

Amended and Restated By-Laws (Adopted May 2019)

USATF Snake River Association

ARTICLE 1 NAME

The name of this corporation shall be USATF SNAKE RIVER ASSOCIATION SNAKE RIVER ASSOCIATION hereinafter referred to as "Association," "this corporation," or "SNKRV."

ARTICLE 2 DEFINITIONS

As used in these Bylaws and the Operating Regulations:

A Athlete:

- 1 **Active athlete** means any individual who is actively engaged in Athletics or who has represented the United States in international competition held under IAAF jurisdiction in Athletics within the preceding ten (10) years or who has placed in the top half of specifically designated national open championship events within the preceding twenty-four (24) months. The Athletes Advisory Committee shall designate qualifying competitions; and
- 2 **Eligible athlete** means any athlete who is actively engaged in Athletics or who is an International Athlete.

B Athletics (when capitalized) means, inclusively, track & field, long distance running, cross country running, road running, race walking, and any other sport discipline recognized by the IAAF.

C Athletics competition means a contest, game, meet, match, tournament, or other Athletics event in which Athletes compete.

D Board (when capitalized) means the Association's Board of Directors.

E Club means an organization of athletes and others who participate in USATF programs as a team. There shall be various types of USATF clubs, based on the types of programs and purposes they serve. Clubs may have more than one purpose.

F Coach means an individual who is currently a USATF-certified coach, or who was within the preceding ten (10) years actively engaged in training

athletes, coaching school/college community Athletics, coaching club athletes, or coaching International Athletes.

- G** **IAAF** means the International Association of Athletics Federations.
- H** **International Athletics Competition** means any Athletics competition involving athletes representing two (2) or more countries.
- I** **IOC** means the International Olympic Committee.
- J** **Past chair or past officer** means the person (other than the current holder of the position) who served immediately prior to the present holder.
- K** **Sanction** means the document, which evidences the authority granted by USATF and this Association to conduct a competition, and which also evidences that the recipient has complied with the requirements of Article 16 of these Bylaws and USATF Operating Regulation 23.
- L** **Sports Act** means the Olympic and Amateur Sports Act (see exhibits section of these Bylaws), as amended.
- M** **Sports organization** means a non-profit corporation, club, federation, union, association, or other group organized in the United States that sponsors or arranges any Athletics competition.
- N** **USOC** means the United States Olympic Committee.
- O** **USATF** means USA Track and Field

ARTICLE 3 PURPOSES AND DUTIES

This non-profit corporation shall act as the governing body for Athletics in this geographic area defined by USATF Bylaws.

- A** **Purposes:** This corporation shall have the following purposes:
 - 1** **Development:** Developing interest and participation in Athletics in this geographic area at all levels and developing opportunities for athletics development at the highest possible performance level;
 - 2** **Management:** Promoting Athletics and athletes by conducting competitions and other events, and cooperating with and encouraging other organizations that may do so;
 - 3** **Performance:** Fielding the most competent individuals and teams in this geographic area for all levels of competition in Athletics and providing support and conditions that ensure optimal performance to Athletes at all levels;
 - 4** **Marketing:** Generating public awareness, appreciation, and support for Athletics and for the Association and USATF, creating

opportunities for athletes and Athletics events, and generating sponsorships to help fulfill its purposes and duties; and

5 **Diversity:** Promoting diversity of representation at all levels of participation in its activities.

B Duties: This corporation shall have the following duties:

- 1 **Responsibility to constituency:** Being responsible to persons and sports organizations active in Athletics;
- 2 **Coordination of scheduling:** Minimizing, by coordinating with other sports organizations, conflicts in schedules for Athletics practices and competitions;
- 3 **Communication with athletes:** Keeping Athletes informed of policy matters and reasonably reflecting the views of Athletes in policy decisions;
- 4 **Sanctioning of events:** Sanctioning Athletics competition under these Bylaws and the Operating Regulations;
- 5 **Participation in competition:** Providing for participation by Athletes, coaches, trainers, managers, administrators, and officials in Athletics competition, under the provisions of these Bylaws and the Operating Regulations, and provide for protections guaranteed by the Sports Act, and as described elsewhere in these Bylaws;
- 6 **Support of women in Athletics:** Providing equitable support and encouragement for participation by women in Athletics;
- 7 **Support of the disabled in Athletics:** Encouraging and supporting sports programs in Athletics for disabled individuals;
- 8 **Coordination of technical information:** Coordinating and providing technical information on physical training, equipment design, coaching, and performance analysis in Athletics;
- 9 **Research:** Encouraging and supporting research, development, and dissemination of information in the areas of sports medicine and sports safety in Athletics;
- 10 **Coordination of certification and education:** Providing the means to certify coaches and officials throughout this geographic area in all disciplines and at all levels of Athletics;
- 11 **Registration and certification of athletes:** Registering athletes as members and certifying athletes as eligible for competition; and
- 12 **Maintaining athlete eligibility requirements:** Establishing eligibility criteria for participating or competing in Association events in Athletics; and
- 13 **Administration of Athletics:** Performing all other duties necessary for administering Athletics in this geographic area and for achieving this corporation's purposes.

