

EXHIBIT 2

IN THE UNITED STATES DISTRICT COURT FOR THE
NORTHERN DISTRICT OF FLORIDA
PENSACOLA DIVISION

JUSTIN GATLIN,

Plaintiff,

v.

UNITED STATES ANTI-DOPING
AGENCY, INC., UNITED STATES
TRACK AND FIELD ASSOCIATION,
UNITED STATES OLYMPIC
COMMITTEE, INC., INTERNATIONAL
ASSOCIATION OF ATHLETICS
FEDERATIONS,

Defendants.

Case No. 3:08-cv-241/LAC/BMT

Declaration of Christopher Vadala

1. Christopher Vadala depose and state as follows:

1. My name is Christopher Vadala. I have been an employee of the U.S. Olympic Committee ("USOC") since 1989. In 2000, I was named a Director of Sports Partnerships for the USOC. In 2005, I was promoted to Senior Director of Sports Partnerships. I have been employed as the Senior Director of Sports Partnerships for the USOC continuously since that time. Since October of 2006, I have been serving as the Chair of the USOC Team Selection Working Group, a group that edits and approves all team selection procedures.

2. I make the following declaration from my personal knowledge:

3. Attached hereto as Exhibit "A" is a true and correct copy of the USOC's Athlete Selection Procedures: Overview, Submissions, Requirements, Timeline, and Instructions for the Olympic Games. The document sets for guidelines regarding the

development and submission of the athlete selection procedures used to choose which athletes represent the United States at the Olympic Games.

4. Attached hereto as Exhibit "B" is a true and correct copy of the USA Track & Field ("USATF") Athlete Selection Procedures for the 2008 Olympic Games. The document sets forth the specific selection procedures used by USATF to determine which track and field athletes are selected to compete in the Olympics.

5. Attached hereto as Exhibit "C" is a true and correct copy of the USOC Bylaws. This document governs the USOC's operations.

6. Attached hereto as Exhibit "D" is a true and correct copy of the USOC National Anti-Doping Policies. This document sets forth the procedures that an athlete must abide by in order to be eligible for participation in the Olympic Games.

7. The Olympic trials for USATF described in Exhibit B take place in Eugene, Oregon from June 27 - July 6.

8. The preliminary qualifying rounds for the 100 meter dash occur on Saturday, June 28, 2008. The quarterfinal round occurs later on June 28. The semifinal and final rounds of the 100 meter dash occur the next day on June 29.

9. In order to compete at the Olympic trials, an athlete must be eligible to compete within the definition of the selection procedures. See Exhibit B §1. A.

10. Many of the events at the USATF Olympic Trials, specifically the 100 dash competitions, are run in heats with the fastest times advancing to a single elimination tournament with the top four finishers from each race advancing to the next round of races.

11. Allowing an ineligible athlete would harm the rest of the eligible athlete field because the athlete selection system bases an athlete's final rank order of finish on "the highest round completed by an athlete." See Exhibit B §I, D, 1.

12. Should an ineligible athlete compete in the USAIF Olympic Trials, he could damage the chances of an eligible competitor by knocking that competitor out of a spot in the quarterfinal round, the semifinal round or the final round of an event.

13. It is for this reason that in any arbitration brought pursuant to Article IX of the USOC bylaws involving the selection of an athlete to participate in a protected competition, all athletes who may be adversely affected by the outcome of the arbitration must be notified. See Exhibit C §9.3.

14. Additionally, it is the USOC's policy to subject all athletes who are candidates for membership on the U.S. Olympic Team to the United States Anti-Doping Agency's ("USADA") no-advance-notice drug testing program for a period of at least 12 months before the commencement in the games. See Exhibit D §5.

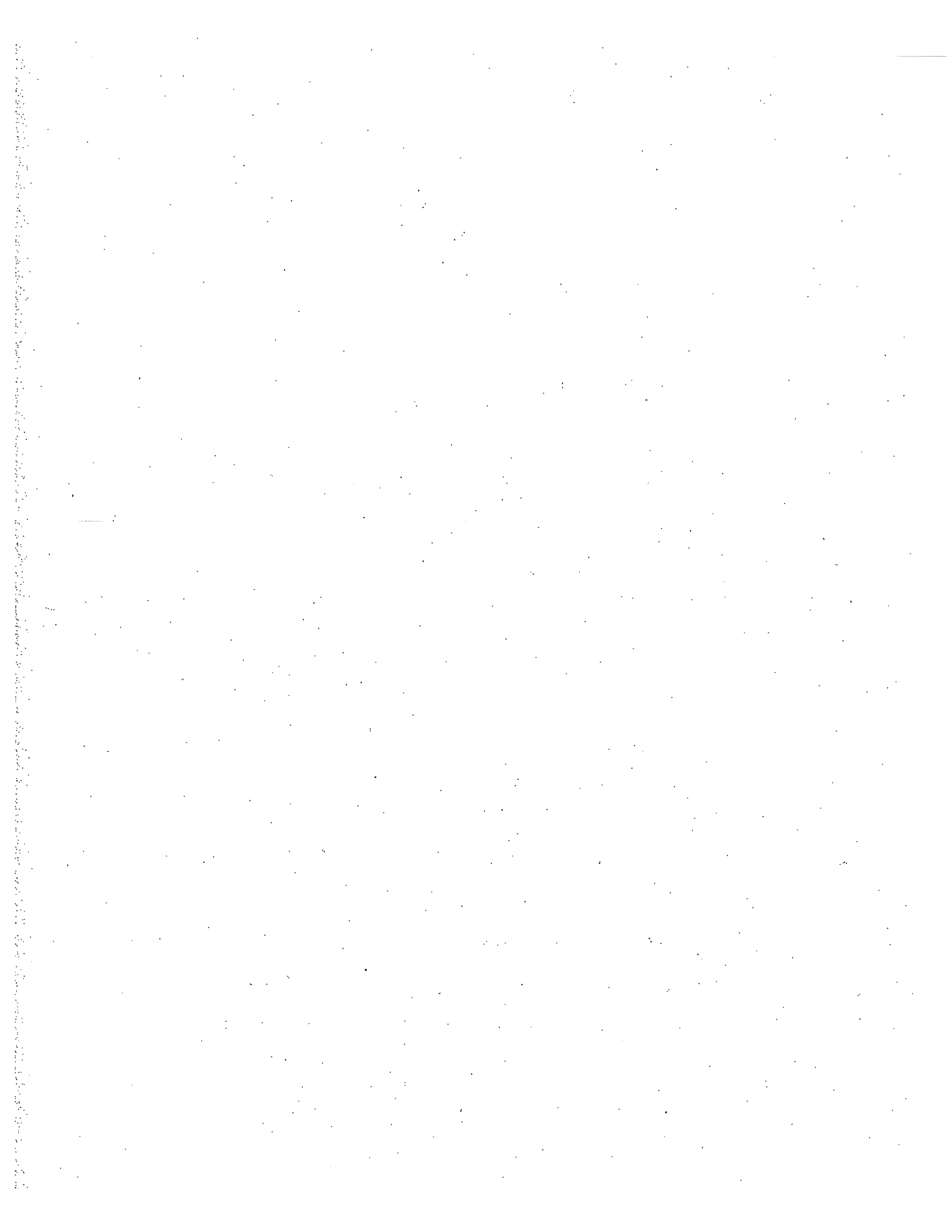
15. Ineligible athletes also must comply with all of the USADA Registered Testing Pool program requirements during the period of ineligibility in order to regain eligibility to compete. See Exhibit D §4.

16. If an athlete fails to comply with all USADA, WADA, and IAAF doping control regulations, he also fails to meet the minimum eligibility requirement for an athlete to be considered for nomination to the U.S. Olympic Team. See Exhibit B §I, A, 3 and Attachment A Clause F.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my present knowledge, information and belief.

Executed on: June 19, 2008


Christopher Vadala



**United States Olympic
Committee**

**ATHLETE SELECTION
PROCEDURES:**

**OVERVIEW, SUBMISSION
REQUIREMENTS, TIMELINE, &
INSTRUCTIONS**



for the

**OLYMPIC GAMES
PARALYMPIC GAMES
PAN AMERICAN GAMES
PARAPAN AMERICAN GAMES**

January 2008

Exhibit A

OVERVIEW

Goal

To select the best U.S. Olympic, Paralympic, Pan American and Parapan American Games Teams through a fair and open process that is published well in advance of the selection process.

NGB/PSO Responsibility

The USOC has placed considerable emphasis on how U.S. athletes and teams perform at the Games to which it sends teams. This emphasis is reflected in how NGBs (National Governing Bodies)/PSOs (Paralympic Sport Organizations) are funded and supported through USOC resources. Because of this focus as well as the importance of reducing potential arbitration issues arising from the selection process, NGBs/PSOs should carefully design Selection Procedures that:

- Comply with the Ted Stevens Olympic and Amateur Sports Act and USOC Bylaws (<http://www.usoc.org/12699.htm>).
- Are performance-oriented.
- Are fair, equitable and clearly written.
- Use objective based criteria or discretionary/subjective criteria that is supported by objective measures.
- Allow for selection of the most competitive team.
- Are not retroactive, unless expressly authorized by the USOC.
- Are not conditional on an athlete signing any commercial terms agreements.
- Do not have eligibility criteria related to amateur status or participation that are more restrictive than the appropriate International Federation.

