BYLAWS of the Team USA Athletes' Commission

Effective October 1, 2026

Article I. NAME

The name of the committee shall be the United States Olympic and Paralympic Committee ("USOPC") Athletes' Advisory Council (the "AAC") as reference by an Act of Congress (36 USC §§ 2205 (the "Act") and the USOPC Bylaws. The committee shall also be known as Team USA Athletes' Commission ("Team USA AC").

Article II. MISSION

Section 1. Mission. The mission of Team USA AC is to serve as the representative voice of all Team USA Athletes.

Article III. VISION

The vision of Team USA AC is to protect, empower and advocate for, and on behalf of, Team USA athletes and serve as a catalyst for positive change for the Movement.

Section 1. Team USA AC shall:

A. Ensure communication between the USOPC and "USOPC 10 Year Athletes" , as defined in the USOPC Bylaws;

B. Serve as a source of athlete opinion and advice to the USOPC with regard to both current and contemplated policies of the USOPC;

C. Ensure strong and effective athlete voice in USOPC governance;

D. Educate and inform athletes on issues facing athletes and the USOPC;

E. Advocate for athletes' interests;

F. Protect the interests of athletes and provide an active voice for their interests; and,

G. Represent the interest of athletes.

Article V. MEMBERS AND ALTERNATES

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

A. **Sport Representatives.** There shall be one Representative on Team USA AC 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. USOPC internally managed sports.

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 seven (7) individuals to serve as the Leadership of Team USA AC. Of these seven (7) 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 or election to serve as: (i) a Team USA AC Athlete representatives to the USOPC Board of Directors; (ii) a member of the International Olympic Committee ("IOC") Athletes' Commission; or (iii) a member of the International Paralympic Committee ("IPC") Athletes' Commission. Ex-officio members shall serve as Members of Team USA AC for the duration of their appointment or elected term in the applicable position, shall 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 Team USA AC 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 and/or Leadership. An accepted Observer has the right of voice, but not vote.

Section 4. Election. Election procedures shall be set forth in these Bylaws and policy approved by Leadership.

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

A. **All Members and Alternates.**

1. All members must be a "USOPC 10 Year Athlete", as defined in the USOPC Bylaws, at the time their term commences.

2. All Members must be qualified to serve under the terms of the USOPC Bylaws, in particular Section 3.7.

3. An individual running for election must disclose any actual, possible or perceived conflict of interest consistent with their NGB's Conflicts of Interest Policy or other applicable policies or the USOPC Ethics and Compliance team for internally managed sports (IMS), which shall determine whether the individual is eligible to run for election. (See USOPC Conflicts of Interest Policy for definitions and examples of conflicts of interests.) 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.

4. During a given election cycle, an individual may run only for a Sport Representative position or a General Paralympic Representative position, not both.

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

1. There shall be two classes of Leadership:

i. Class A: Individuals must have previously served as a Representative or Alternate. Six members of Leadership are designated Class A.

ii. Class B: One member of Leadership is designated Class B. The individual must have previously served as an athlete representative on an NGB AAC, IMS Athlete Advisory Group (AAG), an International Federation Athletes' Commission, the World Anti-Doping Agency Athletes' Commission, IOC Athletes' Commission, IPC Athletes' Commission or was appointed to a USOPC working group, taskforce or committee as an athlete representative by Team USA AC.

Section 6. Code of Conduct and Conflicts of Interest Policy. Each Member and Alternate must comply with the USOPC Code of Conduct throughout the tenure of their term.

Section 7. Term. The term for Sport Representatives and General Paralympic Representatives 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 applicable position.

Section 8. Term Limits.

A. Sport and General Paralympic Representatives may not serve more than two (2) full terms on Team USA AC, 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 Team USA AC, 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 Vacancies. All elections for vacancies shall be held in accordance with the Team USA AC 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 may 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, Team USA AC 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 may remain vacant.

C. Leadership. If a Leadership position becomes vacant in the first three (3) years of the position's term, Team USA AC shall hold an election at a Meeting of the Members, provided such a meeting is scheduled within a reasonable time after the vacancy occurs. If a Leadership position becomes vacant in the final year of the position's term, the position may remain vacant.