ARTICLE 4 AUTHORITY

This corporation shall be the governing body for Athletics in this geographic area, and shall exercise the following powers:

- A Representation:** Representing this geographic area in USATF.
- B Establishment of Association goals:** Establishing Association goals and encouraging the attainment of those goals in Athletics.
- C Coordination of Athletics:** Serving as the coordinating body for activity in Athletics in this geographic area.
- D Jurisdiction:** Shall have jurisdiction over Athletics competition in this geographic area, including Association championships, with the exception that any sports organization which conducts closed Athletics competition (participation in which is restricted to a specific class of eligible athletes such as high school students, college students, members of the Armed Forces, or similar groups or categories) shall have exclusive jurisdiction over such competition.
- E Autonomy:** This Association shall be autonomous in governing Athletics in this geographic area. It shall independently determine and control all matters central to governing; shall not delegate its decisions or control; and shall be free from outside restraint. This provision shall not prevent this Association from contracting with third parties for administrative assistance and support in connection with its purposes and authority.

ARTICLE 5 CONSTITUENCY

- A Individuals:** Any person who meets the criteria for individual membership as determined by USATF shall be eligible for membership. This includes Athletes, Elite Athletes, disabled athletes, coaches, officials, trainers, managers, administrators, or any other individual.
- B Clubs/organizations:** Any club or organization that meets the criteria for group membership as determined by USATF shall be eligible for membership. This includes clubs, organizations administering competitions, and any other groups designated by USATF. Member groups must designate in writing who the voting members of the group are to be, and must make any changes to this in a timely manner before such individuals are recognized to vote.
- C Applications:** Application for membership shall be in accordance with the USATF and Association Bylaws and Operating Regulations.

- D Suspension and expulsion:** Any individual or group recognized by this Association which violates any of the provisions of these Bylaws or Regulations, USATF Bylaws or Operating Regulations, any operating policy approved by the USATF Board of Directors, or any operating policy approved by this Association may be suspended, after due notice and an opportunity to be heard by the body designated to conduct such hearings, until the next meeting of this Association, to which meeting action of suspension shall be reported by the Secretary. At such meeting the suspension may be rescinded by a majority vote of the members, or such individual or group may be expelled by a two-thirds vote.

ARTICLE 6 VOTING MEMBERS

All members in good standing who are over the age of eighteen are entitled to participate in voting at meetings of this Association. No individual may cast more than one vote on any motion or in any election. All voters must be current members of this Association of USATF at the time that they are voting. Except for renewals from the previous year, individuals must be members for at least thirty (30) days prior to the date of the election (e.g. if the election is held on September 15 the membership must be paid in full by August 16 (Regulation 7G, 5d) at the time they are voting.

ARTICLE 7 MEETINGS OF MEMBERS

- A Annual meeting:** The annual meeting of this Association shall be held annually, at such date, time, and place as may be fixed by President, and announced by requisite notice of such meeting.
- B Regular meetings:** This Association shall hold quarterly meetings of the Board at such time and place as the Association president shall determine with input from the membership or as otherwise determined by the Board.
- C Special meetings:** Special meetings of this Association shall be held upon call by the president.
- D Meeting procedures:** The following shall govern the conduct of all meetings of this Association;
- 1 Notification of meetings:**
- a Distribution:** Notice of the meeting must be distributed by mail, newsletter, local Association web site, and/or the National Office's web site;

- b Web site use:** If a web site is to be used to inform members of the meeting, then members must be informed where to find information on the web site through a mailing (or emailing) or newsletter;
 - c Prior arrival:** The initial meeting notice must be sent by means under which it will arrive at least thirty (30) days prior to the beginning of the elections process; and
 - d Changes:** Any notice of a meeting change must be disseminated at least fourteen (14) days prior to the meeting; notwithstanding the foregoing, a change in location of the meeting is not subject to this fourteen (14) day requirement provided that the change of location is within the same community as the most recent notice, notice is posted at the former location regarding the new location, and time for travel is allowed before the commencement of the meeting at the new location;

- 2 Open conduct of business:** All meetings of this Association shall be open to all individual members of the Association except as otherwise provided. There shall be a specified time period in the meeting where any member may give input or make a brief statement;

- 3 Closed or executive sessions:** No part of any meeting shall be closed unless seventy-five percent (75%) of the members of the group then present agree to close the session (it is recommended that personnel and litigation matters be allowed for the purposes of a closed session); and

- 4 Record of a meeting:** The Association and all of its committees shall have a recording secretary. Within thirty (30) days of the meeting, draft minutes should be posted on the Internet. All written reports or a summary of such reports shall be distributed with the draft minutes.

