

**BYLAWS**  
**USA TRACK & FIELD UTAH ASSOCIATION**  
**July 2020**

**ARTICLE I**  
**NAME**

The name of this corporation shall be USA Track & Field Utah Association. The acronym USATF Utah shall be used for the purposes of brevity or for the use in a logotype.

**ARTICLE II**  
**DEFINITIONS**

As used in these Bylaws:

**Active athlete:** means any individual who is actively engaged in athletics by competing in at least 1 USATF sanctioned event in the 12 months preceding the election defined at August 1 through July 31 for an annual meeting taking place in September or who has represented the United States in international competition held under USATF or IAAF jurisdiction in athletics within the preceding ten (10) years.

**Armed Forces:** means the United States Air Force, the United States Army, the United States Marine Corps, and the United States Navy.

**Association:** means the local organization, which administers a geographically defined area, and bears a name, which shall include its geographic description and “USA Track & Field” or an abbreviation thereof.

**Athletics:** means inclusively, track and field, long distance running, cross country running, road running, race/fitness walking, and any other sports discipline recognized by USATF and the IAAF.

**Board:** means the Board of Directors of this Association. President, Vice-President(s), secretary, Treasurer, Chairs of Sports Committees and the chairs of administrative committees.

**Club:** means a local or national organization whose programs involve competitive member athletes, events, and/or education in athletics.

**Coaches:** means any individuals whose vocation includes the administration or coaching of school/college/community Athletics or who are USATF-certified coaches.

**Committees:** means those individuals whom are elected or appointed to serve in a specific discipline or event.

**Executive Committee:** means the officers, President, Vice-President(s), Secretary and Treasurer

**IAAF:** means the International Amateur Athletic Federation.

**NGB:** means National Governing Body.

**Sports organization:** means any member of USATF-Utah Association which is a non-profit corporation, club, federation, union, association, or other group organized in the state of Utah which sponsors or arranges any athletics competition or event supervised, sanctioned and/or certified by USATF-Utah Association.

**USATF:** means USA Track & Field.

### **ARTICLE III** **PURPOSES**

The purposes of this Association are to act as the governing body for Athletics in the state of Utah, and to act as the USATF member in the state of Utah (as defined by the Amateur Sports Act of 1978). In connection with such purposes, this association shall be responsible for the following:

1. *Development of the sport:* Developing interest and participation in Athletics throughout the state of Utah and being responsible to the persons and sports organizations active in Athletics;
2. *Coordination of scheduling:* Minimizing, through coordination with other sports organizations, conflicts in the scheduling of all practices and competitions in Athletics;
3. *Communication with active athletes:* Keeping athletes active in the sport of Athletics informed of all policy matters and reasonably reflecting the views of such athletes in the policy decisions of this Association;
4. *Sanctioning of events:* Sanctioning competition in Athletics in accordance with the provisions of these Bylaws and the Operating Regulations;
5. *Participation in competition:* Providing for the participation by athletes in competition in Athletics, in accordance with the provisions of these Bylaws and the Operating Regulations;
6. *Equitable support for athletes:* Providing equitable support and encouragement for participation by athletes in Athletics;
7. *Support for the disabled in Athletics:* Encouraging and supporting sports programs in Athletics for handicapped individuals;
8. *Coordination of technical information:* Coordinating and providing technical information on physical training, equipment design, coaching, and performance analysis;
9. *Coordination of certification and education:* Providing the means for certification of coaches and officials throughout the state of Utah in all disciplines and at all levels of Athletics;
10. *Research of the sport:* Encouraging and supporting research, development, and dissemination of information in the areas of sports medicine and sports safety in Athletics; and
11. *Encouragement of open competition:* Encouraging open competition between athletes to the extent permitted by USATF and the IAAF.

### **ARTICLE IV** **AUTHORITY**

This Association shall be the local governing body for Athletics in the state of Utah, and shall exercise the following powers:

1. *USATF representation:* Representing the state of Utah in USATF;
2. *Establishment of local goals:* Establishing local goals and encouraging the attainment of those goals in Athletics;
3. *Coordination of Athletics:* Serving as the coordinating body for the activity in Athletics in the state of Utah;
4. *Jurisdiction over competition:* State: Conducting competition in Athletics, including state championships in the state of Utah, and establishing procedures for the determination of eligibility standards for participation in such competitions, except for restricted competition referred to in the proviso below;

*Provided* that any sports organization, which conducts Athletics competition, participation in which is restricted to a specific class of 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.

This Association shall be autonomous in its governance of Athletics in the state of Utah, in that it shall independently determine and control all matters central to such governance. It shall not delegate such determination and control, and it shall be free from outside restraint. This provision shall not be construed as preventing this Association from contracting with third parties for administrative assistance and support in connection with its purposes and authority.