USOC Approval

Representatives of USOC Sport Partnerships, U.S. Paralympics, Legal and International Games will review all selection procedures submitted to the USOC.

Once approved, the NGB/PSO will be notified in writing. If they are not approved, the Sport Partnerships Team and/or U.S. Paralympics will notify the NGB/PSO of the questions or issues that need further clarification.

Citizenship

A. IOC, IPC and PASO Requirements

Although many IFs allow non-citizens to compete in their international events, the IOC Charter (IOC Charter, Rule 42) and the PASO regulations (PASO Regulations, Section IV) and the IPC Handbook (IPC Handbook, Chapter 2, Section 3.1) mandate that athletes must be a national of the country they represent in the Olympic Games, the Paralympic Games, the Pan American Games and the Parapan American Games.

B. USOC Citizenship Policy

The USOC Bylaws under Article XIX, Section 19.2 states that "Any tryouts organized directly or indirectly under authority of any NGB or PSO shall be open only to athletes who are citizens of the United States at the time of selection and eligible under the rules of the International Olympic Committee, Pan American Sports Organization or International Paralympic Committee for selection for membership on the United States Olympic, Pan American or Paralympic Games Team."

"Time of selection" is generally the first event of the trials with final decision on a case-by-case basis by the USOC. It is imperative that the NGB/PSO notify the USOC as early as possible of any non-citizen athlete who is in contention for nomination to the Team (contact your Sport Partnerships Team or U.S. Paralympics representative for the USOC Citizenship/Eligibility Form), or should the NGB/PSO have a citizenship issue or question of any kind.

Sport Partnerships/U.S. Paralympics Divisions

The USOC Sport Partnerships/U.S. Paralympics representatives, with assistance from USOC Legal, International Games and the Athlete Ombudsman, are responsible for assisting NGBs/PSOs with questions pertaining to the Selection Procedures process. Once the NGB/PSO has completed writing its Selection Procedures, the NGB/PSO approved document is to be submitted to the NGB's/PSO's Sport Partnerships/U.S. Paralympics representative (see Attachment A).

Trials Observers

The USOC reserves the right to send Trials Observers to an NGB's/PSO's Olympic, Paralympic, Pan American or Parapan American Games Trials and/or be present at any or all parts of the NGB's/PSO's Selection Process, including closed meetings.

Clarification or Amendment to the USOC Approved Selection Procedures

In the event an NGB/PSO needs to make a clarification or amendment to its USOC approved Selection Procedures, please contact the appropriate Sport Partnerships or U.S. Paralympics representative to discuss the proposed clarification or amendment issue.

Any change in the IOC, IPC, PASO, IF or Continental Federation rules and regulations that affect an NGB's/PSO's approved Selection Procedures will also need to be discussed with the appropriate Sport Partnerships or U.S. Paralympics representative.

The Sport Partnerships or U.S. Paralympics representative will advise on the strategy needed to request the proposed change. All proposed clarifications or amendments must be dated and submitted in writing to the USOC and will require approval of the USOC. Once approved, clarifications must be posted on the NGB/PSO Web site in PDF format, adjacent to the originally approved selection procedures, within 48 hours of receipt of approval.

General Information

The USOC Selection Procedures Manual shall be used for the Olympic, Paralympic, Pan American and Parapan American Games. The January 2008 version is in effect until revised by the USOC.

For Selection Procedures purposes, the following acronyms will be used:

AAA - American Arbitration Association

AAC - Athletes' Advisory Council

CAS - Court of Arbitration for Sport

CF - Continental Federation

IOC - International Olympic Committee

IPC - International Paralympic Committee

IF - International Federation

LOC – Local Organizing Committee
NGB – National Governing Body
NOC – National Olympic Committee
NPC – National Paralympic Committee
PAG – Pan American Games
PASO – Pan American Sports Organization
PPAG – Parapan American Games
PSO – Paralympic Sport Organization
USADA – United States Anti-Doping Agency
USOC – United States Olympic Committee
WADA – World Anti-Doping Agency

For additional resources, please consult the following Web sites:

AAA: www.adr.org

CAS: www.tas-cas.org

IOC: www.olympic.org

Olympic Charter

http://multimedia.olympic.org/pdf/en_report_122.pdf

- Rule 42: Nationality of Competitors
- Rule 53: manufacturer trademark guidelines

IPC: www.paralympic.org

- Chapter 2, Section 3.1: IPC Athlete Nationality Policy

PASO: <http://www.guadalajara2011.org.mx/esp/index.asp?lng=en>

USADA: www.usantidoping.org

USOC: www.usolympicteam.com

From USOC Web site, click on “About Us” at the bottom of the Home Page, and then click on “Corporate Governance/Legal Documents/Notices”

- USOC Bylaws
- USOC Code of Conduct, Grievance Procedures and General Release
- Ted Stevens Olympic and Amateur Sports Act
- USOC Definition of Athlete
 - Section 220501(b)(1) Ted Stevens Olympic and Amateur Sports Act

- USOC Bylaws, Article XVII, Section 17.7

USOC Athlete Ombudsman: www.888athlete.org

U.S. Paralympics Division: www.usparalympics.org

WADA: www.wada-ama.org

SUBMISSION REQUIREMENTS AND TIMELINE

The following are requirements for the submission of Athlete Selection Procedures:

NGB/PSO Time Frame

- Proposed Selection Procedures (Athlete and Staff) must be submitted to the USOC (Sport Partnerships or U.S. Paralympics) at least 15 months prior to commencement of the first evaluative event. An evaluative event is defined as any of the selection events, trials or camps that will be used in the selection process. NGBs/PSOs may request a written exception to this requirement, which will be considered by the USOC on a case-by-case basis.
- For Olympic, Paralympic, Pan American and Parapan American Teams that are nominated primarily from a "national team," NGBs/PSOs shall maintain ongoing information regarding how athletes qualify for their national team in a prominent location on their Web site.
- Procedures must be submitted in "MS Word for Windows" electronic format, on the USOC Athlete Selection Procedures Form.
- Procedures must be submitted with the three required NGB/PSO signatures (President or Executive Director, National Team Coach, Head Coach or National Program Director and USOC AAC Representative) in any of the following manners (Section XV. NGB/PSO Signatures, from the Athlete Selection Procedure Forms):
 - Electronic/scanned signatures contained within the electronic Word document.
 - Faxed copies of the signature page.
 - Original signatures delivered to USOC Sport Partnerships/U.S. Paralympics.
- The NGB/PSO must publish the USOC approved Selection Procedures in a prominent location on the NGB/PSO Web site five business days following notice of approval by the USOC. The procedures need to be on the NGB's/PSO's Web site through the duration of the respective Games. The Web site address that provides a link to the procedures must also be published in the official NGB/PSO publication (if the NGB/PSO has a publication). The publication of the procedures must be at least one year prior to the commencement of any of the selection events, trials or camps that will be used in the Team selection process. The one-year requirement allows ample notification for athletes to train and prepare for the selection

process. NGBs/PSOs may request a written exception to this requirement, which will be considered by the USOC on a case-by-case basis.

Athlete Involvement in the Process

A. Development of the Selection Procedures

The development of the Athlete Selection Procedures must involve input from NGB/PSO athletes who meet the definition of "active athlete" as defined by the USOC Bylaws. NGB/PSO committees that are responsible for developing the Selection Procedures must include at least 20% athlete representation. Additional input is also encouraged by the NGB's/PSO's USOC AAC Representative, if he/she is not already involved.

B. USOC AAC Representative

The NGB's/PSO's USOC AAC Representative is required to sign and date the Athlete Selection Procedures in the signature area of the Selection Procedures Form. Signature by the AAC Representative constitutes that he/she has read and understands the Selection Procedures and certifies that the Selection Procedures submitted represent the method approved by the NGB/PSO. If the AAC Representative reads and does not agree with the Athlete Selection Procedures being submitted by the NGB/PSO, he/she may submit those reasons in writing to his/her Sport Partnerships Team or U.S. Paralympics representative.

The NGB's/PSO's USOC AAC Alternate's signature is acceptable in cases when the primary AAC Representative is unavailable or is a competing athlete in the selection process. If the primary USOC AAC Representative knows that he/she is going to be unavailable (i.e. out of the country) for several weeks, he/she may delegate the authority to the USOC AAC Alternate to sign. The primary AAC Representative must confirm this in writing to his/her Sport Partnerships Team or U.S. Paralympics representative.

