

## ATHLETES' COUNCIL CHARTER

The USA Gymnastics' Athletes' Council ("USAG AC"), a standing council reporting to the Board of Directors of USA Gymnastics (the "Board" or "Board of Directors"), is established by USA Gymnastics' Bylaws. The USAG AC will lead, serve, and engage athletes to communicate the interests and protect the rights of athletes, and be a conduit to USAG.

- 1.0 COMPOSITION.** The USAG AC shall consist of two (2) individuals from each discipline plus two (2) individuals who are the USAG's representative and alternate to the USOPC Athletes' Advisory Council ("USOPC ACC"). Of the two (2) representatives for each discipline, one (1) will be an athlete support representative that is not permitted to be on a program selection committee, and one (1) will be a selection representative that serves as part of the discipline's selection committee. The additional duties and responsibilities of each representative will be assigned by the USAG AC, and are outlined in (i) the Policy on Duties and Responsibilities of Athlete Council Members and (ii) the USA Gymnastics Athletes' Council Commitment of Service Policy. Each USAG AC member must satisfy the definition of a "10 Year Athlete Representative" in order to be eligible to serve, as that term is defined by the USOPC. Each discipline's representatives are elected to the USAG AC by all eligible 10 Year Athletes in that discipline. The USAG AC Chair and Vice Chair are elected by a majority vote of the USAG AC.
- 2.0 ELECTIONS.** The USAG AC elections will be held in the fall (as necessary) following the determination of the current USAG AC member's last year of their term. Timelines for nominations and elections will be published to all athletes eligible to participate in the election process. The USAG AC members will be directly elected by the pool of athletes who are 10-Year Athletes, as defined by the USOPC. This includes, without limitation, past and current Senior National Team members in each of the disciplines who are 10-Year Athletes.
- 3.0 MEETINGS AND MINUTES.** The USAG AC will hold meetings twice per month over the Zoom/teleconference call. One meeting is only for the USAG AC members while the other meeting is for the USAG AC members with the USAG Executive Team. If a USAG AC member is unable to attend a meeting, the member must notify the USAG AC Chair and AC Vice-Chair, as applicable, as soon as possible. The USAG AC will meet in-person at least once per calendar year. Ordinarily, the date and time of each meeting shall be decided upon and confirmed in writing by the USAG AC staff prior to the meeting. A quorum exists for purposes of conducting a meeting of the USAG AC whenever a majority of the eligible members are present. Once a quorum is established, a majority vote of the present USAG AC members shall constitute the action of the AC Council. The USAG AC shall maintain minutes of all meetings, and publish these on the USA Gymnastics website.
- 4.0 ACTION WITHOUT MEETING.** The USAG AC may take action without a meeting if written notice as described in this section (the "Notice") is given to each USAG AC member, and each member by the time stated in the Notice either votes in writing for or against such action, abstains in writing from voting, fails to respond or vote, or fails to demand in writing that action not be taken without a meeting. The Notice shall state the action to be taken, the time by which a USAG AC member must respond, and that failure to respond by the time stated in the Notice will be treated as an abstention. If, at the end of the time stated in the Notice, a majority of the USAG AC members have voted for the proposed action, then the action is approved and constitutes action of the USAG AC. All communications under this section may be transmitted or received by the

USAG AC by email or other form of electronic communication. Action taken pursuant to this Section has the same effect as action taken at a meeting of the USAG AC.

- 5.0 TERM LIMITS.** Each USAG AC member will serve a four-year term and may not serve more than two (2) consecutive terms but may serve one (1) additional term, if elected or selected, following one four (4) year term away from the Committee. If a USAG AC voting member becomes vacant during their term because of resignation, removal, incapacity, disability or death, then the USAG AC may appoint a qualified individual to serve the remainder of that voting member's term or until the next regularly-scheduled election, whichever occurs earlier.

**6.0 DUTIES**

**6.1 Committee Duties.** As described in the USAG Bylaws, the USAG AC will:

- 6.1.1** Serve as a vehicle for athlete engagement;
- 6.1.2** Endeavor to protect the safety and rights of athletes;
- 6.1.3** Provide athlete feedback to USAG leadership;
- 6.1.4** Advise the Board of matters of interest to the athlete membership;
- 6.1.5** Appoint athlete representatives to serve on committees of the Board;
- 6.1.6** Build and establish relationships among the athletes of USAG;
- 6.1.7** Assist in identifying potential future athlete directors and introduce athletes to USAG's governance structure;
- 6.1.8** Serve as Safe Sport and USADA ambassadors and advocates; and
- 6.1.9** Develop pathways for athletes within the structure of USAG.

**6.2 Duties of the Chair.** The Chair shall:

- 6.2.1** Preside over all meetings of the USAG AC members;
- 6.2.2** Preside over all meetings of the Committee, whenever held;
- 6.2.3** Organize meetings and prepare and distribute the agenda;
- 6.2.4** Present the USAG AC report at the meetings of the Board of Directors; and
- 6.2.5** Delegate responsibilities to athlete representatives.

**6.3 Duties of the Vice Chair.** The Vice Chair will:

- 6.3.1** Assist the Chair in their role and responsibilities;
- 6.3.2** Perform the duties of the Chair when the Chair is absent or incapacitated; and

**6.3.3** Perform such other duties the USAG AC may from time to time prescribe.

- 7.0 VOTING.** The voting will take place either in person or other forms of electronic communication such as Zoom, teleconference calls, or email. There needs to be 50% of the USAG AC present in order to do a vote. A USAG AC member is allowed to recuse themselves from the voting for any reason presented. A majority vote of the present USAG AC members shall constitute the action of the AC Council.
- 8.0 DISCLOSURE OF CHARTER.** This charter shall be made available on the USA Gymnastics website.
- 9.0 EFFECTIVENESS AND AMENDMENT.** To become effective, this Charter must be approved by the Board. Any amendment or other modification of this Charter shall be made by majority vote of the voting members of the Committee, subject to approval by the Board.
- 10.0 COMPENSATION.** No salary or other compensation shall be paid for serving as a member of the USAG AC.
- 11.0 CONFLICT OF INTEREST.** All members of the USAG AC will adhere to the USA Gymnastics' Conflicts of Interest Policy.
- 12.0 REMOVAL AND VACANCIES.** A member's position on the USAG AC becomes vacant upon the member's resignation, removal, incapacity, disability or death, or upon the expiration of the member's term. Any member may resign at any time by giving written notice to the Chair of the USAG AC, except the Chair's resignation shall be given to the Vice Chair of the USAG AC, or in the absence of a Vice Chair, another officer of the USAG AC. The resignation takes effect at the time specified in the written notice. The acceptance of the resignation by the USAG AC is not necessary to make it effective. USAG AC members will be removed by the USAG AC if they fail to attend in person, or participate by telephone or videoconference in, at least one half (1/2) of the regular meetings of the USAG AC during any twelve (12) month period, unless they are able to demonstrate to the other members of the USAG AC that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent member shall be removed by the affirmative vote of a majority of the voting power of the USAG AC (not including the voting power of the absent member). A member may also be removed for cause at any duly noticed meeting of the USAG AC, and after being provided an opportunity for the member to be heard by the USAG AC, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the USAG AC (excluding the voting power of the member in question). Any vacancy occurring in the USAG AC shall be filled in the manner specified in this charter or USA Gymnastics' bylaws for filling the position. A USAG AC member elected to fill a vacancy shall be elected for the unexpired term of such member's predecessor in office.