## ARTICLE V MEETINGS

1. Annual meeting: The annual meeting of this Association shall be held in September of each year, at such date, time, and place as may be fixed by this Association upon recommendation of the Board, and announced by requisite notice of such meeting.
2. Special meetings: Special meetings of this Association shall be held when requested by the President or two (2) members of the Board at least 2 members of the executive board must be present.
3. Quorum: A majority of the officers of this Association and the chairs of the sports committees and administrative committees or their delegates, shall be present to establish a quorum for the conduct of business.
4. Meeting notices: The Secretary shall give each certified delegate fourteen (14) days written notice of all meetings of this Association. Such notice to specify the time and place of the meeting and, in the case of a special meeting, the purpose of the meeting. The membership chair shall send a postcard mailing to all current members with notification of the upcoming committee elections and annual meeting elections by July 1<sup>st</sup> in an election year. Members may be directed by the mailing to the association website for election details.
5. Emergency Meetings: Confirmation of notification and purpose will be established when an emergency meeting is called by a board officer.
6. Order of business: the President shall determine the order of business. Members of the Board may recommend changes to the order of business and/or the addition of other items. These recommendations shall be approved or modified by a majority vote of the delegates. The meetings shall be conducted according to the following agenda:

### Agenda:

1. Roll call of delegates.
  2. Credentials (if necessary).
  3. Acceptance of minutes of preceding meeting.
  4. Treasurer's report.
  5. President's report.
  6. Introduction of officers and committee chairs.
  7. Action on proposed amendments and/or modifications.
  8. Proposed meet/championship bids.
  9. Unfinished business.
  10. New business.
  11. Nominations and candidate speeches for officers of this Association for contested elections (at the annual meeting in even numbered years).
  12. Elections.
  13. Installation of new officers.
  14. Board meeting (if needed).
  15. Adjournment.
7. Resolutions: Unless waived by a two-thirds majority at the meeting, resolutions to be acted upon by the Association, which are submitted by anyone other than an officer, shall be considered only if they were presented to the Secretary of the Association, with a copy to the President at least forty-five (45) days prior to such meeting. Such resolutions shall be included, if possible, with the notice of meeting or meeting agenda or delegate packet.

- a. Each resolution shall contain a section entitled “Reasons” supplied by the submitter, which shall recite the rationale for adoption.
  - b. Each resolution, upon submission, shall be referred to the chair of each affected committee so that the chair may report on the effect of the resolution on the committee or their activities during the meeting which the resolution is being considered.
  - c. Each resolution to be acted upon by this Association that requests funds or involves; requires or affects the spending of monies shall, upon submission, be referred to the treasurer for oral and/or written reports as to the cost and financial effect upon this Association. The report shall be disseminated and considered at the time that this Association considers the resolutions.
8. Credentials: The following shall govern the credentials of the delegates and committee representatives to the meetings of this Association
- a. Beginning on August 1<sup>st</sup> for a September election, members may declare as voting delegates for the annual meeting by emailing or calling the association office indicating their name, USATF number and constituency represented.
  - b. Challenges to delegates and alternates: Challenges to the credential of any delegations, delegate, alternate, or petitions to seat uncertified delegations, delegate, or alternate shall be made to the Membership Committee chair prior to the beginning of the meeting. If a challenge is made, it shall be referred to the Membership Committee, which shall report its findings and recommendations, if any at the beginning of the meeting. At that time there shall be a vote on all challenges and petitions. Each challenge or petition shall be voted on separately, except that challenges and petitions relating to the same delegation may be combined. A challenged delegate or alternate shall not vote regarding the delegates own credentials, but until and unless a challenged delegate is voted upon unfavorably, the delegate or alternate may vote on other challenges and petitions. An uncertified delegate shall have no voting power, until and unless voted upon favorably by this Association. After the voting upon challenges and petitions of credential (if necessary), only duly certified and previously unchallenged alternates may replace absent delegates.
  - c. Challenges to committee representatives: Challenges to certified committee representatives and petitions by uncertified committee representatives to be seated shall be heard and voted upon by that committee. A challenged committee representative shall not vote in any vote regarding his or her own credentials, but until and unless a challenged committee representative is voted upon favorably, he or she may vote on other challenges and petitions. An uncertified committee representative shall have no voting power whatsoever until and unless voted upon favorably by the committee.
9. Rules of order: Roberts Rules of Order (Newly Revised) shall be the accepted rules of order. In instances where Roberts Rules of Order conflict with the provisions of these Bylaws, in such instances these Bylaws prevail

## **ARTICLE VI** **VOTING**

1. Supervision: The Membership Committee shall oversee all elections and balloting of this Association.
2. Voter Privileges: Each delegate shall have one (1) vote. There shall be no voting by proxy. No delegate may vote in more than one capacity. Except as otherwise provided in these bylaws, all matters shall be decided by majority vote of those present and 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 in the month that ends more than one full month preceding the election (e.g. if the election is held at any time in September, the membership must be processed by July 31). Renewals must be

processed prior to the start of election proceedings. A motion shall be made prior to accepting nominations from the floor to close the renewal process.

5. Mail, Remote, Online balloting: Where in person elections are not an option due to unforeseen circumstances, and with at least 30 days' notice to the general membership, this association may authorize voting through the distribution and collection of ballots using the postal service, online, or other remote services, upon approval of a majority of the board. .
  