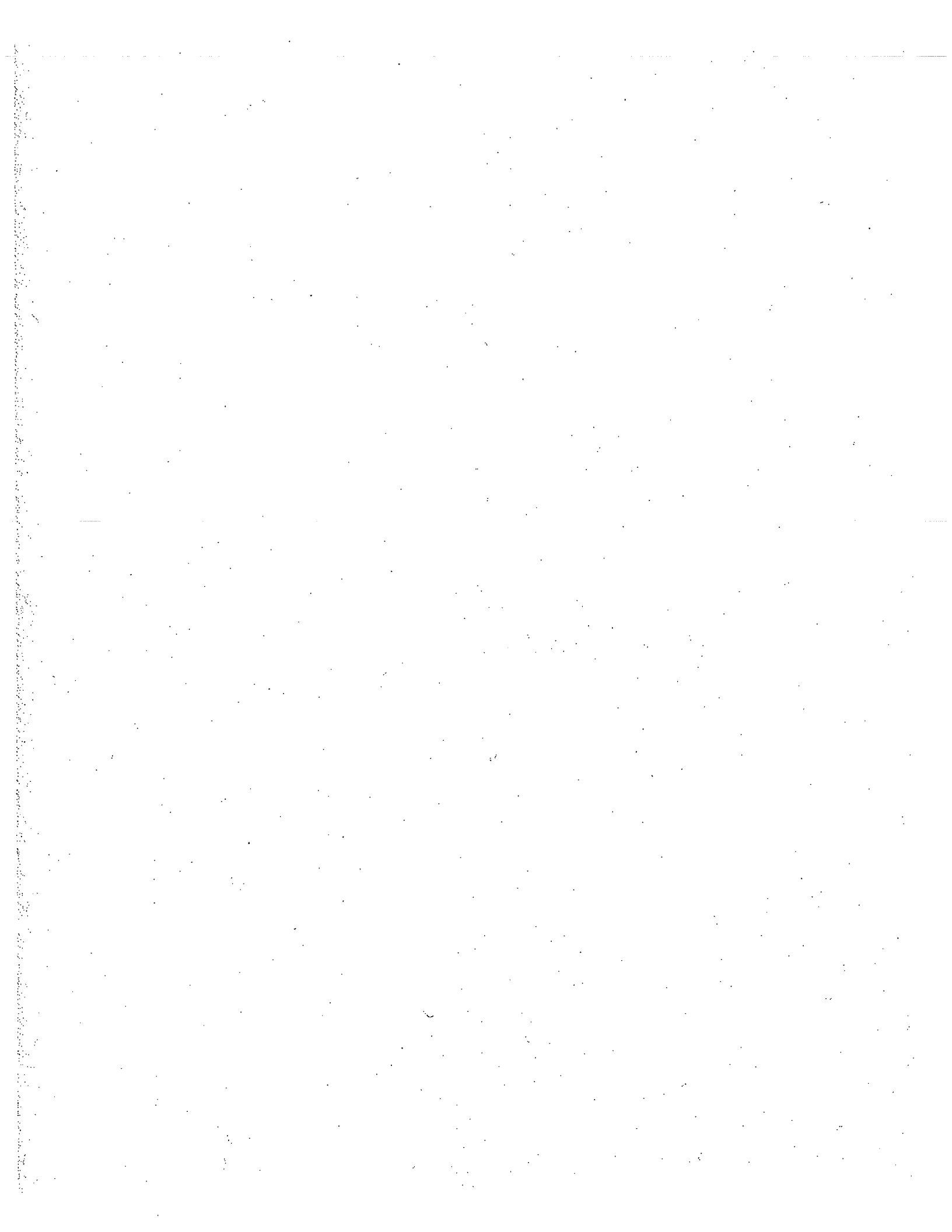
INSTRUCTIONS

- All NGBs/PSOs must use the blank template form when completing Athlete Selection Procedures.
- Information listed in RED typeface should be replaced with NGB/PSO specific information pertaining to each NGB's/PSO's Selection Procedures. Once this substitution is made, change the red typeface to black.
- Additionally, if any question does not pertain to the procedures, indicate "not applicable" in the response area. Such questions generally contain "if any" at the end of the question/request. Do not simply delete the question.
- If the selection process varies for disciplines or genders within your sport, provide a separate and complete Selection Procedures form for the selection of athletes for each discipline or gender.
- Separate Selection Procedures must be submitted for various Games, i.e. one Selection Procedures form for both the Pan Am and Olympic Games will not be accepted.
- Additional space within the document may be added or deleted as necessary.

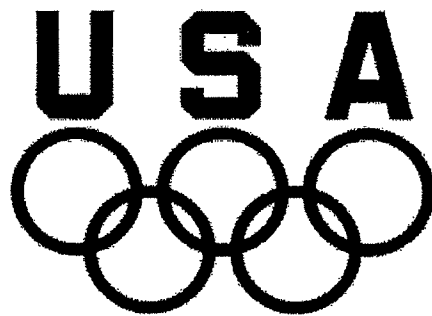
ATTACHMENT A
(As of January 2, 2008)

SPORT PARTNERSHIPS	NGBs IN PORTFOLIO	PHONE and FAX	EMAIL
Bob Gambardella, Director Matt Cramer, Manager Jill Baker, Coordinator	Baseball Canoe/Kayak Equestrian Fencing Modern Pentathlon Racquetball Rowing Sailing Skiing Volleyball Water Skiing	(719) 866-4053 (719) 866-2232 (719) 866-3031 Fax: (719) 866-4288	Bob.Gambardella@usoc.org Matt.Cramer@usoc.org Jill.Baker@usoc.org
Kelly Skinner, Director Kevin Han, Manager Kelley Fisher, Coordinator	Archery Badminton Basketball Field Hockey Ice Hockey Roller Sports Shooting Speedskating Squash Taekwondo Tennis Weightlifting	(719) 866-4794 (719) 866-4052 (719) 866-4299 Fax: (719) 866-4957	Kelly.Skinner@usoc.org Kevin.Han@usoc.org Kelley.Fisher@usoc.org
Chris Vadala, Senior Director Rachel Nakamura, Associate Director Penny Warren, Coordinator	Biathlon Bowling Curling Cycling Diving Figure Skating Swimming Synchro. Swimming Table Tennis Triathlon Water Polo	(719) 866-4650 (719) 866-4662 (719) 866-2244 Fax: (719) 866-4288	Chris.Vadala@usoc.org Rachel.Nakamura@usoc.org Penny.Warren@usoc.org
Jay Warwick, Director Tammie Forster, Manager Steve Powderly, Coordinator	Bobsled/Skeleton Boxing Gymnastics Judo Karate Luge Soccer Softball Team Handball Track & Field Wrestling	(719) 866-4063 (719) 866-4838 (719) 866-2516 Fax: (719) 866-4957	Jay.Warwick@usoc.org Tammie.Forster@usoc.org Steve.Powderly@usoc.org

U.S. PARALYMPICS DIVISION	SPORTS	PHONE and FAX	EMAIL
Laura Ryan, Associate Director Kimberly Bartkowski, Coordinator	Basketball (Wheelchair) Boccia Equestrian Fencing (Wheelchair) Goalball Judo Rowing Rugby (Wheelchair) Sailing Soccer Tennis (Wheelchair) Volleyball	(719) 866-2033 (719) 866-4671 Fax: (719) 899-2029	Laura.Ryan@usoc.org Kim.Bartkowski@usoc.org
Joe Walsh, Managing Director Kimberly Bartkowski, Coordinator	Archery	(719) 866-2035 (719) 866-4671 Fax: (719) 899-2029	Joe.Walsh@usoc.org Kim.Bartkowski@usoc.org
Joe Walsh, Managing Director Jamie Martin, Coordinator	Cycling Powerlifting Shooting Table Tennis	(719) 866-2035 Fax: (719) 899-2029	Joe.Walsh@usoc.org Jamie.Martin@usoc.org
Julie O'Neill, Associate Director & Head Coach Jimi Flowers, Coach & National Team Manager	Swimming	(719) 866-2036 Fax: (719) 899-2029	Julie.O'Neill@usoc.org Jimi.Flowers@usoc.org
Troy Engle, Associate Director & Head Coach Tina Kauffman, Resident Coordinator	Athletics	(719) 866-2022 (619) 482-6016 Fax: (719) 899-2029	Troy.Engle@usoc.org Tina.Kauffman@usoc.org
Stacey Wooley, Associate Director Kimberly Bartkowski, Coordinator	Curling Ice Hockey (Sled) Skiing (Alpine) Skiing (Biathlon) Skiing (Nordic)	(719) 866-2052 (719) 866-4671 Fax: (719) 899-2029	Stacey.Wooley@usoc.org Kim.Bartkowski@usoc.org



United States Olympic Committee



ATHLETE SELECTION PROCEDURE FORMS

for the OLYMPIC GAMES

Version 8

Exhibit B



**USA Track & Field
ATHLETE SELECTION PROCEDURES
Olympic Games - 2008
Revised March 13, 2008**

I. SELECTION SYSTEM

- A. The minimum eligibility requirements for an athlete to be considered for nomination to the Team:**

1. Citizenship:

Athletes must be eligible to represent the U.S. in International competition and be a U.S. citizen prior to the 2008 U.S. Olympic Team Trials. In addition, athletes must hold a valid U.S. Passport by July 23rd 2008.

2. Minimum IF standards for participation (if any):

All athletes nominated to the Olympic Team must meet the IAAF and IOC qualification standards. The qualification standards for participation are available at www.usatf.org.

3. Other requirements:

Athletes must be a USA Track & Field member in good standing at the time of the selection competition.

Nominated athletes are required to sign a USA Track & Field Statement of Conditions for participation. (USATF reserves the right to amend the Statement of Conditions subject to USOC approval. (See Attachment A))

In order to qualify for nomination to the 2008 U.S. Olympic Team, athletes must compete in the 2008 U.S. Olympic Team Trials events except for relay team participation or qualification (See Section II. Discretionary Selection).

