

# **The Southern California Association of USA Track & Field**

Revised Bylaws as of October, 2014

## **ARTICLE 1 - NAME**

The name of this organization shall be Southern California Association of USA Track & Field, Inc. The acronym “SCA/USATF” or “Southern California USATF” may be used for the purpose of brevity or for use in a logotype.

## **ARTICLE 2 - DEFINITIONS**

As used in these Bylaws:

- (a) “Active athlete” means any individual who is actively engaged in Athletics or who meets the definition of “International athlete;”
- (b) “Athletics” means, inclusively, track and field, long distance running, cross country running, road running, and race walking and any other sport discipline recognized by the IAAF;
- (c) “Athletics competition” means a contest, game, meet, match, tournament, or other event in which eligible athletes compete;
- (d) “Board” means the Board of Directors of SCA/USATF;
- (e) “Eligible athlete” means any athlete who meets the eligibility standards established by USATF for Athletics;
- (f) “IAAF” means International Association of Athletics Federations;
- (g) “International athlete” means an athlete who has represented the United States in international competition held under IAAF jurisdiction in Athletics (not including the World Youth or World Masters events) within the preceding ten (10) years or who have placed in the top half of specifically authorized national open championship events within the preceding twenty-four (24) months, such competitions to be designated by the Athletes Advisory Committee of USATF.
- (h) “International Athletics Competition” means any Athletics competition involving athletes representing two or more countries;
- (i) “Sanction” means a certificate of approval for the conducting of an Athletics competition, issued by SCA/USATF under authority delegated to SCA/USATF by USATF.
- (j) “Southern California area” means the geographical area within which SCA/USATF is recognized by USATF as the local organization to administer the sport of Athletics, consisting of the counties of Inyo, Ventura, Los Angeles, San Bernardino, Orange, Riverside and Santa Barbara, which are within the State of California;
- (k) “Sports organization” means a not-for-profit corporation, club, federation, union, association, or other group organized in the Southern California area which sponsors or arranges any Athletic competition;
- (l) “Unattached athlete” means an athlete who is neither a member of an amateur sports organization nor competes under the auspices of an amateur sports organization.
- (m) “USATF” means USA Track & Field, the national governing body;

## **ARTICLE 3 - PURPOSES**

The purposes of this association are to promote, encourage and improve the sport of Athletics in the Southern California area, consistent with the purposes of USATF as set forth in the Bylaws of USATF, and in accordance with Sections 501(c)(3) and (4) of the Internal Revenue Code. In connection with such purposes, SCA/USATF shall:

- (a) Develop interest and participation throughout the Southern California area and be responsible to the persons and sports organizations active in the sport of Athletics;

- (b) Keep athletes active in the sport of Athletics in the Southern California area informed of policy matters and reasonably reflect the views of such athletes in the policy decisions of SCA/USATF;
- (c) Sanction Athletics competition in accordance with the provisions of these Bylaws and the Bylaws of USATF;
- (d) Provide for participation in the sport of Athletics, in accordance with the provisions of these Bylaws and the Bylaws of USATF;
- (e) Provide equitable support and encouragement for participation by women in Athletics;
- (f) Encourage and support Athletics programs for athletes with disabilities;
- (g) Promote a diversity of representation at all levels of participation in, and governance of, SCA/USATF activities;
- (h) Encourage and support research, development, and dissemination of information in the areas of sports medicine and sports safety in Athletics; and
- (i) Keep athletes and officials active in Athletics informed of the activities of this association and its committees, such as schedules of competition, meet information, and committee meetings.

#### **ARTICLE 4 - AUTHORITY OF THIS ASSOCIATION**

The SCA/USATF is the local organization recognized by USATF to administer Athletics in the Southern California area. The SCA/USATF shall exercise the following powers:

- (a) Represent the Southern California area within USATF;
- (b) Exercise any rights and authority granted to SCA/USATF by USATF;
- (c) Carry out any duties and responsibilities assigned to SCA/USATF by USATF;
- (d) Serve as the coordinating body for Athletics activity in the Southern California area;
- (e) Exercise jurisdiction over International Athletics activities within the Southern California area and sanction International Athletics Competition held in the Southern California area, in accordance with the provisions of these Bylaws and the Bylaws of USATF;
- (f) Conduct Athletics competition, including SCA/USATF championships, and International Athletics Competition in the Southern California area; and
- (g) Help athletes within the Southern California area to qualify for participation in higher levels of competition held outside the Southern California area and/or internationally.

#### **ARTICLE 5 - MEMBERSHIP**

The membership of this association is open to:

- (a) Any eligible athlete, coach, athlete manager, club administrator, certified official, event director, or other individual residing within the Southern California area with an interest in the sport of Athletics, and
- (b) Any bona fide Sports organization within the Southern California area that regularly sponsors or arranges programs of competitions in the sport of Athletics.

The following classes of membership shall be recognized in the SCA/USATF:

- (1) Active Athletes - Any active athlete as defined in Article 2 (c) and residing in the Southern California area is eligible to be an active athlete member in the SCA/USATF.
- (2) Sports Organizations - Any Sports Organization as defined in Article 2 (k) and located in the Southern California area is eligible to be a sports organization member in the SCA/USATF. Each club must have a minimum of four (4) active athletes.
- (3) Educational Institutions - Any educational institution that regularly sponsors or arranges programs of competitions in Athletics within the Southern California area is eligible to be an educational institution member of SCA/USATF. This class of membership shall have the following six categories:
  - a. National Collegiate Athletic Association - Division I
  - b. National Collegiate Athletic Association - Division II
  - c. National Collegiate Athletic Association - Division III
  - d. National Association of Intercollegiate Athletics

- e. California Community College Association
  - f. California Interscholastic Federation
- (4) Coaching Organizations - Any organization whose membership consists of coaches or officials in the sport of Athletics and whose membership resides within the Southern California area is eligible to be a coaching organization member in the SCA/USATF.
- (5) Sustaining Members - This class of membership shall be open to certified officials, athletes, coaches, athlete managers, club administrators, or any other individuals or business organizations which support the sport of Athletics.
- (6) Associate Members - Any individual or organization which qualifies for membership under Article 5 (a) above and is not eligible for any other class of membership shall be eligible to be an associate member in the SCA/USATF.
- (7) Honorary Members - The Board has the authority by majority vote to confer status as an honorary member to any individual or organization.

Any Sports organization, educational institution, coaching organization, sustaining member, or associate member of SCA/USATF shall submit its membership application on a form provided by SCA/USATF to the Board, which shall review the applicant's qualifications to be admitted as a member and determine whether to grant membership by a majority vote.