Article VI. DUTIES AND REMOVAL OF A MEMBER

Section 1. Duties. The duties of a Commission member include the following:

A. Support the mission, vision and purpose of the Team USA AC as outlined in Articles 2, 3, and 4 respectively above;

B. Lead and support specific projects outlined in the Team USA AC strategic plan;

C. Be adequately prepared for each meeting (including by reviewing all materials when circulated) in order to participate effectively and constructively;

D. Participate in:

1. 1-2 in-person Team US AC meetings per year;

2. Monthly Team USA AC video meetings;

3. Matters undertaken by the Team USA AC between meetings, including but not limited to actively responding to emails and Team USA AC Leadership approved electronic communication channels;

4. Vote on all appointments, elections, statements or other Team USA AC actions that require a vote of the membership.

E. Serve as a liaison between the Team USA AC and the respective athletes that elected the member into their position, including attending NGB Board Meetings, NGB AAC meetings or IMG AAG meetings and providing written and verbal reports to the Team USA AC as required.

Section 2. 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 Team USA AC.

1. **Ethics Complaint.** 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 consistent with the USOPC's Ethics Procedure.

2. **Failure to Meet Duties.** Team USA AC may remove any Member, if Team USA AC determines, by the affirmative vote of two-thirds of those Members present and voting at a validly called Meeting of the Members that such Member no longer satisfies all of the Duties set forth in Article VI. Section 1 of these Bylaws. Team USA AC may also remove any Member, by the affirmative vote of two-thirds of those Members present and voting at a validly called Meeting of the Members, who has failed to attend at least Two or more consecutive Meetings of the Members or missing at least ½ the Meetings of Members in a 2-year period, provided that such Members does not have excused absences for the number of meetings they failed to attend.

B. **Removal by NGB Athletes.** Any "USOPC 10 Year Athlete", as defined in the USOPC Bylaws, may seek the removal of their Sport or General Paralympic Representatives and Alternate based on a violation of Team USA AC requirements, by submitting a complaint to Leadership that details the cause for the proposed removal. Upon 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 2.A above.

Article VII. OFFICERS AND LEADERSHIP

Section 1. Governance of Team USA AC. Governance of Team USA AC shall be vested in the Leadership.

Section 2. Composition. The leadership shall be comprised of seven (7) eligible athletes (as defined in Article V. of these bylaws).

Section 3. Duties of Officers. The Officers of Team USA AC 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 USOPC Bylaw commitments, resolutions, and oversight are carried into effect;

4. Act as an official spokesperson for Team USA AC along with the Team USA AC Executive Director;

5. Appoint Team USA AC Nominating and Elections Committee, with approval of Leadership in accordance with Article X of these Bylaws;

6. Appoint members to the USOPA/Team USA AC Joint Nominating Committee, with approval of Leadership; and Team USA AC at a Meeting of the Members as provided for in Article IX of these Bylaws; and

7. 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.** Four (4) Leadership shall be elected at a meeting during the year of the scheduled summer games (end of quadrennium). One of these four will be deemed Class B per the eligibility requirements in accordance with Article 5, Section 5 of these bylaws. Three (3) Leadership shall be elected at a meeting during the year 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 Officer 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 Team USA AC, Members and the USOPC.

B. Hire, supervise, and terminate the employment of Team USA AC Executive Director in accordance with USOPC policies and procedures.

E. Have the authority to make decisions on behalf of Team USA AC, in accordance with these Bylaws regarding Approval of Actions and Elections.

F. Appoint all Team USA AC Standing Committees in accordance with Article X, of these Bylaws.

G. Select a member of the USOPA/Team USA AC Joint Nominating Committee in accordance with Article X, Section 3 of these Bylaws.

H. Be responsible for maintaining Team USA AC Bylaws, keeping Team USA AC accountable to its Bylaws, and interpreting the Bylaws as necessary.

I. Manage the budget, business, and affairs of Team USA AC.

J. Set policy for Team USA AC.

K. If a member of Leadership is also a Sport Representative or General Paralympic Representative, they will have one vote.

Article VIII. 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. The agenda for a meeting shall be set by the Chair. Any other member may request the inclusion of items on the agenda at any time including during the meeting.

B. **Meeting of the Leadership**. A meeting of the Leadership occurs when scheduled by the Executive Director or Chair. Actions at the meetings of the Leadership are limited to those within the scope of action of the leadership and/or the officers of Team USA AC. The agenda for a meeting shall be set by the Chair. Any member of Leadership may request the inclusion of items on the agenda at any time, including during the meeting.

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 ninety (90) 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).

F. **Notice of Monthly and Bi-Annual 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 Team USA AC as long as the procedures are transparent and improve the effectiveness of Team USA AC. 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 or Leadership is not able to be physically present at a Meeting of the Members, they shall notify Team USA AC 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 IX. 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 Team USA AC Leadership and Officers;

2. The nomination of an individual to serve as the Athlete Ombudsman;

3. Recommendation of termination of the Athlete Ombudsman; and

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. Recommendation of termination of the Athlete Ombudsman requires at least 2/3rd's support of those participating in the vote.