- B. Provide a brief summary outlining how an athlete is selected as a nominee to the Team (include maximum team size).**

Maximum Team Size is 141 athletes



The philosophy of USATF is to send the maximum number of athletes allowed by IAAF rules. USATF selection process is designed to have athletes select themselves in individual events. As it relates to relay events, the selection process provides Olympic coaches with the discretion necessary to select the best possible relay team.

The following criteria will be used to nominate athletes to the 2008 U.S. Olympic Team in individual events: 1) an athlete's rank order of finish in a designated event at the U.S. Olympic Team Trials; 2) athletes that have achieved the Olympic "A" qualification standard per the IAAF rules of entry. (See D-2 for IAAF guidelines and exceptions)

C. Tryout Events:

1. Provide the event names, dates and location of all trials, events and/or camps to be used as part of the selection process.

A. Track & Field Events: 2008 U.S. Olympic Team Trials-Track & Field
Eugene, OR June 27th - July 6th, 2008

B. Men's 50k Race Walk: 2008 U.S. Olympic Team Trials - Men's 50k Race Walk
Miami, FL February 9, 2008

2. Provide event names, dates, locations and description of how athletes qualify for any "preliminary or qualifying" events or procedures that are prerequisites to attend any of the events listed above in C. 1 (if any).

The trials for selection to the 2008 U.S. Olympic Team will be the 2008 U.S. Olympic Team Trials - Track & Field held in Eugene, OR, June 27th - July 6th, 2008 for all events except the men's 50km race walk. The men's 50km race walk team will be selected at the 2008 U.S. Olympic Team Trials - Men's 50k Race Walk in Miami, FL on February 9, 2008.

Track & Field Events: To qualify to participate in the 2008 U.S. Olympic Team Trials - Track and Field, an athlete must have achieved a qualifying mark established by USATF in a national or international meet which is sanctioned or recognized by either USATF or the IAAF and is conducted under the rules of same. Such a qualifying mark must be achieved during a time period of January 1, 2007 through June 15, 2008.

Men's 50k Race Walk: To qualify to participate in the 2008 U.S. Olympic Team Trials - Men's 50k Race Walk, an athlete must have



achieved a qualifying mark established by USATF in a national or international race which is sanctioned or recognized by either USATF or the IAAF and is conducted under the rules of same. Such a qualifying mark must be achieved during a time period of January 1, 2006 through January 27, 2008.

Men's and Women's Marathon has a separate set of selection procedures that can be found at:
<http://www.usatf.org/events/2008/OlympicGames/entry/>.

- D. Provide a comprehensive, step-by-step description of the method that explains how athletes will go through the selection process to become team nominees.

The following criteria will be used to nominate athletes to the 2008 U.S. Olympic Team in Individual events: 1) an athlete's rank order of finish in a designated event at the 2008 U.S. Olympic Team Trials; 2) Athletes that have achieved the Olympic "A" qualification standard per IAAF entry rules. (See D2 for exceptions and Attachment B for scenarios)

1. **Rank Order of Finish:** All athletes competing in a 2008 U.S. Olympic Team Trials event will be assigned a rank based upon the order of finish for that event. An athlete must compete in each event in which s/he is entered in order to be assigned a rank. Rank order of finish for an individual event will be established as follows:
 - **Running events:** 1) Athletes participating in the final round of competition will be assigned a rank based upon their place- finish in the final of that event; 2) Athletes that do not qualify for the finals will establish their rank order position based on the fastest time achieved in the semi-final round; and 3) Athletes that do not qualify for the semi-finals will establish their rank order position based on the fastest time achieved in the preliminary rounds. An athlete's final ranking will be based upon the highest round completed by an athlete. For relay events see section II.
 - **Field events:** 1) Athletes participating in the final round of competition will be assigned a rank based upon their place-finish in the finals; 2) Athletes that do not qualify for the finals will establish their rank order position based on the athlete's best mark achieved in the qualifying round. An athlete's ranking will be based upon the highest round completed by an athlete. If there is a tie in a field event, excluding the high jump and pole vault, the tie will be broken



by selecting the athlete with the best second mark in that round of competition. Ties in the high jump and pole vault will be broken by a jump off, if possible, 1) immediately after the event but 2) no later than morning following the event, to the extent that it is necessary to nominate a team member in that particular event.

2. **Olympic Standard:** The top Ranked Order Finishers as defined in D-1 (maximum of 3) who have achieved the Olympic "A" standard (see exception in item (b) below) by the end of their event at the 2008 U.S. Olympic Team Trials-Track & Field or Men's 50k Race Walk by July 6, 2008, will be nominated to the 2008 U.S. Olympic Team on July 8, 2008 provided they have met the entry guidelines listed below. (see Attachment B)

Per IAAF rules :

- The U.S. may enter a maximum of 3 athletes per event/per gender provided they all have met the Olympic "A" qualifying standard for the respective event. This standard must be met between January 1, 2007 and July 6, 2008 for track & field and between September 1, 2006 and July 6, 2008 for combined events and race walk.
- In the event that one or more athletes described in D-2 have not met the Olympic "A" qualifying standard by the end of their event at the 2008 U.S. Olympic Team Trials - Track & Field or the Men's 50k Race Walk by July 6, 2008, athlete(s) who have achieved the Olympic "A" qualifying standard will be nominated to the Olympic Team based on rank order of finish at the U.S. Olympic Trials - Track & Field or the U.S. Olympic Trials - 50k Race Walk. Subject to the following:

Track & Field

- a. In the event that a non Olympic "A" standard athlete places in a position that would make the Olympic Team at the U.S. Olympic Team Trials - Track & Field - *and there are two or more athlete candidates in the final of said event who have met the Olympic "A" standard*, the nominations to the Olympic Team will be awarded to up to three athletes per gender who have achieved the Olympic "A" standard, based on rank order of finish at the U.S. Olympic Team Trials - Track & Field.



- b. In the event that a non Olympic "A" standard athlete places in a position that would make the Olympic Team at the U.S. Olympic Team Trials - Track & Field and only one athlete candidate in that final event has met the "A" standard by the end of their event, the highest placing athlete who has met either the "A" or "B" standard will be the nominee to the 2008 Olympic Team in that event. The next highest placing finisher with an "A" or a "B" standard will serve as the replacement athlete.
- c. If no athlete(s) from the U.S. Olympic Team Trials - Track & Field has achieved the Olympic "A" standard by the conclusion of their event - the highest place finisher at the U.S. Olympic Team Trials - Track & Field, with the Olympic "B" standard will be the sole nominee to the 2008 Olympic Team in that event.
- c. If no athletes meet the Olympic "A" or "B" standards in a given event, no athletes will be nominated to the U.S. Olympic Team in that event.

Men's 50k Race Walk

- a. In the event that a non Olympic "A" standard athlete places in a position that would make the Olympic Team at the U.S. Olympic Team Trials - Men's 50k Race Walk and does not achieve the Olympic "A" standard by July 6, 2008 - the nominations to the Olympic Team will be awarded to up to three athletes per gender who have achieved the Olympic "A" standard, based on rank order of finish at the U.S. Olympic Team Trials - Men's 50k Race Walk.
- b. If no athlete(s) from the U.S. Olympic Team Trials - Men's 50k Race Walk has achieved the Olympic "A" standard by July 6, 2008 - the highest place finisher at the U.S. Olympic Team Trials - Men's 50k Race Walk, with the Olympic "B" standard will be the sole nominee to the 2008 Olympic Team.
- c. If no athletes meet the Olympic "A" or "B" standards in a given event, no athletes will be nominated to the U.S. Olympic Team.



- E. Provide the names of all committees/groups who oversee the selection process, including the name(s) and role(s) of their members.

(See Section XI)

II. DISCRETIONARY SELECTION (if applicable)

- A. Provide rationale for utilizing discretionary selection (if any):

Relay Team members are the only athletes who will be selected utilizing discretionary selection. The IAAF allows countries to enter up to six (6) relay pool participants per gender each for the 4x100m and 4x400m relays. Should the NOC enter individual athletes and a relay team in the same distance, the entered individual athletes must be included in the total of 6 athletes entered for the relay event. (Example: If the U.S. enters 3 athletes in the men's 100m these three athletes must be entered as part of the 6 man relay pool for the men's 4x100m.)

Depending upon the number of athletes entered as individuals in the 100m and 400m respectively, USA TF will select the remaining athletes for the relay pool. Depending on who the sprinters entered in individual events are it is imperative that the remaining discretionary slots are filled by athletes who have the ability and skills that complement the other relay pool members.

- B. List the discretionary criteria and explain how it will be used:

The decision to place athletes in the relay pool will be based on the Relay Coach's judgment of that athlete's ability to contribute to the success of the relay team. The Relay Coach will also take the following into consideration: 1) the athlete's ability to pass and receive the baton with either hand; 2) the athlete's ability to run the turn and/or straight leg; and 3) the athlete's availability and willingness to attend relay camps and practices 4) athlete's times run at the appropriate distances 5) the athlete's Olympic and World Championship relay experience.

In order to qualify for nomination to the 2008 Olympic Relay Pool (remaining slots), athletes must compete in the 2008 U.S. Olympic Team Trials - Track and Field unless excused for unforeseen circumstances prior to the 2008 U.S. Olympic Team Trials - Track and Field by the chair of the appropriate sports committee. This provision should only be utilized in



extreme cases and such athlete should have demonstrated Olympic and /or World Championship medal performances.