6. Voting: The following applies to motions, resolutions, and uncontested elections:
  - a. Motions and resolutions: Motions and resolutions shall generally be by the show of hands. A roll call vote or, if specifically requested, a written ballot shall be taken instead of a show of hands vote upon oral or written petition of at least one (1) delegate that is seconded by a delegate from another delegation.
  
  - b. Uncontested elections: When only one (1) candidate or site is nominated, a show of hands vote shall be permitted.
  
7. Employees and election: Current employees (working within the past ninety days) shall not participate in any part of the elections process (nominations or campaigning), but may, at the discretions of the Association, be permitted to vote if they are members and otherwise eligible.
  
8. Elections: Contested elections shall be decided by the delegates at the annual meeting of this Association in the following manner:
  - a. Terms of Office:
    1. Officers shall be elected at each even-numbered years annual meeting for two (2) year terms;
  
    2. USATF delegates shall be elected at the annual meeting, including alternates that meet the qualifications to be USATF delegates as specified in USATF Bylaws.
  
    3. Special elections may be held at any annual meeting and as approved by the Board.
  
  - b. .Declarations and Nominations:
    1. Any member of the Association may declare candidacy for an officer position in the Association and he/she must be at least 18 years of age at the start of the term of office.
  
    2. Candidates for office shall declare at least twenty-eight (28) days prior to the annual meeting or special election. The notice of meeting and/or the delegate packet may contain an optional one-quarter (1/4) page biographical sketch prepared by each candidate.
  
    3. All candidates shall be seconded by a delegate at the annual meeting or special election.
  
    4. Further nominations may be made from the floor during the annual or special meeting, per the order of new business. No nomination may be made for an absent person unless that person has notified the Membership Committee in writing of his or her willingness to accept that specified nomination.
  
    5. Prior to the consideration for the next office listed, this Association must approve closing the nominations for the previous office and hold the election for that office. For example, open floor to nominations, close nominations, caucus, vote for president. Repeat procedure for vice-pres, secretary and treasurer.

6. If a nominating committee is utilized, all members of that committee are ineligible to be on the slate created and presented to the membership for voting.

c. Campaigning:

1. Candidate speeches shall be limited to three (3) minutes and shall be conducted as prescribed in these bylaws. All speeches for each position shall be called alphabetically.
2. Prior to the election, this Association shall through the association committees, provide adequate forums for all candidates of office to be heard and questioned by delegates and members.
3. Committees shall not make recommendations for general offices within the Association.

d. Election Procedures:

1. Voting in the annual meeting of this association shall take place by a balanced meeting ballot, where by 300 total votes will be available and will be distributed as follows:  
30 votes to officials, 30 votes to coaches, 30 votes to registered clubs (member organizations), 60 votes to active athletes, and the remaining 150 votes to other eligible voters. In the case where more than 30 member organizations are present and eligible to vote, one vote per organization shall be guaranteed.
2. In contested elections a secret ballot shall be used. Any ballot opened outside the presence of the entire voting panel shall not be counted. Constituencies with more individuals than votes shall be allowed to caucus before the elections to determine the apportionment of votes by straw poll. The % of votes cast by straw poll will indicate the % of that constituencies vote for each candidate. For example: If 15 officials are present and eligible to vote, they shall cast their votes in caucus. If 8 people vote for candidate A and 7 vote for candidate B, the officials' constituency shall cast their vote as 5.3 votes for candidate A and 4.7 votes for candidate B. Calculated by dividing the number of votes for each candidate by the total number of voters. i.e. 8 divided by 15 equals .533333 which equates to 5.3 votes. 7 divided by 15 equals .466666 which equates to 4.7 votes. (4 and under rounds down, 5 and above rounds up.)
3. In an athlete caucus, youth (18-year old), open (non-international ages 19-39), international ("ten-year" rule regardless of age), and masters (40-and-above) athletes must each be as equal as possible, regardless of the number of athletes present from a division. For example, if 1 youth is present, 1 open, 1 international and 25 masters, then the 25 masters shall caucus to determine how their 17 votes are cast.
4. In the event that a constituency has fewer eligible voters present than their allotted number of votes, that constituency shall only be allowed to cast one vote per voter.
5. The Membership Committee shall distribute ballots to all caucus chairs or delegates present at the meeting. Ballots shall include the names of candidates (which have met the twenty-eight [28] day declaration deadline) for each respective office, listed in alphabetical order as well as space for nominations, which have passed from the floor.
6. Ballots shall be collected, and held secure by the Membership Committee. A panel of at least three (3) individuals, at least one (1) of whom must be an athlete, shall count the ballots and sign the tally. All panel members shall be of voting age. The panel shall not include any individual who is a candidate for a contested office. The President and Secretary of the Association shall verify the results. Once verified the chair of the Membership Committee shall announce the results.
7. In the event that no candidate receives fifty-one (51 %) percent of the vote the field shall be narrowed to the two (2) candidates which received the greatest number of votes and a run-off election shall be held under the direction of the Membership Committee.

