

BYLAWS of the USOPC ATHLETES' ADVISORY COUNCIL

Effective May 17, 2023

Article I. NAME

The name of the committee shall be the United States Olympic and Paralympic Committee (“USOPC”) Athletes’ Advisory Council (the “AAC”).

Article II. MISSION

Section 1. Mission. The mission of the AAC is to ensure communication between the USOPC and athletes who are actively engaged in amateur athletic competition or who have represented the United States in international competition within the preceding ten (10) years.

Section 2. Review of the Mission Statement. Leadership will review and assess the mission of the AAC on an ongoing basis and 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 and will consult with the USOPC Board as appropriate.

Article III. VISION

The vision of the AAC is to represent the athlete voice and empower Team USA to inspire and drive positive change.

Article IV. PURPOSE

Section 1. The AAC intends it shall have purpose of:

- A. Ensuring communication between the USOPC and 10-year-athletes, as defined in Section 1.3(dd) of the USOPC Bylaws;
- B. Serving as a source of athlete opinion and advice to the USOPC with regard to both current and contemplated policies of the USOPC;
- C. Ensuring strong and effective athlete voice in USOPC governance;
- D. Educating and informing athletes on issues facing athletes and the USOPC;
- E. Advocating for athletes’ interests
- F. Protecting the interests of athletes and providing an active voice for their interests; and,
- G. Representing the interest of athletes.

Article V. MEMBERS AND ALTERNATES

Section 1: Member Categories. There shall be four (4) categories of members on the AAC.

- A. **Sport Representatives.** There shall be one Representative on the AAC from each sport/sport organization in the following categories:
1. Sport organizations certified by the USOPC as National Governing Bodies (“NGBs”), which may also govern and/or manage sports on the Paralympic or Parapan American program unless the NGB governs and/or manages two or more sports governed by different International Federations. If an NGB governs and/or manages two or more sports governed by different International Federations, the NGB will have a Representative for each associated International Federation.
 2. Sports on the Olympic/Paralympic/Pan American/Parapan American Games program that are governed and managed by the USOPC.
- B. **General Paralympic Representatives.** There shall be three (3) General Paralympic Representatives from NGBs recognized by the USOPC as the NGBs for Olympic or Pan American sports, which also govern and/or manage a sport on the Paralympic or Parapan American program.
1. Two (2) of the three (3) Representatives shall be from individual sports.
 2. One (1) of the three (3) Representatives shall be from a team sport.
- C. **Leadership.** There shall be six (6) individuals to serve as the Leadership of the AAC. Of these six (6) individuals, three (3) shall be Officers, consisting of one (1) Chair, and two (2) Vice-Chairs.
- D. **Ex-officio.** Ex-officio members are individuals who are Members by virtue of their appointment/election to either the International Olympic Committee (“IOC”) Athletes’ Commission or the International Paralympic Committee (“IPC”) Athletes’ Commission. They shall serve as Members of the AAC throughout the tenure of their appointment to the IOC/IPC Athletes’ Commission, have voice and vote, but are not subject to the term limits set forth in Article V, Section 7 of these Bylaws

Section 2. Alternates. Alternates elected in accordance with the AAC Member Elections and Voting Policy may step into the role of a Representative, with voice and vote, when the Representative is not in attendance at a meeting of the Members. Both the Representative and the Alternate may attend Meetings, but only one may be funded by the USOPC.

Section 3. Observers. When the Representative and Alternate are both not in attendance at a Meeting of the Members, an athlete who is a member of the same sport/sport organization may attend the Meeting as an Observer with approval of the Executive Director. An accepted Observer has the right of voice, but not vote.

Section 4. Election. Election procedures for Members and Alternates shall be set forth in these Bylaws and the AAC Member Elections and Voting Policy.

Section 5. Eligibility. The following eligibility requirements shall apply.

A. Members and Alternates.

1. All members must be a "10 Year Athlete", as is defined in the USOPC Bylaws.

B. Sport and General Paralympic Representatives. The following shall apply to individuals running for a Sport or General Paralympic Representative position.

1. An individual running for election must disclose any prior felony conviction, or any period of ineligibility served in sport (e.g., for discipline, SafeSport violation, doping violations). (See USOPC Bylaws) The disclosure shall be made to all eligible voters prior to the vote so that the disclosure may be considered in the voting process. Failure to disclose in advance of the election can be cause for the removal of the member once elected
2. An individual running for election must disclose any actual, possible or perceived conflict of interest to the USOPC Ethics and Compliance Committee, which shall determine whether the individual is eligible to run for election. (See USOPC Conflicts of Interest Policy).
3. During a given election cycle, an individual may run only for a Sport Representative position or a General Paralympic Representative position, not both.

C. Leadership. In addition to requirements for Members and Alternates, the following shall apply to individuals running for a Leadership position.

1. The individual must have previously served as a Representative or Alternate.
2. The individual must not be deemed ineligible as set forth in the USOPC Bylaws.
3. The individual must disclose any other period of ineligibility served in sport (i.e., for discipline) and any misdemeanor convictions within the ten (10) years preceding to the USOPC Ethics and Compliance Committee, which shall determine whether the individual is eligible to run for election.
4. The individual running for election must disclose any actual, potential or perceived conflict of interest to the USOPC Ethics and Compliance Committee, which shall determine whether the individual is eligible to run for election. (See USOPC Conflicts of Interest Policy).

Section 6. Code of Conduct and Standards and Conflicts of Interest Policy. Each Member and Alternate must comply with the USOPC Code of Conduct and Standards of the AAC and the USOPC Conflicts of Interest Policy throughout the tenure of his or her term.

Section 7. Term. The term for Sport Representatives, General Paralympic Representatives, and Leadership shall be for one Quadrennium, commencing on January 1 of the year following the Summer Olympic and Paralympic Games through December 31 of that Quadrennium. Ex-officio members serve throughout the tenure of their appointment to the IOC/IPC Athletes' Commission.

Section 8. Term Limits.

- A. Sport and General Paralympic Representatives may not serve more than two (2) full terms on the AAC, regardless of sport.
- B. Individuals shall not be considered to have served a term under the term limit requirements unless they were seated as the Representative for two (2) or more years of a term.
- C. Individuals serving in a Leadership position shall be allowed to serve three terms on the AAC, either two terms as a Sport and General Paralympic Representative and one term in a Leadership position or one term as a Sport and General Paralympic Representative and two terms in a Leadership position, provided they meet all other eligibility requirements.

Section 9. Removal. Any Member or Alternate may be removed for cause. The individual in question shall be given fair notice, including a statement of the cause, and an opportunity to be heard.

- A. **Removal by the AAC.** Any Member may submit a complaint to the USOPC Ethics and Compliance Committee detailing the cause for the proposed removal of a Member or Alternate. The USOPC Ethics and Compliance Committee shall determine if sufficient cause exists to for removal.
- B. **Removal by NGB Athletes.** Any NGB member athlete may seek the removal of that NGB's Sport Representative or Alternate AAC based on a violation of AAC requirements, by submitting a complaint to AAC leadership that details the cause for the proposed removal. Upon AAC Leadership approval, the matter will be submitted to the USOPC Ethics and Compliance Committee for handling in the same way as a matter arising under Section 9.A above.

Section 10. Vacancies. All elections for vacancies shall be held in accordance with the AAC Member Elections and Voting Policy,

A. Sport or General Paralympic Representatives.

- 1. If a Representative position becomes vacant, the Alternate shall automatically assume the role.
- 2. If an Alternate position becomes vacant in the first three (3) years of the Quadrennium, the NGB/Sport Organization shall hold an election. If the Alternate position becomes vacant in the final year of the Quadrennium, the position shall remain vacant.

3. Officers.

- 1. If the Chair position becomes vacant, the First Vice-Chair shall automatically assume the role of Chair.
- 2. If the First Vice-Chair position becomes vacant, the Second Vice-Chair shall automatically assume the role of First Vice-Chair.
- 3. If the Second Vice-Chair position becomes vacant in the first three (3) years of the Quadrennium, the AAC shall hold an election from among the remaining members of the

Leadership. If the Vice Chair position becomes vacant in the final year of the Quadrennium, the position shall remain vacant.

- C. Leadership.** If a Leadership position becomes vacant in the first three (3) years of the Quadrennium, the AAC shall hold an election as soon as reasonable at a Meeting of the Members. If a Leadership position becomes vacant in the final year of the Quadrennium, the position shall remain vacant.

Article VI. OFFICERS AND LEADERSHIP

Section 1. Governance of the AAC. Governance of the AAC shall be vested in the Leadership.

Section 2. Composition The leadership shall be comprised of six (6) eligible athletes (as defined at Article V. of these bylaws).

Section 3. Duties of Officers The Officers of the AAC shall be the Chair, the First Vice Chair and the Second Vice Chair. The duties of the officers will be as follows:

A. Chair. The Chair shall:

1. Set all meetings and meeting agendas;
2. Preside at all meetings of the Membership and meetings of the Leadership;
3. See that all Board Commitments, resolutions, and oversight are carried into effect;
4. Act as an official spokesperson for the AAC along with the AAC Executive Director;
5. Appoint the AAC Nominating and Elections Committee, with approval of Leadership in accordance with Article IX., of these Bylaws’;
6. Appoint members to the USOPA/AAC Joint Nominating Committee, with approval of the Leadership; and
7. AAC at a Meeting of the Members as provided for in Article IX., of these Bylaws; and Exercise such powers and perform such other duties as from time to time may be assigned by the Leadership.

B. First Vice Chair. The First Vice Chair shall:

1. Act in the place of the Chair in case of the Chair’s temporary inability or unavailability to act, resignation or removal;
2. In the absence of the Chair, preside at Meetings of the Members; and,
3. Exercise such powers and perform such other duties as from time to time may be assigned by the Leadership.

C. **Second Vice Chair.** The Second Vice Chair shall:

1. Act in the place of the First Vice Chair in case of the First Vice Chair's temporary inability or unavailability to act, resignation or removal;
2. In the absence of the Chair and Vice Chair, preside at Meetings of the Members; and,
3. Exercise such powers and perform such other duties as from time to time may be assigned by the Leadership.

Section 4. Election of Leadership and Officers.

- A. **Composition.** Three (3) leadership shall be elected at a meeting of the scheduled summer games (quadrennium). Three (3) leadership shall be elected at a meeting of the scheduled winter games (mid-quadrennium). All Members are eligible to vote in the leadership election.
- B. **Officer Election.** Officers shall be selected by the Leadership from among their number and shall present their proposed slate of officers to the members for an approval vote at the next meeting of the membership after the summer and winter games leadership election meetings. The chair shall remain until the new leadership term begins and the members have approved the officer slate of the newly elected leadership.
- C. **Officer Eligibility.** Anyone eligible to be a candidate for a Leadership role is eligible for any Leadership role.
- D. **Term Limit.** Leadership members are limited to no more than two (2) terms.
- E. **Candidate Eligibility.** A leadership candidate must be eligible to run and vote as an athlete representative, as defined in Section IV and the time of their candidature.
- F. **Tie.** If there is a tie, then there shall be a second ballot and the election shall be repeated. If a second ballot and election between two candidates does not produce a winner, then a coin toss will be used to determine the successful candidate.

Section 5. General Powers and Duties of the Leadership. The Leadership shall

- A. Guide and ensure effective communication between the AAC, members and the USOPC.
- B. Hire and supervise the AAC Executive Director.
- E. Have the authority to make decisions on behalf of the AAC, in accordance with these Bylaws regarding Approval of Actions and Elections.
- F. Appoint all AAC Standing Committees in accordance with Article IX, of these Bylaws.
- G. Select a member of the USOPA/AAC Joint Nominating Committee in accordance with Article VI, Section 5 of these Bylaws.
- H. Be responsible for maintaining the AAC Bylaws, keeping the AAC accountable to its Bylaws, and interpreting the Bylaws as necessary.

- I. Manage the budget, business, and affairs of the AAC.
- J. Set policy for the AAC.
- K. If a member of Leadership is also a Sport Representative or General Paralympic Representative they will have one vote.

Article VII. MEETINGS

Section 1. Meetings.

- A. **Meeting of the Members.** A Meeting of the Members occurs when the meeting is properly noticed, and a quorum of the members are in attendance.
- B. **Meeting of the Leadership.** A meeting of the Leadership occurs when scheduled by the Executive Director . Actions at the meetings of the Leadership are limited to those within the scope of action of the leadership and/or the officers of the AAC.
- C. **Annual Meeting of the Members.** There shall be an Annual Meeting of the Members held each year during the Olympic and Paralympic Assembly.
- D. **Orientation Meeting of the Members.** There shall be an Orientation Meeting of the Members, which shall occur within thirty (30) days of the beginning of the Quadrennium.
- E. **Other Meetings.** Other Meetings may be set by the Chair or Executive Director (called to order by the Chair). These meetings may have more limited scopes, purposes, and attendees.
- F. **Notice of Meetings.** Meetings should be called with no less than five (5) days' notice. Notice of a meeting may be delivered via electronic mail or other electronic means.
- G. **Waiver of Notice.** A Member may waive notice of any meeting before, at, or after such meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not appropriately called or convened.

Section 2. Order of Business. The Leadership has the authority to make procedural decisions in conducting the business of the AAC as long as the procedures are transparent and improve the effectiveness of the AAC. At a minimum, actions and elections at a Meeting of the Members shall follow: 1) motions, 2) seconds, 3) discussions, and 3) calls to vote.

Section 4. Quorum. A quorum is established when a simple majority of Members eligible to vote at the meeting is present when the meeting is called to order.

Section 5. Attendance. Members and Leadership should make attendance at all Meetings a high priority.

- 1. If a Member is not able to be physically present at a Meeting of the Members, they shall notify AAC Staff and the Alternate, as soon as the Member determines that they cannot attend.

2. Two or more consecutive absences or missing at least ½ the Meetings of Members in a 2-year period, may constitute cause for removal.

Article VIII. SPECIFIC ACTIONS AND ELECTIONS

Section 1. Actions or Elections Requiring a Meeting of the Members.

- A. Actions or elections that require a Meeting of the Members, properly noticed and with a quorum of the Members in attendance, include:
 1. Elections for AAC Leadership and Officers;
 2. Election of athlete representatives to the USOPC Board;
 3. Approve members appointed by the AAC Chair to the USOPA/AAC Joint Nominating Committee;
 4. The nomination of an individual to serve as the Athlete Ombudsman;
 5. Recommendation of termination of the Athlete Ombudsman;
 6. Removal of an AAC Member by the AAC; and
 7. Amendments to the AAC Bylaws.
- B. For such actions and elections as listed above, votes will be limited to those actually present in-person at the Meeting, unless the Leadership devises an electronic voting process.

Section 2. Approval of Actions.

- A. The following actions require at least 2/3rd's support of those participating in the vote:
 1. Recommendation of termination of the Athlete Ombudsman, and
 2. Removal of an AAC Member by the AAC.
- B. Approval of all other actions requires a simple majority support of those participating in the vote.

Section 3. Approval of Elections.

- A. The Membership of the AAC will elect AAC athlete members to the USOPC Board in accordance with Article VI, Section 5 of these Bylaws.
- B. The appointment of members to the USOPA/AAC Joint Nominating Committee by the Chair will be approved by the AAC at a Meeting of the Members in accordance with Article VII, Section 5 of these Bylaws.

- C. The following elections shall be accomplished through the Approval Voting Procedures as described in the AAC Member Elections and Voting Policy:
 - 1. AAC Leadership and Officers, and
 - 2. The nomination of an individual to serve the Athlete Ombudsman.
- D. Except for those elections set forth in Article VI, Section 3.A. of these Bylaws and except for the election of athlete representatives to the USOPC Board, all other elections, selections, nominations or appointments may be accomplished by the Nominating and Elections Committee.

Section 4. Electronic Voting

- A. For any action or election, the Leadership may devise a process and votes may be taken electronically.
- B. For such votes to be valid, the following requirements must be met:
 - 1. Reasonable notice shall be given to all eligible voters of the decision to be made, including any relevant accompanying information.
 - 2. If the action or election typically requires a Meeting of the Members, with a quorum of the Members in attendance, then at least a simple majority of Members must participate in the electronic vote.
 - 3. The voting window must be open at least forty-eight (48) hours.

All approval requirements described above shall apply.

Section 5. Procedures for Election of Athlete Representatives to the USOPC Board

A. Authority and Eligibility

- 1. Pursuant to Section 3.2(d) of the USOPC Bylaws, the AAC shall be entitled to and shall elect three AAC athlete members to the USOPC Board. Pursuant to Section 3.5.2 of the USOPC Bylaws, at least one of the AAC athlete USOPC Board members must represent a Paralympic sport. These three seats shall be staggered as provided for in Section 3.6.2 of the USOPC Bylaws.
- 2. Sections 3.5.2 of the USOPC Bylaws provides that the AAC's election procedures for AAC athlete members to the USOPC Board must be developed in consultation with the USOPC Nominating and Governance Committee and approved by the USOPC Board.
- 3. As provided for in Section 3.5.2 of the USOPC Bylaws, an AAC athlete candidate for the USOPC Board must be a 10 Year Athlete, as defined in Section 1.3(dd) of the USOPC Bylaws. Further such AAC athlete candidate must meet the qualifications set forth in Section 3.7 of the USOPC Bylaws.

4. All AAC Members, as defined in these Bylaws who are in good standing, shall be entitled to vote for the AAC athlete member to the USOPC Board. If an AAC Member is not in attendance at a Meeting of the Members, the AAC Alternate Member is entitled to vote in the Member's place, as provided for in Article III, Section 2 of these Bylaws.

B. Election Procedures

1. The AAC Nominating and Elections Committee shall be composed as set out in Article VII, Section 1.A. of these Bylaws.
2. The Nominating and Elections Committee shall:
 - i. solicit candidates for the AAC athlete USOPC Board seat;
 - ii. determine if a candidate meets the eligibility requirements set forth in Article VI, Section 5.C. of these Bylaws
 - iii. review and vet candidates;
 - iv. select candidates to stand for election;
 - v. communicate with AAC Members and Alternate Members about the election;
 - vi. communicate with the USOPC Nominating and Governance Committee about the election and the needs of the USOPC Board; and,
 - vii. coordinate with and provide information to the Election Administrator so that the Election Administrator can conduct the election.
3. The USOPC will notify Leadership and the AAC Nominating and Elections Committee when an AAC athlete USOPC board seat is up for election and communicated the corresponding election deadline.
4. Prior to the election, the Nominating and Elections Committee shall make a call for candidates for the AAC athlete USOPC Board seat. The call shall set forth the eligibility requirements for service as an AAC athlete USOPC Board member. The call shall also provide information on the current USOPC Board configuration and needs. Nominations must be submitted in accordance with the Nominating and Election Committees' deadlines and procedures, however, a call for candidates must allow at least a two-week time period for the submission of nominations. Except, this two-week time period can be shortened, provided it is approved by the Leadership.
5. Any AAC Member or Alternate Member may nominate a candidate who meets the eligibility requirements of Article VI, Section 5.C. of these Bylaws and any individual meeting the eligibility requirements of Article VI, Section 5.C. of these Bylaws may nominate themselves as a candidate. No member of the Nominating and Elections Committee may be a candidate for the AAC athlete seat.
6. The AAC Nominating and Elections Committee shall select candidates from those nominated who will then stand for election. In making this selection the Nominating and Elections Committee shall consider:

- i. The skills, qualifications, and experiences, including leadership experiences, of the candidate;
- ii. the personal and professional integrity of the candidate;
- iii. the demonstrated judgment of the candidate;
- iv. the commitment of the candidate to fulfill their USOPC Board responsibilities, including having available time to attend Board meetings and perform required duties;
- v. the need to enhance the diversity of the USOPC Board;
- vi. the opportunity to provide for representation of the Paralympic movement;
- vii. the candidate's attributes as measured against the USOPC Nominating and Governance Committee's Board Member Service Criteria; and,
- viii. other criteria, as determined by the Nominating and Elections Committee, indicating that the candidate has the capabilities needed to be a valuable USOPC Board member.

The AAC Nominating and Governance Committee will explain to each selected candidate the responsibilities of USOPC Board service. Additionally, the Nominating and Elections Committee will explain to each selected candidate that they are to be a voice for the interests of athletes in serving the best interests of the USOPC.

7. The Nominations and Governance Committee may not nominate any candidate who is not eligible to serve on the USOPC Board, according to USOPC Bylaws or Policy.
8. Pursuant to USOPC Bylaw Section 3.7, a candidate who has committed certain criminal, doping, and SafeSport violations is ineligible for service as a USOPC Board member. Prior to being placed on the election ballot, a candidate will undergo a background check and social media review conducted by the USOPC and will make certain disclosures pertaining to the candidate's personal history. Candidates will agree that results of the background check, social media review and disclosures will be furnished to the AAC Nominating and Elections Committee and to the USOPC. The AAC Nominating and Elections Committee will consider the results of a candidate's background check, social media review and disclosure in selecting the candidate for election. Prior to the AAC Nominating and Elections Committee making a final selection of a candidate for election, the USOPC will determine whether the results of the background check or candidate disclosure would disqualify the candidate from service as a USOPC Board member in accordance with USOPC Bylaw Section 3.7. If so disqualified, the candidate is precluded from being placed on the ballot.
9. In advance of the election, the Nominating and Elections Committee shall notify all eligible voters of the upcoming election for the AAC athlete seat. The notification shall state the names and summary of qualifications of the candidates selected by the Nominating and Elections Committee to run for the USOPC Board seat. Additionally, a candidate may include, if so inclined, a description of not more than one page of the

candidate's qualifications and of the candidate's position on issues of importance to the candidate.

10. An independent third-party Election Administrator will conduct the elections. The Election Administrator shall be an entity chosen by the USOPC with the approval of the AAC.
11. The USOPC shall determine the election period, including the time and date by which the vote for the AAC athlete must take place.
12. The Executive Director shall provide to the Election Administrator a list of its Members and Alternate Members with their contact information (email address) at least 30 days prior to the election, which shall be the record date.
13. The vote for the AAC athlete member to the USOPC Board may be conducted at a Meeting of the Members, or via electronic voting, as determined by the Leadership. If conducted at a Meeting of the Members, the Election Administrator shall prove a ballot to all AAC Members (and Alternate Members who have voice and vote because an AAC Member is not present in the case of a Meeting of the Members) entitled to vote. The ballot shall include the name of the candidates and voting instructions. If conducted by an electronic voting process, the Election Administrator shall send out the ballot to all AAC Members (or Alternate Members) entitled to vote. The ballot shall 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. The Election Administrator shall ensure that the ballot and voting process is secure and confidential.
14. All AAC Members are entitled to cast one vote for each AAC athlete seat. If an AAC Member (or Alternate Member) votes for more than one candidate per seat or the voted ballot is indecipherable, then the ballot shall be declared invalid and not counted.

If two USOPC Board seats are to be filled in one election, voting will take place as set forth in the above paragraph. Except that if an AAC Member (or Alternate) does not vote for at least two (2) candidates, then the ballot will be declared invalid and not counted.

15. The Election Administrator shall count the votes for each candidate. The candidate with the highest number of votes shall be elected as the AAC athlete member of the USOPC Board. The Election Administrator will announce the election results.
16. If there is a tie, then there shall be a second ballot and the election shall be repeated. If a 2nd ballot and election between two candidates does not produce a winner, then a coin toss will be used to determine the successful candidate

If two USOPC Board seats are to be filled in one election, then if two candidates are tied for first place, both will be elected as the AAC athlete representative to the USOPC Board. If three or more candidates are tied for first place, then there will be a second ballot with only the tied candidates up for election. The two candidates with the highest number of votes on the second ballot will be elected as the AAC athlete representative to the USOPC Board. If there is a subsequent tie vote, the voting will continue until the tie is broken, with only the tied candidates up for election.

17. The Election Administrator shall 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 shall be considered and determined by AAC Leadership. The determination of AAC Leadership shall be final. After a period of thirty days, or after the conclusion of any election challenge, whichever is later, the Election Administrator shall destroy the returned ballots. The Election Administrator shall not disclose how a Member (or Alternate Member) voted but shall keep such information confidential.

C. Incumbency

1. The following procedures will apply for an AAC athlete representative to the USOPC Board of Directors whose first term is expiring, but who is eligible to serve a second term. The USOPC Nominating and Governance Committee will ask the AAC athlete representative if they want to serve a second term. The USOPC Nominating and Governance Committee will then inform the AAC Chair and the AAC Nominating and Elections Committee of the At-Large athlete representative's response.
2. If the AAC athlete representative to the USOPC Board indicates that they do not want to serve a second term, the vacant USOPC board seat will be filled pursuant to the process set out in Article VI, Section 5.B. of these Bylaws.
3. If the AAC athlete representative to the USOPC Board indicates that they want to serve a second term, the USOPC Nominating and Governance Committee will facilitate an evaluation of the AAC athlete representative's service on the USOPC Board. The AAC Members and Alternates will participate in the evaluation. The USOPC Nominating and Governance Committee will then provide the results of the evaluation to the AAC Nominating and Elections Committee. The AAC Nominating and Elections Committee will then make a recommendation to the AAC Members and Alternates either supporting or not supporting the AAC athlete representative for a second term. The AAC athlete representative will be allowed to provide information to the AAC Members and Alternates regarding their service to the USOPC Board and why they should be retained to fill a second term.
4. The AAC will then vote either to retain or not retain the AAC athlete representative to the USOPC Board for a second term. The vote will be conducted at a Meeting of the Members, unless Leadership determines pursuant to Article VI, Section 1.B. of these Bylaws to conduct the vote by an expedited electronic voting process. The vote will be conducted by the Election Administrator utilizing those procedures set out in Article VI, Section 5.B of these Bylaws that the Election Administrator determines are applicable in conducting the vote.
5. If a majority of the votes cast are in favor of the AAC athlete representative serving a second term, then the AAC athlete representative is elected to fill a second term. If a majority of the votes cast are not in favor of the AAC athlete representative serving a second term, then the AAC athlete representative's service on the USOPC Board will conclude at the end of their first term. If the votes cast are equally in favor and not in favor of a second term, then there will be a second vote. If there is a subsequent tie vote, the voting will continue until the tie is broken.

6. If the AAC athlete representative does not receive a majority of the votes cast, and their service on the USOPC Board is to conclude at the end of their first term, the vacant USOPC board seat will be filled pursuant to the process set out in Article VI, Section 5.B. of these Bylaws.

Article IX. COMMITTEES AND TASK FORCES

Section 1. Standing Committees. The Leadership shall appoint (2) Standing Committee for the Quadrennium: a Nominating and Governance Committee and a Compensation Committee, also designated a Standing Committee, shall be formed and appointed as set out in Article VII, Section 2. of these Bylaws.

- A. **Nominating and Governance Committee.** The Nominating and Governance Committee will be comprised in accordance with, governed pursuant to and perform those duties as contained in those sections set forth below.

1. **Responsibilities.** The responsibilities of the Committee will include the following:

- i. determine and carry out fair and transparent processes for the U.S. Olympic Endowment, USADA Board of Directors, SafeSport Board of Directors, Paralympic Advisory Committee, Athlete Service Coordinators. For all other elections, selections, nominations, and appointees required by or requested of the AAC for athlete representatives, the determination about whether a process for selecting an athlete representative will be made by Leadership.
- ii. AAC Staff shall coordinate the election processes for Sport and General Paralympic Representatives, as well as the Leadership of the AAC.

2. **Composition.** The Nominating and Governance Committee shall be comprised of five (5) members as follows

- i. one member from Leadership;
- ii. one member representing Olympic athletes;
- iii. one member representing Paralympic athletes;
- iv. one member representing Pan American athletes; and
- v. one member representing Parapan American athletes.

3. **Appointment.** Members of the Nominating and Governance Committee shall be appointed by the Chair with the approval of Leadership.

4. **Term.** The terms of the members of the Nominating and Governance Committee shall be for one Quadrennium, commencing on January 1 of the year following the Summer Olympic and Paralympic Games through December 31 of that Quadrennium. A Committee member is not eligible to serve for more than two consecutive terms. Each member, including a member selected or appointed to fill a vacancy, shall hold office until the expiration of the term for which he or she was selected or appointed and until the selection or appointment of a successor, or until that member's earlier resignation.

A. **Compensation Committee.** The Compensation Committee will be comprised in accordance with, governed pursuant to and perform those duties as contained in those sections set forth below.

1. **Responsibilities.** The purpose of the Committee will be to carry out the AAC's overall responsibility relating to compensation, benefits, human capital management, and organizational health, including diversity and inclusion. The responsibilities of the Committee will include the following:

- i. to assist the AAC in developing and evaluating potential candidates for the Executive Director position, and to oversee the development of executive succession plans;
- ii. to review and approve on an annual basis the AAC goals, and objectives with respect to performance and compensation for staff, including salary, perquisites, and any other compensation (the Committee will evaluate at least once a year the staff's performance in light of these established goals and objectives; based upon these evaluations will set staff's annual compensation, including salary and any other compensation as well as notify the USOPC of set compensation; and will communicate performance feedback to the staff following such evaluations);
- iii. to conduct periodic review of the reasonableness of the compensation of the AAC staff using relevant market benchmarks and survey data;
- iv. to maintain regular contact with the Executive Director and/or their designees about compensation issues;
- v. to prepare and follow an annual work plan and report to AAC Leadership on its activities (the report to the Leadership may take the form of an oral report by the Chair or any other member of the Compensation designated by the Chair of the Committee to make such report);
- vi. to maintain minutes of its activities and records of attendance of its members; and
- vii. to conduct such other activities as may be requested or assigned by the Leadership or as set forth in these Bylaws

2. **Composition.** The three (3) members of the Committee shall be the Chair, First-Vice Chair and Second-Vice Chair.

Section 2. Other Committees, Advisory Boards, Working Groups and Task Forces. The Leadership may authorize the establishment of and appoint Members to other committees, advisory boards, working groups or task forces from time to time, and assign duties accordingly. Appointment to and conduct of any such committee, advisory board, working group or task force is subject to these Bylaws and AAC policies.

Section 3. Joint Nominating Committee Formed with the United States Olympic and Paralympic Association. The AAC shall participate in the Joint Nominating Committee of the United States Olympic and Paralympian Association (USOPA). The AAC shall appoint:

A. one member of Leadership shall be selected by the Leadership of the AAC and,

- B. two members shall be appointed by the AAC Chair with the approval of the AAC Leadership, who are not members of the AAC Leadership.

The terms of the members and the obligations of the Joint Nominating Committee are as set forth in the USOPA Bylaws.

Article X. NONDISCRIMINATION

The Athletes' Advisory Council will not discriminate or harass on the basis of age, race, sex, color, religion, national origin, disability, veteran status, sexual orientation, gender identity or expression, genetic information or any other status protected by federal, state or local law, where applicable.

Article XI. AMENDMENTS

These Bylaws may be amended, supplemented, or repealed by a majority vote of the AAC present at a Meeting of the Members, properly noticed and with a quorum of the Members in attendance. Before AAC Members may vote on an amendment to the Bylaws, at least thirty (30) days' notice must be given of the proposed amendment(s).

Article XII. EXECUTIVE DIRECTOR.

Section 1. Designation. The AAC shall have an Executive Director. The Executive Director will not be a member of Leadership or Membership but shall be invited to and expected to attend meetings of either. Leadership shall hire and oversee the Executive Director who shall be responsible as outlined below in Section 3 for competent implementation of Leadership and Membership's policies, guidance and strategic direction of AAC activities.

Section 2. Responsibilities. The Executive Director shall:

- A. develop a strategy for achieving the AAC's mission, goals and objectives and present said strategy to the Leadership for approval;
- B. prepare annual and quadrennial budgets for approval by Leadership;
- C. act as an official spokesperson of the AAC;
- D. directly, or by delegation, manage all staff functions;
- E. communicate with the Athlete Ombudsman on issues of importance to the AAC;
- F. facilitate communication between the AAC, USOPC and other stakeholders;
- G. schedule, organize, and call Meetings of the Membership;
- H. oversee new Member orientation;
- I. manage the budget, business, and affairs of the AAC;

- J. will implement the policies established by Leadership and report to the Leadership concerning the results achieved; and,
- K. perform such other functions as usually pertaining to that office.