

Changes to the Bylaws, May 22, 2018 *At a glance*

<b>What's changed?</b>	<b>Reason for the changes?</b>
<p><b>The board has been reshaped to reduce the number of directors to 15 (previously 21) and the majority of the board members will be independent directors</b> (Section 4.2)</p> <ul style="list-style-type: none"> <li>• Athlete Directors – Amendments provide for three directors (previously five); one each from the discipline with the highest and second highest athlete memberships and one representing the remaining disciplines, combined</li> <li>• National Membership Directors – Amendments provide for three directors (previously seven), one each from the program with the highest and second highest professional memberships and one representing the remaining programs, combined</li> <li>• Advisory Council Directors – Amendments provide for one director (previously three)</li> <li>• Independent Directors—Amendments provided for eight independent directors (previously) with one such director to be elected as Chair.</li> </ul>	<p>Smaller boards are broadly regarded as having a higher degree of effectiveness. In the on-going efforts to transform USA Gymnastics, it was viewed as important to have a majority of independent directors to bring additional skills and experience from outside the organization. These changes were also in line with the request of the United States Olympic Committee (USOC).</p>
<p><b>Selection of National Membership and Athlete Directors</b> (Section 4.2 (a) and (b))</p> <ul style="list-style-type: none"> <li>• Two National Membership directors will be chosen by the National Program Committee with the highest and second highest number of members holding a valid professional membership in such discipline as of July 31 of each year, with the candidate for such program having first been elected to the Programs Council. One National Membership director will represent the remaining combined programs and be elected by the Programs Council representatives for the remaining National Program Committees pursuant to procedures established by each of the remaining National Program Committees.</li> <li>• Athlete directors will be elected by a vote of the Athletes' Council, after the candidates has been elected to the Athletes' Council by a vote of the athletes who meet the applicable standards specified in the bylaws of the USOC at the time of election.</li> </ul>	<p>Adding selection procedures for the newly established Programs Council. Aligning voting in as consistent a manner as possible.</p>

<p><b>Broadened criteria for independent directors</b> (Section 4.2 (c))</p> <ul style="list-style-type: none"> <li>Added criteria for independent directors, to include “...demonstrated history of success in one or more of the following fields: Sports management, child welfare, business, legal, media or public relations, health services, human resources, or social work”.</li> </ul>	<p>Recognition of the broader skill sets relevant to USA Gymnastics.</p>
<p><b>Amended the method for filling a vacancy to be consistent with the amended selection method for directors.</b> (Section 4.5)</p>	<p>Provided for consistency purposes.</p>
<p><b>Introduced a provision providing for staggered terms for the newly named board members.</b> (Section 4.6)</p>	<p>Staggered terms allow approximately ¼ of the board to finish their initial terms each year. This provides retention of the board’s institutional experience and does not have the entire board end service at the same time. This best serves USA Gymnastics.</p>
<p><b>Amended the term limits such that no director may serve more than two four-year terms.</b> (Section 4.6 (e))</p>	<p>Providing stronger term limits is a leading board practice and provides for more participation of members and others on the board.</p>
<p><b>Added vetting requirements for all Board candidates to assess suitability.</b> (Section 6.1 (b) (vii))</p>	<p>Provided for consistency with respect to all prospective board members and aligns to leading board practices.</p>
<p><b>Eliminated the concept of “alternate athlete directors”.</b> (Section 6.2 (b))</p>	<p>Allowing alternates for directors who were duly elected is inconsistent with the director’s duties. Additionally, an alternate would not have the benefit of prior board matters to serve in a well- informed manner.</p>
<p><b>Established a Programs Council</b> (Section 6.2 (c))</p> <ul style="list-style-type: none"> <li>A new Special Committee of USA Gymnastics</li> <li>The Programs Council provides a forum for its representatives to consider and offer perspectives on matters relating to (i) relevant operations and strategic development of USA Gymnastics, and (ii) the development of best practices and uniform criteria and guidelines for program administration that can be adopted by the National Program Committees.</li> <li>The Programs Council has 11 members: one Independent director from the Board (non-voting); and two representatives from each competitive program’s professional membership (women’s, men’s, rhythmic, acrobatic gymnastics, trampoline and tumbling).</li> </ul>	<p>Provides a venue for increased communication and sharing of information across disciplines. Provides a voice for all programs to the Board.</p>

<ul style="list-style-type: none"> <li>• National Program Committees will establish discipline-specific criteria and facilitate the election of two members to serve on the Programs Council.</li> <li>• Individuals who serve on the Programs Council are eligible to be elected as National Membership Directors on the Board.</li> </ul>	
<p><b>Reduced the notice period for bylaws changes to 14 days from 30 days.</b> (Section 15.1)</p>	<p>Provides greater ability to respond to changing needs of USA Gymnastics.</p>