Following the afore mentioned provisions, the chair of the Membership Committee shall announce the results.

8. Protest of the results must be filed within thirty (30) minutes of their posting. Upon such protest the President, or the highest-ranking officer not involved in the protest, shall select three (3) delegates to investigate the protest. The decision of the protest committee shall be final.

9 All vote totals shall be recorded in the minutes of the meeting.

10 Majority Requirement: No candidate shall be declared to have won an election without receiving votes from a majority of the ballots cast for the position in question.

11 All voters must be USATF members prior to the election. See "Voting Membership Deadline" number 4 above. Individuals representing clubs (member organizations) must hold a current individual USATF membership.

e. Committee Elections: The following are general rules for committee elections:

1. The Membership Committee may, upon request from the chair of the committee, supervise and/or conduct elections held within that committee.
2. Association Officers shall be notified of any committee election at least seven (7) days in advance of such election.
3. Committees shall make every reasonable effort to notify committee members of such election.
4. Written ballots shall be used for all contested elections.
5. Run-off elections shall be conducted in accordance with the majority requirement (see paragraph 5 above); and,
6. Regardless of internal committee rules, only those members of a committee set forth by these Bylaws of this Association, as bona fide members shall be eligible to vote.

f. Election Notice:

1. Distribution: Notice must be distributed by mail, newsletter, local Association web site and/or the National Office's web site.
2. Web site use: If a web site is to be used to inform members of the elections, then members must be informed where to find information on the web site through a mailing or newsletter.
3. 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.
4. Changes: any notice of a meeting change or a change in the election process must be at least fourteen (14) days prior to the meeting.

## **ARTICLE VII** **OFFICERS AND THEIR DUTIES**

1. Positions: The officers of this Association shall be: a President, 1 or 2 Vice Presidents, a Secretary, and a Treasurer.
2. Duties: The officers shall perform the following duties as well as any other duties prescribed by these Bylaws, this Association, or the Board.

- a. **President:** The President shall preside at all meetings of this Association and shall be an ex officio member of all committees. Subject to the direction of the Board of this Association, the President shall manage and supervise the affairs of this Association. He or she may appoint individuals to serve on an informational task force to provide information and recommendations on matters related to Athletics. The President may likewise terminate such appointments upon written notice.
  - b. **Vice President:** In the case of two Vice-Presidents: Vice President #1 shall over-see the following committees: LDR, Masters LDR, Mountain-Ultra-Trail and Race Walk. Vice President #2 shall over-see the following committees: Track & Field-Youth, Open & Masters, Cross-Country-Youth, Open & Masters, Officials and Coaching Education. This division can change at the discretion of the executive board at any time. The Vice-President shall be an ex officio member of all committees for which he/she over-sees. One of the Vice Presidents shall preside, in the absence of the President, at all meetings of this Association. In the case of the disability of the President, the executive board shall select one of the Vice-Presidents to perform the duties of that office until a successor is appointed by the board. The Vice Presidents shall perform such duties as shall be assigned to him or her.
  - c. **Secretary:** The Secretary shall keep or cause to be kept all records of this Association, and all minutes of meetings of this Association and the Board, and in general perform all duties normally pertaining to the office of Secretary. The Secretary shall maintain a directory of all officers, committee chairs, and delegates of each committee, and see that notices of meetings and information is distributed in a timely manner in accordance with the provisions of these Bylaws and as required by law.
  - d. **Treasurer:** The Treasurer shall:
    1. Keep or cause to be kept a correct and complete record of account, showing accurately at all times the financial condition of the Association.
    2. Have charge and custody of, and be responsible for, funds, notes, securities, and other valuables which may from time to time come into the possession of this Association.
    3. Deposit, or cause to be deposited, all funds of this Association with such depositories as the Board shall designate.
    4. Furnish at all meetings of the Board, or whenever requested, a statement of the financial condition of this Association.
    5. Maintain investment accounts and, under policy determined by the Board, make investments in the name of the Association in a conservative manner, taking into account the cash flow needs of this Association and other relevant factors.
    6. Coordinate with the Treasurers of each sports committee to insure accurate financial records are kept in accordance with these Bylaws and such policies as determined by the Board; and
    7. In general perform all duties pertaining to the office of Treasurer.
3. **Elections:** All officers are to be elected biannually, at the even-year annual meeting of this Association, by delegates to this Association. A person may not hold the position of President and any other officer position, or Vice President and any other officer position; however, a person may be named in other dual capacities to fill a vacancy.
  4. **Succession and Vacancies:** There shall be no order of succession to any office. In the event that an officer resigns or is unable to serve, the Board shall name a successor for the un-expired portion of his or her term.
  5. **Removal from Office:** Any officer of this Association may be removed for good cause by a two thirds vote of those delegates of this Association present and voting at an annual meeting or special meeting called for the purpose, and provided the requisite notice for such meeting (see Article 6) shall properly be set forth on its agenda the removal vote.