C. Discretionary Selection Committee

The Relay Coach in question, the Head Coach, the High Performance Division Chair (or his/her designee), the appropriate Sports Committee Chair (or his/her designee) and the AAC Chair (or his/her designee) will make the final selection of the remaining relay pool athletes. If the AAC chair chooses to use a designee that designee must meet the definition of an athlete as defined by the USOC. Members of this Committee may only vote in one capacity.

III. REMOVAL OF ATHLETES

A. Prior to acceptance of nomination by the USOC, USA Track & Field has jurisdiction over potential nominees.

An athlete who is to be nominated to the Team by USA Track & Field may be removed from the Nominations for any of the following reasons, as determined by USA Track & Field.

- Voluntary withdrawal. Athlete must submit a written letter to USA Track & Field CEO.
- Injury or illness as certified by an NGB physician (or medical staff). If an athlete refuses verification of their illness or injury by an NGB physician (or medical staff), their injury will be assumed to be disabling and they may be removed.
- Violation of USA Track & Field's Statement of Conditions. - (See Attachment A)

An athlete who may be removed from the Team pursuant to this provision has the right to a hearing per USA Track & Field's Bylaws Article 19 and Regulation 11 or USOC Bylaws, Article 9.

B. After acceptance of nomination by the USOC, the USOC has jurisdiction over The Team under the USOC Code of Conduct and Grievance Procedures. This occurs no earlier than 45 days and no later than 30 days prior to the Opening Ceremonies of the Games (unless expressly waived by the USOC).

A USOC approved team member is subject to the USOC Code of Conduct



and Grievance Procedures.

- C. An athlete may be removed from Nomination or from the Team at any time for violation of IOC, WADA, IAAF, USADA and/or USOC anti-doping protocol, policies and procedures. In such instances, the adjudication process will be managed through the United States Anti-Doping Agency.

IV. REPLACEMENT OF ATHLETES

- A. Describe the process by which the replacement pool of athletes will be identified:

The replacement pool of athletes will consist of athletes who competed in the 2008 U.S. Olympic Team Trials - Track & Field or Men's 50K Race Walk unless for relays s/he has previously received a wavier excusing them from participation in the 2008 U.S. Olympic Team Trials.

- B. Describe how the replacement athlete(s) will be selected should a vacancy occur:

An athlete who withdraws from the team due to illness, injury or for any other reason, or fails to abide by the USOC Code of Conduct, after the final entry date will be replaced by the next eligible athlete who has achieved the Olympic Games qualifying standard, in rank order finish from the selection competition (Olympic Team Trials). The replacement athlete will be required to sign a statement of conditions for participation. (See Attachment A)

In individual event disciplines, the replacement position will be filled by the next rank order finisher who has achieved the Olympic "A" standard by the end of their event at the 2008 U.S. Olympic Team Trials - Track & Field or in the case of the Men's 50k Race Walk by July 6, 2008.

If there are no Olympic "A" qualifiers remaining on the ranked order list and the other team members in the event in question have the Olympic "A" standard, no replacement athlete will be nominated.

In the event the athlete that is being replaced is the sole nominee because there are no athletes with the Olympic "A" standard and they have been entered with the Olympic "B" standard, the next placing athlete who has achieved the Olympic "B" standard by the end of their event at the 2008 U.S. Olympic Team Trials - Track & Field or in the case of the Men's 50k Race Walk by July 6, 2008 will be nominated as the replacement.



C. Identify the group or committee that will be responsible for making athlete replacement determinations:

N/A

V. SUPPORTING DOCUMENTS

USA Track & Field will retain all supporting documents, including scouting or evaluation forms, etc., and data from the selection process for six months past the date of the Closing Ceremonies of the Games.

VI. REQUIRED DOCUMENTS

The following documents are required to be signed by an athlete as a condition of nomination to the Olympic Team and are included as attachments.

The Statement of Conditions will be signed by nominated athletes. (See Attachment A.)

VII. PUBLICITY/DISTRIBUTION OF PROCEDURES

The USOC approved Selection Procedures (complete and unaltered) will be posted/published by USA Track & Field in the following locations and will include the USOC approval date:

- A. USA Track & Field website: www.usatf.org/elite
The website information will be posted as soon as possible, but not more than 5 business days following notice of approval by the USOC.
- B. USA Track & Field Official Publication: *Elite Beat* magazine, distributed to more than 1,000 athletes
- C. Other:
 - Email: direct email to athletes; more than 1000 athlete email addresses on file
 - Email: direct email to USATF certified athlete representatives
 - Olympic Trials Entry Booklet: selection procedures will be clearly defined in the selection competition entry booklet which will be published in January 2008



VIII. DATE OF NOMINATION

The nomination of athletes form, including replacements, will be submitted to the USOC on or before July 8, 2008.

IX. MANDATORY TRAINING AND/OR COMPETITION

All athletes will be notified (via USATF's web site) at least 45 days prior to the 2008 U.S Olympic Team Trials -Track & Field if there are any mandatory training camps scheduled to take place prior to the 2008 Olympic Games. For security purposes USATF will not post any training camp location information on the USATF's web site.

X. ANTI-DOPING REQUIREMENTS

Athletes must adhere to all IOC, WADA, IAAF, USADA and USOC anti-doping protocols, policies and procedures. This includes participation in an out-of-competition testing as required by the IOC, WADA, IAAF, USADA and USOC Rules.

XI. DEVELOPMENT OF SELECTION PROCEDURES

The following committee/group was responsible for creating these selection procedures:

The selection and nomination process to the U.S. Olympic Track & Field Team were approved by the High Performance Chair and the Men's and Women's Track & Field Executive Committees.

Men's Track & Field Executive Committee

Chair:	John Chaplin
Vice Chair:	Harry Groves
Secretary:	Alan Kolling (non-voting)
USTCA:	David Harris
Rules:	Ed Gorman
Standards:	Bob Podkaminer
L&L:	Alan Kolling
Officials:	Joe Gentry
Development:	Brad Hackett
High Schools:	John Hemmer
Jr. Colleges:	Al Hobbs
Associations:	Tim Baker
Clubs:	Skip Stolley
Meet Directors:	Tracy Sundlun



Agents: John Cook
At large: Terry Crawford

Athletes appointed by the AAC Chair

Teddy Mitchell
Jamie Nieto
Jarred Rome
Gary Morgan
Antonio Pettigrew

Women's Track & Field Executive Committee

Chair: Stephanie Hightower
Secretary: Rich Torrellas
Officials: Carol Coram
USATC: Terry Crawford
USOC: Evie Dennis
NCAA: Karen Dennis
LDR: Julia Emmons
Development: Sue Humphrey
IAAF: Dee Jen
High Performance: Brooks Johnson
Rules: Bert Lyle
Heptathlon: Craig Poole
NCAA: Connie Price-Smith
Juniors: Rita Somerlot
Cross Country: Anne Timmons
L & L: Cliff Wiley
Sports Science: Danny Williams

Athletes appointed by the AAC Chair:

Stephanie Brown
Stacy Dragila
Delisa Floyd
Tongula Givens
Marsha Horan
Latanya Sheffield
Sasha Spencer
Angie Taylor

XII. NGB BYLAWS AND GRIEVANCE PROCEDURES

The USA Track & Field Bylaws and Grievance Procedures can be found at www.usatf.org/about/governance/2007/



XIII. INTERNATIONAL DISCLAIMER

These procedures are based on IOC and/or IAAF rules and regulations as presently known and understood. Any change in the selection procedures caused by a change in IOC and/or IAAF rules and regulations will be distributed to the affected athletes immediately. The selection criteria are based on the latest information available to USA Track & Field. However, the selections are always subject to unforeseen, intervening circumstances, and realistically may not have accounted for every possible contingency.


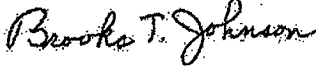
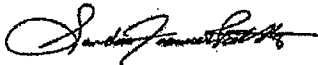
XIV. ATHLETE OMBUDSMAN

Athletes who have questions regarding their opportunity to compete that are not answered by USA Track & Field may contact the USOC Athlete Ombudsman: John W. Ruger by:

- Toll free telephone at (888) ATHLETE
- E-mail at john.ruger@usoc.org
- www.888athlete.org

XV. NGB SIGNATURES

I certify that I have read, understand and incorporated our IF standards/criteria into our Selection Procedures and that the information provided herein regarding Athlete Selection Procedures represents the method approved by USA Track & Field.

Position	Print Name	Signature	Date
NGB President or Executive Director	Bill Roe		3/13/2008
Nat. Team Coach, Head Coach, or Nat. Program Director	Brooks Johnson		3/13/2008
USOC Athletes' Advisory Council Representative*	Sandra Farmer Patrick		3/13/2008

*If USOC AAC Representative has delegated authority to the Alternate AAC Representative to sign the Selection Procedures, attach a letter from the AAC Representative indicating the reason he/she has delegated authority.