- E Quorum:** A. Quorum shall consist of a majority (51%) of those members present.

- F Agenda:** Prior to each meeting of this Association, the Secretary shall consult with the President and any Association staff members on the agenda.

- G Rules of order:** Questions of order shall be decided by the chair in accordance with Roberts Rules of Order (Newly Revised), unless

otherwise provided in these Bylaws. Decisions by the chair may be appealed to the Association parliamentarian. The President shall designate a qualified parliamentarian for all meetings of this Association.

ARTICLE 8 VOTING

The following guidelines shall apply to all elections for officers and sport committee and other chairs in this Association:

- A Association elections:** All Association elections for officers and other chairs shall follow common guidelines and procedures to ensure fairness and openness. These provisions shall include:
- 1 Election notice:**
 - a Distribution:** Notice must be distributed by mail, newsletter, local Association web site, and/or the USATF web site.
 - b Web site use:** If a web site is to be used to inform members of the elections, members must be informed where to find information on the web site through a mailing (or emailing) or newsletter;
 - 1** Notice must be sent by email to the Association's current membership list provided by the National Office. The Association must also comply with state law requirements for not-for-profit corporations; and
 - 2** Notice must be sent by mail to any member making a written request for notice by mail within one year of an election.
 - c Prior arrival:** The initial meeting notice must be distributed at least thirty (30) days prior to the beginning of the election or nominations.
 - d Changes:** Any notice of a meeting change or a change in the election process, not previously publicized, must be distributed at least fourteen (14) days prior to the meeting; notwithstanding the foregoing, a change in location of the meeting is not subject to this fourteen (14) day requirement provided that the change of location is within the same community as the most recent notice, notice is posted at the former location regarding the new location, and time for travel is allowed before the commencement of the meeting at the new location.

B Nominating process:

- 1 **In-person meeting nominations:** Nominations must be allowed from the floor at an in-person election meeting;
- 2 **Membership and age criteria:** A candidate must be a member of the Association who is at least 18 years of age at the start of the term of office; and
- 3 **Nominations and seconds:** A candidate needs one (1) nominator and one (1) seconder who are both members of the Association.

C Voter criteria:

- 1 **One person-one ballot:** One (1) person shall cast only one (1) ballot worth a maximum of one vote, regardless of how many positions in the Association the person occupies;
- 2 **Proxies:** There shall be no proxy voting;
- 3 **Minimum age:** Voters must be a minimum of age eighteen (18) on the day of the election or, in the case of a mail ballot, on the day the ballots are due;
- 4 **Voting membership deadline:** Except for renewals from the previous year, individuals must be members for at least thirty (30) days prior to the date of the election (e.g., if the election is held on September 15, the membership must be paid in full by August 16);
- 5 **Appointees:** An appointed committee chair or Board member may not vote in elections in that capacity, but may otherwise qualify for a vote;

D Conduct of voting: This Association shall use an open meeting ballot where all members of the Association are eligible to attend and vote.

- 1 **Disputes:** Credential disputes must be resolved before the election process is started (i.e. before taking nominations and/or before the report of the nominating committee);
- 2 **Uncontested:** Uncontested elections may be voted by acclamation; and
- 3 **Ballot type:** A secret ballot must be used for contested elections; and
- 4 **Opened ballots:** Any ballot opened outside the presence of the entire voting panel shall not be counted.

E Counting of ballots:

- 1 **Voting Panel:** If a secret ballot is necessary in accordance with the previous subsection D, a panel of at least three (3) individuals shall

count the ballots and sign the vote tally. All panel members shall be at least 18 years old. The panel shall not include any individual who is a candidate for an office.

- 2 Consultation:** The panel may consult with the Association's president, secretary, or parliamentarian – so long as they are not candidates for offices – on procedural matters.

F Committee chairs:

- 1 Age and terms:** All committee chairs, whether elected or appointed, must be at least 18 years old and members of the Association. Chairs shall be elected or appointed for specific terms that are determined prior to the appointment or voting for the position.
- 2 Election:** When requested by two (2) or more member organizations of the Association chairs shall be elected. When a sport chair is elected, the election shall take place at a meeting held separately from the general elections, either by time or location. The election shall, at a minimum, be advertised to all member organizations in the Association active in the discipline. The election may also be conducted by mail or electronic ballot using the procedures stated above.

G National delegates:

- 1 Local option:** Delegates to the USATF Annual Meeting may be elected or appointed, according to the Association Bylaws.
- 2 Plurality:** When delegates are elected, a plurality vote (the individual receiving the most votes) may be accepted for election.

H Majority requirement:

- 1 Officers:** The president and secretary of the Association must be elected by a majority of the ballots cast. If a run-off election is necessary, the notification requirement shall be the same.
- 2 Plurality:** A plurality may not be accepted in the first round, except for the election of delegates to the USATF Annual Meeting.
- 3 Run-off candidates:** In run-off elections, the number of candidates shall be equal to twice the remaining positions on the ballot.