- (a) The following classes of members of SCA/USATF shall pay annual dues, in amounts determined by the Board of Directors:

- Active Athletes
- Associate Members
- Coaching Organizations
- Educational Institutions
- Sports Organizations
- Sustaining Members

- (b) The following classes of members shall not be required to pay any dues for membership in the SCA/USATF:

- Honorary Members
- Members of the United States Military

## **ARTICLE 6 - MEETINGS OF THE MEMBERSHIP**

- (a) Meetings of the membership of this Association shall be held either in person or by conference. In person meetings shall be held at the offices of the SCA/USATF, or at other places approved by the Board of Directors of this Association. Meetings by conference may be held via teleconference, by either telephone or instant messaging e-mail. All meetings shall be open to the general public. The schedule for all regular meetings shall be posted on the Association website ([www.scausatf.org](http://www.scausatf.org)). Notice of special meetings shall be posted at least 14-days in advance.
- (b) An annual meeting of the membership shall be held in October of each year at a date and time within the month designated by the Board of Directors. Officers, Directors, committee chairpersons, and committee representatives shall be elected and installed as provided in Articles 7(a) and 10(j).  
Note: The 2013 annual meeting shall take place in October 2012.
- (c) Additional meetings of the membership of this Association may be held on a monthly basis on dates and times approved by the Board of Directors.
- (d) The Board of Directors or a Standing Sport or Administrative Committee may call a special meeting of its membership at any time. Notice of all special meetings specifying time, place, and agenda shall be posted on the Association website and sent via e-mail to all individual members at least 18 years old and to all member sports organizations and educational institutions at least 14 days before the date of the meetings.

(e) Order of Business: All meetings of the general membership of SCA/USATF shall follow the following order of business:

1. Roll Call of Delegates
2. Reading of Minutes of Preceding Meeting
3. Treasurer's Report
4. Report of the Executive Committee
5. Report of Standing Committees
6. Unfinished Business
7. New Business
8. Adjournment

(f) 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 of the Chair may be appealed to the membership of this Association. The President may designate a qualified parliamentarian for any meetings of the membership of this Association.

(g) The minimum age for any voting delegate shall be 18. One person may vote only once, regardless of how many voting positions within the association the person occupies. Except for membership renewals from the previous year, all voting delegates must be USATF members in the month which ends more than one full month preceding the meeting at which voting is taking place.

## **ARTICLE 7 - OFFICERS**

(a) The officers of this Association shall be: the President, an Executive Vice President, four (4) Vice Presidents, a Treasurer, and a Secretary, all to be elected biennially, at even-year Annual Meetings of the membership of this Association in accordance with the provisions of these Bylaws. There shall be no order of succession to any office. In the event an officer resigns or is unable to serve, the Board of Directors of this Association shall name a successor for the remaining part of his or her term.

(b) Any officer of this Association may be removed for good cause by a two-thirds vote of delegates of the Association present and voting at an annual meeting, or at a special meeting called for this purpose, provided that the requisite advance notice for such a meeting (see Article 6) has been made and its purpose is set forth on its agenda.

## **ARTICLE 8 - DUTIES OF OFFICERS**

All officers shall be required to be current members of USATF. Officers shall perform the following duties and all other duties prescribed by these Bylaws, this Association, or the Board of Directors of this Association:

(a) President. The President shall preside at all general meetings of the membership of this Association and be an ex officio member of all committees. Subject to the direction of the Board of Directors of this Association, the President shall manage and supervise the affairs of this Association. He or she shall select persons for committees and other appointments as authorized by these Bylaws and may likewise terminate any such appointment for good cause upon written notice to the appointee.

(b) Executive Vice President. The Executive Vice President shall be an ex officio member of all committees and, in the case of disability of the President, shall also perform the duties of that office until a successor is named. The Executive Vice President shall act in the absence of the President at meetings of the general membership of this Association.

(c) Vice Presidents. Each of the four Vice Presidents elected by the three Standing Sports Committees and the Athletes Advisory Committee shall serve as the Chair of the committee that elected him or her and as a Liaison between the Board of Directors and the applicable committee.

(d) Treasurer. The Treasurer shall:

- (1) Keep, or cause to be kept, a correct and complete record of all accounts, showing accurately at all times the financial condition of this Association and Committees;
- (2) Act, or cause to be acted upon, check requests as presented by Standing Sport Committee Vice Presidents, Standing Sub-Committee Chairpersons, or Standing Administrative Committee Chairpersons. The Treasurer shall not independently withdraw,

transfer, or disburse any committee or sub-committee funds without the approval of its chairperson;

(3) Have charge and custody of, and be responsible for, all funds, notes, securities and other physical assets, which may from time to time come into the possession of this Association;

(4) Deposit, or cause to be deposited, all funds of this Association with such depositories as the Board of Directors shall designate;

(5) Furnish at all meetings of the general membership of this Association, and at all meetings of the Board of Directors, a statement of the financial condition of this Association and its committees which shows all receipts and expenditures made since the previous meeting; and

(6) In general, perform all duties pertaining to the office of Treasurer for this Association.

(e) Secretary. The Secretary shall keep, or shall cause to be kept, all records and minutes of this Association, and all minutes of meetings of the general membership of the Association and its Board of Directors. He or she shall also:

(1) In general perform all duties pertaining to the office of Secretary, and

(2) Assist the Treasurer in carrying out his or her duties to the extent such assistance is requested by the Treasurer.

## **ARTICLE 9 - BOARD OF DIRECTORS**

The Board of Directors (the "Board") shall be composed as follows:

(a) The officers of this Association, the immediate past President of this Association, the Standing Sport Committee Sub-committee Chairpersons, the Administrative Committee Chairpersons, and six (6) active athletes elected by active athlete delegates at the even year annual meetings. If available, at least three of the active athlete delegates shall be International athletes. The President of this Association shall serve as chairman of the Board of Directors, and the Executive Vice President shall preside at meetings of the Board in his or her absence. The Secretary of this Association shall serve as Secretary of the Board. The term for all Board members who do not hold their seats by virtue of holding other positions shall be two (2) years.