**ARTICLE VIII**  
**BOARD OF DIRECTORS**

1. Composition: The Board of Directors shall be composed as follows:
  1. Voting members: The voting members of the Board shall be as follows:
    1. The officers of this Association
    2. The chair of each sport committee
    3. The chair of each administrative committee
  2. At least 20% of the board must be active athletes.
2. General Provisions:
  1. Fiduciary Responsibility: The Board shall manage and supervise the affairs and performance of this Association.
  2. Executive Committee: Between meetings of the Board, the duties of the Board shall be handled (subject to any limitation of the Board) by its Executive Committee. Board members as non-participating observers may attend all in-person Executive Committee meetings. All Board members shall receive proper notice of these meetings and have the minutes made available promptly.
  3. Meetings of the Board: The Board shall hold its annual meeting in conjunction with the annual meeting of this Association. Additional meetings may be called by the President or upon the written request of two (2) members of the Board. Written notice of any meeting shall be given by the Secretary at least fourteen (14) days in advance, and shall specify the date, time, and place of the meeting, mailed to the last known address of each Board member.
  4. Board Resolutions: Unless waived by a two-thirds (2/3) majority at the meeting resolutions to be acted upon by the Board, which are submitted by anyone other than an officer or chair, shall be discussed at such meetings only if they were presented to the Secretary of the Association with a copy to the President at least seven (7) days prior to such meeting. They shall be included, if possible with the notice of meeting or meeting agenda or delegate packet. The following apply to all Board resolutions:
    1. Each resolution shall contain a section entitled "Reasons" supplied by the submitter, which shall recite the rationale for adoption;
    2. Each resolution, upon submission, shall be referred to the chair of each affected committee by the Secretary for a report or reports as to the effects of the resolution on the committees or their activities and the committees' recommendations, which shall be announced and disseminated at the time of consideration of the Board; and,
    3. Each resolution to be acted upon by the Board that requests funds or involves, requires, or effects the spending of monies shall upon submission, be referred to the Treasurer, the Secretary, and the President for oral and/or written reports as to the cost and financial effect upon this Association. The reports shall be disseminated and considered at the time that the resolutions are being considered by the Board.
  3. Elections or appointment of members: All members of the Board shall be elected or appointed (as the case may be), no later than sixty (60) days after the annual meeting of this Association with the exception of the appointment of unfilled committee chairs in accordance with the provisions of these Bylaws).
  4. Terms: The terms for all Board members shall be two (2) years, except as otherwise provided.
  5. Quorum: A majority of the officers of this association and the chairs of the sports committees or their delegates shall be present to establish a quorum for the purpose of elections.

6. 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.
7. Mail Balloting: Upon a majority vote at a duly convened meeting, the Board may authorize the conduct of a vote through the distribution and/or collection of ballots using the U.S. Postal Service or any service that may be authorized. The procedure and subject matter shall be set forth in the authorizing resolution.

**ARTICLE IX**  
**EXECUTIVE COMMITTEE**

1. Duties and Responsibilities:
  1. Duties of the Executive Committee: Implement the actions and motions of the Board of Directors between Board meetings.
  2. Strategic planning: Be responsible for developing and reporting annually to the Board for adoption a strategic plan for this Association;
  3. Staff: Present to the Board recommendations regarding the making of employment contracts, and oversee the setting of compensation for senior personnel;
  4. Communications: Report to the Board all agreements and decisions made by the Executive Committee (including telephone conference calls) in summary form no later than the next Executive Report; and,
  5. Other functions: Perform other such functions as may be authorized by the Board.
2. Make-up: The Executive Committee shall consist of the officers and all sport committee chairs.
3. General Provisions:
  1. Terms of office: Unless provided for otherwise, the terms for members shall be two (2) years.
  2. Meetings: The committee may conduct its affairs either at a meeting or, at the discretion of the President, by a telephone conference call. At least seven (7) days notice of any meeting and at least twenty-four (24) hours notice of any conference call shall be given to all members of the Executive committee.
  3. Notification of the Board: All members of the Board shall be promptly notified by the President or his or her designee in writing of any decision made by the Executive Committee.
  4. Quorum: A quorum of the Executive Committee shall consist of a majority of its voting members.

**ARTICLE X**  
**COMMITTEES**

1. Committees: The committees of this Association shall be of four (4) types, sport, administrative, special, and temporary and may include the following:

Sport:

Men's and Women's Long Distance Running  
Masters Long Distance Running  
Men's and Women's Track & Field  
Masters Track & Field  
Youth, Men's, Women's and Masters Race/Fitness Walking  
Men's, Women's and Masters Cross-Country  
Men's, Women's and Masters Mountain, Ultra, Trail  
Youth Athletics-Track & Field and Cross-Country

Men's and Women's committees may be combined. Masters committees may also be combined.

Administrative:

Membership  
Officials  
Sports Medicine /Sports Science

Special:

Media  
Coaching Education  
Events  
Public Relations

Temporary:

As may be established according to the provisions of these Bylaws.