USOC USE ONLY

Date Original Procedures Rec'd	Date of USOC Approval
Date Revision Submitted	



Attachment A

USATF National Team Athlete Statement of Conditions (To be read and signed by all National Team Athletes)



Name: _____ Team: _____ Competition Dates: _____

All Athletes are required to read, agree to, and sign this Statement of Conditions in order to be a member of USA Track & Field National Team (The "Team"). By signing this Statement of Conditions, I represent and agree with USA Track & Field ("USATF") that:

- A. I will conduct myself at all times as a goodwill ambassador for the Team and the United States of America, and that I will refrain from any act(s) that may reflect unfavorably upon myself, my teammates, the sport of track and field, USATF or the United States of America.
- B. I will not intentionally or voluntarily undertake any action that desecrates or disrespects the American Flag.
- C. I will dress appropriately and respectfully for all "official" Team functions, wearing the designated Team uniforms provided by USATF. I understand that USATF's sponsor contract for uniforms depends upon athletes wearing the uniform and using the uniform items at competitions, award ceremonies, "official" Team press conferences, and other "official" Team functions. I understand that I am forbidden from altering or covering up the sponsor logo on any Team uniform items. Further, I am aware that USATF faces financial penalties, assessed by USATF's sponsors, each time an athlete fails to abide by the conditions stated in this document. At the Olympic Games, Pan American Games, and World University Games, I understand that the "official" presentation uniforms provided by the United States Olympic Committee must be worn during opening and closing ceremonies, awards ceremonies, and "official" USOC, LOC, or IAAF press conferences.
- D. I will attend all "official" Team practices, Team meetings, and other required Team activities.
- E. I will honor my commitment to train and report fit to compete. I understand that breaking a commitment hurts the competitive effort of the Team and prevents other athletes from having an opportunity to be a Team member. If I am unable to compete due to injury, illness, or for any other reasons (an "Emergency"), I will notify the Team coaches of my inability to participate in the Team competition, at least seventy-two (72) hours prior to my scheduled departure with the Team, or within seven (7) days (if not so traveling) prior to the scheduled competition, unless I am prevented from doing so by extraordinary circumstances. In the event of an Emergency, I understand that I may be required to prove my lack of ability to compete.
- F. I will read and abide by the attached USATF Regulations (*See, Copy of Regulations Attached*): Regulation 10/Doping Control; Regulation 11/Disciplinary Proceedings; Regulation 13/Conduct of Athletes. I will also abide by all applicable USADA, WADA, and IAAF doping control regulations. I understand that my breach of my commitment to serve on the Team as stated herein may result in discipline against me, pursuant to USATF Regulations 13 and 11, for misconduct and actions that are detrimental to the best interests of Athletics and/or the Team. Such alleged misconduct may include, but not be limited to: (1) failing to wear or use the Team uniform or uniform items supplied by USATF; (2) failing to attend "official" Team practices, Team meetings, and other required Team activities; (3) failing to maintain competitive fitness; (4) failing to provide timely notice of an Emergency



which prevents me from competing, unless I am prevented from doing so by extraordinary circumstances; and/or (5) engaging in any conduct that is detrimental to the United States of America, USATF or Athletics.

G. I understand that non-drug-related disciplinary proceedings (including expedited hearings) regarding alleged breaches of this Statement of Conditions shall be conducted pursuant to USATF Regulation 11, except that the USOC Code of Conduct shall govern disciplinary hearings conducted while an athlete is a member of a USOC delegation and team. I also understand that, dependent upon the outcome of such disciplinary proceedings, USATF reserves the right to impose the following minimum penalties:

1. **First offense:** A written reprimand and liability for any monetary penalties assessed against USATF, and discontinuance of any payments I am may be receiving pursuant to USATF-sponsored financial aid programs, for a period of not more than twelve (12) months;

2. **Second offense:** A written reprimand and liability for any monetary penalties assessed against USATF, and ineligibility for USATF-sponsored financial aid programs for a period of twelve (12) months; or

3. **Third offense:** Suspension and ineligibility to participate on the Team, prohibition from representing the United States as a member of any sanctioned international competition teams for a period of one (1) year, and liability for any monetary penalties assessed against USATF.

I understand that USATF may conduct expedited disciplinary proceedings on site at qualifying events pursuant to USATF Regulation 11.

The undersigned has read and understands this Statement of Conditions and confirms that the she or he will keep all Team Commitments stated above and in the attached USATF Regulations.

Date: _____ Signature: _____



Attachment B

Athlete Selection Scenarios:

Scenarios listed in Attachment B are based on the top 8 finishers in any final. Marks and times in preceding rounds may still affect the selection however the same principles would apply. A and B standards listed on "Attachment B" are the Olympic A and B standards.

Scenario I below represents a situation where the top finishers are "A" athletes. Scenario II represents a situation where the top finishers have a "B" athlete. The "B" athletes would be skipped and the next "A" athletes would be nominated.

Results	I. Nominated July 8 th	Results	II. Nominated July 8 th
1. A	1. A	1. A	1. A
2. A	2. A	2. B	2. 3 pl "A"
3. A	3. A	3. A	3. 4 pl "A"
4. A	4. A Replacement	4. A	4. 5pl Replacement
5. A		5. A	
6. A		6. A	
7. B		7. A	
8. A		8. A	

In scenario III, 1st place is a "B" athlete. In this scenario 1st place is skipped and the 2nd, 3rd and 5th place "A" athletes are nominated to the team in order to enter the most number of athletes allowed. Scenario IV the US would only enter the 1st and 2nd place "B" athletes with the 2nd place "B" being the replacement.

Results	III. Nominated July 8 th	Results	IV. Nominated July 8 th
1. B	1. 2 pl "A"	1. B	1. B
2. A	2. 3 pl "A"	2. B	2. B Replacement
3. A	3. 5 pl "A"	3. B	3.
4. B	4. 6 pl "A" Replacement	4. B	4.
5. A		5. B	
6. A		6. B	
7. B		7. B	
8. A		8. B	

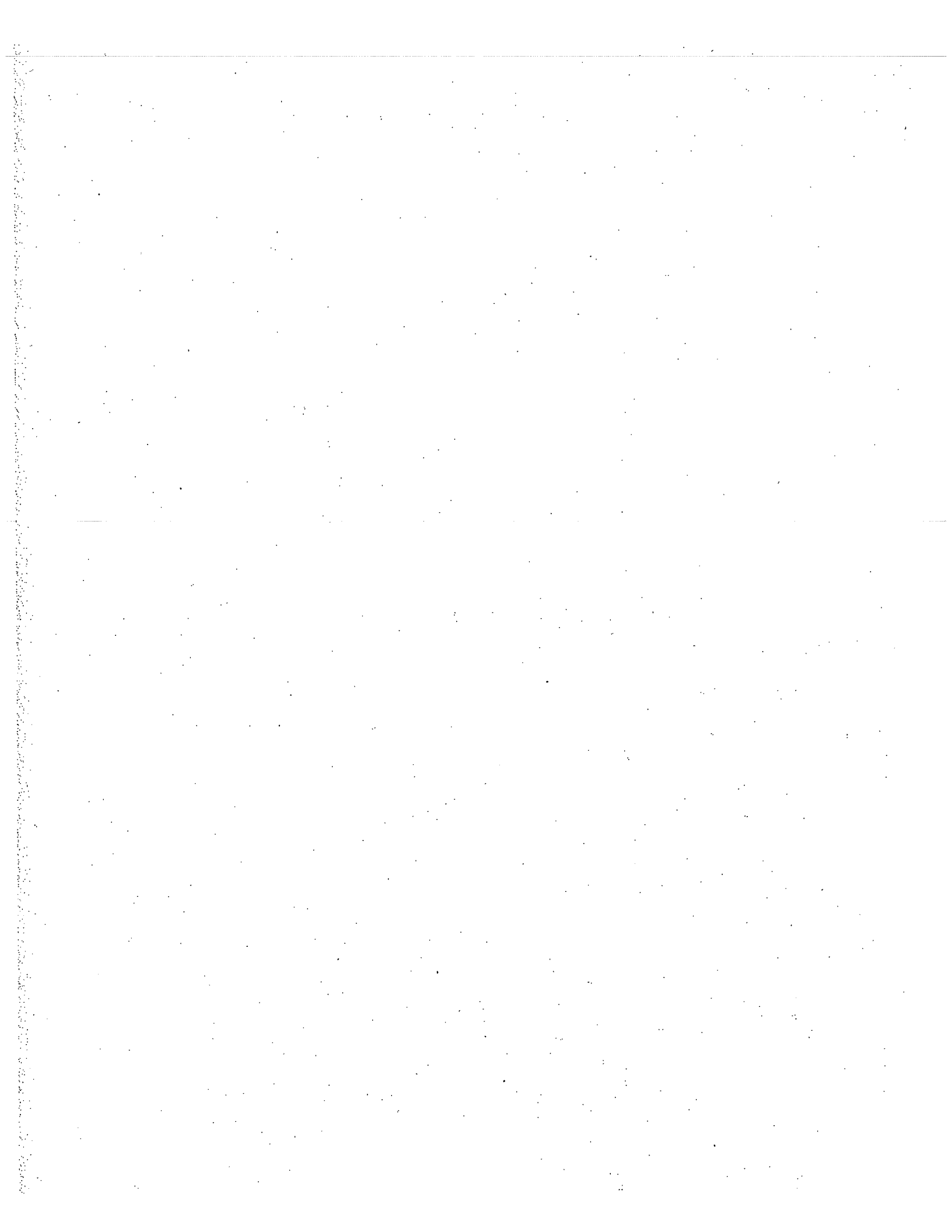


In scenario V the 2nd place "B" is nominated to the team and the 5th place "B" is the replacement. Scenario VI is composed of all non standard athletes and shows no one nominated to the Olympic Team.

