annually, or more frequently as circumstances dictate.

Section 5.4-6 Finance, Audit, and Risk Committee. The Finance, Audit, and Risk Committee shall be comprised in accordance with, governed pursuant to and perform those duties as contained in those sections set forth below.

Section 5.46.1 Appointment and Composition. The Chair shall appoint the members of the Audit Committee and its chair, with approval of the Board. The Audit Committee shall consist of at least three and not more than five members, all of whom shall be members of the Board.

The Audit Committee shall include at least one member who was selected as a member of the Board from among individuals nominated by the AAC. A majority of members of the Audit Committee shall be financially literate and at least one member shall have accounting or financial management expertise.

Section 5.46.2 Term. The term for each Audit Committee member shall expire automatically when such individual's standing as a director expires. In addition, the Chair, with approval of the Board, may, from time to time, determine to rotate members of the Board on to and off of the Audit Committee. The Secretary shall maintain a list of Committee members and

their terms of service.

Section 5.46.3 Responsibilities. The purpose of the ~~Audit~~ Committee shall be to assist the Board in its oversight of:

- a) the integrity of the financial statements of the corporation;
- ~~b)~~ the corporation's compliance with legal and regulatory requirements relating to corporation finances and reporting thereof;
- ~~b)c)~~ the corporation's risk management function and efforts;
- ~~e)d)~~ the independence and qualifications of the independent auditor; and
- ~~e)e)~~ the performance of the corporation's internal audit function and independent auditors.

Additionally, the ~~Audit~~ Committee shall perform those duties normally performed by a finance committee.

The responsibilities of the ~~Audit~~ Committee shall include the following:

- a) to discuss with management the annual audited financial statements and quarterly financial statements including matters required to be reviewed under applicable legal, regulatory or other requirements;
- b) to approve the corporation's financial statements prior to publication;
- c) to discuss with management and the independent auditor, as appropriate, press releases containing financial information and financial information provided to the public;
- d) to select the independent auditor to examine the corporation's accounts, controls and financial statements (the ~~Audit~~ Committee shall have the sole authority to approve all audit engagement fees and terms and the ~~Audit~~ Committee must pre-approve any non-audit service provided to the corporation by the corporation's independent auditor);
- e) to discuss with management and the independent auditor, as appropriate, any audit problems or difficulties and management's response, and the corporation's risk assessment and risk management policies, including the corporation's major financial risk exposure and steps taken by management to monitor and mitigate such exposure;
- f) to review the corporation's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the corporation's financial statements, including alternatives to, and the rationale for, the decisions made;
- g) to review and approve the internal audit staff functions, including (i) purpose, authority and organizational reporting lines and (ii) annual audit plan, budget and staffing;
- h) to review and approve of the appointment and compensation of the Director of Internal Audit, who shall report functionally to the ~~Audit~~ Committee and operationally to the CEO or his/her designee;
- i) to review, with the CEO, Chief Financial Officer, Director of Internal Audit,

- General Counsel, independent auditors, and/or others, as the ~~e~~Committee deems appropriate, the corporation's internal system of audit and financial controls and the results of internal and independent audits;
- j) to periodically review with the independent auditor the qualifications and performance of the corporation's finance personnel as observed by the independent auditor;
 - k) to establish practices or procedures alone or in conjunction with the CEO and or the Ethics Committee as appropriate, providing effective mechanisms for employees and others to make complaints relating to accounting practices, internal accounting controls, or audit matters, with provisions for confidential anonymous submission by employees and others (the ~~Audit~~ Committee shall be provided with an analysis of all financial, accounting and audit related complaints and their disposition, and shall provide safeguards against retaliation against employees and others who make such complaints);
 - l) to obtain and review at least annually a formal written report from the independent auditor delineating (i) the auditing firm's internal quality-control procedures and (ii) any material issues raised within the preceding five years by the auditing firm's internal quality-control reviews, by peer reviews of the firm, or by any governmental or other inquiry or investigation relating to any audit conducted by the firm (the ~~Audit~~ Committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews and will also review with the independent auditor any significant lawsuits or criminal action alleged against the independent audit firm and the impact, if any, of such suits on the viability of the independent audit firm);
 - m) to maintain minutes of its activities and records of attendance of its members; and
 - n) to conduct such other activities as may be requested or assigned by the Board or as set forth in these Bylaws.

Section 5.46.4 Meetings. The ~~Audit~~ Committee shall meet at least three times a year with management and with the Internal Auditor, and at least annually with the corporation's independent auditors. The ~~Audit~~ Committee shall meet periodically in executive session without management present. The ~~Audit~~ Committee may invite such members of management, corporate employees, individuals associated with the corporation's independent auditors or outside legal counsel, or others to its meetings as it deems desirable or appropriate.

The ~~Audit~~ Committee shall report its minutes and recommendations to the Board of Directors after each committee meeting.

Section 5.7 Nominating and Governance Committee. The Nominating and Governance Committee shall be comprised in accordance with, governed pursuant to and perform those duties as contained in those sections set forth below.

Section 5.7.1 Appointment and Composition. The Nominating and Governance Committee shall consist of five (5) members. The Chair shall appoint, with approval of the Board, two (2) Board members who are not members of the IOC and who are not eligible for re-selection to the Board to serve on the Nominating and Governance Committee. The three (3)

remaining members of the Nominating and Governance Committee shall be selected one each by the NGB Council, the AAC, and the Multisport Organizations Council from individuals who are not on the existing Board and who meet the definition of independence as set forth in Section 3.4 of these Bylaws. The Nominating and Governance Committee shall include at least one athlete who has competed as a member of a United States national team in the Olympic, Pan American or Paralympic Games, or other major amateur international competition, within the ten (10) years preceding the date when he or she starts serving as a member of the committee (or, if they are a member of the Board, within the ten (10) years preceding when he or she started serving on the Board). The chair of the Nominating and Governance Committee shall be one of the two appointed Board members. The chair of the Nominating and Governance Committee shall be appointed by the Chair, with approval of the Board.

Section 5.7.2 Term. Each member of the Nominating and Governance Committee shall serve for an initial term of four years. At the end of each member's initial term, he or she shall be eligible for a second four year term, provided however that the athlete's representative on the Nominating and Governance Committee must have competed within ten years preceding the date when they start serving as members of the committee (or, if they are a member of the Board, within the ten (10) years preceding when they started serving on the Board) at the time of such consideration to be eligible. The Secretary shall maintain a list of Committee members and their terms of service.

Section 5.7.3 Responsibilities. The responsibilities of the Nominating and Governance Committee shall include the following:

- a) to lead the search for individuals qualified to become members of the Board and to recommend potential directors for consideration by the Board (the Nominating and Governance Committee shall recommend individuals to serve as directors who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment, and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the corporation);
- b) to develop and appropriately disseminate written director criteria for each open Board position, taking into consideration the recommendations and directions (if any) provided by the Board pursuant to Section 3.5 of these Bylaws, the needs of the corporation, the skills, experience and qualifications of the then current Board members, and the category of Board seat(s) then open;
- c) to provide the Board with appropriate individuals for the Board to vote upon as potential new Board members, with each such individual recommendation to be accompanied by a written description of the qualifications, skills and experiences of each individual so identified;
- d) in recommending candidates for the Board to vote upon as potential new Board members, to ensure that there is (1) at least one director on the Board who has leadership experience within, or other substantial experience with, Paralympic sport in the United States, and (2) at least two directors on the Board who competed in the Olympic Games at some time during their lives,

- and in the event that vacancies occur in Board positions such that the foregoing is not in place, to use its best efforts to recruit Board members to replace such vacancies or vacated positions within six (6) months;
- e) to, at the request of the Board, work with the Chair and CEO to develop and implement an appropriate orientation program for new directors and continuing education of existing directors;
 - f) to report to the Board of Directors on its activities (the report to the Board of Directors may take the form of an oral report by the chair of the Nominating and Governance Committee or any other member of the Nominating and Governance Committee designated by the chair of the Nominating and Governance Committee to make such report);
 - g) to maintain minutes of its activities and records of attendance of its members; and
 - h) to conduct such other activities as may be requested or assigned by the Board or as set forth in these Bylaws.

The Nominating and Governance Committee shall select candidates for the Board to consider as follows: If a vacancy occurs or is about to occur in a position of a director selected from among individuals nominated by the NGB Council or the AAC, either because a director's term ended or because a director left the position before the term ended, that council (NGB Council or AAC) shall nominate two (2) individuals to be considered by the Nominating and Governance Committee for selection to be a director. Prior to such nomination, the Nominating and Governance Committee shall provide the AAC or NGB Council, as applicable, with written selection criteria in accordance with Section 3.5 of these Bylaws. When making nominations for any director position, (x) no more than one of the two individuals nominated by the NGB Council may be paid employees or staff members of an NGB, and (y) all of the individuals nominated by the AAC must be amateur athletes who have competed as a member of a United States national team in the Olympic, Pan American or Paralympic Games, or other major amateur international competition, within the last ten (10) years, as defined in the Act. If the AAC or NGB Council nominates only one (1) or fails to nominate any individual within the time prescribed by the Nominating and Governance Committee (which in all events shall be not less than 60 days), then the Nominating and Governance Committee may select an individual or individuals to bring the candidate pool up to two (2) individuals. The Nominating and Governance Committee shall then recommend one of the two (2) individuals to the Board. The Board shall then vote on whether to elect such recommended individual to the Board. If the term of a director selected from individuals nominated by the AAC or the NGB Council comes to an end (or is ending) before that director has served two years as a director (because the director is serving the end of another director's term) or if that director is the Chair of the Board when his or her initial term on the Board ends, then he or she shall be considered to have been nominated again by the organization that nominated that director initially, and shall be considered in addition to the other two (2) nominees submitted by that council. The Nominating and Governance Committee shall then decide whether one of the new nominees should be recommended to the Board or whether the current director should be recommended to the Board to serve a new term as a director. If a vacancy occurs or is about to occur in a position of an independent director, the Nominating and Governance Committee shall solicit candidates from the Olympic and Paralympic communityfamily, including, without limitation, the AAC, the

NGBC, the MSOC and the US Olympians, and the general public after preparing and disseminating written director selection criteria.

Section 5.8 General Board Committee Powers/Requirements. Each Board committee shall have the authority to delegate any of its responsibilities to a subcommittee or to an individual member of the committee as the Board committee may deem appropriate in its discretion, subject to review and oversight by the Board. Each Board committee shall have the authority to retain such compensation consultants, outside counsel and other advisors as the Board committee may deem appropriate in its sole discretion, consistent with the policies, budgets, and controls established by the Board. The Board committee in question shall have the authority to approve related fees and retention terms unless specifically restricted by the Board or restricted by policies established by the Board. Each Board committee shall report its actions and any recommendations and the attendance of its membership to the Board after each committee meeting and shall conduct and present to the Board an annual performance evaluation of the Board committee. Each Board committee shall review at least annually the adequacy of its charter and shall recommend any proposed changes to the Board for review and consideration.

Section 5.9 Vacancies. Notwithstanding any provision herein to the contrary, committee members (whether members of the Board or not) shall hold office until such committee member's successor shall have been appointed or until such committee member's earlier death, disability, resignation, disqualification, incapacity or removal.

Section 5.10 Resignation and Removal. The absence of any committee member, without adequate excuse, from two or more consecutive meetings may be construed as his/her resignation from such committee by a majority vote of the Board. Members of any committee may be removed, for cause or not for cause, upon the majority vote of the Board, after the member has been provided an opportunity to be heard by the Board.

SECTION 6

THE CEO

Section 6.1 Employment. There shall be a CEO of the corporation, who shall report to the Board. Internationally, the CEO may also be referred to as the Secretary General of the corporation. The CEO shall be employed by the Board for whatever term the Board deems appropriate and may be removed at any time for or not for cause by the Board without prejudice to the CEO's contract rights, if any, and the contract of employment between the corporation and the CEO, if any, shall provide that the CEO's employment may be terminated by the Board for cause or not for cause.

Section 6.2 Management Responsibilities. The CEO shall either directly or by delegation, manage all staff functions; determine the size and compensation of, hire and terminate the professional staff in accordance with the corporation's compensation policies and guidelines established by the Compensation Committee and/or the Board; develop a strategy for achieving the mission, goals and objectives of the corporation as established by, and consistent with the policies of the Board; be responsible for resource generation and allocation; manage key government relationships and coordinate government relations activities; work collaboratively with the Chair to manage key international relationships, with the allocation of international responsibilities between the CEO and the Chair to be determined by the Board in the event of a conflict between the two; coordinate the international relations activities of the corporation; act as the corporation's spokesperson; be primarily responsible for coordinating the corporation's communications on all issues, subject to communication policies established by the Board; prepare and submit quadrennial and annual budgets to the Board; oversee the activities of all task forces the CEO appoints; and perform such other functions as usually pertain to that office. The CEO shall implement the policies established by the Board and report to the Board concerning the results achieved.

Section 6.3 Official Notices. All official notices intended for the corporation or its Board, or any of its committees or task forces, may be addressed in care of the CEO or any member of management designated by the CEO, who will be responsible for proper attention thereto.

Section 6.4 Service. The CEO shall devote his/her entire time and service to the affairs of the corporation and shall not engage in any other profession or employment (other than reasonable appropriate membership on boards of directors of other organizations as approved by the Ethics Committee and the corporation's Board). The CEO shall receive such salary, benefits and other perquisites as shall be set forth in the CEO's contract of employment with the corporation, if any, or as otherwise determined by the Board or the Compensation Committee.

SECTION 7

THE OLYMPIC AND PARALYMPIC ASSEMBLY

Section 7.1 Purpose and Attendance. Once each year, in association with a regularly scheduled Board meeting, the corporation shall hold an Olympic and Paralympic Assembly. The purpose of the Assembly shall be to facilitate communication between and among the corporation, the Board, the corporation's members and other constituents. Representatives of all members of the corporation and the members of the AAC may choose to attend the Olympic and Paralympic Assembly as well as such others as the Board determines may attend. The Board shall determine the parameters for attendance at the Olympic and Paralympic Assembly, including but not limited to determining a limit on the number of attendees and the amount of travel expenses, if any, that the corporation will pay, associated with the attendance of individuals at the Olympic and Paralympic Assembly.

Section 7.2 Development of Assembly Content and Format. The CEO shall oversee and coordinate all operational aspects of the Olympic and Paralympic Assembly. In order to ensure the most effective Olympic and Paralympic Assembly, the CEO shall convene an Assembly Advisory Committee to provide him or her with advice and input regarding the Assembly format, sessions and content. The Assembly Advisory Committee shall consist of a representative from the Board, a representative from each the three councils (NGB Council, AAC, and the Multisport Organizations Council) appointed by each council, a representative of the US Olympians appointed by the US Olympians and such other individuals as the CEO may determine in his or her discretion. The Assembly Advisory Committee shall meet telephonically as and when deemed appropriate by the CEO, and the CEO shall, in good faith, consider all recommendations made by the Assembly Advisory Committee prior to making any Assembly-related recommendations to the Board. The purpose of the work of the Assembly Advisory Committee shall be to ensure that the Assembly is designed so as to facilitate communication between and among the Board, the CEO and senior management of the corporation, the three councils and their members, and other members of the Olympic and Paralympic communityfamily; and to advance the mission of the corporation. The Board shall ultimately decide the time, place, and format of the Olympic and Paralympic Assembly based upon the recommendation of the CEO.

Section 7.3 Information to Assembly Attendees. The Board, in conjunction with the CEO, shall provide information to the attendees at the Olympic and Paralympic Assembly on the affairs of the corporation, which shall include information on the performance of the organization, the financial performance and well-being of the corporation, preparations for the Olympic, Paralympic and Pan American Games, achievement of the corporation's mission, and actions taken, results achieved, and programs being implemented by the corporation, or such other matters as are determined by the Board and/or CEO to be included.

Section 7.4 Communications with the Board. At the Olympic and Paralympic Assembly the attendees at the Olympic and Paralympic Assembly will have an opportunity to provide

information and to communicate with the Board and the CEO concerning the performance, policies and other matters related to the corporation. Such input shall be advisory in nature and shall not be deemed to direct the Board or the CEO to take or not take any particular action. The Olympic and Paralympic Assembly shall not conduct or perform any governance functions.

Section 7.5 Board and Council Meetings. The Board, NGB Council, AAC, and Multisport Organizations Council shall each also meet in association with the Olympic and Paralympic Assembly in the same geographic location.

SECTION 8

MEMBERS

Section 8.1 Board Authority. The Board has the power to elect properly qualified organizations to membership in each of the categories of membership listed in this Section 8, to transfer a member organization from one membership category to another and to terminate a member organization's membership. The Board shall specify the date upon which the rights and duties of new and transferred members shall become effective. If no date is specified, such rights and duties shall become effective immediately.

Also, the Board has the power to recognize qualified organizations as NGBs or PSOs. Further, the Board has the power to review all matters relating to the continued recognition of an NGB or PSO and may take such action as it considers appropriate, including, but not limited to, placing conditions upon the continued recognition of an NGB or PSO, placing an NGB or PSO on probation, suspending an NGB or PSO or terminating the recognition of an NGB or PSO, provided that notice of any such proposed action shall be given to the NGB or PSO.

Section 8.2 General Membership Requirements. Organizations eligible for membership shall be those that take some active part in the administration of one or more sports or competitions on the program of the Olympic, Pan American or Paralympic Games, organizations that administer other sports that are widely practiced in the United States and organizations (patriotic, educational, or cultural) that are engaged in efforts to promote the participation in, or preparation for, amateur athletic competition.

Organizations that are purely commercial or political in character are not eligible for membership.

Section 8.3 Olympic Sport Organizations. Eligibility for membership as Olympic Sport Organizations shall be limited to those amateur sports organizations that are recognized by the corporation as the NGBs for sports that have competed on the program of the Olympic Games or competed in medal sports in the immediate past Olympic Games. The term "sports that have competed on the program" means sports that have been approved by the IOC to participate as medal sports at an upcoming Olympic Games. An Olympic Sport Organization that has participated in the immediate past Olympic Games is eligible to remain an Olympic Sport Organization until determined that it is not included on the program of the next Games. Each Olympic Sport Organization shall be identified with a sport included on the program of the Olympic Games. In accordance with the IOC's Olympic Charter, the corporation shall not recognize more than one (1) NGB in each sport. Olympic Sport Organizations shall be United States members of IFs recognized by the IOC.

No amateur sports organization is eligible to be recognized as an Olympic Sport NGB, or is it eligible to continue to be recognized as an Olympic Sport NGB, unless it complies with Sections 220522 through 220525 of the Act.

Section 8.4 Pan American Sport Organizations. Eligibility for membership as Pan American Sport Organizations shall be limited to those amateur sports organizations that are recognized by the corporation as the NGBs for sports that have competed on the program of the Pan American Games, but which are not competing at the Olympic Games. The term “sports that have competed on the program” means sports that have been approved by PASO to participate as medal sports at an upcoming Pan American Games or competed as medal sports in the immediate past Pan American Games. A Pan American Sport Organization that has participated in the immediate past Pan American Games is eligible to remain a Pan American Sport Organization until determined that it is not included on the program of the next Games. Each Pan American Sport Organization shall be identified with a sport included on the program of the next Pan American Games. In accordance with the IOC’s Olympic Charter, the corporation shall not recognize more than one (1) Pan American Sport Organization in each sport. Pan American Sport Organizations shall be United States members of IFs recognized by the IOC. No amateur sports organization is eligible to be recognized as a Pan American Sport NGB, or is it eligible to continue to be recognized as a Pan American Sport NGB, unless it complies with Sections 220522 through 220525 of the Act.

Section 8.5 Designation to Govern a Paralympic Sport. For any sport that is included on the program of the Paralympic Games, the corporation is authorized to designate, where feasible and when such designation would serve the best interest of the sport, and with the approval of the affected NGB, an NGB recognized under this Section 8 to govern such sport.

Section 8.6 Paralympic Sport Organizations. Where designation of an NGB is not feasible or would not serve the best interest of the sport, the corporation is authorized to recognize an amateur sports organization as a PSO to govern a sport that is included on the program of the Paralympic Games. The term “sports that are included on the program” means sports that have been approved by the IPC to participate as medal sports at an upcoming Paralympic Games. A PSO, with the approval of the corporation, may govern more than one sport included on the program of the Paralympic Games. Any such PSO shall comply with the criteria for NGBs applicable to Olympic and Pan American Sport Organization members, and shall perform those duties, and have those powers that the corporation, in its sole discretion, determines are appropriate to meet the objects and purposes of the Act and these Bylaws. A PSO shall be a member of each IF or International Sports Organization of the sport or sports it governs.

Section 8.7 NGB and PSO Membership Requirements. An Olympic, Pan American and Paralympic Sport Organization, in order to fulfill its membership obligations and to be considered a member in good standing with the corporation shall:

- a) fulfill its responsibilities as an NGB or PSO as set forth in the Act;
- b) be recognized by the Internal Revenue Service (“IRS”) as a tax-exempt

- organization under the Internal Revenue Code;
- c) develop a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence, and in growing the sport;
 - d) adopt a code of conduct for its employees, members, board of directors and officers;
 - e) adopt an athlete safety program consistent with the policy(ies) and standards directed by the corporation;
 - f) cooperate with the corporation in preventing the unauthorized use of the names and trademarks of the corporation, the words “Olympic,” “Paralympic” and “Pan American,” and their derivatives, as well as their symbolic equivalents;
 - g) establish a written procedure, approved by a Designated Committee (as defined in Section 8.8.1 of these Bylaws) of the NGB or PSO, or if no such Designated Committee exists, by the NGB or PSO Board, and thereafter approved by the corporation, to fairly select athletes and team officials for the Olympic, Paralympic or Pan American Games teams, and, upon approval, timely disseminate such procedure to the athletes and team officials;
 - h) conduct, in accordance with approved selection procedures, a selection process, including any Games trials, to select athletes for the Olympic, Paralympic and Pan American Games teams (no Games trials shall be conducted unless the NGB or PSO first contracts with the corporation to hold such trials, or the corporation otherwise gives its assent to hold such trials);
 - i) recommend to the corporation athletes and team officials for the Olympic, Paralympic and Pan American Games teams;
 - j) establish and implement a plan for successfully training Olympic, Paralympic and Pan American Games athletes;
 - k) comply with the anti-doping policies of the corporation and with the policies and procedures of the independent anti-doping organization designated by the corporation to conduct drug testing and adjudicate anti-doping rule violations (no exceptions to such procedures shall be allowed unless granted by the CEO, or his or her designee, after allowing the NGB or PSO to present the reasons for such exception);
 - l) comply with the safe sport policies of the corporation and with the policies and procedures of the independent safe sport organization designated by the corporation to enhance safe sport practices and to investigate and resolve safe sport violations (no exceptions to this requirement shall be allowed unless granted by the CEO, or his or her designee, after allowing the NGB or PSO to present the reasons for such exception);
 - m) actively seek, in good faith, to generate revenue, in addition to any resources that may be provided by the corporation, sufficient to achieve financial sustainability;
 - n) be financially and operationally transparent and accountable to its members and to the corporation;
 - o) adopt a budget and maintain accurate accounting records in accordance with accounting principles generally accepted in the United States of America (GAAP);

- p) permit the corporation to conduct an organization-wide audit of its financial and managerial capabilities;
- q) submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the corporation annually;
- r) post on its website its current bylaws and other organic documents;
- s) post on its website its IRS Form 990 for the three most recent years;
- t) post on its website its audited financial statements for the three most recent years;
- u) obtain and keep current insurance policies in such amount and for such risk management as the corporation considers necessary or appropriate;
- v) permit the corporation, at its request, to have reasonable access to all files, records and personnel necessary to make such membership and governance reviews as the corporation deems necessary or appropriate; and
- w) satisfy such other requirements as are set forth by the corporation.

Section 8.8 Athlete Representation on NGB Boards and Committees. Additionally, an Olympic and Pan American Sport Organization, in order to fulfill its membership obligations and to be considered a member in good standing with the corporation, shall comply with the athlete representation requirements as set forth below.

Section 8.8.1 Representation on Boards and Designated Committees. Athlete representatives shall equal at least 20 percent of all NGB boards of directors, executive boards, and other governing boards, as well as those committees that are “Designated Committees” within the meaning of these Bylaws. For purposes of these Bylaws, the phrase “Designated Committees” means nominating and budget committees, panels empowered to resolve grievances and committees that prepare, approve or implement programs in the following areas:

- a) expenditures of funds allocated to NGBs by the corporation; and
- b) selection of international, Olympic, Paralympic and Pan American Games Team members including athletes, coaches, administrators and sports staff.

If approved by the corporation, NGBs may use proportional or weighted voting to achieve the necessary level of athlete representation in extraordinarily large legislative bodies such as “Houses of Delegates” or “Boards of Governors.”

Section 8.8.2 Standards. Athlete representatives on those NGB boards or committees described in Section 8.8.1 of these Bylaws shall meet the following standards:

- a) at least one-half of the individuals serving as athlete representatives shall have competed in the NGB’s events or disciplines that are on the sport’s program in the Olympic or Pan American Games;
- b) up to one-half of the individuals serving as athlete representatives may have competed in (i) an event or discipline not on the program of the Olympic or Pan American Games, provided that such event or discipline is recognized by the IF of the NGB or is regularly included in the international competition program of the IF, or (ii) the Paralympic Games, or an IPC-recognized World

- Championship in events on the Paralympic Games program; and
- c) at the time of election, all NGB athlete representatives shall have demonstrated their qualifications as athletes by having:
 1. within the ten (10) years preceding election, represented the United States in the Olympic or Pan American Games, or an Operation Gold event, or a World Championship recognized by the NGB's IF for which a competitive selection process was administered by the NGB, or, in a team sport, an international championship recognized by the IF of the NGB; or
 2. within the twenty-four (24) months before election, demonstrated that they are actively engaged in amateur athletic competition by finishing in the top half of the NGB's national championships or team selection competition for the events outlined in subparagraphs (1) or (2) or in a team sport, have been a member of the NGB's national team; or for the purposes of the standards outlined in this Section 8.8.2.b(ii) only, within the ten (10) years preceding election, represented the United States in the Paralympic Games, or an IPC-recognized World Championship in events on the Paralympic Games program.

Athlete representatives may not be drawn from events that categorize entrants in age-restricted classifications commonly known as "Juniors," "Masters," "Seniors," "Veterans" or other similarly designated age-restricted competition. This provision is not meant to exclude from eligibility athletes who compete in an event for which the IOC or an IF has established an age restriction but whom otherwise meet the standard set forth in this Section 8.8.2.

Section 8.8.3 Representation on Other Committees. Athlete representatives shall also equal at least 20 percent of those NGB committees that are not Designated Committees, except that qualification as an "athlete representative" shall be determined as follows:

- a) at least one-half of the individuals serving as athlete representatives shall have competed in the NGB's events or disciplines that are on the sport's program in the Olympic or Pan American Games;
- b) up to one-half of the individuals serving as athlete representatives may have competed in (i) an event or discipline not on the program of the Olympic or Pan American Games, provided that such event or discipline is recognized by the IF of the NGB or is regularly included in the international competition program of the IF, or (ii) the Paralympic Games, or an IPC-recognized World Championship in events on the Paralympic Games program; and
- c) at the time of selection, all NGB athlete representatives under this Section 8.8.3 shall have demonstrated their qualifications as athletes by having:
 1. within the ten (10) years preceding selection, represented the United States in the Olympic or Pan American Games, or an Operation Gold event, or a World Championship recognized by the NGB's IF for which a competitive selection process was administered by the NGB, or, in a team sport, an international championship recognized by the IF of the NGB; or the Paralympic Games, or an IPC-recognized World Championship in events on the Paralympic Games program; or

2. within the twenty-four (24) months before selection, demonstrated that they are actively engaged in amateur athletic competition; or
3. for the purposes of the standards outlined in this Section 8.8.3.b.(ii) only, within the ten (10) years preceding selection, represented the United States in the Paralympic Games, or an IPC-recognized World Championship in events on the Paralympic Games program.

Athlete representatives may not be drawn from events that categorize entrants in age-restricted classifications commonly known as “Masters,” “Seniors,” “Veterans” or other similarly designated age-restricted competition. This provision is not meant to exclude from eligibility athletes who compete in an event for which the IOC or IF has established an age restriction but whom otherwise meet the standard set forth in Sections 8.8.2 or 8.8.3 of these Bylaws.

Section 8.8.4 Permissibility of Higher Standards. An NGB may set standards for its athlete representatives that are higher than those in Sections 8.8.2 and 8.8.3 of these Bylaws provided that such standards are not in conflict with the Act or these Bylaws.

Section 8.8.5 Direct Election by Athletes. Athlete representatives to an NGB’s board of directors, executive committee, and other such governing boards as defined in Section 8.8.1 of these Bylaws shall be directly elected by athletes who meet the standards set forth in Section 8.8.2 of these Bylaws. Athlete Representatives to all other NGB committees and task forces shall be selected by the NGB with the approval of the athletes, or a representative group of athletes, who meet the standards set forth in Section 8.8.3 of these Bylaws.

Section 8.8.6 Application for Review. Any NGB may submit an Application for Review (“Application”) to the CEO. The Application shall set forth:

- a) the reasons why the NGB believes it cannot meet the requirements of this Section 8.8; and
- b) the NGB’s proposed alternative plan for compliance with this Section 8.8, which should expand on the standards set forth in Sections 8.8.2 and 8.8.3 of these Bylaws only to the extent necessary to achieve the required 20 percent athlete representation.

If the Application is not approved by the CEO, the provisions of this Section 8.8 shall apply. An NGB may appeal the decision of the CEO on the Application to a three-person panel composed of one individual appointed by the AAC Chair, one individual appointed by the NGB Council Chair, and one individual appointed by the CEO.

Section 8.9 Community-Based Multisport Organizations. Eligible for membership as Community-Based Multisport Organizations shall be those national amateur sports organizations in the United States that are not Armed Forces or Education-Based Multisport Organizations and meet one or more of the following criteria: (i) directly or indirectly conduct a national program or regular national amateur athletic competition in two (2) or more sports that are included on the official program of the Olympic, Pan American or Paralympic Games on a level of proficiency

appropriate for the selection of amateur athletes to represent the United States in unrestricted international amateur athletic competition; (ii) promote and encourage physical fitness and public participation in amateur athletic activities; (iii) encourage and provide assistance to amateur athletic activities for women and/or minorities; or (iv) encourage and provide assistance to amateur athletic programs and competition for amateur athletes with disabilities.

Section 8.10 Education-Based Multisport Organizations. Eligible for membership as Education-Based Multisport Organizations shall be those sports organizations comprised of member educational institutions regularly conducting programs in sports that are included on the program of the Olympic and Pan American Games on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in athletic competition and that base the eligibility of athletes upon enrollment in an educational institution sanctioned by a national accrediting body.

Section 8.11 Armed Forces Organizations. Eligible for membership as Armed Forces Organizations shall be any branch of the armed services recognized by the United States Government.

Section 8.12 Recognized Sport Organizations. Eligible for membership as Recognized Sport Organizations shall be those national amateur sports organizations (i) that are not eligible for membership as an Olympic, Pan American or Paralympic Sport Organization, (ii) that administer sports not considered to be disciplines of Olympic, Pan American or Paralympic sports, (iii) that are widely practiced in this and other countries and continents, and (iv) whose international sports federation is recognized by the IOC as administering a Recognized Sport. Additionally, such sports organizations shall:

- a) comply substantially with Sections 220522 through 220525 of the Act;
- b) be incorporated as a not-for-profit organization in the United States;
- c) be recognized by the Internal Revenue Service as a tax exempt organization under the Internal Revenue Code;
- d) administer and support an annual national championship of athletes from several different areas or regions of the United States;
- e) have an active athlete training and competition program financially supported by self-generated funds;
- f) have participated with a full contingent in two (2) of the last three (3) World Championships as sanctioned by its appropriate IF; and
- g) satisfy such other requirements as are set forth by the corporation.

Section 8.13 Other Sport Organizations. Eligible for membership as Other Sport Organizations shall be those national sports organizations in the United States not eligible to be recognized in any of the other categories of membership that meet one or more of the following criteria: (i) foster the development of amateur athletic facilities for use by amateur athletes and assisting in making existing amateur athletic facilities available for use by amateur athletes; (ii) provide and coordinate technical information on physical training, equipment design, coaching and performance analysis; (iii) encourage and support research, development and dissemination of information in the areas of sports medicine and sports safety; or (iv) are recognized by the

Board in its discretion as organizations that should be included as attendees at the Olympic and Paralympic Assembly to advance the mission of the corporation.

Section 8.14 US Olympians. Eligible for membership in the Multisport Organizations Council shall be the US Olympians. The US Olympians organization may elect or appoint individual members to leadership positions under the terms of the organization's bylaws; all such leaders are subject to the qualifications criteria and resolution process set out in Section 3.7 of these Bylaws.

Section 8.15 Dues. The Board shall fix the amount of annual dues, if any, for each member organization of the corporation. Such dues shall be fixed on an equitable basis and shall be due and payable on the first day of January each year. A member's failure to pay its dues by the first day of February shall suspend all membership privileges of the delinquent member, including participation in the Olympic and Paralympic Assembly, until all arrearages are paid. Membership shall be terminated automatically if the delinquent member remains in arrears for dues by the first day of February of the next succeeding year.

Section 8.16 Attendance at the Olympic and Paralympic Assembly. The US Olympians and other organizations that meet the requirements for membership as Olympic, Paralympic or Pan American Sport Organizations, Community-Based Multisport Organizations, Education-Based Multisport Organizations, Armed Forces Organizations, Recognized Sport Organizations, or Other Sport Organizations shall be entitled to attend the Olympic and Paralympic Assembly.

Section 8.17 Publication of Members. The corporation shall publish on its website a list of its member organizations.

Section 8.18 General Procedures Applicable to Membership Matters. Except for changes in membership and recognition as an NGB or PSO as provided for in Sections 10 and 11 of these Bylaws, all questions relating to membership in the corporation including termination of membership status, shall be decided by the Board, after a report by the CEO. In preparing his or her report to the Board, the CEO shall solicit input from the affected constituent(s).

Section 8.19 Applications for Membership. Public Hearings. An amateur sports organization that desires to become a member of the corporation, or that desires to transfer membership from one membership group to another, shall apply in writing to the corporation through the CEO. Applications made under this Section shall be of sufficient detail to demonstrate that the applicant meets the criteria for membership in the group for which application is made. Prior to action by the Board on an application for membership, or for membership transfer, the CEO shall submit a written report with recommendations to the Board showing the facts that relate to the proposed action. In the case of an application for membership as an Olympic, Pan American or Paralympic Sport Organization, prior to preparing his or her report to the Board, the CEO shall hold at least two (2) public hearings concerning the application for membership. The corporation shall publish on its website, not less than thirty (30) days or more than sixty (60) days prior to the date of each hearing, a notice of the time, place, and nature of such hearing. The corporation shall send written notice, which shall include a copy of the application, at least thirty (30) days prior to the date of any such public hearing to

all amateur sports organizations in that sport that are known to the corporation. At such hearing, the CEO or the CEO's designee shall afford both the applicant organization and any other interested parties an opportunity to comment on the merits of the application, and the CEO shall summarize in the CEO's report to the Board the comments so received.

Section 8.20 Termination of NGB and PSO Membership and Recognition. Any action by the corporation to suspend, revoke, or otherwise take action with respect to the membership and recognition of an Olympic, Pan American or Paralympic Sport Organization pursuant to the provisions of Section 220521(d) of the Act and Section 8.1 of these Bylaws shall be taken at the initiative of the CEO and shall be finally determined by the Board. Such action may be taken as a result of a compliance review undertaken by the corporation or pursuant to other information known to the corporation.

Section 8.20.1 Initiation of Action. The CEO, upon initiation of such an action, shall (i) issue a complaint to the Olympic, Pan American or Paralympic Sport Organization setting forth the legal and factual basis of non-compliance or other deficiency, and (ii) the remedy requested. The CEO shall also appoint an independent hearing panel of three individuals to hear the complaint. The hearing panel shall consist of (1) member of the Board (who shall chair the panel), one (1) individual who is a member of the NGB Council, and one (1) individual who is a member of the AAC. The hearing panel shall not include any individual having a direct interest, either personally or by virtue of organizational affiliation, in the outcome of the proceeding.

Section 8.20.2 Hearing. A hearing shall be held at which the Olympic, Pan American or Paralympic Sport Organization shall be given a reasonable opportunity to present factual evidence and legal argument regarding the allegations of the complaint. Upon conclusion of the hearing, the hearing panel shall prepare a report to the Board on the Organization's non-compliance or deficiency. The report shall also include a recommendation as to the action to be taken by the Board.

Section 8.20.3 Report to the Board. The CEO shall provide the hearing panel's report and recommendation, together with any report the CEO wishes to make, to the Board. The Olympic, Pan American or Paralympic Sport Organization shall also be furnished with a copy of the hearing panel's report and recommendation, and with a copy of the CEO's report, if any. The Olympic, Pan American or Paralympic Sport Organization shall also be provided an opportunity to present a written report to the Board.

Section 8.20.4 Board Consideration. The Board shall consider the matter relating to the Olympic, Pan American or Paralympic Sport Organizations membership and recognition as soon as is practicable. The Board shall not hold a further hearing on the matter, but shall only be required to consider the reports and recommendations provided to it. The Board shall then determine what action it will take concerning the Olympic, Pan American or Paralympic Sport Organization's membership and recognition. The action of the Board shall be final and binding on the Olympic, Pan American or Paralympic Sport organization.

SECTION 9

ATHLETES' RIGHTS

Section 9.1 Opportunity to Participate. No member of the corporation may deny or threaten to deny any amateur athlete the opportunity to participate in the Olympic Games, the Pan American Games, the Paralympic Games, a World Championship competition, or other such protected competition as defined in Section 1.3 of these Bylaws nor may any member, subsequent to such competition, censure, or otherwise penalize, (i) any such athlete who participates in such competition, or (ii) any organization that the athlete represents. The corporation shall, by all reasonable means, protect the opportunity of an amateur athlete to participate if selected (or to attempt to qualify for selection to participate) as an athlete representing the United States in any of the aforesaid competitions. In determining reasonable means to protect an athlete's opportunity to participate, the corporation shall consider its responsibilities to the individual athlete(s) involved or affected, to its mission, and to its membership.

Any reference to athlete in this Section 9 shall also equally apply to any coach, trainer, manager, administrator or other official.

Section 9.2 Manner of Filing the Complaint. Any athlete who alleges that he or she has been denied by a corporation member an opportunity to participate as established by Section 9.1 of these Bylaws, may seek to protect his or her opportunity to participate by filing a complaint with the CEO, with a copy to the corporation's legal division. A copy of the complaint shall also be served on the respondent. The party filing the complaint shall file with the corporation proof of service on the respondent. An athlete competing in a team sport, where the team as a whole is affected, may bring a claim on behalf of the team.

Section 9.3 The Complaint. The complaint shall be in writing and must be filed on the form as provided by the corporation. Such form shall be set forth on the corporation's website. The complaint shall contain at a minimum the following:

- a) the name and addresses of the parties;
- b) the factual and legal basis upon which the claimant alleges that his or her opportunity to participate has been denied;
- c) the competition that is the subject of the complaint; and
- d) the relief sought.

Section 9.4 Failure to Properly File. A complaint that is not filed in accordance with Sections 9.2 and 9.3 of these Bylaws shall render the filing ineffective and the complaint shall not be considered to have been properly filed.

Section 9.5 Administration. Complaints filed under this Section 9 shall be administered by the corporation's legal division. When a complaint is filed, the legal division shall promptly

notify the athlete Ombudsman and the Chair of the AAC of the complaint and confirm that the complaint has been served on the respondent.

Section 9.6 Action by the Corporation. Upon the filing of a complaint, the CEO, or his or her designee, and the Athlete Ombudsman shall review the complaint, seek information from the parties as to the merits of the complaint, and determine whether the complaint can be resolved to the satisfaction of the parties. The parties shall cooperate with the CEO, or his or her designee, in providing information regarding the complaint and in exploring resolution of the complaint.

Section 9.7 Arbitration. If the complaint is not settled to the athlete's satisfaction the athlete may file a claim with the AAA against the respondent for final and binding arbitration. If an impending competition requires immediate resolution of the complaint, an athlete may file a claim with the AAA simultaneously with the filing of the complaint with the CEO.

The corporation has the right to participate in the arbitration proceeding, but it cannot be involuntarily joined by a party.

The arbitrator shall render a reasoned award in writing. All such awards shall be made public and may be published on the corporation's website.

Section 9.8 Affected Parties. In any arbitration brought pursuant to this Section 9, the athlete filing the claim with the AAA shall submit with the claim a list of all individuals the athlete believes may be adversely affected by the arbitration. The respondent shall also promptly submit to the AAA a list of individuals it believes may be adversely affected by the arbitration, along with the relevant contact information for the individuals identified by the respondent and by the athlete. The arbitrator may also determine that individuals not listed by either the athlete or the respondent shall be given notice. The arbitrator shall then promptly determine which individuals must receive notice of the arbitration. The arbitrator shall also approve the notice to be given. Unless determined otherwise by the arbitrator, the AAA shall then be responsible for providing notice to those individuals. Any individual so notified of the claim, shall have the option to participate in the arbitration as a party. If an individual is notified of the claim, then that individual shall be bound by the decision of the arbitrator even though the individual chose not to participate.

Section 9.9 Expedited Procedures. Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the AAA shall hear and decide the claim within forty-eight (48) hours of the filing of the claim. In such case, the AAA is authorized to hear and decide the claim under such procedures as are necessary, but fair to the parties involved.

Section 9.10 Time Bar. A claim against a respondent shall be prohibited unless filed with the AAA not later than six (6) months after the alleged date of denial.

Section 9.11 Anti-Doping Violations. A decision concerning an anti-doping rule violation adjudicated by the independent anti-doping organization designated by the corporation to conduct drug testing shall not be reviewable through, or the subject of, these complaint procedures.

Section 9.12 Safe Sport Violation. A decision concerning a safe sport rule violation adjudicated by the independent safe sport organization designated by the corporation to investigate and resolve safe sport violations shall not be reviewable through, or the subject of, these complaint procedures.

Section 9.13 Field of Play Decisions. The final decision of a referee during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the referee) shall not be reviewable through or the subject of these complaint procedures unless the decision is (i) outside the authority of the referee to make or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the term “referee” shall include any individual with discretion to make field of play decisions.

Section 9.14 Complaints Regarding Compliance. No action taken by an athlete under this Section 9 shall preclude, or act as a bar, to the filing of a complaint by the athlete alleging that an NGB or PSO is in non-compliance with Section 8 of these Bylaws and Sections 220522-220525 of the Act.

SECTION 10

COMPLAINTS OF NON-COMPLIANCE AGAINST AN NGB OR PSO

Section 10.1 Manner of Filing the Complaint. Any amateur sports organization or person that belongs to, or is eligible to belong to, an NGB or PSO may seek to compel such NGB or PSO to comply with the requirements of Section 8 of these Bylaws and Sections 220522-220525 of the Act by filing a written complaint with the corporation's CEO, with a copy to the corporation's legal division. A copy of the complaint shall also be served on the applicable NGB or PSO. The party filing the complaint shall file with the corporation proof of service on the NGB or PSO.

Section 10.2 The Complaint. The complaint shall be in writing and signed by the individual or the chief executive officer of the group or organization making the complaint. The complaint shall set forth the factual allegations in numbered paragraphs, each paragraph containing a single factual allegation, and shall contain, at a minimum, the following:

- a) the names and addresses of the parties;
- b) the jurisdictional basis of the complaint;
- c) the efforts made to exhaust available remedies, or if such remedies
- d) have not been exhausted, the grounds upon which the complainant
- e) alleges that exhaustion would result in unnecessary delay;
- f) the alleged grounds of noncompliance;
- g) the supporting evidence or documentation forming the basis of the
- h) complaint; and
- i) the relief sought.

Section 10.3 Filing Fee. A complaint filed by an individual shall be accompanied by a two-hundred and fifty (250) dollar filing fee. A complaint filed by an organization shall be accompanied by a five hundred (500) dollar filing fee. Such filing fee shall be made payable to the corporation. The complainant may request that the filing fee be reimbursed for reasons of significant financial hardship or if there is otherwise just cause. If such request is made, the hearing panel shall determine whether or not to reimburse the filing fee.

Section 10.4 Failure to Properly File. A complaint that is not filed in accordance with Sections 10.1 and 10.2 of these Bylaws, and which is not accompanied by the designated filing fee as set forth in Section 10.3 of these Bylaws shall render the filing ineffective and the complaint shall not be considered to have been properly filed.

Section 10.5 Administration. Complaints filed under this Section 10 shall be administered by the corporation's legal division.

Section 10.6 Hearing Panel. A complaint properly filed under this provision shall be heard by a corporation hearing panel. The hearing panel shall consist of a panel of three individuals appointed by the CEO. The hearing panel shall consist of one (1) member of the

Board, one (1) individual who is a member of the NGB Council or Multisport Organizations Council and one (1) individual who is a member of the AAC. The CEO shall also appoint the chair of the hearing panel. The hearing panel shall not include any individual having a direct interest, either personally or by virtue of organizational affiliation, in the outcome of the proceeding.

If for any reason a hearing panel member is unable to perform his or her duties as a Panel member, and such vacancy occurs prior to commencement of a hearing on the merits, the CEO shall appoint a substitute hearing panel member. If such vacancy occurs after commencement of the hearing, the remaining hearing panel members may continue with the hearing and render a decision on the complaint, unless the parties agree to have a substitute hearing panel member appointed.

Section 10.7 Communication with the Hearing Panel. No party and no one acting on behalf of any party shall communicate ex parte with a hearing panel member.

Section 10.8 Mediation. At the request of a party, the hearing panel may adjourn the proceeding to allow for mediation of the complaint. The hearing panel shall set a deadline for completion of the mediation. The CEO shall appoint a mediator, after consultation with the parties. The mediator shall not be a member of the hearing panel associated with the mediation.

Section 10.9 Conduct of the Proceeding. The hearing panel shall have the authority to rule on all motions and other matters raised in the proceeding. The hearing panel shall set such timelines and other rules regarding the proceeding, and the conduct of the hearing, as it deems necessary.

Section 10.10 Time Computation. In computing any period of time, the last day of the period so computed shall be included, unless it is a Saturday, a Sunday or a legal holiday, in which event the period runs until the end of the next day which is not one of the aforementioned days. The parties may modify any period of time by mutual agreement and consent of the hearing panel. The hearing panel may extend any period of time as it deems necessary.

Section 10.11 Exhaustion of Remedies. The complainant may file a complaint under this Section 10 only after exhausting all available remedies with the NGB or PSO for correcting deficiencies, unless it can be shown by clear and convincing evidence that those remedies would have resulted in unnecessary delay.

The hearing panel shall determine whether the complainant has exhausted his or her or its remedies within the applicable NGB or PSO. If the hearing panel determines that such remedies have not been exhausted, it may direct that such remedies be pursued before the hearing panel will further consider the complaint.

Section 10.12 Motion to Dismiss. If the respondent contends that jurisdiction of the complaint is improper, that the complainant has failed to exhaust available remedies, that there is some other procedural or jurisdictional defect that would preclude a hearing on the merits, or that the complaint fails to state a claim upon which relief can be granted, it may move to dismiss the complaint. Such motion to dismiss shall set forth the grounds for dismissal and shall be filed within thirty (30) days after receipt of the complaint by the respondent.

The complainant shall be given the opportunity to submit papers in opposition to the respondent's motion to dismiss. The hearing panel shall determine whether or not to have argument on the motion to dismiss.

Section 10.13 Answer. If no motion to dismiss is filed, the respondent shall file an answer within thirty (30) days after receipt of the complaint by the respondent. If the hearing panel finds against the respondent with respect to its motion to dismiss, the respondent shall file an answer to the complaint within thirty (30) days after the hearing panel issues its decision on the motion to dismiss. If no answer is filed within the stated time, the respondent shall be deemed to have denied the claim.

Section 10.14 Preliminary Hearing. Either on its own directive, or at the request of a party, the hearing panel may schedule a preliminary hearing with the parties. The preliminary hearing may be conducted by telephone at the hearing panel's discretion.

During the preliminary hearing, the parties and the hearing panel should discuss the future conduct of the proceeding, including clarification of the issues and claims, a schedule for the hearing and any other preliminary matter.

Section 10.15 Exchange of Information. Either on its own directive or at the request of a party, the hearing panel may direct the production of documents and other information. Further, the hearing panel may require that the parties (i) identify any witnesses the parties intend to call at the hearing and (ii) exchange copies of all exhibits the parties intend to submit at the hearing. The hearing panel shall set due dates for the exchange of such information. The hearing panel is authorized to resolve any disputes concerning the exchange of information.

Section 10.16 Recording the Proceedings. Proceedings may be recorded by a court reporter upon the request of a party. The party making the request shall pay for the services of the court reporter, or if the parties mutually agree, the cost may be equally divided between the parties. A party requesting a transcript shall pay for the cost of the transcript. Any transcript ordered by a party shall be made available to the hearing panel upon request of the panel.

Section 10.17 Hearing. Provided that the complaint is not dismissed, the hearing panel shall hold a hearing on the merits of the complaint. The hearing panel shall set such timelines and other rules regarding the hearing as it deems necessary.

At any hearing all parties shall be given a reasonable opportunity to present oral or written evidence, to cross-examine witnesses, and to present such factual or legal claims as desired. The rules of evidence shall not be strictly enforced; instead, rules of evidence generally accepted in administrative proceedings shall be applicable. The hearing panel shall determine the admissibility, relevance, and materiality of the evidence offered and may exclude evidence deemed by the hearing panel to be cumulative or irrelevant. The hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.

The burden of proof shall be upon the complainant who shall also initially have the burden of going forward with the evidence. The respondent shall then have the burden of going forward with evidence in opposition to the complaint and in support of respondent's position.

The complainant must establish by a preponderance of the evidence that the NGB or PSO does not meet the criteria of Section 8 of these Bylaws and/or Sections 220522-220525 of the Act.

Section 10.18 Decision. A decision shall be determined by a majority of the hearing panel. The hearing panel shall issue a written reasoned decision of its findings. The decision shall be made public and may be published on the corporation's website.

If the hearing panel determines that the NGB or PSO is in compliance with the requirements of Section 8 of these Bylaws and Sections 220522-220525 of the Act, it shall so notify the Board, the complainant and such NGB or PSO.

If the hearing panel determines that the NGB or PSO is not in compliance with the requirements of Section 8 of these Bylaws and/or Sections 220522 –220525 of the Act, it shall so notify the Board, the complainant and the NGB or PSO. Further, the hearing panel shall make a recommendation to the Board either to place the NGB or PSO on probation or to revoke the recognition of the NGB or PSO. However, if the hearing panel finds that the NGB or PSO's non-compliance can readily be rectified, then, prior to making a recommendation to the Board, the hearing panel may issue an order directing that the NGB or PSO take such action as is appropriate to correct the deficiency, and if such deficiency is corrected, the hearing panel may then make a finding of compliance.

Section 10.19 Action of the Board. Upon receipt of the hearing panel's notification of non-compliance, the Board shall convene and determine whether:

- a) to place the NGB or PSO on probation for a specified period of time, not to exceed one hundred eighty (180) days, which it considers necessary to enable such NGB or PSO to comply with such requirements; or
- b) to revoke the recognition of the NGB or PSO.

In making this determination the Board shall consider the recommendation of the hearing panel, but is not bound by it.

Section 10.20 Probation. If an NGB or PSO is placed on probation, it shall, at the conclusion of the probationary period, submit a report to the hearing panel as to whether or not it is in compliance. The hearing panel shall then convene to consider the report.

If, after considering the report of the NGB or PSO, the hearing panel determines that such NGB or PSO is in compliance with the requirements of Section 8 of these Bylaws and Sections 220522-220525 of the Act, it shall so notify the Board, and the NGB or PSO.

If, after consideration of the report of the NGB or PSO, the hearing panel determines that such NGB or PSO is not in compliance with the requirements of Section 8 of these Bylaws and/or Sections 220522-220525 of the Act, it shall so notify the Board and the NGB or PSO. If the hearing panel determines that the NGB or PSO has proven by clear and convincing evidence that, through no fault of its own, it needs additional time to comply with such requirements, the hearing panel may recommend to the Board that the probationary period be extended.

If, at the end of the probationary period allowed by the Board, the NGB or PSO has not complied with such requirements, the Board shall revoke the recognition of the NGB or PSO.

Section 10.21 Arbitration. There shall be no right of appeal to any other body of the corporation from a decision of the hearing panel or from a remedy imposed by the Board. Any party that considers itself aggrieved by a decision of the hearing panel on the merits of the complaint or by a remedy imposed by the Board may, within thirty (30) days after such decision or imposition of remedy, file a demand for arbitration with the AAA. The corporation has the right to participate in the arbitration proceeding, but it cannot be involuntarily joined by a party.

A respondent shall be entitled in a demand for arbitration to raise any jurisdictional or procedural objection to the complaint raised in its original motion to dismiss, but determined against it by the hearing panel that considered the jurisdictional or procedural challenge.

The arbitrator shall render a reasoned award in writing. All such awards shall be made public and may be published on the corporation's website.

The arbitral award shall be binding upon the parties, and unless the award is inconsistent with the terms of the Act, these Bylaws, or the rules of the IOC, upon the corporation.

SECTION 11

APPLICATION TO REPLACE AN NGB OR PSO

Section 11.1 Manner of Filing the Application. Any amateur sports organization may seek to replace an incumbent as the NGB or PSO for a particular sport by filing with the corporation a written application for such recognition with the CEO, with a copy to the corporation's legal division. A copy of the application shall also be served on the applicable NGB or PSO. The party filing the application shall file with the corporation proof of service on the NGB or PSO.

Section 11.2 Multiple Applications. If two (2) or more organizations file applications for the same sport, the applications shall be considered in a single proceeding. Each applicant shall serve a copy of its application on the other applicant, and shall file with the corporation proof of such service.

Section 11.3 Filing Period. An application under this Section 11 must be filed (i) within the one-year (1-year) period after the final day of any Olympic Games in the case of a sport for which competition is held in the Olympic Games or Paralympic Games, or in both the Olympic and Pan American Games, or (ii) within the one-year (1 year) period after the final day of any Pan American Games in the case of a sport for which competition is held in the Pan American Games and not in the Olympic Games.

Section 11.4 The Application. The application shall be in writing and signed by the chief executive officer of the organization making the application. The application shall set forth the factual allegations in numbered paragraphs, each paragraph containing a single factual allegation, and shall contain at a minimum the following;

- a) the names and addresses of the parties;
- b) the jurisdictional basis of the challenge;
- c) the factual basis upon which, pursuant to the criteria of Section 8 of these Bylaws and Sections 220522-220525 of the Act, the applicant claims that it is entitled to replace the respondent; and
- d) the relief sought.

A copy of the applicant's organic documents shall be appended to the application.

Section 11.5 Filing Fee. An application filed by an applicant shall be accompanied by a five hundred (500) dollar filing fee. Such filing fee shall be made payable to the corporation.

Section 11.6 Failure to Properly File. An application that is not filed in accordance with Sections 11.1 through 11.4 of these Bylaws, and which is not accompanied by the designated filing fee as set forth in Section 11.5 of these Bylaws shall render the filing ineffective and the application shall not be considered to have been properly filed.

Section 11.7 Administration. Applications filed under this Section 11 shall be administered by the corporation's legal division.

Section 11.8 Hearing Panel. An application properly filed under this provision shall be heard by a corporation hearing panel. The hearing panel shall consist of three (3) individuals appointed by the CEO. The hearing panel shall consist of one (1) individual who is a member of the Board, one (1) individual who is a member of the NGB Council or Multisport Organizations Council, and one (1) individual who is a member of the AAC. The CEO shall also appoint the chair of the hearing panel. The hearing panel shall not include any individual having a direct interest, either personally or by virtue of organizational affiliation, in the outcome of the proceeding.

If for any reason a hearing panel member is unable to perform his or her duties as a panel member, and such vacancy occurs prior to commencement of a hearing on the merits, the CEO shall appoint a substitute hearing panel member. If such vacancy occurs after commencement of the hearing, the remaining hearing panel members may continue with the hearing and render a decision on the application, unless the parties agree to have a substitute hearing panel member appointed.

Section 11.9 Communication with the Hearing Panel. No party and no one acting on behalf of any party shall communicate ex parte with a hearing panel member.

Section 11.10 Mediation. At the request of a party, the hearing panel may adjourn the proceeding to allow for mediation of the application. The hearing panel shall set a deadline for completion of the mediation. The CEO shall appoint a mediator, after consultation with the parties. The mediator shall not be a member of the hearing panel. The parties shall bear all costs associated with the mediation.

Section 11.11 Conduct of the Proceeding. The hearing panel shall have the authority to rule on all motions and other matters raised in the proceeding. The hearing panel shall set such timelines and other rules regarding the proceeding, and the conduct of the hearing, as it deems necessary.

Section 11.12 Time Computation. In computing any period of time, the last day of the period so computed shall be included, unless it is a Saturday, a Sunday or a legal holiday, in which event the period runs until the end of the next day that is not one of the aforementioned days. The parties may modify any period of time by mutual agreement and consent of the hearing panel. The hearing panel may extend any period of time as it deems necessary.

Section 11.13 Motion to Dismiss. If the respondent contends that jurisdiction of the application is improper, that there is some other procedural or jurisdictional defect that would preclude a hearing on the merits, or that the application fails to state a claim upon which relief can be granted, it may move to dismiss the application. Such motion to dismiss shall set forth the grounds for dismissal and shall be filed within thirty (30) days after receipt of the application by the respondent.

The applicant shall be given the opportunity to submit papers in opposition to the respondent's motion to dismiss. The hearing panel shall determine whether or not to have argument on the motion to dismiss.

Section 11.14 Answer. If there is no motion to dismiss, the respondent shall file an answer within thirty (30) days after receipt of the application by the respondent. If the panel finds against the respondent with respect to its motion to dismiss, the respondent shall file an answer to the application within thirty (30) days after the hearing panel issues its decision on the motion to dismiss. If no answer is filed within the stated time, the respondent shall be deemed to have denied the claim.

Section 11.15 Preliminary Hearing. Either on its own directive, or at the request of a party, the hearing panel may schedule a preliminary hearing with the parties. The preliminary hearing may be conducted by telephone at the hearing panel's discretion.

During the preliminary hearing, the parties and the hearing panel should discuss the future conduct of the proceeding, including clarification of the issues and claims, a schedule for the hearing and any other preliminary matter.

Section 11.16 Exchange of Information. Either on its own directive, or at the request of a party, the hearing panel may direct the production of documents and other information. Further, the hearing panel may require that the parties (i) identify any witnesses the parties intend to call the hearing, and (ii) exchange copies of all exhibits the parties intend to submit at the hearing. The hearing panel shall set due dates for the exchange of such information. The hearing panel is authorized to resolve any disputes concerning the exchange of information.

Section 11.17 Recording the Proceedings. Proceedings may be recorded by a court reporter upon the request of a party. The party making the request shall pay for the services of the court reporter, or if the parties mutually agree, the cost may be equally divided between the parties. A party requesting a transcript shall pay for the cost of the transcript. Any transcript ordered by a party shall be made available to the hearing panel upon request of the panel.

Section 11.18 Hearing. Provided that the application is not dismissed, the hearing panel shall hold a hearing on the merits of the application. The hearing panel shall set such timelines and other rules regarding the hearing as it deems necessary.

The corporation shall publish notice of the time and place of such hearing on its website at least thirty (30) days, but not more than sixty (60) days, prior to the date of the hearing. The parties, at the direction of the hearing panel, shall send written notice, including a copy of the application, at least 30 days prior to the date of the hearing to all amateur sports organizations known in that sport. The hearing shall be open to the public.

At any hearing all parties shall be given a reasonable opportunity to present oral or written evidence, to cross-examine witnesses, and to present such factual or legal claims as desired. The rules of evidence shall not be strictly enforced; instead, rules of evidence generally

accepted in administrative proceedings shall be applicable. The hearing panel shall determine the admissibility, relevance, and materiality of the evidence offered and may exclude evidence deemed by the hearing panel to be cumulative or irrelevant. The hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.

The burden of proof shall be upon the applicant who shall also initially have the burden of going forward with the evidence. The respondent shall then have the burden of going forward with evidence in opposition to the challenge and in support of respondent's position.

The applicant must establish by a preponderance of the evidence that:

- a) it meets the criteria for recognition as an NGB or PSO under Section 220522 of the Act; and
- b) (i) the NGB or PSO does not meet the criteria of Section 8 of these Bylaws or Sections 220522-220525 of the Act, or (ii) the applicant more adequately meets the criteria of Section 220522 of the Act, is capable of more adequately meeting the criteria of Section 8 of these Bylaws and Sections 220523-220524 of the Act, and provides, or is capable of providing, a more effective national and international program of competition than the NGB or PSO in the sport for which it seeks recognition.

Section 11.19 Decision. A decision shall be determined by a majority of the hearing panel. The hearing panel shall issue a written reasoned decision of its findings. The decision shall be made public and may be published on the corporation's website.

If the hearing panel determines that such NGB or PSO should continue as the NGB or PSO for its sport the hearing panel shall so notify the Board, the applicant and such NGB or PSO.

If the hearing panel determines that such NGB or PSO would have retained recognition except for a minor deficiency in one of the requirements of Section 8 of these Bylaws or Sections 220522-220525 of the Act, the hearing panel shall so notify the Board, the applicant and the NGB or PSO. The hearing panel shall also make a recommendation to the Board to place the NGB or PSO on probation for a specified period of time not to exceed one hundred-eighty (180) days, pending compliance by the NGB or PSO.

If the hearing panel determines that the recognition of such NGB or PSO should be revoked, it shall so notify the Board, the applicant and such NGB or PSO. Further, the hearing panel shall make a recommendation to the Board either to (i) declare a vacancy in the NGB or PSO for that sport, or (ii) recognize the applicant as the NGB or PSO.

Section 11.20 Action of the Board. Upon receipt of the hearing panel's notification (i) that the NGB or PSO would have retained recognition except for a minor deficiency, or (ii) that the NGB or PSO's recognition should be revoked, the Board shall convene and determine whether:

- a) to place such NGB or PSO on probation for a specified period of time not to exceed one hundred eighty (180) days, which it considers necessary to enable such NGB or PSO to comply with such requirements; or
- b) to revoke the recognition of such NGB or PSO and declare a vacancy in the NGB or PSO for that sport; or
- c) to revoke the recognition of such NGB or PSO and recognize the applicant as the NGB or PSO for that sport.

In making its determination, the Board shall consider the recommendation of the hearing panel, but is not bound by it.

Section 11.21 Probation.

If an NGB or PSO is placed on probation, it shall, at the conclusion of the probationary period, submit a written report to the hearing panel as to whether or not it is in compliance. The NGB or PSO shall provide a copy of that report to the applicant. The hearing panel shall then convene to consider the report.

If, after considering the report of the NGB or PSO, the hearing panel determines that such NGB or PSO is in compliance with the requirements of Section 8 of these Bylaws and Sections 220522-220525 of the Act, the hearing panel shall so notify the Board, the applicant, and the NGB or PSO.

If, after consideration of the report of the NGB or PSO, the hearing panel determines that such NGB or PSO is not in compliance with the requirements of Section 8 of these Bylaws or Sections 220522-220525 of the Act, the hearing panel shall so notify the Board, the applicant, and the NGB or PSO.

If, at the end of the probationary period allowed by the Board, the NGB or PSO has not complied with such requirements, the Board shall revoke the recognition of such NGB or PSO and either (i) recognize the applicant as the NGB or PSO or (ii) declare a vacancy in the NGB or PSO.

Section 11.22 Arbitration. There shall be no right of appeal to any other corporation body from a decision of the hearing panel or from a remedy imposed by the Board. Any party that considers itself aggrieved by a decision of the hearing panel on the merits of the hearing panel's decision concerning the application or by a remedy imposed by the Board may, within thirty (30) days after such decision or imposition of remedy, file a demand for arbitration with the AAA. The corporation has the right to participate in the arbitration proceeding, but it cannot be involuntarily joined by a party.

A respondent shall be entitled in a demand for arbitration to raise any jurisdictional or procedural objection to the application raised in its original motion to dismiss, but determined against it by the hearing panel that considered the jurisdictional or procedural challenge.

The arbitrator shall render a reasoned award in writing. All such awards shall be made public and may be published on the corporation's website.

The arbitral award shall be binding upon the parties thereto, and unless the award is inconsistent with the terms of the Act, these Bylaws, or the rules of the IOC, upon the corporation.

Section 11.23 Replacement of NGB or PSO. If the Board upholds the application of an amateur sports organization to replace the incumbent as the NGB or PSO and there is no appeal, or if there is an appeal and the final arbitration award upholds the application of an amateur sports organization to replace the incumbent as the NGB or PSO:

- a) such applicant organization shall be deemed elected to membership in the corporation, and the membership of the incumbent shall be deemed terminated without further action of the Board; and
- b) The incumbent shall cease to exercise the authority of an NGB or PSO as specified in Section 220523 of the Act.

The Board shall, within sixty (60) days after such award, recommend and support in any appropriate manner the new NGB or PSO to the appropriate international sports federation or organization for recognition by such federation or organization as the United States NGB or PSO in that sport, any provision to the contrary in Section 10 of these Bylaws notwithstanding. Such action shall include, without limitation, formally advising such federation or organization of the decision of the Board and recommending acceptance of such action by the federation or organization.

In the event that there is a significant delay in the acceptance of the new NGB or PSO as the United States member in such international federation or organization, the Board shall take any and all steps that may be necessary to protect the right of United States athletes to participate in international amateur athletic competition.

SECTION 12

CODE OF CONDUCT FOR VOLUNTEERS, STAFF AND MEMBER ORGANIZATIONS

Section 12.1 Code of Conduct. The Board shall adopt a Code of Conduct for members of the Board, committee and task force members, member organizations associated with the corporation, the CEO, all corporation employees and others who are associated with the corporation (the “Code”). The Code shall establish minimum standards for the conduct of corporate personnel, including staff. All member organizations shall comply with the requirements of the Code, when representing the corporation or participating in corporation activities or events. Violations of the Code shall be handled in the manner specified in the Code. Amendments to the Code shall require a recommendation of the Ethics Committee and the approval of two-thirds of the voting power of the directors present at a meeting of the Board.

Section 12.2 Affirmative Obligation to Promote Ethical Conduct. All corporation personnel should promote ethical behavior and take steps to ensure that the corporation:

- a) encourages employees, Board, committee, and task force members and others associated with the corporation to address ethical concerns, and to talk to supervisors, managers, and the Ethics Officer, when in doubt about the best course of action in a particular situation;
- b) encourages everyone associated with the corporation to report, on a confidential basis, violations of laws, rules, regulations or the Code to the Ethics Officer or the Ethics Committee; and
- c) informs corporation personnel that the corporation will not allow retaliation for reports made in good faith concerning ethical behavior or the violation of laws, rules, regulations, or the Code.

Section 12.3 Written Standards. The corporation shall develop, maintain, and distribute written standards of conduct, as well as written policies, procedures and protocols, that promote the corporation’s commitment to compliance with such standards and address specific areas of potential infractions.

Section 12.4 Compliance Officer. The corporation shall designate an ethics officer who shall report functionally to the Ethics Committee and operationally to the CEO or his/her designee and shall be charged with the responsibility for developing, operating, and monitoring the corporation’s ethics program, subject to oversight by the Ethics Committee.

Section 12.5 Education and Training. The corporation shall develop and maintain regular and effective education and training programs for all affected corporation employees, officers, directors, committee and task force members, and volunteers, and others associated with the corporation.

Section 12.6 Effective Communication. The corporation shall ensure that an effective line of communication exists between the ethics officer and all corporation employees, officers, directors, committee members, and volunteers, and others associated with the corporation, including maintaining a process, such as a hotline or other reporting system, to receive complaints and the adoption of procedures to protect the anonymity of complainants and to protect complainants from retaliation based on their reporting of ethics or compliance issues.

Section 12.7 Monitoring. The corporation shall use audits and other risk evaluation techniques to monitor compliance and identify problem areas affecting the corporation and its employees, officers, directors, committee and task force members, and volunteers, and others associated with the corporation.

Section 12.8 Investigation. The corporation shall develop and maintain policies and procedures with respect to the investigation of identified systemic problems, which include direction regarding the prompt and proper response to detected offenses, such as the initiation of appropriate corrective action and preventive matters.

Section 12.9 Reporting Systems. The corporation shall develop and maintain a system to respond to allegations of illegal, unethical, or improper activities and enforcement of appropriate disciplinary action against members of the Board, committee and task force members, member organizations associated with the corporation, the CEO, all corporation employees and others who are associated with the corporation who have violated internal compliance policies, applicable statutes, regulations, or other corporation requirements.

Section 12.10 Member Organizations and Bid Cities. The corporation shall encourage its member organizations (except that NGBs and PSOs are required to comply with Section 8.7(d) of these Bylaws) and shall require any bid city organizations to implement procedures that comply with the requirements of Sections 12.3 through 12.9 of these Bylaws.

SECTION 13

ATHLETE OMBUDSMAN

Section 13.1 Confidential Information. The Ombudsman shall keep information that is communicated or provided to him in any matter involving the exercise of his or her official duties confidential, except that the Ombudsman may use such information as necessary in resolving or mediating a dispute.

Section 13.2 Privilege. Neither the Ombudsman nor a member of his or her staff shall be compelled to testify or produce evidence in any judicial or administrative proceeding with respect to any matter involving the exercise of his or her official duties. All related memoranda, work product, notes or case files of the Ombudsman are confidential and are not subject to discovery, subpoena, or other means of legal compulsion, and are not admissible in evidence in a judicial or administrative proceeding.

Section 13.3 Exceptions to Privilege. The privilege described in Section 13.2 of these Bylaws does not apply to information concerning:

- a) a felony personally witnessed by the Ombudsman or a member of his or her staff;
- b) a situation where an individual is at imminent risk of serious harm, which is communicated to the Ombudsman or a member of his or her staff; and/or
- c) the general operation of the Ombudsman's office and the general processes employed.

Section 13.4 Ombudsman Statements. In light of the Ombudsman's independence pursuant to the Act, statements of the Ombudsman shall not be deemed to reflect the views or positions of the corporation as evidence in any legal or judicial proceeding.

SECTION 14

ATHLETES' ADVISORY COUNCIL AND ATHLETE REPRESENTATION

Section 14.1 Composition. There shall be an AAC composed of, and elected by, amateur athletes to ensure communication between the corporation and currently active athletes, and to serve as a source of opinion and advice to the Board with regard to both current and contemplated policies of the corporation. The AAC shall consist of at least (i) one (1) athlete from each NGB elected by athletes having competed at the appropriate level in the sport governed by that NGB, (ii) two (2) athletes elected from among athletes competing in winter Paralympic sports, elected by athletes having competed at the appropriate level in the winter Paralympic sports (iii) six (6) athletes elected from among athletes competing in summer Paralympic sports, elected by athletes having competed at the appropriate level in the summer Paralympic sports and (iv) six (6) athletes elected by the AAC to serve at-large on the AAC.

Section 14.2 Operation. The AAC shall meet regularly and in accordance with the budget approved by the Board. The AAC shall operate in accordance with bylaws adopted by the members of the AAC and approved by the Board.

Section 14.3 Term. Election to membership in the AAC shall be made in accordance with provisions of the AAC Bylaws. Elected athletes shall serve until their successors are elected unless removed for cause or not for cause pursuant to the AAC Bylaws, except as otherwise set forth in the corporation's Bylaws.

Section 14.4 Athlete Representation on Board and Committees. Athlete representatives shall equal 100 percent of the AAC, at least 20 percent of the voting power of the Board of the corporation and at least 20 percent of the membership and voting power of all corporation committees, task forces and other such groups operating under the authority of the Board or CEO. For purposes of this Section 14.4, athlete representatives must have represented the United States in the Olympic, Pan American or Paralympic Games, World Championships, or an event designated as an Operation Gold event within the ten (10) years preceding election.

Section 14.5 Qualifications. Athlete representatives to the AAC (i) representing Olympic and Pan American sports, must be directly elected by athletes from their NGB who meet the standard set forth in Section 14.4 of these Bylaws at the time of election, (ii) representing Paralympic sports, must be directly elected by athletes from either PSOs, or NGBs designated to govern a Paralympic sport (or the corporation if overseeing a Paralympic sport) who meet the standard set forth in Section 14.4 of these Bylaws, and (iii) who are at-large members of the AAC must be directly elected by athletes serving on the AAC. Athlete representatives to the Board shall be recommended to the Nominating and Governance Committee by members of the AAC from among the athletes who meet the standard set forth in Section 14.4 of these Bylaws at the time they would take office, and the Nominating and Governance Committee may also consider other athletes who meet the definition of independence set forth in Section 3.2 of these Bylaws to serve as independent directors on the Board, as provided in these Bylaws. Athlete representatives on corporation committees, task forces and other such groups shall be appointed after consultation with the AAC from among the athletes who meet the standard set forth in

Section 14.4 of these Bylaws. The AAC may elect or appoint individual members to AAC leadership positions under the terms of the AAC Bylaws; all such leaders are subject to the qualifications criteria and resolution process set out in Section 3.7 of these Bylaws.

Section 14.6 NGB Election Procedures. Each NGB shall adopt and submit to the AAC, consistent with policies established by the AAC, a procedure whereby eligible athletes as defined in Section 14.4 of these Bylaws shall elect an active athlete to represent the Olympic or Pan American sport governed by the NGB on the AAC. The PSOs and NGBs designated to govern a Paralympic sport, collectively, with the corporation, shall adopt and submit to the AAC, consistent with policies established by the AAC, a procedure whereby eligible athletes as defined in Section 14.4 of these Bylaws shall elect eligible athletes to represent the Paralympic sports on the AAC.

SECTION 15

NATIONAL GOVERNING BODIES COUNCIL

Section 15.1 Composition. There shall be an NGB Council whose members shall be representatives of the NGBs and PSOs selected by their boards of directors or such other governing boards to ensure effective communication between the corporation and such NGBs and PSOs.

Section 15.2 Term. Each member of the NGB Council shall serve until replaced by the NGB or PSO that appointed them, unless removed for cause or not for cause by the NGB Council pursuant to fair procedures as provided for in the NGB Council bylaws.

Section 15.3 Operation. The NGB Council shall operate in accordance with bylaws adopted by the members of the NGB Council and approved by the Board. The NGB Council shall elect its own officers from among its members and shall meet and conduct business as necessary in accordance with its bylaws and the budget approved by the Board. All such NGB Council officers are subject to the qualifications criteria and resolution process set out in Section 3.7 of these Bylaws.

SECTION 16

MULTISPORT ORGANIZATIONS COUNCIL

Section 16.1 Composition. There shall be a Multisport Organizations Council whose members shall be one representative of each of the Multisport Organizations (Community-Based Multisport Organizations, Education-Based Multisport Organizations, Armed Forces Organizations, Recognized Sport Organizations, Other Sport Organizations and the US Olympians) selected by their board of directors or such other governing board to ensure effective communication between the corporation and such Multisport Organizations.

Section 16.2 Term. Each member of the Multisport Organizations Council shall serve until replaced by the Multisport Organization that appointed them, unless removed for cause or not for cause by the Multisport Organizations Council pursuant to fair procedures as provided for in the Multisport Organizations Council bylaws.

Section 16.3 Operation. The Multisport Organizations Council shall operate in accordance with bylaws adopted by the members of the Multisport Organizations Council and approved by the Board. The Multisport Organizations Council shall elect its own officers from among its members and shall meet and conduct business in accordance with its bylaws and the budget approved by the Board. All such Multisport Organizations Council officers are subject to the qualifications criteria and resolution process set out in Section 3.7 of these Bylaws.

SECTION 17

INDEMNIFICATION

Section 17.1 Indemnification Right. The corporation shall indemnify each of its present or former directors, officers, employees, committee members or official representatives, or any person who is or was serving another corporation or other entity in any capacity at the request of the corporation, against all expenses actually and reasonably incurred by such person (including, but not limited to, judgments, costs and counsel fees) in connection with the defense of any pending or threatened litigation to which such person is, or is threatened to be made, a party because such person is or was serving in such capacity. This right of indemnification shall also apply to expenses of litigation that is compromised or settled, including amounts paid in settlement, if the corporation shall approve such settlement as provided in Section 17.2 of these Bylaws. Such person shall be entitled to be indemnified if he/she acted in good faith and in a manner he/she reasonably believed to be in, and not opposed to, the best interests of the corporation. The termination of any litigation by judgment, order, settlements, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in, and not opposed to, the best interests of the corporation.

Section 17.2 Determination of Payment. Any amount payable as indemnification under this Section 17 shall be determined and paid by the corporation pursuant to a determination by a majority vote of a quorum of the Board, consisting of members of the Board who have not incurred expenses in connection with the litigation for which indemnification is sought, that such person seeking indemnification has met the standards of conduct set forth in this Section 17. If such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, such determination shall be made either:

- a) by the Board upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct set forth in this Section 17 has been met; or
- b) by a majority vote of the members of the Board upon a finding that the person seeking indemnification has met the applicable standard of conduct set forth in this Section 17.

Section 17.3 Advance Payment of Litigation Expenses. Any expenses incurred by such person in connection with the defense of any litigation may be made by the corporation in advance of a final disposition of such litigation upon receipt of an undertaking by such person to repay such amount if it is determined under Section 17.2 of these Bylaws that such person is not entitled to be indemnified under this Section 17.

Section 17.4 Other Rights. The right of indemnification under this Section 17 shall be in addition to, and not exclusive of, all other rights to which such person may be entitled.

Section 17.5 Insurance. The Board may, at its discretion, authorize the purchase of insurance on behalf of any persons indemnifiable under this Section 17. Such insurance may include provisions for indemnification of such persons for expenses of a kind not subject to indemnification under this Section 17. Any repeal or modification of this Section 17 shall be prospective only and shall not adversely affect any right or protection of a director, officer, employee, fiduciary and agent of the corporation under this Section 17, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Section 17, prior to such repeal or modification.

SECTION 18

ORGANIZATION OF OLYMPIC, PARALYMPIC AND PAN AMERICAN GAMES IN THE UNITED STATES

Section 18.1 Games Organization. The organization of Olympic, Pan American and Paralympic Games is governed by the rules of the IOC, PASO and the IPC. Selection of the host cities for the Olympic Games shall be made in accordance with IOC rules. Selection of the host cities for the Pan American Games shall be made in accordance with special provisions in PASO rules. Selection of the host cities for the Paralympic Games shall be made in accordance with IPC rules.

Section 18.2 Bid Procedures. Any United States city interested in bidding for the privilege of organizing the Olympic, Pan American or Paralympic Games in the United States shall follow the procedures established by the Board.

SECTION 19

OLYMPIC, PARALYMPIC AND PAN AMERICAN GAMES-RELATED MATTERS

Section 19.1 Chef de Mission. The Board shall appoint a Chef de Mission, who shall function as the liaison officer between the Local Organizing Committee for the Olympic, Paralympic and Pan American Games, and the members of the United States official delegation at the site of the Games.

Section 19.2 Games Administrative Board. There shall be a Games Administrative Board of the corporation which shall have final authority at the site of the Games with respect to all matters regarding policy, protocol, discipline, and similar matters, except with regard to team selection issues and Code of Conduct violations, which are otherwise governed by the Code of Conduct and Grievance Procedures for the Games or Section 9 of these Bylaws. The Games Administrative Board shall consist of the chair, the CEO, the Chef de Mission, the chair of the AAC, and the chair of the NGB Council. In the case of (i) his/her unavailability or (ii) an actual or apparent conflict of interest as to a particular matter before the Games Administrative Board, any member may designate an alternate to serve for a limited time. Failing such a designation by the member him or herself, the Chair may designate an alternate for any absent member, who shall exercise all of the privileges of that absent member for a limited time. The Chair shall chair meetings of the Games Administrative Board, which may be held in-person or via teleconference.

Section 19.3 Games Trials. The corporation has the exclusive jurisdiction over all matters pertaining to the participation of the United States in the Olympic, Paralympic and Pan American Games, including, but not limited to, the authority (i) to approve or disapprove selection procedures recommended by NGBs or PSOs and (ii) to conduct trials. Also, the corporation has the exclusive right to control the use of Olympic, Paralympic and Pan American marks, images and designations in the United States related to those trials. All such trials shall be the property of the corporation. An NGB or PSO shall enter into an agreement with the corporation to manage the trials on behalf of the corporation, unless the corporation otherwise assents in writing that such agreement is not required. For the sake of clarity, the foregoing shall in no way prohibit an NGB or PSO from holding a regional, national, or other events as part of an approved selection process, provided that (i) the event is in no way branded with any Olympic, Paralympic or Pan American mark and (ii) no athlete earns an automatic nomination to an Olympic, Paralympic or Pan American Games teams by participating in the event.

Section 19.4 Trials Administrative Board. There shall be a Trials Administrative Board of the corporation which shall have final authority with respect to all matters regarding trials policy, protocol, discipline, and similar matters, except with regard to team selection issues and Code of Conduct violations, which are otherwise governed by the Code of Conduct and Grievance Procedures for the Games or Section 9 of these Bylaws. The Trials Administrative Board shall consist of the Chair, the CEO, the Chef de Mission, the chair of the AAC, and the chair of the NGB Council. In the case of (i) his/her unavailability or (ii) an actual or apparent

conflict of interest as to a particular matter before the Trials Administrative Board, any member may designate an alternate to serve for a limited time. Failing such a designation by the member him or herself, the Chair may designate an alternate for any absent member, who shall exercise all of the privileges of that absent member for a limited time. The Chair shall chair meetings of the Trials Administrative Board, which may be held in person or via teleconference.

Section 19.5 Former Olympic Teams. Subject to approval by the CEO, members and administrative officials of former U.S. Olympic Teams may organize separately or jointly in units, chapters or groups for the purpose of promoting the Olympic objectives as defined in the Act and these Bylaws and may use the word “Olympic” in names adopted for and by units, chapters, or groups. The activities of these units, chapters, or groups shall be carried on and subject to the consent and approval of the CEO.

SECTION 20

FINANCIAL MATTERS

Section 20.1 Fiscal Year. The fiscal year of the corporation shall commence January 1 and end on December 31 each year.

Section 20.2 Accounts, Books, Minutes. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees. All books and records of the corporation may be inspected by any director, or such director's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 20.3 Financial Audit. The accounts and financial reports of the corporation shall be audited annually by an independent firm of auditors.

Section 20.4 Conveyances and Encumbrances. The assignment, conveyance or encumbrance or sale, exchange, lease or other disposition of any of the real property of the corporation or all or substantially all of the other property and assets of the corporation shall only be authorized by the Board if the purpose of such assignment, conveyance or encumbrance or sale, exchange, lease or other disposition of any of the real property of the corporation or all or substantially all of the other property and assets of the corporation complies with the purposes and restrictions on the powers of the corporation set forth in the Act and these Bylaws.

Section 20.5 Designated Contributions. The corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax exempt purposes as set forth in the Act and these Bylaws, and a restricted gifts policy adopted by the Board. The corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax exempt purposes.

Section 20.6 Loans to Directors and the Chair Prohibited. No loans shall be made by the corporation to the Chair or any other director or to any corporation committee or task force members. Any Chair, director, committee or task force member, 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 it is repaid.

Section 20.7 Individual Liability. No individual officer, director or member of a committee of the corporation shall be personally liable in respect of any debt or other obligation incurred in the name of the corporation or any of its committees pursuant to authority granted directly or indirectly by the Board.

Section 20.8 Bonding. All officers, directors, and employees handling funds of the corporation shall be bonded or insured in such amounts as may be determined from time to time by the CEO. The expense of furnishing such bonds shall be paid by the corporation.

SECTION 21

IRREVOCABLE DEDICATION AND DISSOLUTION

Section 21.1 Charitable Purposes. The property of the corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the corporation shall inure to the benefit of private persons.

Section 21.2 Dissolution. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended. The use and disposition on dissolution or winding up of real or personal property owned or used by the corporation in any and all States and Territories which are part of the United States of America shall be limited to the purposes stated in the foregoing paragraph in such a manner as to satisfy the requirements of the laws of such States for exemption of such property from property taxation in such States.

SECTION 22

MISCELLANEOUS

Section 22.1 Severability and Headings. 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. The descriptive headings of Sections used in these Bylaws are inserted for convenience only and are not intended to and do not have any operative effect.

Section 22.2 Saving Clause. Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the members at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the members at any meeting.

Section 22.3 Compliance with Laws. Nothing contained in the Bylaws shall require the corporation to violate, contravene, or abrogate its duties under any US law, including, but not limited to the Act and the Internal Revenue Code.

SECTION 23

AMENDMENTS OF THE BYLAWS

Section 23.1 Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the Board taken at and noticed for an appropriately called Board meeting. Amendments shall take effect at the close of such meeting except in such cases where it may be specified in the resolution approving the amendment that the amendment will take effect during the meeting or at a later time.

Section 23.2 Proposed Amendments. Any member of the Board may recommend that the Board consider amendments to the Bylaws. If a Board member requests amendments to the Bylaws, not later than sixty (60) days before the date of any meeting of the Board at which an amendment is to be voted on, a general notice of the proposed alteration shall be published on the corporation's website setting forth the text or substantive terms of the proposed amendment, the time and place of the Board's meeting at which such amendment is to be voted upon, and a provision informing interested persons that they may comment on the proposed amendment by submitting materials and information on the amendment to the CEO not less than fourteen (14) calendar days before the Board meeting. All proposed amendments, along with materials or information submitted on the amendment, shall be distributed by the CEO to each member of the Board in a timely fashion.

The undersigned, being the Secretary of the United States Olympic & Paralympic Committee, hereby indicates that the Board has adopted the foregoing Bylaws as the Bylaws of the corporation on March 7, 2019.



Christopher McCleary, Secretary

March 11, 2019

Date