

PROGRAMS COUNCIL CHARTER

The USA Gymnastics Programs Council (Council), a standing committee authorized by and reporting to the Board of Directors of USA Gymnastics (the “Board” or “Board of Directors”) shall operate as a liaison between the USA Gymnastics programs and the Board. It shall be a round table of inter-program discussion regarding issues and concerns of membership and operations of each and all programs. The Council shall have no policy authority over any function of USA Gymnastics, but shall provide recommendations, consultation, program and membership representation, and research for consideration by the Board. The Council may encourage participation by each program from time to time regarding research and information gathering from membership, and other sources. The purpose of the Council is to:

- Provide one Board member to represent the interests of and advocacy for the needs of USA Gymnastics programs and total membership,
- Develop and discover best practices that can be applied to all programs and to each program,
- Present agenda items to the Board pertaining to programs operations, policy, and challenges as representation from membership,
- Act as a think-tank and problem-solving representation of membership in addressing concerns and issues facing members,
- Provide approval for USA Gymnastics Hall of Fame Selection Procedures,
- Act as a feedback deposit for concerns from membership.

1.0 COUNCIL COMPOSITION. The Council consists of no more than fourteen (14) voting members. Of the 14 voting members, no more than nine (9) shall represent USA Gymnastics programs, and no more than five (5) shall represent the athlete participants, with a minimum of three athlete representatives being of 10 years or less.

2.0 MEETINGS AND MINUTES. The Council shall meet at least within two weeks prior to and/or after Board meetings by telephone or videoconference, shall meet in person at USA Gymnastics Congress, and may need to meet in person, more than once in a calendar year. The Council may hold more frequent meetings as necessary or desirable. The Council will maintain minutes of all meetings.

2.1 Quorum. A majority of the voting Council members present at a meeting shall constitute a quorum. Once a quorum is established, a majority vote of the present Council members shall constitute action of the Council.

2.2 Notice of Meetings. Written notice stating the place, date, and hour of any regular meeting of the Council shall be delivered personally, electronically, or by mail to each member with a minimum of ten (10) days’ notice. Special meetings of the Council may be held at any time upon twenty-four (24) hour notice, oral or written, by the Chair, Secretary, or by three other members of the Council.

3.0 SELECTION OF MEMBERS. Program Membership Council Representatives (PMCR) shall be elected by their respective programs. The number of PMCR shall be no more than nine (9). The programs with the highest percentages of total USA Gymnastics members shall have two (2) representatives

per program. The program(s) with the lowest percentage of total USA Gymnastics members shall have one (1) representative per program. The structure of PMCR shall be the following:

- 3.1** If there are five programs as of July 31st of the current year, the four with the highest percentages of total USA Gymnastics shall have two (2) members. The program with the lowest percentage of total USA Gymnastics shall have one (1) member.
- 3.2** If there are six programs as of July 31st of the current year, the three (3) with the highest percentages of total USA Gymnastics shall have two (2) members. The three (3) programs with the lowest percentages of total USA Gymnastics shall have one (1) member.
- 3.3** If there are more than six programs, the Programs Council shall review and evaluate its representation structure for any Charter adjustment.

Any eligible member of a Program may be nominated for the responsibility of Council member. Each National Program Committee (NPC) shall have a vetting procedure for nominees to ensure that the nominee meets the criteria established by their respective NPC. Once an NPC has vetted nominees, the USA Gymnastics Nominating and Governance Committee (NGC) shall further vet nominees. Once Nominees have been vetted by an NPC and the NGC, the NPC shall present the nominees to the program membership for vote. The elected members shall be submitted to the Programs Council.

- 3.4** Athlete Council members shall be selected through the Athletes Council, with a preference that each athlete represents different programs than the others.

- 3.5** The independent Board member shall be assigned by the Chair of the Board.