V.		VI.	
Results	Nominated July 8 th	Results	Nominated July 8 th
1. NS	1. 2 nd pl "B "	1. NS	1. No athletes nominated
2. B	2. 5 th pl "B" Replacement	2. NS	2.
3. NS	3.	3. NS	3.
4. NS	4.	4. NS	4.
5. B		5. NS	
6. B		6. NS	
7. B		7. NS	
8. B		8. NS	

In scenario VII the 1st place "B" is nominated to the team and the "A" athlete is the replacement athlete because only one "A" athlete is in the final thus the highest ranking "A" or "B" finisher is nominated and the next highest place finisher with either an "A" or "B" standard serves as the replacement athlete.

VII.	
Results	Nominated July 8
1. B	1. B
2. A	2. A Replacement athlete
3. B	3.
4. B	4.
5. NS	
6. NS	
7. B	
8. NS	



BYLAWS

OF

THE UNITED STATES OLYMPIC COMMITTEE

Exhibit C

**BYLAWS OF THE
UNITED STATES OLYMPIC COMMITTEE**

ARTICLE I

NAME, OFFICES, AND DEFINITIONS

Section 1.1 The Corporation. The name of this organization, incorporated by an Act of Congress on September 21, 1950, as amended August 10, 1964, November 8, 1978, July 8, 1980 and October 21, 1998 (36 USC § 220501, *et seq.*) ("the Act"), shall be the UNITED STATES OLYMPIC COMMITTEE (the "corporation"), and the corporation shall be exempt from taxation within the meaning of Section 501(c)(3) of the Internal Revenue Code. To the extent that the Act refers to the corporation's "constitution and bylaws," such reference shall be deemed to refer to these Bylaws.

Section 1.2 Business Offices. The principal office of the corporation is located at One Olympic Plaza, Colorado Springs, Colorado 80909. The registered office of the corporation may be, but need not be, the same as the principal office, and the address of the registered office may be changed from time to time by the Board.

Section 1.3 Definitions. As used in these Bylaws the term --

- A. "AAC" means the corporation's Athletes' Advisory Council;
- B. "amateur athlete" means any athlete who meets the eligibility standards established by the National Governing Body or Paralympic Sports Organization for the sport in which the athlete competes;
- C. "amateur athletic competition" means a contest, game, meet, match, tournament, regatta, or other event in which amateur athletes compete;
- D. "amateur sports organization" means a not-for-profit corporation, club, federation, union, association, or other group organized in the United States which sponsors or arranges any amateur athletic competition;
- E. "Board" means the corporation's board of directors;
- F. "CEO" means the corporation's chief executive officer;
- G. "corporation" means the United States Olympic Committee;
- H. "IF" means the international federation for a particular sport;
- I. "international amateur athletic competition" means any amateur athletic competition between any athlete or athletes representing the United States, either individually or as a part of a team, and any athlete or athletes representing any foreign country¹;

¹ This term is not intended to be limited to athletes or teams known as "national" teams of the United States. In the context of this definition, it is intended that any United States amateur sports organization which wishes to conduct or sponsor amateur athletic competition between the United States amateur athletes, or teams of United States amateur athletes representing such organization and athletes or teams of amateur athletes representing a foreign country or institution, must obtain a sanction from the appropriate National Governing Body or Paralympic Sports Organization.

- J. "IOC" means the International Olympic Committee;
- K. "IPC" means the International Paralympic Committee;
- L. "NGB" means any national governing body which is an amateur sports organization recognized by the corporation in accordance with Article X of these Bylaws;
- M. "NGB Council" means the corporation's National Governing Bodies Council;
- N. "PASO" means the Pan American Sport Organization, a confederation of national Olympic committees from the Americas;
- O. "PSO" means a paralympic sports organization which is an amateur sports organization recognized by the corporation in accordance with Article X, Section 10.6 of these Bylaws;
- P. "protected competition" means any amateur athletic competition between any athlete or athletes officially designated by the appropriate NGB or PSO as representing the United States, either individually or as part of a team, and any athlete or athletes representing any foreign country where
 1. the terms of such competition require that the entrants therein be teams or individuals representing the respective nations; and
 2. the athlete or group of athletes representing the United States are organized and sponsored by the appropriate NGB or PSO in accordance with a defined selection or tryout procedure that is open to all and publicly announced in advance, except for domestic amateur athletic competition, which, by its terms, requires that entrants therein be expressly restricted to members of a specific class of amateur athletes such as those referred to in Section 220526(a) of the Act.

The term "protected competition" shall also include any domestic amateur athletic competition or event organized and conducted by a NGB or PSO in its selection procedure and publicly announced in advance as a competition or event directly qualifying each successful competitor therein as an athlete representing the United States in a protected competition as defined in the immediately preceding sentence of this Subsection.

- Q. "sanction" means a certificate of approval issued by a NGB²; and
- R. "quadrennium" means the four-year (4-year) period that begins with the first meeting of the Board after the Summer Olympic Games and extends until convening the first meeting of the Board following the next Summer Olympic Games.

Correlatively, a NGB or PSO must sanction such international amateur athletic competition upon satisfaction by the applicant organization of the objective and nondiscriminatory sanction criteria set forth in Section 220525 of the Act. This definition is not intended to change the prevailing practices which vary from sport to sport with respect to sanctioning of regular "border" scholastic or collegiate competition between American and Canadian or Mexican educational institutions, nor is any provision in these Bylaws intended to authorize a NGB or PSO to designate or select (as distinct merely from certifying on request the eligibility or amateur status of) the United States amateur athletes or team of United States amateur athletes to participate in an international competition other than one involving a United States national team.

² This term is being used in the sense of giving effective approval or consent, not as a penalty or punishment to enforce or compel obedience.

Section 1.4 Jurisdiction. The corporation shall enforce and comply with all rules and regulations of the IOC, PASO, and the IPC. Pursuant to the authority granted by the IOC, PASO, and the IPC, the corporation shall have exclusive jurisdiction to enter competitors who will represent the United States in the Olympic Games, the Pan American Games and the Paralympic Games, and to enforce in connection therewith the definition of an eligible athlete adopted by the IOC, PASO, and the IPC.

ARTICLE II

THE MISSION

Section 2.1 Mission Statement. The mission of the corporation shall be:

To support United States Olympic and Paralympic athletes in achieving sustained competitive excellence and preserve the Olympic ideals, and thereby inspire all Americans.

Section 2.2 Purposes. The purposes of the corporation are set forth in Section 220503 of the Act and shall be reviewed and prioritized by the corporation's Board on an ongoing basis as it oversees the business of the corporation to advance and achieve the corporation's mission. The Board shall consult with and consider the views and recommendations of the corporation's CEO as it prioritizes the purposes and sets all other policies of the corporation.

ARTICLE III

THE BOARD

Section 3.1 General Powers. The business and affairs of the corporation shall be overseen by the Board, except as otherwise provided in the Act or these Bylaws. The Board shall have ultimate authority over the business, policies, affairs, and activities of the corporation, including, but not limited to, the authority to elect the Chair of the Board and to remove the Chair or any other member of the Board or any Committee or any member of the Olympic Assembly for cause or not for cause; to hire and fire the CEO; to enact, amend, or repeal provisions of these Bylaws; to admit new members, to reclassify and to terminate the membership of members, as provided by these Bylaws; to receive and review the reports of the CEO and committees and task forces; to approve the selection of independent auditors; to maintain a culture of ethical behavior and compliance throughout the corporation; to achieve as much transparency in the operations of the corporation as is reasonably achievable and to keep the Olympic Assembly and the stakeholders in the Olympic movement in the United States informed about the business and operations of the corporation; and to take such other action as is customary for a board of directors of a corporation. Further, the Board shall evaluate and set the compensation for the CEO; set the strategic plan, budget and corporate performance measures; create policy direction for the CEO and staff on significant issues facing the corporation; monitor the financial reporting process and the legal and regulatory compliance program; be responsible

for communicating with relevant members; set policy on capital structure, financial strategies, borrowing commitments and long range financial planning; monitor the corporation's assets to ensure that they are being properly protected; and ensure that the Board is properly structured and is capable of acting in case of an unforeseen corporate crisis. The Board may seek assistance in these tasks from the committees it appoints, but the Board shall remain ultimately responsible for ensuring these tasks are carried out appropriately.

Section 3.2 Composition and Voting. The composition of the Board shall be as follows: four independent members ("independent directors") selected by the Nominating and Governance Committee, two members selected by the Nominating and Governance Committee from among individuals nominated by the National Governing Bodies' Council ("NGB Council"), two members selected by the Nominating and Governance Committee from among individuals nominated by the Athletes' Advisory Council ("AAC"), and the United States members of the IOC who shall be *ex officio* directors on the Board, *i.e.* they assume their positions as directors on the corporation's Board by virtue of, and for the same term as, their IOC membership. The IOC members for the United States shall each have one vote, and the other directors shall each have a vote equal to the number of United States members of the IOC who are at that time serving on the corporation's Board. The IOC members for the United States and all the other members of the Board shall be entitled to vote on all issues presented to the Board as to which they do not have a conflict of interest. The CEO shall be entitled to attend Board meetings and shall be free to speak but not vote on all matters other than those concerning the CEO's employment. The Board shall hold at least two executive sessions during regularly scheduled Board meetings each year during which the CEO shall not be present and at which the members of the Board shall discuss issues including, but not limited to, the performance of the corporation and the CEO. Board members should not participate in discussions or voting concerning issues with respect to which they have a conflict of interest.