I Election protests: Any election protest shall be resolved by the Board of Directors.

J Employees and elections: Current Association employees (working within the past ninety days) shall not participate in any part of the elections process, including nominations or campaigning, but may, at the

Association's discretion, be permitted to vote if they are otherwise eligible. Current Association employees may, at the Association's discretion, seek election by the Association as a national delegate, or any other representative position at the national level.

ARTICLE 9 OFFICERS AND THEIR DUTIES

- A Positions:** The officers of this Association shall be: a President, a Vice President, a Secretary, a Treasurer, and a Membership Chair. No individual may be an officer of this Association who is also an officer of another sport governing body at the local or national level.
- B Duties:** The officers shall perform the following duties as well as any other duties prescribed by these Bylaws, the USATF Bylaws, or the Board of this Association:
- 1 President:** The President shall:
 - a Preside** at all meetings of this Association and its Board;
 - b Be an *ex officio non-voting member*** of all committees;
 - c Manage and supervise the affairs of the Association,** subject to the direction of the Board of this Association.
 - d Select committee chairs** and name other such members to fill positions that he or she is entitled to appoint pursuant to these Bylaws, after consultation with the other officers. The President may likewise terminate such appointments for good cause upon written notice to such appointees and the other officers;
 - 2 Vice President:** The Vice President shall perform duties assigned by the President and Board. In the temporary absence of the President from a meeting, the Vice President shall serve as acting chair;
 - 3 Secretary:** The Secretary shall keep or cause to be kept all records of this Association, and all minutes of meetings of this Association and its Board, and, in general shall perform all duties normally pertaining to the office of secretary;
 - 4 Treasurer:** The Treasurer shall keep or cause to be kept a correct and complete record of account, showing accurately at all times the financial condition of this Association, and, in general, shall perform all duties normally pertaining to the office of treasurer; and
 - 5 Membership Chair:** The Membership Chair shall collect or cause to be collected all memberships for individuals and groups within the

Association, and provide liaison to the USATF National Office in all matters of membership, including reporting and disbursement of benefits.

- C **Election:** No person may contest more than one (1) officer position during an election. Due to the size of the Association, a person may be named in dual capacities to fill vacancies and the President may hold dual officer positions.
- D **Limitation on terms:** Based on the size of the Association, there are no term limits on any officer positions within the Association.
- E **Succession and vacancies:** There shall be no order of succession to any office. In the event the Board determines that an officer is temporarily unable to serve, it may, in its sole discretion, name another officer to fill the vacancy temporarily. In the event an officer resigns or is permanently unable to serve, the Board shall name a successor until the following annual meeting, subject to the limitation in paragraph C above, at which time a special election shall be held for the unexpired portion of the term. In the absence of the President, the Vice President shall fill out the remainder of the President's term or until such time a President is appointed by the Board.
- F **Removal from office:** Any officer of this Association may be removed for good cause by a majority vote of the Board.
- G **Dispute resolution:**
 - 1 **Arbitrators:** Selecting an impartial three-person arbitration panel to hear and decide grievance and disciplinary matters. The arbitrators shall not be members of the Association Board or Executive Committee;
 - 2 **Challenge:** The opportunity for a party to a grievance or disciplinary proceeding to object to an arbitrator due to an established or apparent conflict of interest;
 - 3 **Filing:** Special procedures for filing and handling grievances against an officer of the Association, which exclude the officer from the grievance administration process;
 - 4 **Dates:** Grievance or disciplinary hearing to be held within ninety-five (95) days of filing the proceeding;
 - 5 **Delay:** The opportunity for the arbitrators to dismiss or rule against any party who delays the proceedings, is uncooperative, or is unprepared to present evidence or a defense at the grievance or disciplinary hearing, provided that proper advance notice of the hearing has been given to the party; and

- 6 **Appeals:** The decision of the arbitrators is to be appealed in accordance with the then effective USATF Regulations.

ARTICLE 10 BOARD OF DIRECTORS

- A Composition:** The Board of Directors shall be composed as follows:
- 1 **Voting members:** The voting membership of the Board shall be as follows:
 - a) The **officers** of this Association (not to exceed 5 persons);
 - b) A member at large shall serve on the Board to represent the Members, as a whole, before the Board and may not hold a position as set forth in Article 9 of these By-Laws (1 person); and
 - c) The **chair** or an active member of the Officials Committee (1 person).
 - 2 **Chair and Secretary:** The President of the Association shall serve as chair. The Secretary, as defined herein, shall serve as secretary of the Board; and
- B General provisions:**
- 1 **Fiduciary responsibility:** The Board shall manage and supervise the affairs of the Association and perform those duties specified in these Bylaws; and
 - 2 **Meetings of the Board:** The Board may conduct its affairs either at in-person meetings or by a conference call. By written request, the President or any one half members of the Board may call additional meetings. Board members intending to call a meeting must give at least five (5) days' notice to the President of their intent by facsimile or electronic mail. All board members shall receive at least seven (7) days' notice of any meeting. Notice for any meeting may be waived by unanimous consent. Individuals who cannot attend in-person meetings may participate fully by conference call.
- C Election or selection of members:** All members of the Board are elected by their constituencies and shall serve at the discretion of those constituencies, unless otherwise stated in these Bylaws.
- D Terms:** The term for Board members which is not otherwise set by their terms of office shall be the four (4) years of the Olympiad.
- E Quorum:** A quorum for meetings of the Board shall consist of a majority of the members of the Board.