- 4.0 TERM OF SERVICE.** All Council members shall serve a four-year staggered term and may not serve more than two (2) consecutive terms but may serve one additional term, if elected or selected, following one four (4) year term away from the Committee. Under this Charter, the initial four-year term shall be staggered according to the following:

Women's:	1/1/2021-12/31/24
Men's:	1/1/2021-12/31/23
T&T:	1/1/2021-12/31/22
Rhythmic/Acro:	1/1/2021-12/31/21

- 5.0 SELECTION OF BOARD OF DIRECTORS MEMBER.** The Programs Council member selected to the Board of Directors must be from the Programs Council. The Programs Council will choose one of the two representatives from the largest Program by membership and select one representative from the remaining programs to stand for election to serve as the Membership Director on the Board of Directors. The two candidates stand for election with all current USA Gymnastics professional members voting for one Director. That Director serves a four-year term with no more than two consecutive terms on the Board of Directors.

- 6.0 OFFICERS.** The Officers of this Council shall be Chair, Vice Chair, and Secretary. Each Officer of the Council shall be a member of the Council. Members of the Board of Directors may not hold an office on the Programs Council. No one person may hold more than one office at the same time. Non-athlete members are eligible for holding an Office.

7.0 DUTIES AND RESPONSIBILITIES. The Officers shall be responsible as determined by the Council and is currently:

7.1 The Chair of the Council shall:

- 7.1.1** Organize and conduct the meetings and conference calls of the Council.
- 7.1.2** Secure, correlate, and disseminate agenda items for meetings and conference calls no less than forty-eight (48) hours in advance of the meetings and calls but may be less in the case of emergency meetings.
- 7.1.3** Coordinate with meeting location/times and advise the Council of these arrangements in advance.
- 7.1.4** Be a voting member of the Council.

7.2 The Vice Chair of the Council shall:

- 7.2.1** In the absence of the Chair, shall perform the duties of the Chair.
- 7.2.2** Perform such duties as the Chair may determine.
- 7.2.3** Be a voting member of the Council.

7.3 The Secretary shall:

- 7.1.1** Oversee notice and maintenance of the minutes from Council meetings.
- 7.1.2** Perform other duties customary to the Office of the Secretary, and as may be required by the Council or the Chair of the Council.
- 7.1.3** Be a voting member of the Council.

7.2 Council Members are expected to:

- 7.2.1** Attend all meetings in person or participate by telephone or videoconference in all scheduled Council meetings as possible.
- 7.2.2** Council members must attend in person, or participate by telephone or videoconference in, at least one half (1/2) of all regularly scheduled Council meetings.
- 7.2.3** Participate in discussions leading up to the identification of concerns and recommendations for the Board.
- 7.2.4** Actively seek information from the USA Gymnastics programs leadership and community that would benefit the obtainment of the operational directives.
- 7.2.5** Consult with and advise the Council Board member with concerns and recommendations to be represented at Board meetings.
- 7.2.6** Uphold the brand of USA Gymnastics in a positive manner without sacrificing the acknowledgment of confidential and uncomfortable realities.
- 7.2.7** Seek, as a member of the Council, to find solutions of benefit to the USA Gymnastics programs and communities.
- 7.2.8** Encourage the respect of each program and their cultures and identities as long as the cultures promote safe human development.
- 7.2.9** Share discoveries and insight with the whole Council any suggestions of best practices for program development and safe sport development and application.

7.3 Programs Council Board Representative shall:

- 7.3.1** Receive input from other programs to be represented with the Board.

- 7.3.2** Represent all the Programs equitably, over and above the Program from which they are selected.
- 7.3.3** Be presented and represented as the Programs membership representative, over and above the Program from which they are selected.

8.0 COMMITTEES OF THE PROGRAMS COUNCIL. The Council may create committees as needed. The Chair appoints all committee chairs from the membership of the Council. Limited term task forces may be appointed by the Chair. Standing and longer-term committees shall be created with the affirmation of majority vote of the Council. Council officers serve as the members of the Executive Committee.

9.0 OTHER CRITERIA. Documents are set forth in the Council's operations policies which may be reviewed at any time by the Board. The designated fiscal year of this corporation shall be the same as the Board's. The most recent edition of *Robert's Rules of Order* shall serve as the Parliamentary Authority for the organization.

10.0 REMOVAL AND VACANCIES. Whenever, in the judgment of the Council, the best interests of the Council will be served, any officer may be removed from office by the affirmative vote of three-fourths of the Council. In the event a vacancy occurs in any Officer's position, it shall be filled in the following manner until the next annual election:

- 10.1** Chair - The Vice Chair shall assume the office.
- 10.2** In case of vacancy in the office of both Chair and Vice-Chair, the duties of the Chair shall be performed by the Secretary, until replacements are elected by the Council.
- 10.3** The Council shall elect replacements for all other vacancies.

A member's position on the Council 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 Council or the Secretary, except the Chair's resignation shall be given to the Vice Chair of the Council, or in the absence of a Vice Chair, another officer of the Council. The resignation takes effect at the time specified in the written notice. The acceptance of the resignation by the Council is not necessary to make it effective. Council members will be removed by the Council 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 Council during any twelve (12) month period, unless they are able to demonstrate to the other members of the Council 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 Council (not including the voting power of the absent member). A member may also be removed for cause at any duly noticed meeting of the Council, and after being provided an opportunity for the member to be heard by the Council, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Council (excluding the voting power of the member in question). Any vacancy occurring in the Council shall be filled in the manner specified in this charter or USA Gymnastics' bylaws for filling the position. A Council member elected to fill a vacancy shall be elected for the unexpired term of such member's predecessor in office.

Vacancies occurring on the Council must be filled according to the Rules and Policies of the Program from which the vacancy occurred for non-athlete members, and from the Athletes Council regarding athlete representation vacancies. The selection will be for the unexpired term of the position. Should a Programs Council member who is also a Board of Directors member, leave the Programs Council (therefore, leave the Board of Directors), the remaining Programs Council member for that discipline shall fill the Board vacancy until the position on the Board can be permanently filled according to the Rules and Policies of that program consistent with the Programs Council Charter and the Bylaws of USA Gymnastics.

- 11.0 INDEMNIFICATION.** Unless expressly prohibited by law, USA Gymnastics shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or in testate, is or was an officer or member of the Council or serves or served any other enterprise at the request of USA Gymnastics, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

- 12.0 CONFLICTS OF INTEREST/GIFTS & ENTERTAINMENT/CONFIDENTIAL INFORMATION.** All members of the Committee will adhere to the USA Gymnastics Conflicts of Interest Policy, the Gifts and Entertainment Policy and the Confidential Information Policy.

Each year, all elected and appointed officials and committee members must submit a completed Conflict of Interest and Confidentiality Form to the National Office no later than: (i) two (2) weeks, or fourteen (14) days, following the acceptance of the elected or appointed position; or (ii) the last day of the respective committee's annual term of office renewal.

As the annual receipt of these documents is an eligibility requirement by both USA Gymnastics and the USOPC, any individual refusing to sign or submit these documents by the appropriate due date forfeits their opportunity to serve on any USA Gymnastics committee.

- 13.0 COMPENSATION.** No salary or other compensation shall be paid for serving as a member of the Committee.
- 14.0 LIMITATIONS OF LIABILITY.** Officers, members, and other persons who perform services for the Council and who do not receive compensation other than reimbursement of expenses (Volunteers) shall be immune from civil liability. Regardless of the amount of liability insurance maintained, this limitation of liability for Volunteers shall not apply when the injury or damage was a result of the Volunteer willful misconduct, crime (unless the Volunteer had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to the Volunteer, or act or omission that was not in good faith and was beyond the scope of authority of the corporation pursuant to this act or the corporate charter. USA Gymnastics (Council) is liable only to the extent of the applicable limits of insurance coverage it maintains.
- 15.0 CHARTER REVIEW AND AMENDMENTS.** The Council or its assignees shall review its Charter annually. In order to amend the Charter, notice of the proposed amendment shall be delivered personally, electronically or by mail to each member of the Council at least two weeks prior to

the time of the vote on the proposed amendment. The Charter shall be amended by a three-fourths vote of the Council and approved by the Board of Directors.

16.0 DISCLOSURE OF CHARTER. This charter shall be made available on the USA Gymnastics website.