(b) The Board of Directors shall manage and supervise the affairs of this Association. It shall hold its annual organizational meeting immediately following the close of the annual meeting of the membership of this Association. Additional meetings of the Board will be held at least quarterly. Special meetings of the Board of Directors shall be called by the President of this Association after written request by a majority of the members of the Board. Notice of any meeting of the Board, specifying the date, time, manner, and place (if in-person) of the meeting, shall be given to each Board member by the Secretary of the Association by personal delivery, e-mail, or telephone at least 48-hours prior to the time of the meeting, or by depositing such notice in the United States mail, first class postage, to the Board member's last known address at least four (4) days prior to the time of the meeting. Notice of a meeting need not be given any Board member who a) signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or b) who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Board member. All such waivers, consents and approvals shall be filed with the Association's records or made a part of the minutes of the meeting.

(c) Meetings of the Board of Directors shall be open to members of SCA/USATF and to other individuals who are invited to attend the meeting by approval of a majority of the Board or by the President of this Association. The Board, upon majority vote, may close part or all of a meeting to consider confidential matters.

(d) Members of the Board may participate in a meeting via a conference telephone call or other electronic means, so long as all members participating in such a meeting can communicate with one another. Participation in a meeting pursuant to this subparagraph constitutes presence in-person at such meeting.

(e) Unless waived by a two-thirds (2/3) majority of the Board members in attendance at the meeting, resolutions to be acted upon by the Board which are submitted by anyone other than a Board Member or officer shall only be discussed at such meeting if they are presented in writing to the

Secretary of the Association, with a copy to the President of the Association, at least 20 days prior to such meeting, and included, if possible, with the Notice of Meeting or Meeting Agenda.

(f) A quorum of the Board of Directors for the transaction of business shall consist of seven board members. Except as otherwise provided herein, all matters shall be decided by majority vote of the members of the Board present at a meeting. A meeting of the Board at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members of the Board, if any action taken is approved by at least a majority of the required quorum for such meeting or such greater number as is required by these Bylaws or applicable law. A majority of the members of the Board present at a meeting, whether or not constituting a quorum, may adjourn any meeting to another time and place.

(g) The Board may act without a meeting if all the members of the Board of Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Board.

(h) Unless otherwise directed by the Board of Directors, all written contracts shall be executed on behalf of the Association by the President or another officer designated in writing by him or her, and attested by the Secretary.

(i) The Board of Directors may declare vacant the office of a Board member who has been declared of unsound mind by a final order of court or convicted of a felony.

(j) Any director may resign effective upon written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation.

(k) Vacancies on the Board of Directors may be filled by a majority of the Board members then in office, whether or not less than a quorum, or by a sole remaining Board member, who may appoint persons to serve as members of the Board until the expiration of term of office of the Director whose vacancy the person is appointed to fill.

## **ARTICLE 10 - COMMITTEES**

Standing committees of this Association shall be of two types: Standing Sport, and Standing Administrative.

(a) The following shall be the Standing Committees of this Association:

### **STANDING SPORT COMMITTEES**

Masters Athletics Committee  
Open Athletics Committee  
Youth Athletics Committee

### **STANDING ADMINISTRATIVE COMMITTEES**

Membership Committee  
Officials Committee (USATF-certified officials)  
Athletes Advisory Committee (USATF member athletes over the age of 18)  
Athletics for the Disabled  
Coaches Committee (USATF member coaches over the age of 18)

(b) The membership of the Masters Athletics Standing Sports Committee shall consist of:

- 1) The Chair of the Committee.
- 2) The Chairs of the following Subcommittees:
  - Track & Field
  - Cross Country
  - Long Distance Running
  - Race Walking
  - Mountain-Ultra-Trail Running.
- 3) Each Subcommittee's officers.

- 4), Two (2) representatives (including at least one active athlete) from each registered Masters Athletics club which has at least four (4) registered athletes in that discipline
- 5) One (1) representative from each Sports Organization and Educational Institution that is active in a Masters Athletics discipline.

- (c) The membership of the Open Athletics Standing Sports Committee shall consist of:
  - 1) The Chair.
  - 2) The Chairs of the following Subcommittees:
    - Track & Field
    - Cross Country
    - Long Distance Running
    - Race Walking
    - Mountain-Ultra-Trail Running.
  - 3) Each Subcommittee's officers.
  - 4) Two (2) representatives (including at least one active athlete) from each registered Open Athletics club that has at least four (4) registered athletes in that discipline.
  - 5) One (1) representative from each member Sports Organization and Educational Institution that is active in an Open Athletics discipline.
- (d) The membership of the Youth Athletics Standing Sports Committee shall consist of:
  - 1) The Chair of the Committee.
  - 2) The Chairs of the following Subcommittees:
    - Track & Field
    - Cross Country.
  - 3) Each Subcommittee's officers.
  - 4) Two (2) representatives from each registered Youth Athletics club which has at least four (4) registered athletes in that discipline.
  - 6) One (1) representative from each member Sports Organization and Educational Institution that is active in a Youth Athletics discipline.
- (e) The membership of the Officials Committee shall consist of:
  - 1.) The Officials Committee's elected officers.
  - 2.) The certified officials of this Association.
  - 3.) That number of Active Athletes equaling 20% of the committee's total membership.
- (f) The membership of the Coaches Committee shall consist of all members of this Association 18 years or older who are registered as coaches. The committee shall have three divisions, including one for college coaches, community/junior college coaches, and USATF-certified coaches who coach open and masters athletes; one for high school coaches and USATF-certified Youth coaches; and one for Coaches' Education. The committee shall promote the development of coaches in this Association, conduct meetings for the exchange of ideas, administer coaches' certification programs, and establish educational programs and materials for coaches.
- (g) All committee members shall be required to be current members of USATF.
- (h) All committee officers and voting members shall be at least 18 years of age.
- (i) Special Committees. The President shall be entitled to appoint ad hoc committees of this Association, with the composition, responsibilities, and authority to be approved by the Board of Directors.
- (j) The Chairperson of the Membership Committee shall be appointed for a term of two years by the President of this Association, with the approval of the Board, following each even-year annual meeting of the membership of this Association. The President may remove the Chairperson of the Membership Committee for good cause upon written notice to the Chair and to the Board.
- (k) Duties of Standing Committees. Each Standing Sport and Administrative Committee shall:

(1) Hold elections at the annual meeting of the Association in October each odd year, with at least thirty (30) days notice given to the membership of this Association. At the annual meeting after the election of Association officers, each Administrative committee, except the Membership Committee, shall elect a Chairperson, and at least two (2) other members to serve with the Chairperson as an Executive Committee. Notwithstanding this provision, the Officials Committee may, with, at least thirty (30) days notice given to its membership, elect its Chairperson and Executive Committee at a meeting held after the first day of October in the year prior to the annual meeting of the Association at which committee officer elections are conducted. At least twenty percent (20%) of each Executive Committee shall be Active Athletes. Each Youth Athletics, Open Athletics, and Masters athletics sport subcommittee shall elect a Chairperson, and at least two (2) other members to serve with the Subcommittee Chairperson as an Executive Committee, for that discipline. If a majority of the Committee or Subcommittee members so desire, one of the Executive Committee members may also be designated a Vice-Chairperson. When elected by the committee members, the Chairperson, and Vice-Chairperson if there be one, and other Executive Committee members of a Committee shall be elected by a majority vote of the committee members present at the meeting, and shall assume office immediately. The Executive Committee of each Committee shall perform the duties of the Committee, as necessary, between meetings. Where a Vice-Chairperson is elected, he or she may preside over meetings and otherwise act in place of the Chairperson, in the absence of the Chairperson. Unless otherwise specified in these Bylaws, any Chair, Vice Chair, or other officer of any committee may be removed for good cause by a two-thirds vote of the membership entitled to elect such position, present and voting at an annual meeting, or at a special meeting of the committee called for this purpose, provided that the requisite advance notice for such a meeting (see Article 6) has been made and its purpose is set forth on its agenda.

(2) Within thirty (30) days of the election of a Chairperson and Executive Committee (or in the case of the Membership Committee, prior to February 1 of each year) submit to the Secretary of the Association a schedule of at least four meetings to be held by the Committee during the course of the coming calendar year.

(3) Hold Committee meetings in accordance with the schedule presented to the Secretary of the Association, and such additional special meetings as may be called by the Chairperson, at his or her own initiative or by of 20% of the membership of the Committee. Notice of any additional or special meetings of a Committee, shall be given to the Secretary and President of the Association and to each Committee member specifying the date, time, and place of the meeting at least thirty (30) days prior to the meeting by posting on the Association website and/or via U.S. mail or e-mail. A quorum for any Standing Sport committee shall consist of ten (10) of its members, or 25% of its members, whichever is fewer. A quorum for any Standing Administrative Committee shall be eight of its members or 25% of its members, whichever is fewer. Meetings of all committees shall be open to the public.

(4) Keep a complete and correct record of equipment, inventory, and physical assets of the Committee to be maintained under the control and in the custody of the Committee Chairperson. Each chairperson shall pass on the same to his or her successor.

(5) Adopt, and submit to the Treasurer and Secretary of the Association, written guidelines for the authorization of disbursement of funds credited to the Committee or Subcommittee. Prior to any authorization for disbursement of funds by a Committee or Subcommittee, the written guidelines providing for such authorization must have been approved by the Board of Directors.

(6) Deposit any funds received by the Committee or Subcommittee, whether from memberships, SCA/USATF sanctioned events or any other source, in account(s) under the custody and control of the Treasurer of SCA/USATF and the SCA/USATF office.

(7) Perform such other duties as are implicitly included within the business of the Committee by virtue of the description of the duties assigned to the analogous USATF Committees in USATF Regulation 16.



- (8) Carry out other responsibilities and duties that are assigned to the Committee by the Board of Directors or the President of this Association.
- (9) Additional Duties of Standing Sports Committees. Each Standing Sports Committee shall:
  - a) Have jurisdiction over national, regional, sectional, and local championships held within the Southern California Association in the particular sport(s) it controls, and plan conduct, and manage such championships, in coordination with the Officials Committee.
  - b) Conduct or award annual championship events for each of its disciplines.
  - c) Have the right to pay expenses of athletes and/or teams from within the Southern California Association to take part in competitions or championships, subject to subparagraph (j)(5) of this Article.
  - d) Promote and develop activities related to its sport.

## **ARTICLE 11 - VOTING RIGHTS**

The following members of this Association are entitled to participate as voting delegates at each annual meeting of the Association, and at other scheduled or special meetings of this Association under the following Balanced Meeting Ballot procedure.

- (a) The maximum number of available votes shall be two hundred (200), and shall be allocated as set forth below. If the number of individuals voting in any one category is smaller than the allocated number of votes for the category, each person in the category shall be entitled to cast one vote. If the number of individuals voting in any category is greater than the allocated number of votes for the category, each person in the category shall be entitled to cast a fraction of a vote equal to (the total number of votes to be cast by the category) divided by (the number of members voting in the category).
- (b) The officers of the Association, elected Chairpersons of each Standing Sport Subcommittee and Standing Administrative Committee, and sustaining members shall be entitled to twenty (20) votes. Board members who do not hold other office within this Association are not officers for the purpose of this section and are not entitled to vote unless eligible to vote under another provision of this Article. If the total number of persons voting in this category exceeds twenty (20) votes), each officer and elected chairperson shall be entitled to one vote. The remaining votes shall be prorated among the sustaining members casting votes.
- (c) Member Sports Organizations. The Sports Organizations that are members in good standing of this Association shall be entitled to one hundred (100) votes. In order to exercise this voting right, the Sports Organization must designate in writing two delegates, each of whom is a member of SCA/USATF, authorized to vote to the Chairperson of the Membership Committee prior to the commencement of voting. Sports Organizations shall include registered clubs, member educational institutions, and coaching organizations. Each Organization shall have a minimum of one (1) vote, and each organization with more than 50 members shall receive an additional vote.
- (d) Coaches: Members of this Association who are active coaches shall be entitled to twenty (20) votes.
- (e) Officials: Members of this Association who are certified USATF officials shall be entitled to twenty (20) votes.
- (f) Active Athletes: Members of this Association who are active athletes shall be entitled to forty (40) votes. In the event more than forty (40) Active Athletes cast votes, the athletes' votes shall be prorated in a manner, as is reasonably practicable to prorate the athletes' votes evenly among the following categories: Youth (18-year old), Open (non-international ages 19-39); International ("ten-year rule" and top half in designated championships, regardless of age); and Masters (40 and above).
- (g) An individual may vote in only one capacity and cast a maximum of one vote during each vote. Except for renewals from the previous year, voting individuals must be current members of SCA/USATF in the month which ends more than one full month preceding the election (e.g., if the election is held any time in October, the membership must have been processed by the preceding August 31). All voting members must be at least 18 years of age.

(h) The rights of voting delegates provided in this Article shall apply only to meetings of the membership of this Association. At meetings of the Board of Directors, only Board members may vote in accordance with Article 9 of these Bylaws. At meetings of the standing committees of this Association, each member of the Committee present is entitled to one vote.

## **ARTICLE 12 - CONDUCT OF VOTING**

There shall be no voting by proxy. Except as otherwise provided in these Bylaws, all matters shall be decided by majority vote of those present and voting.

- (a) All elections and voting shall be conducted at meetings open to the membership of this Association. Elections for Association officers and board members shall be through the "Balanced Meeting Ballot" procedure in Article 11, above.
- (b) Voting Procedure: Prior to voting in a meeting of the membership, the room shall be divided into a section for voting delegates and a section for non-voting members. Delegates entitled to vote under Article 11 of these Bylaws shall be verified and seated in the voting delegates section by the Chairperson of the Membership Committee or a designee authorized to do so by such Chairperson. Credential disputes shall be resolved prior to nominations for elections, and/or the report of any nominating committee, and prior to any voting.
- (c) Voting on Motions: Voting on motions may be by voice vote unless the voice vote is inconclusive to the chair, the chair's determination is challenged, or at least one voting delegate orally or in writing petitions for a roll call vote and another voting delegate seconds the petition. Where a roll call is taken in lieu of a voice vote, there shall be a show of hands.
- (d) Notice of Elections: Notices of elections shall be distributed so as to arrive at least thirty (30) days before the beginning of the elections. Any notice of an election meeting change, or a change in the election process, must be made so as to be received at least fourteen (14) days prior to the election meeting. Notice shall be posted on the Association website and made by e-mail or U.S. mail.
- (e) Nominations for Office: Nominations for officers and members of the Board of Directors of this Association shall be taken at the meeting of the membership held in even years prior to the meeting at which elections for these offices are held. Nominations shall be taken from the floor. At all other election meetings, nominations shall be taken from the floor during the meeting. All nominations must be made by at least one nominator and one seconder who are both members of SCA/USATF. Each person nominated shall be required to confirm in writing or verbally that he or she is willing to serve.
- (f) Election Ballots: Election ballots to be distributed at the election shall be prepared for all contested offices prior to the date of the election. Separate ballots shall be prepared for each office (Member of the Board of Directors each constitute one office with several positions to be filled on one ballot). Each ballot shall identify the office, the number of positions to be filled and the nominated candidates.
- (g) Uncontested Elections: Where one candidate is nominated, voting may be conducted by acclamation.
- (h) Contested Elections: Voting in contested elections shall be by secret ballots. Voting shall be held for one office at a time. Each voting delegate shall receive a ballot for the office being voted upon. He or she shall mark the ballot and may vote for as many candidates as there are positions to be filled in the office. The voter shall seal or otherwise close the marked ballot that shall be collected by the Chairperson of the Membership Committee or a designee authorized by such Chairperson. Ballots shall be counted by the Chairperson of the Membership Committee, assisted by at least one chairperson of another standing committee of this Association and one Active Athlete at least 18 years of age, exclusive of any person who is a candidate for the office being voted upon. Positions shall be filled when a candidate receives votes from a majority of the ballots cast. The persons counting the ballots shall sign the tally. The persons counting the ballots may consult as necessary on procedural matters with the President, Secretary, legal counsel, and/or parliamentarian so long as they are not candidates for contested offices.
- (i) Majority Vote Requirement: In all contested elections the winners must be elected by a majority of the ballots cast. A plurality may be accepted for the election of delegates to the Annual Meeting of USATF after the first round of voting.

- (j) Runoff Elections: Remaining positions shall be filled by a second vote in which there shall be a choice of candidates numbering twice the number of the remaining positions. The candidates in the second vote shall be the candidates who received the highest number of votes in the first vote without being elected. This process shall be followed in subsequent ballots, if necessary, until all positions are filled.
- (k) Any person who has been employed by SCA/USATF within the preceding ninety (90) days of an election may not make or second nominations, or participate in any election campaign. Such individuals may vote if they are members of SCA/USATF and otherwise eligible to vote, and may seek election by SCA/USATF as a national delegate or other representative position at the national level.
- (l) An appointed committee chair or Board member shall not vote in elections in that capacity, but may otherwise qualify for a vote.
- (m) New officers, upon election, shall take office immediately.

### **ARTICLE 13 – DELEGATES TO ANNUAL MEETING**

Each Standing Sport Committee shall designate delegates to the USATF annual meeting to represent its various disciplines (Track & Field, LDR, Race Walking, etc.). The Board of Directors shall select additional delegates (including Active Athletes and Coaches) in order to fill the number of delegate positions allocated to SCA/USATF in a manner complying with the Bylaws and Regulations of USATF. Athlete delegates shall be offered no less funding than any other member of this Association's delegation, other than the head of the delegation.

### **ARTICLE 14 – GRIEVANCES AND DISCIPLINARY PROCEDURE**

(a) SCA/USATF shall have jurisdiction over disciplinary matters and grievances relating to matters arising within the Southern California area, except to the extent that the USATF bylaws and operating regulations provide exclusive jurisdiction to USATF over any such matters. A grievance may involve any matter within the cognizance of SCA/USATF. SCA/USATF shall have the power to suspend for a definite or indefinite period, or to expel any member, delegate, athlete, coach, manager, official, or member of any committee who by neglect or misconduct acts in a manner detrimental to the welfare of this Association or the sport of Athletics, or who has violated any of the Bylaws or rules of this Association or USATF. SCA/USATF may mandate any relief it deems just and equitable to resolve grievance complaints.

(b) SCA/USATF shall afford any person or organization subject to a disciplinary proceeding or grievance complaint the opportunity to respond to the allegation(s) and to a hearing before an impartial arbitration panel in a timely and equitable manner, prior to the imposition of any discipline, or granting of relief, under the following procedure:

- 1) All grievances and disciplinary procedures must be initiated with a written grievance complaint to the President setting forth in plain English the nature of the charges or grievance, and the relief sought. The grievance complaint shall be signed, sworn to, and notarized. The President or his designee shall send all parties by certified mail copies of the grievance complaint and other documents giving rise to the proceeding, a copy of this bylaw and any other relevant SCA/USATF bylaw, and a copy of USATF Operating Regulation 11.
- 2) Grievance complaints may be filed only by and against individuals or entities which were, at the time that the conduct complained of occurred, and at the time the complaint is filed, members, directors, or officers of SCA/USATF or otherwise subject to the jurisdiction of SCA/USATF. A non-member, former director, or former officer of SCA/USATF shall be subject to the jurisdiction of SCA/USATF for the purpose of defending against a grievance complaint for an incident that occurred while he or she was a member, director, or officer of SCA/USATF or otherwise subject to

the jurisdiction of SCA/USATF. A grievance complaint may only be filed by a person or entity affected by the issues raised in the complaint.

- 3) Grievance complaints to initiate disciplinary proceedings or grievance hearings must be filed within one (1) year from the time the complaining party knew or should have known of the issue giving rise to the proceeding. This time limitation shall not apply to allegations of sexual misconduct where the individual has been convicted of, or pled guilty or nolo contendere to, a felony or misdemeanor involving a sexual offense against a minor or member of USATF. All cases involving allegations of sexual misconduct are under the exclusive jurisdiction of USATF.
- 4) Upon receipt of a grievance complaint, the President or his designee shall make a good faith effort to resolve the grievance or disciplinary matter through informal means, if possible. All discussions relating to informal resolution shall be confidential, and inadmissible as evidence in a formal hearing.
- 5) If the grievance or disciplinary matter is not resolved through informal means, the President, with the approval of the Board, shall select a three-person arbitration panel, including at least one Active Athlete, to hear and decide the grievance or disciplinary matter. If the President has an interest in the matter, the Executive Vice President shall appoint the panel, with Board approval, and if both the President and Executive Vice President have an interest in the matter, the Board shall appoint the panel. None of the panelists may be members of the Board.
- 6) Each party to a grievance or disciplinary matter shall be given written notice of the panelists' names by certified mail, and shall have fourteen (14) days from delivery of the notice to challenge in writing the impartiality of any of the panelists. These challenges shall be submitted to the President, whose decision shall be final and binding. If the President has an interest in the matter, the President shall refer any such challenges to the Board for final and binding resolution. Failure to bring a timely challenge against the seating of a panelist constitutes a waiver of such challenges.
- 7) Hearings for grievances and disciplinary matters shall take place within forty-five (45) days after the filing of the grievance complaint. The arbitration panel may require the responding party to file a written answer, signed, sworn to, and notarized. The arbitration panel shall give each party reasonable written notice of the date and time of the hearing, and shall make a good faith effort to accommodate all parties involved. Hearings shall be conducted by telephone conference call, unless at least one of the parties demands an in-person hearing in writing at least ten (10) days prior to the date of the hearing, in which case the hearing shall be conducted at the SCA/USATF office.
- 8) Each party may attend the hearing; be represented by a person who may, but need not be, an attorney; present evidence and witness testimony; and cross-examine witnesses testifying against it. The rules of evidence generally accepted in administrative hearings shall be applicable at the hearing; the formal rules of evidence shall not apply. The complainant shall have the burden of proof by a preponderance of the evidence that the conduct complained of occurred. Hearings shall be closed to the public. Witnesses shall attend hearings only as necessary to provide testimony.
- 9) The arbitration panel may, upon the motion of any party or its own motion, dismiss a grievance or disciplinary matter if the complaint was not filed timely; if the complaint does not clearly set forth facts giving rise to a grievance; if SCA/USATF lacks jurisdiction over the matter; if the complaint states a claim which SCA/USATF does not have the ability or authority to remedy; or if the complaining party has caused excessive and unnecessary delay in the hearing process.
- 10) Any party to the proceedings may retain a court reporter or other competent individual to provide a transcript or recording of the hearing at that party's own expense. If made, such transcripts or recordings shall become the official record of the proceedings and shall be retained by SCA/USATF.
- 11) The arbitration panel shall issue a written decision within thirty (30) days after conclusion of the hearing.
- 12) The decision of the arbitration panel may be appealed pursuant to USATF Regulation 11-P.
- 13) The Board may authorize the President to assign a person or persons to represent SCA/USATF's interests in any proceeding. The representative(s) may perform the following tasks on SCA/USATF's behalf: (a) gather relevant information; (b) present evidence; and (c) challenge, by cross-examination and other appropriate means, evidence presented by any party.

- 14) Upon its own initiative, the Board may initiate stay and appeal proceedings of any decision and opinion rendered hereunder which in the Board's opinion clearly contravenes federal, state or other applicable law, USATF or SCA/USATF rules and regulations, or IAAF rules and regulations.
- 15) No officer or other individual named, or who has an interest in a grievance shall take place in the grievance administration process. The Board, or a specially named independent counsel to the Board, if necessary or appropriate, shall assume the grievance administration process to the extent necessary to avoid any such conflicts of interest.
- 16) If any part of this bylaw conflicts with USATF bylaws or operating regulations, the USATF bylaw or operating regulation shall control.

## **ARTICLE 15 - SANCTIONS**

Sanctions are governed by Article 15 of the USATF Bylaws and USATF Operating Regulation 23. All applicants for sanctions shall abide by those USATF rules with respect to the sanction application process and all aspects of the competition. This Association shall grant Elite Event Sanctions and Domestic Competition Sanctions as defined in USATF Operating Regulation 14. The sanctioning policy of the Association for athletics competitions held within the Southern California Association shall be as follows: If this Association does not determine by clear and convincing evidence that holding or sponsoring an Athletics competition would be detrimental to the best interests of the sport or USA Track & Field, this Association shall promptly grant a USATF sanction requested by a member or non-member sports organization, other organization, or individual person if the requesting party:

- (a) Submits to this Association the required sanction application and fee at least thirty (30) days in advance of the first day of competition of the event. The applicant shall comply with all requirements set forth in USATF Operating Regulation 14. The sanction application shall:
  - 2) be made on a form provided or approved by the USATF National Office;
  - 3) contain the following clause which shall also appear on all sanction application forms and on all forms upon which official sanctions are granted: *"In granting this sanction, it is understood and agreed that USA Track and Field and its Associations shall be held free and harmless by the applicant for any liabilities or claims from damages arising by reason of injuries of any kind to anyone during the conduct of, or otherwise in connection with, the competition event;"*
  - 4) contain in the section on "Sanction Instructions," the following language: *"The decision to allow persons with disabilities to compete using crank racing wheelchairs is at the sole discretion of the race organization and/or race director;"*
  - 5) have printed on every sanction the following sentence: *"No future sanction shall be given to any organization which has failed to fulfill its obligation to athletes or to give prizes as stated on its entry forms;"* and
  - 6) contain the following attestation and disclosure requirement: *"Applicant represents and warrants that she, he, or it has fully complied with all sanction application requirements for USATF-sanctioned competitions that she, he, or it has conducted within the preceding four year period."*
  - 7) contain the following attestation: *All USATF sanctioned events shall comply with the Americans with Disabilities Act and with USATF's Policy & Procedures for the Evaluation of Requests for Accommodations Pursuant to the Americans with Disabilities Act, as provided at <http://www.usatf.org/groups/eventdirectors/ada/>. Applicant represents and warrants that he, she, or it will fully comply with the applicable requirements of the Americans with Disabilities Act.*

If the applicant cannot make the foregoing attestation and representations, she, he, or it shall fully disclose the circumstances surrounding the noncompliance. SCA/USATF reserves the right to deny a sanction to any individual or entity based upon prior non-compliance with sanction requirements and obligations.

- (b) Demonstrates that (all requirements below for Elite Event Sanctions and (1), (7), and (8) for Domestic Competition Sanctions):
  - 1) it has paid SCA/USATF a sanctioning fee that is reasonable and nondiscriminatory;
  - 2) it has submitted to USATF or SCA/USATF, upon request, an audited or notarized financial report of similar events, if any, conducted by it;
  - 3) appropriate measures have been taken to protect the eligibility status of athletes who will take part in the competition and to protect their eligibility to compete in Athletics competition;
  - 4) appropriate provisions have been made for the validation of any records which may be established during the competition;
  - 5) due regard has been given to any international rules requirements specifically applicable to the competition;
  - 6) the competition will be conducted by qualified officials;
  - 7) proper medical supervision will be provided for athletes who will participate in the competition; and
  - 8) proper safety precautions have been taken to protect the personal welfare of the athletes, officials and spectators at the competition.

#### **ARTICLE 16 - EXECUTIVE DIRECTOR**

The Board of Directors, in the exercise of their discretion, may elect to retain a chief paid executive of this Association, who shall be its Executive Director. If the Board elects to retain an Executive Director, he or she shall be selected by, and shall serve at the direction and pleasure of the Board. Such Executive Director shall carry out the policies of the Association in accordance with these Bylaws and shall:

- (a) Supervise the paid staff of this Association, including the appointment of such paid personnel and assistants as may be approved by the Board.
- (b) Supervise the proper handling of correspondence and communications with individuals and athletic organizations outside the Southern California Association, arrange or assist the participation of SCA/USATF athletes and teams competing outside the Southern California Association, and arrange or assist the participation of athletes outside the Southern California Association in SCA/USATF events.
- (c) Ensure that the contracts and legal obligations and commitments of this Association are signed by the authorized officers of the Association.
- (d) Serve as a non-voting member of the Board and all Association committees.
- (e) Devote his or her entire professional time and services to conducting the affairs of this Association without engaging in any other profession or employment.
- (f) Ensure that all commitments made by him or her on behalf of the Association are submitted to the appropriate officers of the Association for review and final approval or rejection prior to their execution.
- (g) Operate within a yearly budget previously approved by the Board of Directors. In addition, all major funding matters and expenditures shall be approved by the Treasurer; and
- (h) Carry out other responsibilities assigned by the Board from time to time.

#### **ARTICLE 17 - FISCAL AND LEGAL MATTERS**

- (a) The fiscal year of this Association is from January 1 to December 31.
- (b) The Board of Directors shall, from time to time as necessary, designate depositories for the funds, property or assets belonging to or under the control of this Association.
- (c) The Board, at the beginning of each fiscal year, shall select an independent Certified Public Accountant to audit the books and financial records of this Association for the ensuing year. After completing the audit, the auditor shall submit his or her report to the Board. As soon thereafter as reasonably possible, a copy of the audit report shall be available for any member of this Association to inspect, and to obtain, providing that he or she is willing to pay the expense for the copy.

- (d) All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of, or payable to, the Association shall be signed or endorsed by such person or persons and in such manner as determined by resolution of the Board.
- (e) The Board, in exercise of its discretion, may elect to retain a chief paid accounting officer of this Association, who shall be the Controller. If the Board elects to retain a Controller, he or she shall be selected by and shall serve at the direction of the Board. Such Controller shall:
  - (1) Supervise the proper handling of the Association's bank accounts and funds on deposit therein, under the direction of the Treasurer.
  - (2) Supervise and examine expenditures of funds from SCA/USATF accounts, under the direction of the Treasurer.
  - (3) Maintain current signature cards for all officers and other persons authorized in accordance with these Bylaws to sign voucher checks for the withdrawal of funds of the Association that are on deposit in the various bank accounts of the Association.
  - (4) Sign voucher checks for disbursement of Association funds, in an amount no greater than \$500.00 per transaction, in accordance with guidelines approved by the Board pursuant to Paragraph (j)(5) of Article 10 of these Bylaws and under the direction of the Treasurer; and
  - (5) Carry out other responsibilities assigned by the Board from time to time.
- (f) Funds on deposit in SCA/USATF accounts in banks may be withdrawn only after the Treasurer approves the withdrawal in writing or by electronic mail.
- (g) Any expenditure for operating expenses of this Association or other expenses of the Association not incurred by or in behalf of a committee of the Association which exceeds \$500.00 shall require express prior approval by the Board, which shall consider at least two price quotes for such expenditure, whenever such quotes are reasonably obtainable.
- (h) The chairperson of each of this Association's Standing Sport Subcommittees or Standing Administrative Committees is responsible for overseeing the funds of his or her Committee. Funds shall not be disbursed from the SCA/USATF account(s) of any committee of this Association unless the guidelines approved by the Board pursuant to Paragraph (j)(5) of Article 10 of these Bylaws have been complied with. A properly filled out Check Request Form signed by the Chairperson of the committee (or by a designee authorized in writing by the Chairperson) must be submitted to the Treasurer for the disbursement of any Committee funds. For the authorization of a designee to be effective, it must have previously been presented to and approved by the Treasurer and filed with the Controller, if there is one.
- (i) Any expenditure by a committee of this Association in excess of \$500.00 shall require express prior approval by the membership of the Committee. At least two price quotes shall be considered for Committee expenditures when possible or practical,
- (j) All expenditures shall be subject to review at any time by the Board and any of the persons authorized to sign checks pursuant to Paragraph (f) of this article.
- (k) All funds maintained, received by or credited to any Committee, subcommittee or other group of this Association, whether from memberships, SCA/USATF sanctioned events or other sources, shall be maintained in account(s) under the custody and control of the Treasurer of SCA/USATF and the SCA/USATF office.
- (l) The President and one officer shall sign all bank resolutions and operating instructions necessary for maintaining Association accounts.

## **ARTICLE 18 - INDEMNIFICATION**

- (a) For the purpose of this Article, "agent" means any person who is or was a director, officer, employee, or other agent of this Association, or is or was serving at the request of this Association as a director, officer, employee, or agent of a foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation or association which was a predecessor of this Association or of another enterprise at the request of such predecessor; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees

and any expenses of establishing a right to indemnification under Paragraph (d) or Paragraph (e)(3) of this Article.

- (b) This Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than action by or in the right of this Association) by reason of the fact that such person is or was an agent of this Association, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of this Association, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, 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 the person reasonably believed to be in the best interests of this Association or that the person had reasonable cause to believe that the person's conduct was unlawful.
- (c) This Association shall indemnify any person who was or is a party, or is threatened to be made party, to any threatened, pending or completed action by or in the right of this Association to procure a judgment in its favor by reason of the fact that person is or was an agent of this Association, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if that person acted in good faith, in a manner that person believed to be in the best interests of this Association, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. No indemnification shall be made under this paragraph:
  - (1) In respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to this Association in the performance of that person's duty to this Association, unless and only to the extent that the court in which that action was brought shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;
  - (2) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
  - (3) of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval.
- (d) To the extent that an agent of this Association has been successful on the merits in defense of any proceeding referred to in Paragraph (b) or Paragraph (c) of this Article, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.
- (e) Except as provided in Paragraph (d) of this Article, any indemnification under this Article shall be made by this Association only if authorized upon a determination that indemnification of the agent in the specific case is proper because the agent has met the applicable standard of conduct set forth in Paragraph (b) or Paragraph (c) of this Article, by:
  - (1) a majority vote of a quorum consisting of members of the Board who are not parties to the proceeding;
  - (2) an affirmative vote of a majority of the members of this Association entitled to vote and voting at a duly held meeting of the membership at which a quorum is present, with the persons to be indemnified not being entitled to vote thereon; or
  - (3) the court in which the proceeding is or was pending, upon application made by this Association or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by this Association.
- (f) Expenses incurred in defending any proceeding may be advanced by this Association before the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.
- (g) Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and officers of this Association may be entitled by contract or otherwise.



- (h) No indemnification or advance shall be made under this Article, except as provided in Paragraph (d) or Paragraph (e)(3), in any circumstance where it appears:
  - (1) that it would be inconsistent with a provision of the Bylaws, a resolution of the members of this Association, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification; or
  - (2) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- (i) The Association may, upon a determination of the Board, purchase and maintain insurance on behalf of any agent of the Association against any liability which might be asserted against or incurred by the agent in such capacity, or which might arise out of the agent's status as such, whether or not this Association would have the power to indemnify the agent against liability under the provisions of this Article.
  - (g) This article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of this Association as defined in Paragraph (a) of this Article. Nothing contained in this Article shall limit any right to indemnification to which a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

#### **ARTICLE 19 - CONFLICT OF INTEREST**

Any individual representing this Association or who has a financial arrangement with this Association, or who is an employee of this Association, or is a member of any of its committees, shall not participate in the evaluation or approval of a contract with a supplier to furnish goods or provide services to 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. Each individual referred to in the first sentence of this Article shall, upon learning that this Association is proposing to enter into an arrangement in which he or she has financial interest as aforesaid, promptly notify the President of this Association in writing of the existence of such interest, and the President, in turn, shall disclose such interest to the Board and to any officers or committees of this Association involved in considering entry into the arrangement. In the event of a violation of this provision, this Association shall have the right to recover such benefit or payment and to void the contract or transaction.

#### **ARTICLE 20 - DISSOLUTION**

Upon the dissolution of the Association, the Board shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all the assets of the Association exclusively for the purpose of the Association in such a manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organization or organizations 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 shall determine.

#### **ARTICLE 21 - SAVING CLAUSE**

Failure of literal or complete compliance with provisions of the Bylaws in respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the members at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the members at any meeting. In the event any provision of these Bylaws conflicts

with any relevant law, or the Bylaws and Regulations of USATF or the IAAF, the applicable superceding law or rule shall govern.

## **ARTICLE 22 - RECORDS AND REPORTS**

- (a) The Association shall keep at its offices a record of its members, giving the names and addresses of all members, the class of membership, and the authorized voting delegate and alternate(s) for those members who are entitled to and have designated voting delegates and alternates.
- (b) Members of the Association may inspect and copy, at their own expense, the records of the members' names and the lists of voting delegates and alternates at the Association's offices during usual business hours of the Association. Any inspection and copying under this Paragraph may be made in person by the member or the member's attorney.
- (c) The Association shall keep at its offices, the original or a copy of the Bylaws as amended to date, which shall be open for members of the Association to inspect and copy during usual business hours of the Association's offices.
- (d) The accounting books and records and minutes of proceedings of the members and the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the offices of the Association. The minutes shall be kept in written form. Such minutes and accounting books and records shall be open to inspection upon the written demand of any member of this Association at any reasonable time during usual business hours, for a purpose reasonably related to such member's interest as a member of this Association. Such inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. The foregoing rights of inspection shall extend to the records of each committee of this Association.
- (e) The members of the Board shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of this Association and each of its committees. The right of inspection includes the right to copy and make extracts.
- (f) A copy of the annual financial statement and any income statement of the Association for each quarterly or monthly period of each fiscal year, and any accompanying balance sheet of the Association as of the end of such period, which have been prepared by or for the Association shall be kept on file at the offices of the Association and each such statement shall be exhibited at all reasonable times to any member requesting an examination. Upon written request of any member and upon tender of the necessary charges therefore, the Secretary of the Association shall furnish to such member a copy of any such statement.

## **ARTICLE 23 -AMENDMENTS**

- (a) These Bylaws may be amended if the amendments are approved at a duly held meeting of the membership of this Association at which a quorum is present, by a two-thirds (2/3) vote of the voting delegates present and voting, and approved by a majority vote of the Board of Directors of this Association.
- (b) Any proposed amendment to these Bylaws must be submitted in writing to the members of this Association at least 30 days prior to the meeting of the membership of this Association at which it is voted upon. **NOTE:** Posting of the changes on the Association website with an e-mail notification to the membership shall meet this requirement. The proposed amendment shall be in such form as to show the entire section, subsection, or paragraph, as the case may be, as it will read if adopted, with any changes in language underlined if proposed and in double parentheses if deleted.
- (c) These Bylaws may be amended on an emergency basis by an ninety percent (90%) vote of those Board members present and voting when a quorum is present, such amendment to remain in effect only until the next annual meeting of this Association. At such next annual meeting, any emergency amendments passed during the previous year shall be subject to ratification by a two-thirds (2/3) vote of the voting delegates present and voting.