- F Voting:** Except as otherwise provided herein, all matters shall be decided by majority vote of those present and voting. There shall be no voting by proxy.
- G Mail balloting:** Upon authorization by a majority vote at a duly convened meeting or by call of the officers, the Board may conduct a vote through the distribution and/or collection of ballots using the U.S. Postal Service or any other service that may be authorized. The procedure and subject matter for such a vote shall be set forth in the authorizing resolution.
- H Board committees:** The Board may have committees including, but not limited to, budget, audit, compensation, insurance, and grants. Each Board committee will have no more than five (5) members. The President shall appoint the members with the approval of the Board.

ARTICLE 11 ASSOCIATION OFFICE

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ARTICLE 12 COMMITTEE MEMBERSHIP

- A Committees:** The following committees of this Association are established with such duties, responsibilities, and make-up as outlined here and in Articles reserved for each type of committee:
- 1) Track and Field Committee (women's, men's, race walking and high performance);
 - 2) Long distance running committee (men ldr, women ldr, masters ldr, cross country running and mountain ultra trail);
 - 3) General competition committee (masters tf, athletes for the disabled and youth);
 - 4) Coaching Advisory, Coaching Education, and Athlete Advisory Committee; and
 - 5) Administration and Development Committee (Officials, and Law and Legislation/Rules).
- B General provisions:** The following provisions apply to all of this Association's committees

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THIS ASSOCIATION

C Committee chairs: The chair of each applicable committee shall appointed by the Association and shall serve until resignation or replaced by the Board.

- 1 Duties of chair:** All committee chairs shall:
 - a Preside** at all meetings of the committee;
 - b Ensure** that all duties and responsibilities of the committee are properly and promptly carried out;
 - c Appoint subcommittees**, with the committee's authorization, to fulfill the committee's duties and responsibilities. Subcommittees of administrative and developmental committees shall be appointed only from those committees' membership, except that non-members (not exceeding 50% of the subcommittee) may be appointed with the committee's authorization;
 - d Communicate** with the committee members to keep them fully informed of events concerning the committee to carry out the committee's responsibilities;
 - e Keep the President and Executive Director informed** on all committee actions and recommendations; and
 - f Cause to be kept and promptly forwarded** to all committee members and the Executive Director copies of the minutes of all committee meetings.
- 2 Vacancies:** When a committee chair is vacant, the position shall be filled by the President.
- 3 Removal of elected chairs:** Chairs may be removed for good cause by a majority vote of the Board.

**ARTICLE 13
COMMITTEE DEFINITIONS**

A. Sports Committee (consists of the Committees set forth in Article 12(A)(1-3))

- 1 Duties and responsibilities:** In addition to the provisions of Article 12, this committee shall:

- a **Championships:** Have jurisdiction over the Association championships in its discipline, and institute, conduct, and manage these championships under USATF Regulation 18;
 - b **Calendar:** Coordinate the local and domestic competition calendar in its discipline; and
 - c **Records:** Approve records for the events within its discipline;
- 2 **Committee definitions:** The disciplines and age categories under the control of each sport committee in this division are as follows.
- a **Age categories:**
 - i **Open athletes** are of any age 14 years and over for women and 16 years and over for men; and
 - ii **Junior athletes** must be at least age 14 on the day of competition and under age 20 on December 31 in the year of the competition;
 - b **Jurisdiction:**
 - i **Men’s Track & Field:** Indoor and outdoor track & field activity for junior and open men, not including track races of greater than 10,000 **meters**;
 - ii **Women’s Track & Field:** Indoor and outdoor track & field activity for junior and open women, not including track races of greater than 10,000 meters;
- 3 **Makeup:** [Intentionally left blank]

B Coaching Advisory, Coaching Education, and Athlete Advisory Committee:

- 1 **Duties and responsibilities:** The committee shall:
 - a. **With respect to Athletes Advisory:**
 - i **Policy advice:** Serve as a source of reference, opinion, and advice to the officers, employees, Board, and all

committees about current or contemplated Association policies and all matters relating to athletes and athlete's rights;

- ii. **Athlete representatives:** Appoint, elect, or oversee the election or appointment of athletes' representatives to committees or subcommittees when empowered to do so by these Bylaws;
- iii. **Participation in governance:** Encourage and foster the representation and active participation of athletes at the meetings of the Association, its Board, and its committees, and at all other levels of decision-making within the Association;
- iv. **Meetings:** Conduct meetings of the Active Athlete members and other Active Athlete attendees at the annual meetings of this Association; and
- v. **Performance:** Assist athletes in achieving maximum performance in Athletics competition.

b With respect to Athletics for the disabled:

- i. **Liaison:** Serve as liaison between this Association athletes with disabilities that conduct regular programs;
- ii. **Competitions:** Coordinate, through the appropriate sport committee, the competition of disabled athletes in events under this Association's jurisdiction, and promote participation by athletes with disabilities in Association-sanctioned events;
- iii. **Development:** Develop programs to improve athletic performance among athletes with disabilities; and
- iv. **Education:** Facilitate educating and training of coaches and officials, and educating the Athletics community in general in working with athletes with disabilities.

b. With respect to Coaches Advisory:

- i. **Policy advice:** Serve as a source of reference, opinion, and advice to the officers, employees, Board, and all committees about current or contemplated Association policies and in all matters relating to coaches; and

ii **Coaches representatives:** Appoint elect or oversee the election or appointment of coaches' representatives to committees.

c. **With respect to Coaching Education:**

i The committee shall foster the growth of coaches' education in the local area, using such resources as the national committee can provide. It shall participate in the staging of any coaching education school held in the geographic area of the Association.

2 **Makeup:** [Intentionally left blank]

C **Administration and Development Committee:**

1 **Duties and responsibilities:** The committee shall:

a. **With respect to Development:**

- i. **Scope:** Investigate, stimulate, plan, and promulgate programs on a broad basis to provide for the overall development of (i) training and competitive facilities, (ii) equipment and skills, (iii) coaching methods, and (iv) athletic skills; and
- ii. **Effect:** Perform the above activities in order to develop the maximum number of athletes from the novice to world-class levels.

b. **With respect to Law & Legislation and Rules:**

- i **Deliberations:** Consider and present in proper form for action all amendments to the Association's Bylaws and Operating Regulations and may make recommendations thereon;
- ii. **Custodial service:** Be the custodian of the local Association Bylaws; and
- iii. **Interpretation:** Interpret the Rules of Competition; and
- iv. **Amendments by members:** Have the authority to proposed amendments to the Association's Bylaws, Operating Regulations, and Rules of Competition on behalf of the Association with the signature of the

President of the Association.

- c. **With respect to the function of the Officials Committee:**
 - i **Associations' officials committees:** Recognizing the possible differences between Associations in the number of meetings held, the availability of officials, and the availability of personnel to administer programs, each of the Association committees shall:
 - a **Administration:** Select a person or committee responsible for training, certifying, and generally supervising officials within the Association, under such rules and procedures consistent with the directives of the national committee, as it may adopt;
 - b **Methods:** Establish (by examination, rules review, field experience, clinics, and such other procedures as it may choose) their overall program administration, including the direct responsibility of certifying the officiating category of "Association Official" to working officials within its Association;
 - c **Instruction:** Develop and maintain instructional programs for officials, including examinations, rules reviews, clinics, and other such activities as it may prescribe; and
 - d **Certification:** Be responsible for:
 - i Designating pre-certified officials;
 - ii Certifying Association-level officials; and
 - iii Recommending to the national committee candidates for national- and master-level official certification.

2 **Makeup:** [Intentionally left blank]

ARTICLE 14 DISCIPLINARY AUTHORITY

This Association shall have the authority to discipline any member, delegate, athlete, coach, manager, official, trainer, member of any committee, and any

other person or entity participating in Athletics who, by neglect or by conduct, (i) acts in a manner detrimental to the purposes of USATF, this Association, or Athletics, or (ii) has violated any of the Bylaws, Operating Regulations, or Rules of Competition of USATF, or of the Association, or (iii) has violated the rules of eligibility. All disciplinary and reinstatement procedure shall be governed by and shall be subject to USATF Operating Regulations 21 and 22.