Section 3.3 AAC and NGB Council Nominated Directors. The members of the Board selected by the Nominating and Governance Committee from individuals nominated by the AAC and the NGB Council, along with the United States members of the IOC, shall represent the Olympic sports in the United States and the NGBs for those sports, and shall collectively constitute a majority of the membership and voting power of the Board. The directors nominated by the AAC and the NGB Council, upon their taking office, must at that time resign from affiliation with or participation in the AAC, the NGB Council, and any governance or committee position with any NGB or other organization that is a member of the corporation, as applicable.

Section 3.4 Independence.

- A. A director will not be considered an "independent director" for purposes of Section 3.2 if, at any time during the two years preceding commencement of or during his or her term or position as a director:
1. the director was employed by or held any paid position or any volunteer governance position with the corporation, a corporation-member sports governing body, the IOC, an Organizing Committee for the Olympic Games ("OCOG"), Pan American Sports Organization ("PASO"), Paralympic Sports Organization

- ("PSO"), the Association of National Olympic Committees ("ANOC"), or any Olympic family entity;
2. an immediate family member of the director was employed by or held any paid position or any volunteer governance position with the corporation, a corporation-member sports governing body, the IOC, an OCOG, PASO, a PSO, ANOC, or any Olympic family entity;
 3. the director was affiliated with or employed by the corporation's outside auditor or outside counsel;
 4. an immediate family member of the director was affiliated with or employed by the corporation's outside auditor or outside counsel as a partner, principal or manager; or
 5. the director was a member of the AAC or the NGB Council.
- B. A director will not be considered independent if at any time during the two years preceding commencement of or during his or her term or position as a director the director receives any compensation from the corporation, directly or indirectly. For purposes of this rule, compensation does not include reimbursement of out of pocket expenses incurred for the benefit of the corporation or receipt of any benefits, subsidies or payments generally available to athletes or elite athletes to support their training.
- C. A director will not be considered independent if at any time during the two years preceding commencement of or during his or her term or position as a director the director is an officer, member of senior management, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with the corporation.
- D. A director will not be considered independent if at any time during the two years preceding commencement of or during his or her term or position as a director the director or the director's spouse is an officer, employee, director, or trustee of a nonprofit organization to which the corporation or the U.S. Olympic Foundation makes payments in any year in excess of 5 percent of the organization's consolidated gross annual revenues, or \$100,000, whichever is less. The Ethics Committee also will administer standards concerning any charitable contributions to organizations otherwise associated with a director or any spouse or other family member of the director. The corporation shall be guided by the interests of the corporation and its stakeholders in determining whether and the extent to which it makes charitable contributions.
- E. The definitions of independence set out in this Article for "independent directors" shall also be used to determine whether an individual is independent for other purposes, as set forth in these Bylaws. For example, when a member of the Ethics Committee or the Nominating and Governance Committee is required to be independent, these definitions of independence shall be applied.
- F. When the guidelines in this Section 3.4 do not address a particular relationship, the determination of whether the relationship is material, and whether a director is independent, will be made by the Nominating and Governance Committee if it concerns a person nominated or under consideration for selection to be a member of the Board or to be a member of the Ethics Committee or the Nominating and

Governance Committee. If the issue concerns an individual who is already serving as a member of the Board, the Ethics Committee, or the Nominating and Governance Committee, the determination shall be made by members of the Board who occupy the independent director seats on the Board (with the Board member whose independence is at issue not voting if the issue concerns a current member of the Board), after receiving the recommendation of the Nominating and Governance Committee.

- G. The Nominating and Governance Committee may determine that, in its judgment, a director who does not meet these guidelines strictly nonetheless, under all the facts and circumstances, does not have a relationship with the corporation or any organization, entity, or individual associated with the corporation that would interfere with the perception or reality of the director's independent judgment, and that such a person may nevertheless be independent or an independent director under these Bylaws.
- H. The Nominating and Governance Committee shall review at least annually the independence of "independent directors" and others who are required by these Bylaws to be independent.

Section 3.5 Term. The term limit for a member of the Board is six consecutive years, consisting of an initial term of four (4) years and a subsequent term of two (2) years that is subject to a vote of retention by the Nominating and Governance Committee as provided in Section 3.22, below. The members of the Board shall have staggered terms as follows: As soon as possible following the fall 2003 meeting of the Board, the Nominating and Governance Committee shall select the initial eight non-IOC members of the Board. As designated by the Nominating and Governance Committee, three (3) of these members (one (1) independent director, one (1) director selected from the individuals nominated by the NGB Council, and one (1) director selected from the individuals nominated by the AAC) shall have terms that expire in September of 2006, two of these members (two (2) independent directors) shall have terms that expire in September or October of 2008, and three (3) of these members (one (1) independent director, one (1) director selected from the individuals nominated by the NGB Council, and one (1) director selected from the individuals nominated by the AAC) shall have terms that expire in September of 2010. Thereafter, the term of each new member of the Board shall be for a full six-year term (unless a new member is filling the unexpired term of a director) consisting of a four-year term and a two-year term, with the two-year term subject to a vote of retention by the Nominating and Governance Committee. Notwithstanding the above, any board member who serves for less than four years may serve for a subsequent six-year term if selected again by the Nominating and Governance Committee, and a director who is the Chair at the conclusion of his or her first term as a member of the Board shall be eligible to serve for a subsequent six-year term if selected again by the Nominating and Governance Committee, as specified in Section 4.2 of these Bylaws.. Each director shall hold office until such director's successor shall have been elected and qualified, or until such director's earlier death, disability, resignation, disqualification or removal. The first two-year term for Board members shall run from whenever a new Board is selected and qualified in early 2004 to the first business day after September 1, 2006. The Board members' staggered terms should end (and new Board members' terms of office should begin) on the first business day after September 1 every even-numbered year (2006, 2008, 2010, etc.) or the first business

day more than thirty days after the conclusion of the Olympic and Paralympic Games every even-numbered year, whichever is later.

Section 3.6 Qualifications. Directors must be citizens of the United States and at least eighteen years old.

Section 3.7 Resignations/Vacancies/Removal. A director's position on the Board may be declared vacant upon the resignation, removal, incapacity, disability, or death of a director. Any director may resign at any time by giving written notice to the Secretary of the corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors shall be removed by the Board if they fail to attend in person more than one half of the regular meetings of the Board during any twelve-month period, unless they are able to demonstrate to the other members of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent director can be removed by a vote of the majority of the voting power of the Board (not including the voting power of the absent director). Directors may also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Board member to be heard by the Board, upon the affirmative vote of at least two-thirds of the total voting power of the Board (excluding the voting power of the director in question). Directors may also be removed not for cause at any duly noticed meeting of the Board upon the affirmative vote of at least three-fourths of the total voting power of the Board (excluding the voting power of the director in question). Any vacancy occurring in the Board shall be filled as set forth for the election of that member of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office. No director shall be subject to removal based upon how they vote as a director, unless such voting is determined to be part of a violation of the Code of Ethics.

Section 3.8 Regular Meetings. Regular meetings of the Board shall be held in person at the time and place determined by the Board. The Board shall hold a minimum of four regular meetings per calendar year, but it may hold additional regular meetings. At least one regular meeting of the Board shall be held in association with the Olympic Assembly.

Section 3.9 Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or at the request of directors holding a majority of the overall voting power of the Board. The Chair may fix any appropriate place as the place for holding any special meeting of the Board, but special meetings may also be held in accordance with Section 3.10.

Section 3.10 Meetings by Telephone and Transacting Business by Other Means. Members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting for purposes of a quorum and voting, but not for purposes of the attendance requirement in Section 3.7 of these Bylaws. The Board shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile, if in the judgment of the Chair the urgency of the case requires such action; but if directors holding one-

third (1/3) of the voting power of the Board indicate their unwillingness to decide such a matter in such manner, the Chair must call a meeting of the Board to determine the question at issue.

Section 3.11 Agenda. The agenda for a meeting of the Board shall be set by the Chair of the Board, after consultation with the CEO. Any Board member and the Chairs of the NGB Council, AAC, and the Multisport Organizations Council may request that items be placed on the Board's agenda.

Section 3.12 Notice. Notice of each meeting of the Board, stating the place, day and hour of the meeting, along with the agenda and any supporting materials, shall be given to each director at the director's business address (or such other address provided by the director for such purpose) at least five (5) days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two (2) days prior thereto by personal delivery of written notice or by telephonic, facsimile or electronically transmitted notice (and the method of notice need not be the same as to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If transmitted by facsimile or electronic transmission, such notice shall be deemed to be given when the transmission is received. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 3.13 Presumption of Assent. A director of the corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the person acting as the Secretary of the Board before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.14 Quorum and Proxies.

- A. A simple majority of the total voting power of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, and the vote of a majority of a quorum shall be the act of the Board.
- B. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.
- C. No director may vote or act by proxy at any meeting of directors.

Section 3.15 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent