

USOPC NATIONAL GOVERNING BODIES COUNCIL BYLAWS

I. MISSION STATEMENT

The Mission of the National Governing Bodies Council (“NGBC”) is to support the interests of athletes and National Governing Bodies (NGBs) through collaboration, advocacy, and partnership with the AAC, USOPC and other stakeholders.

II. PURPOSE

The NGBC shall have the following purposes:

1. To help NGBs support athletes to achieve sustained competitive success and pursue personal excellence, health and well-being on and off the field of play.
2. To collaborate with all our stakeholders to improve the role NGBs play in promoting, delivering and growing participation in sport.
3. To ensure communication between the USOPC and NGBs, and to serve as a source of NGB opinion and advice to the USOPC Board with regard to both current and contemplated USOPC policies.
4. To facilitate the sharing of knowledge and best practices within the NGB community.
5. To act as an advocate to communicate NGB interests, priorities and concerns with our stakeholders.

III. MEMBERSHIP

Membership in NGBC:

Membership in the NGBC shall be (i) those organizations certified by the USOPC as National Governing Bodies.

Representation to NGBC:

Each NGB may be represented on the NGBC by two individuals. One of the representatives shall be the senior executive of the NGB. The NGB may designate the other representative as it deems appropriate. Individuals serving as representatives to the NGBC should:

1. have the highest personal values, judgment and integrity;
2. be knowledgeable of the Olympic, Paralympic and Pan American ideals;
3. understand NGB functions and responsibilities; and
4. be committed, willing and available to regularly attend and contribute to NGBC meetings.

Diversity in leadership is a goal of the USOPC. As a member of the NGBC the NGB must be committed to, and shall consider, such diversity when selecting its representatives to the NGBC.

The NGBs may be represented at NGBC meetings by both representatives; however, each NGB shall have only one vote. One representative shall be designated by the NGB as the “voting” representative and the other representative, if in attendance, shall have voice, but no vote (however, if the voting representative is not present then the other representative shall have voice and vote).

Attendance at NGBC meetings by both representatives is optimal. However, if the USOPC only funds the attendance of one representative, attendance by the other representative will be funded by the NGB. Observers from NGBs may also attend NGBC meetings unless otherwise restricted by the NGBC representatives at the meeting.

IV. LEADERSHIP

The NGBC, at its last meeting of a summer Olympic quadrennium or the first meeting thereafter, shall elect two officers, a Chair and a Vice Chair, from among the representatives of the NGBC. Both representatives are eligible for election as officers, but the two officers may not be representatives of the same NGB.

The term of each officer shall be for four years. An officer may not serve more than one term (for clarification this provision would not prohibit an individual elected as Vice Chair to be elected to a subsequent term as Chair). When an officer is elected to fill a vacancy and the remaining term is for more than two years, such term shall constitute a full term. If the vacancy being filled is for two years or less, the term shall not be a full term and the officer can serve an additional four year term following completion of the filled vacancy term.

An officer may be removed at any time during her/his term by the NGBC. Removal must be initiated by a written petition signed by at least 15 NGB representatives. A properly signed removal petition shall be placed on the meeting agenda of the next scheduled NGBC meeting (provided proper notice is given as set out below). The officer to be removed shall be provided an opportunity to address the NGBC at the meeting. Removal requires an affirmative vote of two-thirds of the total voting power of the NGBC. Before a vote to remove can take place, notice of the removal petition and notice that a vote to remove has been placed on the meeting agenda shall be sent to all of the NGBC representatives at least 21 days before the scheduled meeting.

If an NGBC officer resigns his/her position, is removed, or is no longer designated by their NGB to represent it on the NGBC, the vacancy shall be filled in a timely manner through a process endorsed by the NGBC Advisory Committee and approved by the NGB Council.

V. MEETINGS

The NGBC shall meet each year in conjunction with the Olympic Assembly. The NGBC may hold additional meetings as it determines is necessary. Meetings may be funded by the USOPC.

Meetings shall be called by the Chair or at the request of a majority of the voting power of the NGBC. The Chair shall set the meeting agenda. Any representative of the NGBC may request that items be placed on the meeting agenda.

The NGBC may transact business by telephone or video conference provided that all persons participating in the meeting can hear each other at the same time. The NGBC shall also have the power to transact business by mail, electronic-mail or facsimile if in the judgment of the Chair such is necessary and appropriate. However, if representatives holding at least one-third of the voting power of the NGBC indicate their unwillingness to decide such a matter by mail, electronic-mail or facsimile, the Chair must call a meeting of the NGBC to determine the question in issue.

At any meeting of the NGBC or any of its committees, a quorum shall consist of a majority of representatives entitled to vote. At least 14 days in advance of an NGBC meeting notice of that meeting must be given to each NGB by any means of communication in current business use and calculated to result in actual notice of the meeting to the NGB representatives. Each NGB has one (1) vote at each meeting of the NGBC. Representatives may not act or vote by proxy. The conduct of the NGBC meetings shall be in conformity with the then current *Roberts Rules of Order*.

VI. NGBC COMMITTEES

An NGBC Advisory Committee shall be named by the Chair subject to confirmation by majority vote of the NGBC. The role of the Advisory Committee shall be to assist the Chair and Vice Chair in fulfilling the mission and purpose of the NGBC. The Advisory Committee shall be composed of five members of the NGBC. None of the Committee members shall be from the same NGB and the Committee shall reflect the diversity of the NGBC.

VII. NOMINATION OF INDIVIDUALS FOR SELECTION TO THE USOPC BOARD OF DIRECTORS

Authority and Eligibility.

Section 1. Pursuant to Section 3.2(b) of the USOPC Bylaws, the NGBC is entitled to and will elect three NGBC representatives to the USOPC Board. These three seats will be staggered as provided for in Section 3.6.2 of the USOPC Bylaws.

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

Section 3. All NGBC candidates will meet the qualifications set forth in Section 3.7 of the USOPC Bylaws.

Section 4. All voting Representatives of NGBC Members, as set forth in Article III of the NGBC Bylaws, in good standing, will be entitled to vote for the NGBC representatives to the USOPC Board.

Election Procedures.

Section 5. The USOPC will notify the NGBC Chair when an NGBC USOPC Board seat is up for election and communicate the corresponding election deadline.

Section 6. The NGBC Chair will appoint an NGBC Election Coordinator, subject to confirmation by the majority vote of the NGBC.

Section 7. The NGBC Election Coordinator will:

- (a) solicit candidates for the NGBC USOPC Board seat;
- (b) determine if a candidate meets the eligibility requirements set forth in Section 3 of these Procedures;
- (c) review and vet candidates;
- (d) communicate with the Members and Representatives of the NGBC about the election;
- (e) communicate with the USOPC Nominating and Governance Committee about the election and the needs of the USOPC Board; and,
- (f) coordinate with and provide information to the Election Administrator so that the Election Administrator can conduct the election.

The NGBC Election Coordinator will carry out a fair and transparent process in fulfilling their duties associated with the election of an NGBC representative to the USOPC Board.

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

Section 9. Any Member or Representative of the NGBC may nominate a candidate who meets the eligibility requirements of Section 3 of these Procedures and any individual meeting the eligibility requirements of Section 3 of these Procedures may nominate themselves as a candidate.

Section 10. The NGBC Election Coordinator will explain to each candidate the responsibilities of USOPC Board service. Additionally, the NGBC Election Coordinator will explain to each candidate that they are to be a voice for the interests of NGBs and PSOs in serving the best interests of the USOPC.

Section 11. Pursuant to USOPC Bylaw Section 3.7, a candidate who has committed certain criminal, doping, or SafeSport violations is ineligible for service as a USOPC Board member. Prior to being placed on the election ballot, a candidate will undergo a background check and social media review conducted by the USOPC, and must make certain disclosures pertaining to the candidate's personal history. Candidates must agree that results of the background check,

social media review, and disclosures will be furnished to the USOPC and to the NGBC Advisory Committee. The USOPC will consider the results of a candidate's background check, social media review, and disclosures and determine whether the results would disqualify the candidate from service as a USOPC Board member in accordance with USOPC Bylaw Section 3.7. If so disqualified, the candidate is precluded from being placed on the ballot

Section 12. In advance of the election, the NGBC Election Coordinator will notify the Members and Representatives of the upcoming election for the NGBC USOPC Board seat. The notification will state the names and include a summary of qualifications of the candidates. Additionally, a candidate may include, if so inclined, a description of not more than 500 words of the candidate's qualifications and of the candidate's position on issues of importance to the candidate.

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

Section 14. The NGBC will provide to the Election Administrator a list of its Members and Representatives with their contact information (email address) at least 30 days prior to the election, which will be the record date.

Section 15. If more than six qualified candidates are nominated to stand for election, the Election Administrator will conduct a preliminary election to narrow the slate down to six candidates. The election will be held electronically. Voting will be by secret ballot. The Election Administrator will ensure that the ballot and voting process are secure and confidential. In the preliminary election all voting Representatives are entitled to cast six votes. A voting Representative may cast fewer than six votes if they are so inclined. Each vote will count equally. If a voting Representative votes for more than six candidates or the voted ballot is indecipherable, then the ballot will be declared invalid and not counted.

The six candidates receiving the highest number of votes will then be on the slate to stand for election. However, if after ranking the candidates by the number of votes they have received (highest to lowest), the slate is not filled because one or more are tied so that six candidates are not selected, then there will be a second ballot with only the tied candidates up for election.

1. (a) If one candidate is needed to fill the slate, the candidate with the highest number of votes on the second ballot in order to fill the slate will stand for election (for example, if on the first ballot five candidates are selected by receiving the highest number of votes and the next two candidates are tied, then on the second ballot the candidate receiving the highest number of votes will be selected to fill the slate). If there is a subsequent tie vote, the voting will continue until the tie is broken, with only the tied candidates up for election.
2. (b) If more than one candidate is needed to fill the slate, the candidates with the highest number of votes on the second ballot in order to fill the slate will stand for election (for example, if on the first ballot four candidates are selected by receiving the highest number of votes and the next three candidates are tied, then on the second ballot the two candidates receiving the highest number of votes will be selected to fill the slate). If there is a subsequent tie vote, the voting will continue until the tie is broken, with only the tied candidates up for election.

If two NGBC Board seats are to be filled in one election, the number of candidates on the slate will remain at six and the voting process as outlined in the preceding two paragraphs will be followed.

The Election Administrator will announce the slate of six candidates, who will then stand for election.

Section 16. Whenever possible the election for the NGBC representative to the USOPC Board will be conducted at an in-person NGBC meeting, preferably (but not required) at a meeting held during the Olympic and Paralympic Assembly. However, the election may also be conducted at an NGBC meeting held electronically via video conference if approved by the Advisory Committee.

Each candidate will be given the opportunity to speak before the NGBC in-person, by conference call or electronically via video conference. The time given to each candidate to speak will be determined by the Advisory Committee. The order of speaking will be determined by a draw conducted by the NGBC Election Coordinator. Candidates may be present for presentations made by other candidates. Questions of the candidates are not permitted. Voting will take place immediately following the candidate presentations.

Section 17. The Election Administrator will provide a ballot to all Representatives entitled to vote. Whether the election is conducted at an in-person meeting or at a meeting held electronically via video conference, voting will be conducted electronically, unless otherwise determined by the Advisory Committee that a different method is necessary. The ballot will include the name of the candidates and voting instructions, including the time and date by which the ballot must be received by the Election Administrator in order to be counted. Voting will be by secret ballot.

The Election Administrator will ensure that the ballot and voting process are secure and confidential.

Section 18. If one USOPC Board seat is to be filled, a voting Representative is entitled to cast one vote. If a voting Representative votes for more than one candidate or the voted ballot is indecipherable, then the ballot will be declared invalid and not counted.

If two USOPC Board seats are to be filled in one election, a voting Representative is entitled to cast votes for two candidates. If a voting Representative votes for more than two candidates or the voted ballot is indecipherable, then the ballot will be declared invalid and not counted.

Section 19. The Election Administrator will count the votes for each candidate. In order to be elected as the NGBC representative to the USOPC Board, a candidate must receive a majority of the total voting power of the NGBC (for example, if there are 55 voting Representatives, in order to be elected a candidate must receive 28 votes). Any candidate who receives the required number of votes will be elected. If after the first round of voting no candidate receives a majority of the total voting power of the NGBC, a second round of voting will take place with the candidate with the fewest votes dropped from the ballot. If after the second round of voting no candidate receives a majority of the total voting power of the NGBC, subsequent rounds of voting will continue with the candidate with the fewest votes dropped after each round, until a candidate receives a majority of the total voting power of the NGBC.

If two or more candidates are tied for the bottom ranking, and if two or more candidates wish to remain on the ballot for the next round of voting, then there will be a run-off vote to determine who is dropped, with only the tied candidates on the elimination ballot. If there is a subsequent tie, the voting will continue until the tie is broken, with only the tied candidates on the ballot.

If two USOPC Board seats are to be filled in one election, then voting will proceed as set forth in the preceding two paragraphs, until two candidates receive a majority of the total voting power of the NGBC. (For example, candidate A may receive a majority of the total voting power of the NGBC on the first round of voting and be elected. Subsequent rounds of voting would then take place until a second candidate receives a majority of the total voting power of the NGBC and is elected.)

The Election Administrator will announce the election results.

Section 20. The Election Administrator will keep all returned ballots for a period of thirty days after the announcement of the election results. A candidate who wishes to contest the election results may examine the ballots at the Election Administrator's office. Any challenge to the election results will be considered and determined by the NGBC. The determination of the NGBC will be final. After a period of thirty days, or after the conclusion of any election challenge, whichever is later, the Election Administrator will destroy the returned ballots. The Election Administrator will not disclose how a voting Representative voted but will keep such information confidential.

Incumbency.

Section 21. The following procedures will apply for an NGBC representative to the USOPC Board whose first term is expiring, but who is eligible to serve a second term. The USOPC Nominating and Governance Committee will ask the NGBC representative if they want to serve a second term. The USOPC Nominating and Governance Committee will then inform the NGBC Chair and NGBC Election Coordinator of the NGBC representative's response.

Section 22. If the NGBC representative to the USOPC Board indicates that they do not want to serve a second term, the vacant USOPC board seat will be filled pursuant to the process set out in Sections 5. through 20. of these Procedures.

Section 23. If the NGBC representative to the USOPC Board indicates that they want to serve a second term, the USOPC Nominating and Governance Committee will facilitate an evaluation of the NGBC representative's service on the USOPC Board. The NGBC Members and Representatives will participate in the evaluation. The USOPC Nominating and Governance Committee will then provide the results of the evaluation to the NGBC Chair and NGBC Election Coordinator. The Election Coordinator will then provide the results to the NGBC Members and Representatives. The NGBC representative to the USOPC Board will be afforded an opportunity to provide information to the Members and Representatives regarding their service to the USOPC Board and why they should be retained to fill a second term.

Section 24. The NGBC will then vote either to retain or not retain the NGBC representative to the USOPC Board for a second term. The vote will be conducted electronically. The vote will be conducted by the Election Administrator utilizing those procedures set out in Sections 5. through 20. of these Procedures that the Election Administrator determines are applicable in conducting the vote.

Section 25. If a majority of the total voting power of the NGBC votes to retain the NGBC representative to the USOPC Board for a second term, then the NGBC representative is elected to fill a second term. If the NGBC representative does not receive a majority of the total voting power of the NGBC for retention, then the NGBC representative's service on the USOPC Board will conclude at the end of their first term.

Section 26. If the NGBC representative does not receive a majority of the total voting power of the NGBC for retention and their service on the USOCP Board is to conclude at the end of their first term, the vacant USOPC board seat will be filled pursuant to the process set out in Sections 5. through 20. of these Procedures.

AMENDMENTS TO THE BYLAWS

Proposed amendments to the NGB Council By-laws must be circulated to the membership of the NGB Council at least 21 days prior to a scheduled or called meeting. Amendments will be adopted with a minimum of two-thirds of the votes cast at a properly scheduled or called meeting where a quorum has been established. Amendments cannot be adopted through mail, electronic-mail or facsimile.