ARTICLE 15 REDRESS OF GRIEVANCES

- A Redress of grievances:** A grievance may be any matter within the cognizance of this Association other than doping offenses described in USATF Operating Regulation 20. A Grievance Complaint shall state that a party (i) has violated the Association's Bylaws, USATF's Bylaws or Operating Regulations, USATF policies, or the Sports Act, or (ii) has violated the IAAF eligibility rules, or (iii) has engaged in conduct detrimental to the best interests of Athletics, the Association or USATF. Grievance Complaints may be filed only by and against individuals or entities that were, at the time that the conduct complained of occurred, and at the time the Complaint is filed, members, directors, or officers of USATF and this Association or otherwise subject to the Association's jurisdiction. (To the extent that a grievance does not fall within the jurisdiction of the Association, then the matter needs to be referred to USATF pursuant to USATF Operating Regulation 21.) A non-member, former director, or former officer of the Association shall be subject to the Association's jurisdiction to defend against a Grievance Complaint for an incident that occurred while he or she was a member, a director, or officer of the Association or otherwise subject to the Association's jurisdiction. A Grievance Complaint may only be filed by a person or entity affected by the issues raised in the complaint. Grievance Complaints must be filed within one (1) year from the time the complaining party knew or should have known of the act giving rise to the Complaint.
- B Grievance Complaints:** Grievance Complaints shall (i) be filed with the Association office and the Secretary, (ii) be signed, sworn to, and notarized, and (iii) clearly allege the nature of the dispute and, where appropriate, the USATF Rule, IAAF Rule, Sports Act provision, or USATF policy allegedly violated. The complaint shall separately state factual allegations in concise, numbered paragraphs. An improperly filed complaint shall be returned to the sender with instructions explaining the deficiency. A party may file an amended complaint within thirty (30) days after the original complaint is returned. The amended complaint shall be deemed filed on the filing date of the original complaint. If a party does not timely file an amended complaint, the complaint shall be deemed

abandoned. The Association Office shall forward a copy of each Grievance Complaint to the President.

- C Informal resolution of grievances:** Upon receipt of a Grievance Complaint, the President or his/her designee shall use every effort to resolve the grievance through informal means, and, in the case of grievances pertaining to a specific athlete or a specific sport discipline, the Executive Director shall also confer with the chair of the sport committee for the discipline involved. As part of the informal resolution process, all respondents named in the Grievance Complaint shall be served with a copy.
- D Formal resolution of grievances:** If the informal resolution of the Grievance Complaint is unsatisfactory to any party, such party may file a formal grievance proceeding within the Association in accordance with the Association Bylaws. The Association is us governed by USATF Regulation 21 regarding procedures relating to disciplinary proceedings and formal grievance matters, including any appeals.

ARTICLE 16 SANCTIONS

The general sanction provisions of USATF which affect local Associations appear in this Article. Additional regulations appear in USATF Operating Regulation 23.

- A International Competition Definition:** If applicable, in this article and the corresponding USATF Operating Regulation 23, International Competition means an Athletics competition between one or more athletes representing the United States, individually or as a team, and one or more athletes representing a foreign country (i.e., competitions between national teams).
- B Domestic Sanctions:** USATF or its Associations shall have authority to grant sanctions to sports organizations or persons otherwise wishing to host Athletic competitions that are not international in nature within the United States.
- C Sanctioning policy:** Unless USATF or an Association determines by clear and convincing evidence that holding or sponsoring an Athletics competition (international or domestic) would be detrimental to the best interests of the sport, USATF or the appropriate Association shall promptly grant a sanction requested by a sports organization or person, provided all the requirements of USATF Operating Regulation 23 have been satisfied. The decision whether a proposed competition would be detrimental to the best interests of the sport shall be made in the first

instance by either USATF or an Association, as appropriate, taking into consideration the requirements of USATF Operating Regulation 23. Approval of sanctions shall not be unreasonably denied or delayed. The decision to deny a sanction may be appealed:

1. In the case of an Association's denial, to USATF, or
2. In the case of USATF's denial, to the NABR.

D Sanction requirements: Sanctions are issued, withheld, or withdrawn under the authority granted to USATF by, and subject to the requirements of, the Sports Act.

ARTICLE 17 FISCAL AND LEGAL MATTERS

A Fiscal year: The fiscal year of this Association is January 1 through December 31.

B Depositories: The Association shall, from time to time as necessary, designate depositories for funds, property, and assets belonging to or under the control of the Association

1 Signatories: Funds on deposit in banks may be withdrawn only by voucher check upon the signatures of the president or treasurer. All checks over \$500 require two signatories to be designated by the Board of Directors. Other assets or property of this Association may be transferred from one depository to another by action of the Board; and

2 Imprest accounts: The Association may establish separate accounts employing the imprest system for the liquidation of obligations requiring prompt payment and for payroll obligations requiring prompt payment, and it may authorize checks to be drawn thereon upon the facsimile of any one (1) officer or employee.

C Bonding: The Association may obtain corporate fidelity bonds in a form and amount approved by the Board, indemnifying USATF and this Association against losses resulting from infidelity, defalcation, or misappropriation by officers, employees, or agents of funds, property, or assets owned or controlled by this Association.

D Indemnification: This Association shall immediately indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or official representative of this Association against expenses, including attorney's fees, judgments, fines, and amounts actually and reasonably incurred by him or her in

connection with the action, suit, or proceeding. To qualify for indemnity, he or she must have acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, USATF's and this Association's best interests. In any criminal action or proceedings, the indemnitee must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of USATF and this Association.

1 Standards of conduct: Any indemnification under this article shall be made by this Association after the Board determines that the officer, director, employee, or official representative has met the applicable standard of conduct. The Board shall make its determination by a majority vote of a quorum consisting of members of the Board who are not parties to the action, suit, or proceeding. If such a quorum is not obtainable, such determination shall be made either (1) by a majority vote of the full Board pursuant to opinion of independent legal counsel or (2) by the members of this Association at the next meeting;

2 Expenses: Expenses, including attorney's fees, incurred in defending a civil action, suit, or proceeding may be paid by this Association in advance of the final disposition of the action, suit, or proceeding as authorized in the manner provided above upon receipt of an undertaking by or on behalf of the director, officer, employee, or official representative to repay the amount unless it is ultimately determined that he or she is entitled to be indemnified by this Association; and

3 Applicability: The indemnification provided by this section shall not be deemed exclusive of any other rights to which the director, officer, employee, or official representative may be entitled under bylaw, agreement, vote of the membership, or disinterested directors or otherwise. The indemnification provided by this section shall continue for a person who has ceased to be a director, officer, employee, or official representative and shall inure to the benefit of the heirs, executors, and administrators of such person.

E Liability insurance: If the Association is not covered under USATF (nationals) comprehensive liability policy, then the Association shall secure comprehensive liability insurance coverage, including insurance for athlete/participant injury liability.

F Legal counsel:

- 1 **Counsel to the Board:** To the extent the Association has counsel, the President may appoint the Counsel to the Board, with the Board's approval. The Counsel to the Board shall be responsible for overseeing the legal affairs of this Association and shall be available to advise and consult with the officers, the Executive Director, and other agents of this Association, render legal advice and assistance, and perform other duties as the President or the Board may request. The files, records, and documents created by the Counsel to the Board during the course of duties for the Association shall belong to the Association; and
 - 2 **Special Legal Counsel:** If a matter cannot be adequately dealt with in the ordinary course by the counsel for the Association, if applicable, and it appears to be in the Association's best interests, the Board may authorize the President to retain Special Legal Counsel. All agreements with Special Legal Counsel about legal services to be rendered and the fees and compensation to be paid shall be in writing and executed under this paragraph.
- H Arbitration:** This Association agrees to submit to binding arbitration conducted under the commercial rules of the American Arbitration Association, in any controversy involving its recognition as a national governing body, as provided in the Sports Act, or in any controversy involving the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in Athletics competition, as provided for in the constitution and bylaws of the USOC.
- I Conflict of interest:** Any individual representing this Association, or who has a financial arrangement with USATF or this Association, or who is an employee of this Association, or who is a member of any of its committees, shall not participate in evaluating or approving any contract with a supplier to furnish goods or provide services to USATF or this Association, if that individual directly or indirectly benefits financially, or otherwise receives any form of compensation from, or has any interest in, any supplier under consideration. The Board may require that individuals disclose all financial interests that may influence the performance of their duties for USATF or this Association. Each individual referred to in the first sentence of this paragraph shall, upon learning that this Association is proposing to enter into an arrangement in which he or she has financial interest, promptly notify the Executive Director in writing of the existence of the interest, and the Executive Director shall, in turn, promptly disclose the interest to those bodies of USATF or this Association involved in considering entry into the arrangement. If this provision is violated, the Association shall have the right to recover the benefit or payment and to void the contract or

transaction. The Board may authorize the Association to enter into a contract with a person described in the first sentence of this paragraph if the Board finds that special circumstances exist under which USATF's and this Association's interests would best be served by entering into the contract, and the Board adopts a resolution by an affirmative vote by at least 60% of its members identifying those special circumstances. All persons directly or indirectly interested in the proposed contract shall recuse themselves from deliberations related to the contract.

ARTICLE 18 DISSOLUTION

Upon the dissolution of the corporation, the Board shall, after paying or making provisions for paying all of the corporation's liabilities, dispose of all the corporation's assets exclusively in a manner to carry out the corporation's purposes, or transfer the assets to an organization(s), organized and operated exclusively for charitable, educational, religious, or scientific purposes, which at the time qualify as exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board determines.

ARTICLE 19 SAVING CLAUSE

At any meeting, any failure to literally or completely comply with Bylaw provisions regarding dates, times, sending or receipt of notice, or errors in phraseology of notice of proposals shall not invalidate the proceedings, if the failure or error, in the judgment of the members present, has not substantially prejudiced members' rights.

ARTICLE 20 AMENDMENTS

A General provisions: Amendments shall be considered by this Association as follows:

- 1 Bylaws:** Amendments to the Bylaws shall require for passage a two-thirds vote of those members present and voting at the annual meeting, provided notice of the proposed amendment has been submitted in writing to the members of the Association at least thirty (30) days prior to the meeting; and
- 2 Other Regulations:** Amendments to the other regulations shall require a majority vote of members present and voting, provided notice of the proposed amendment has been submitted in writing

to the members of the Association at least thirty (30) days prior to the meeting.

- B** **Effective date:** Unless otherwise specified at the time of adoption, amendments to the Bylaws and other regulations shall be effective immediately.