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 Team USA AC will elect Team USA AC athlete members to the USOPC Board in accordance with Article IX., Section 5 of these Bylaws.

B. The appointment of members to the USOPA/Team USA AC Joint Nominating Committee by the Chair will be approved by Team USA AC at a Meeting of the Members in accordance with Article X, Section 5 of these Bylaws.

C. The following elections shall be accomplished through the Approval Voting Procedures as described in the Team USA AC Member Elections and Voting Policy:

1. Team USA AC Leadership and Officers, and

2. The nomination of an individual to serve the Athlete Ombudsman.

D. Except for those elections set forth in Article X, 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. Action Without a Meeting

A. For any action or election, the Leadership may devise a process and votes may be taken without a meeting and utilizing electronic voting instead. Such actions include, but are not limited to:

   a. Election of athlete representatives to the USOPC Board;

   b. Approve members appointed by Team USA AC Chair to the USOPA/Team USA AC Joint Nominating Committee; and

   c. Amendment to Team USA AC Bylaws.

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.

   4. 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 USOPC Bylaws, Team USA AC shall be entitled to and shall elect three Team USA AC athlete members to the USOPC Board. Pursuant to USOPC Bylaws, at least one of Team USA AC athlete USOPC Board members must represent a Paralympic sport. These three seats shall be staggered as provided for in the USOPC Bylaws.

   2. The USOPC Bylaws provides that Team USA AC election procedures for Team USA AC 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 the USOPC Bylaws, a Team USA AC athlete candidate for the USOPC Board must be a "USOPC 10 Year Athlete", as defined in the USOPC Bylaws. Further, such Team USA AC athlete candidate must meet the qualifications set forth in the USOPC Bylaws.

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

B. **Election Procedures**

1. Team USA AC Nominating and Governance Committee shall be composed as set out in Article X, Section 1.A. of these Bylaws.

2. The Nominating and Governance Committee shall:

    i. solicit candidates for Team USA AC athlete USOPC Board seat;

    ii. determine if a candidate meets the eligibility requirements set forth in these Bylaws

    iii. review and vet candidates;

    iv. select candidates to stand for election;

    v. communicate with Team USA AC Members and Alternate Members about the election; and

    vi. communicate with the USOPC Nominating and Governance Committee about the election and the needs of the USOPC Board; and,

3. Team USA AC staff will coordinate with and provide information to the Election Administrator so that the Election Administrator can conduct the election.

4. The USOPC should notify Leadership and/or staff when a Team USA AC athlete USOPC board seat is up for election and communicate the corresponding election deadline.

5. Prior to the election, the USOPC Nominating and Governance Committee shall make a call for candidates for the Team USA AC athlete USOPC Board seat. The call shall set forth the eligibility requirements for service as an Team USA AC 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 Governance 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.

6. Any Team USA AC Member or Alternate Member may nominate a candidate who meets the eligibility requirements of Article IX, Section 5.A. of these Bylaws and any individual meeting the eligibility requirements of Article IX, Section 5.A. of these Bylaws may nominate themselves as a candidate. A member of the Nominating and Governance Committee may be a candidate for Team USA AC athlete seat, but must recuse themselves from their Nominating and Election role in relation to this athlete election.

7. Team USA AC Nominating and Governance Committee shall select candidates from those nominated who will then stand for election. In making this selection the Nominating and Governance 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 Governance Committee, indicating that the candidate has the capabilities needed to be a valuable USOPC Board member.

Team USA AC Nominating and Governance Committee will explain to each selected candidate the responsibilities of USOPC Board service. Additionally, the Nominating and Governance 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.

8. The Nominating and Governance Committee may not nominate any candidate who is not eligible to serve on the USOPC Board, according to USOPC Bylaws or Policy.

9. Pursuant to USOPC Bylaws , 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 Team USA AC Nominating and Governance Committee and to the USOPC. The Team USA AC Nominating and Governance Committee will consider the results of a candidate's background check, social media review and disclosure in selecting the candidate for election. Prior to Team USA Nominating and Governance 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 Bylaws. If so disqualified, the candidate is precluded from being placed on the ballot.

10. In advance of the election, the Nominating and Governance Committee shall notify all eligible voters of the upcoming election for Team USA AC athlete seat. The notification shall state the names and summary of qualifications of the candidates selected by the Nominating and Governance 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.

11. An independent third-party Election Administrator will conduct the elections.

12. The USOPC shall determine the election period, including the time and date by which the vote for Team USA AC athlete must take place.

13. 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.

14. The vote for Team USA AC athlete member to the USOPC Board may be conducted at a Meeting of the Members, or via electronic voting, as determined by the Leadership. 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 Team USA AC 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 Administer shall ensure that the ballot and voting process is secure and confidential.

15. All Team USA AC Members are entitled to cast one vote for each Team USA AC athlete seat. If an Team USA AC 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.

16. The Election Administrator shall count the votes for each candidate. The candidate with the highest number of votes shall be elected as Team USA AC athlete member of the USOPC Board. The Election Administrator will announce the election results to Team USA AC staff.

17. 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 Team USA AC 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 Team USA AC 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.

18. 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. Any challenge to the election results shall be considered and determined by Team USA AC Leadership. The determination of Team USA AC 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 a Team USA AC 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 Team USA AC athlete representative if they want to serve a second term. The USOPC Nominating and Governance Committee will then inform Team USA AC Chair and Team USA AC Nominating and Governance Committee of the At-Large athlete representative's response.

2. If Team USA AC 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 IX, Section 5.B. of these Bylaws.

3. If Team USA AC 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 Team USA AC athlete representative's service on the USOPC Board. Team USA AC Members and Alternates will participate in the evaluation. The USOPC Nominating and Governance Committee will then provide the results of the evaluation to Team USA AC Nominating and Governance Committee. Team USA AC Nominating and Governance Committee will then make a recommendation to Team USA AC Members and Alternates either supporting or not supporting Team USA AC athlete representative for a second term. Team USA AC athlete representatives will be allowed to provide information to Team USA AC Members and Alternates regarding their service to the USOPC Board and why they should be retained to fill a second term.
4. Team USA AC will then vote either to retain or not retain Team USA AC 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 IX, 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 IX, 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 Team USA AC athlete representative serving a second term, then Team USA AC athlete representative is elected to fill a second term. If a majority of the votes cast are not in favor of Team USA AC athlete representative serving a second term, then Team US 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 Team USA AC 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 these Bylaws.

Article X. COMMITTEES AND TASK FORCES

Section 1. Standing Committees. The Leadership shall appoint (2) Standing Committees for the Quadrennium: a Nominating and Governance Committee and a Compensation 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, and Collegiate Advisory Council. For all other elections, selections, nominations, and appointees required by or requested of Team USA AC for athlete representatives, the determination about whether a process for selecting an athlete representative will be made by Leadership.

ii. Team USA AC Staff shall coordinate the election processes for Sport and General Paralympic Representatives, as well as the Leadership of the Team USA AC.

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

i. one member from Team USA AC Leadership;
ii. one Representative or Alternate representing Olympic athletes;
iii. one Representative or Alternate representing Paralympic athletes;
iv. one Representative or Alternate representing Pan American athletes; and
v. one Representative or Alternate 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 Team USA AC'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 Team USA AC 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 Team USA AC 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 Team USA AC 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 Team USA AC 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. In the event of a vacancy in any of these positions, another member of Leadership may serve in the role on an interim basis until the position is filled.

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 any such committee, advisory board, working group or task force is subject to these Bylaws and Team USA AC policies.

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

A. one member of Leadership shall be selected by the Leadership of Team USA AC and,

B. two members who are not members of the Leadership shall be appointed by Team USA AC Chair with the approval of Leadership.

C. The terms of the members and the obligations of the Joint Nominating Committee are set forth in the USOPC Board Elections Policy.

Article XI. NONDISCRIMINATION

Team USA AC 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 XII. AMENDMENTS

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

Article XIII. EXECUTIVE DIRECTOR.

Section 1. Designation. Team USA AC Executive Director is the principal administrator of the affairs of Team USA AC. The Executive Director shall be responsible to the Leadership for the management of the day-to-day affairs of the Team USA AC, as well as the performance of such managerial and administrative duties as shall be assigned by Leadership. 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 2 for the competent implementation of Leadership and Membership's policies, guidance and strategic direction of Team USA AC activities.

Section 2. Responsibilities. The Executive Director shall:

A. develop a strategy for achieving the Team USA AC'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 Team USA AC;

D. directly, or by delegation, manage all staff functions;

E. communicate with the Athlete Ombudsman on issues of importance to Team USA AC;

F. facilitate communication between Team USA AC, 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 Team USA AC;

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.

Section 3. Other Personnel. Subject to the approval of Leadership, the Executive Director shall include in their staffing plan such additional administrative personnel as are necessary to carry out the affairs of Team USA AC.