2. Establishment:

1. Sport, Administration, and Special: These committees shall be established by this Association with such duties and responsibilities and make-up, as it shall determine, complying with the procedures and requirements of these Bylaws.
2. Temporary: Temporary committees shall be established by the President after consultation with the Vice President, with such duties and responsibilities and makeup as may be approved by this Association or its Board.
3. General Provisions: The following provisions apply to all of this Association's committees:
  1. Term of membership: Unless provided for otherwise, the term for members to all committees shall be two (2) years.
  2. All committee chairs, whether elected or appointed, must be at least 18 years of age and members of the Association. Chairs shall be elected or appointed for specific terms which are determined prior to the voting for the position.

**ARTICLE XI**  
**SPORTS COMMITTEES**

1. Duties: Each sport committee shall operate in the following manner and report to the Vice-President assigned to their committee:
2. Championships: Each sport committee shall;
  1. Have jurisdiction over the Association/State championships in the particular sport it controls, and shall institute, conduct, and manage all such championships;
  2. Award championship events for its sport;
  3. Have the right to reject any entries for competition (if deemed objectionable) at any Association/State championship, and may delegate this right to a subcommittee;
  4. Have the right to pay expenses for athletes and/or teams taking part in the championships with funds appropriated for that purpose;
  5. Have the right to appoint subcommittees, whose members need not be members of the sport committee, to manage but not conduct the various championships;

and,

  6. Request officials for championships involving its sport.
3. General: Each sport committee shall

1. Except upon majority vote of those present, allow the attendance at its meetings of Athletics coaches, officials or representatives of any group engaged in the sport, allowing such invitees voice but no vote; and,
  2. Promote and develop activities related to its sport.
4. Election of a Chair: Each sport committee shall, at its annual meeting, elect its chair if the current chair's term expires in that year.
  5. Make-Up: Each sport committee shall be constituted as follows
    1. Association members: Members of the Association, which are active in the sport and attend a minimum of three (3) meetings per year;
    2. Sports organization members: One (1) member to be named by each sports organization that is sanctioned by this Association. Additional members may be named by any sport organization that conducts substantial programs or competitions in the sports discipline of the particular committee, in accordance with the established procedures of approval of the particular committee;
    3. Other organization members: One (1) member may be named by any sports organization that conducts, officiates, or has coaching involvement in the sport or discipline of the particular committee in accordance with the established procedures of approval of that committee.
    4. Elected officers and other positions: any person elected by the committee to serve in an officer position; and,
    5. Active athlete members: That number of active athlete members which shall be at least twenty percent (20%) of the total authorized membership of the committee with the exception of the Youth Committee).

**ARTICLE XII**  
**ADMINISTRATIVE COMMITTEES**

Administrative committee guidelines: All administrative committees shall have such purposes as set forth in these Bylaws;

1. Membership Committee:
  1. Duties and responsibilities: The committee shall:
    1. Consider, develop, and recommend to this Association proposals concerning types of memberships, qualifications or criteria for membership, and fees and other related matters;
    2. Maintain and review all applications for membership in this Association;
    3. Provide for the certification of athlete members through the creation of membership and certification applications;
    4. Review organization memberships annually for the purpose of insuring that all such members maintain the minimum membership standards during the period of membership in this Association. In the event that any member fails to maintain such standards, the committee shall report that fact to this Association and may include in such a report a recommendation of appropriate action;
    5. Hear all disputes respecting the seating of delegates in accordance with article 6:  
  
and,
    6. Oversee all elections and balloting of the entire Association in accordance with the provisions of these Bylaws.

2. Make-up: The committee may consist of up to sixteen (16) members: five (5) members (including the chair) named by the President of this Association after consultation with the Vice President, one (1) member from each of the sport committees and three (3) active athlete members selected by the Board from this Association.

2. Officials Committee:

1. The Association Athletics Officials Committee

Duties and Responsibilities: The chair/committee shall report to the Vice-President assigned to this committee and:

1. Certify, train and generally supervise officials of Athletics, under such rules and procedures consistent with the directives of the national committee as it may adopt;
  2. Monitor the overall requirements for the training and certification of officials;
  3. Develop and maintain instructional programs for officials;
  4. Encourage the use of standard uniform attire to be worn when officiating; and,
  5. Have the responsibility to:
    1. Designate pre-certified officials;
    2. Certify Association-level official; and,
2. Recommend to the national committee candidates for national and master-level official certification.

Make-up:

1. Officials of the Association;
  2. Elected officers and other positions: any person elected by the committee to serve in an officer position;
- and,
3. Active athlete members: That number of active athlete members which shall be at least twenty percent (20%) of the total committee.
3. Sports Medicine and Sports Sciences:

General Committee: The following provisions shall govern this committee:

1. It shall consist of a. chair selected by the President who reports to the Vice-Chair assigned to this committee;
2. This committee shall have an executive committee with the following duties, responsibilities, and composition:
  1. The executive committee shall meet, either in person or by conference call, from time to time at the call of the chair (with at least five [5] days' notice, which may be unanimously waived) to carry out the business of the committee between its regular sessions, provided that all minutes of the executive committee shall be promptly circulated among committee members of the entire committee and the Association officers;
  2. The committee shall consist of up to 12 members. If the committee consist of twelve (12) members, at least two (2) of the members of the committee shall be active athletes; and,
  3. This committee shall have the ability to organize subcommittees as it may require. The chairs of each subcommittee must be approved by the President after consultation with

the chair. The make-up and number of subcommittees shall be determined by the executive committee with the approval of the President.

3. Duties and Responsibilities: This committee shall:
  1. Study the correlation between health and sports and make recommendations concerning the conduct of Athletics;
  2. Conduct sports medicine and sports science seminars as needed by the Association;
  3. Assist and advise sport committees in areas of physiological testing, biomechanical analysis, psychological preparation for competition and nutrition;
  4. Develop and distribute periodic newsletters, position statements, and other medical information to the Athletics community through all available channels;
  5. Provide information and advice to athletes, coaches, and this Association concerning pharmaceuticals and the prevention and care of injuries, illness, and environmental stresses; and,
  6. Provide references to technical knowledge, understanding, and applications of sports-related sciences which relate to the improvement and development of Athletics.

### **ARTICLE XIII** **SPECIAL COMMITTEES**

Special committee guidelines: All special committees shall have such purposes as set forth in these Bylaws;

#### 1. Athletic Business Standards:

##### 1. Duties and Responsibilities: The committee shall:

1. Establish procedures for the voluntary enrollment and general monitoring of enrolled sports entities, individuals and organizations that transact or conduct business related to Athletics;
2. Collect and disseminate information regarding sports entities, individuals, and organizations, including, but not limited to, the types of services offered, experience, and background of the entities, individuals and organizations that may be of assistance to athletes and members of this Association;
3. Establish and implement procedures for the processing of grievances filed against the enrolled entities, individuals and organizations; and,
4. Establish guidelines for the interaction between sports entities, individuals, and organizations, and athletes and members of the Association.

2. Make-up: The committee shall consist of up to seven (7) members (including its chair) named by the President of this Association after consultation with the Vice President and the board.

#### 2. Coach/Athlete Education:

##### 1. Duties and Responsibilities: The committee shall report to the Vice-President assigned to this committee and: Define and develop curricula for the training of coaches in Athletics within the Association

1. Administer and follow the National USATF coaching curricula and certification program. Organize and conduct clinics to train and instruct athletes and coaches.
2. Develop and monitor a certification program to augment the educational system.

1. Create the appropriate materials and manuals to assist the instructors and trainees.
  2. Administer the seminars and clinics to train the necessary instructors.
  3. Evaluate methods of training, instruction, and certification;
  3. Coordinate the above activities with all interested committees of this Association.
  4. Have the right to create subcommittees and an executive committee to carry out its duties and responsibilities.
2. Make-Up: The committee shall consist of up to six (6) members (including its chair) named by the President of this Association after consultation with the Vice President and the board.
3. Events:
    1. Duties and Responsibilities: The committee shall:
      1. Coordinate and assist in the preparation and execution of meet and race bids received by the Association; and,
      2. Have the right to create subcommittees and an executive committee to carry out its duties and responsibilities.
    2. Make-Up: The committee shall consist of up to six (6) members (including its chair) named by the President of this Association after consultation with the Vice President and the board.

#### **ARTICLE XIV** **TEMPORARY COMMITTEES**

1. Temporary Committee Guidelines: All temporary committees shall have such purposes and such make-up as the President shall determine in consultation with the Vice President and any committee chairs who might be affected. In the document which announces the creation of a temporary committee, the following shall be set forth:
  1. Name: The name of the committee
  2. Duties and responsibilities: The specific purposes) for which the committee shall function;
  3. Duration of service: The length of time during which the committee will function. The maximum length of time shall be through the end of the President's term.
  4. Time frame: The timetable of the committee's reports, if required.
  5. Chair: The chair shall be selected by the President after consultation with the Vice President. And the board.
  6. Make-up: The membership of the committee, including names already determined and the name of the chair if already determined, and how unnamed members of the committee will be selected.

#### **ARTICLE XV** **DISCIPLINARY AUTHORITY**

1. 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 conduct, (i) acts in a manner detrimental to the purposes of this Association or Athletics, or (ii) has violated any of the Bylaws, Operating Regulations, or Rules of this Association, or (iii) has violated the rules of eligibility, as defined by USATF or the IAAF.

2. **Disciplinary Recommendations:** An officer or committee chair may recommend that this Association, pursuant to this Article and the procedures set forth in Association Operating Regulations, should discipline a member, delegate, athlete, coach, manager, official, trainer, member of any committee, and any other person or entity participating in Athletics. Violations of rules of eligibility, as defined by USATF, or the IAAF shall be forwarded to USATF for action.
3. **Removal from office:** Any officer or committee chair of USATF Utah may be removed for good cause by a two-thirds vote of those delegates of USATF present and voting at an annual meeting or special meeting called for this purpose, and provided the requisite notice for such meeting (see Article V) shall properly set forth the removal vote on its agenda.

## ARTICLE XVI

### **FORMAL GRIEVANCE, REDRESS OF GRIEVANCES, AND DISCIPLINARY PROCEEDINGS**

**A. Grievance Defined:** A grievance may be any matter within the cognizance of USATF Utah, and shall be filed and administered in accordance to the following procedures:

**B. Jurisdiction:** This Association shall have jurisdiction over all disciplinary and formal grievance proceedings relating to matters that arise within the boundaries of the Association, except sexual misconduct allegations and doping violations which shall be under the jurisdiction of USATF. All penalties imposed by an Association shall be effective only within the jurisdiction of that Association.

**C. Association Arbitration Panel:** The following shall apply to the appointment and conduct of the Association Arbitration Panel (AAP):

1. **Members:** The Association Arbitration Panel shall consist of three (3) members - a chair, an at-large member, and an athlete member. There shall also be a first alternate, second alternate, and additional alternates who may be appointed from time to time when any of the three members of the AAP are not available. Members of the AAP shall not be members of the Association Board or Executive Committee.
2. **Appointments:** Appointments shall be made by the President with the approval of the Association Board. The appointments shall be duly reflected in the minutes of a properly convened Board meeting.
3. **Terms:** Terms shall commence on January 1 of each even-numbered year.
4. **Removal:** Members and alternates may be removed for good cause by majority vote of the Association's Board. Good cause may include, but is not limited to, the following:
  - **Dilatory practices:** An AAP member who causes or permits delays in the hearing process; and/or
  - **Failure to follow procedures:** An AAP member who disregards or fails to apply the hearing



procedures or other provisions set forth in the Association Bylaws, Association Regulations, USATF Rules, USATF Bylaws, and/or USATF Regulations.

**D. Grievances:** A grievance may involve any matter, other than sexual misconduct and doping offenses, within the cognizance of USATF that occurs in the jurisdiction of this Association:

1. **Grievance Complaints:** A Grievance Complaint shall state the following:
  - a. **Detrimental conduct:** Conduct detrimental to the best interests of Athletics, USATF, USATF Utah has taken place; or
  - b. **USATF violations:** A violation of any of USATF's Bylaws or Operating Regulations and/or of a violation of any of USATF Utah Bylaws or Operating Regulations has occurred.
2. **Parties:** 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 USATF or otherwise subject to the jurisdiction of USATF Utah. A non-member, former director, or former officer of USATF Utah shall be subject to the jurisdiction of USATF Utah for the purpose of defending against a Grievance Complaint for an incident that occurred while he or she was a member, a director, or officer of USATF Utah or otherwise subject to the jurisdiction of USATF Utah. A Grievance Complaint may only be filed by a person or entity affected by the issues raised in the complaint; and
3. **Time limit:** 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.

**E. Disciplinary matters:** USATF Utah shall have the authority to discipline any member who, by neglect or by conduct, acts in a manner subject to discipline pursuant to the following:

1. **Activities subject to discipline:** USATF Utah may discipline any member who, by neglect or by conduct:
  - a. **Detrimental conduct:** Acts in a manner detrimental to the purposes of USATF, USATF Utah, or Athletics;
  - b. **USATF, IAAF, and Sports Act violations:** Violates any of the Bylaws, Operating Regulations, or Competition Rules of USATF or the IAAF, or violates the Sports Act;
  - c. **Eligibility violations:** Violates the rules of eligibility for Athletics;
2. **Time limit:** Disciplinary proceedings must be requested within one (1) year from the time the complaining party knew or should have known of the issue giving rise to the request for a disciplinary hearing.

**F. Rights of the persons or entities:** In all matters subject to this Regulation, all parties shall be provided with fair notice and an opportunity for a hearing prior to the adjudication or imposition of any penalty by the Association or AAP. All parties::

1. **Representation:** May be represented in any disciplinary, grievance, or Association proceeding by a person(s) who may (but need not) be an attorney;
2. **Right to appeal:** May appeal any adverse decision in accordance with this Regulation;
3. **Attendance at hearing:** May be present at any hearing; and
4. **Presenting and challenging evidence:** Shall have the right to present evidence and witness testimony and to cross-examine witnesses testifying against him, her or it.

**G. Initiation of proceedings:** Formal grievances shall be initiated as follows:

1. **Grievance complaint filing procedures:**
  1. **Filing location:** Complaints shall be filed with the Association President and Secretary. The Secretary shall forward a copy of the Complaint to the each party charged in the Complaint;
  2. **Language:** All documents filed and exchanged with respect to this Regulation shall be in English; provided, however, that an original document that is in a foreign language must be submitted along with an English translation. The party submitting the document shall bear the cost of obtaining its translation which shall be conducted by a reputable translator or translation service. In the event of a challenge to the accuracy of a translated document, the panel chairperson may direct USATF to order a translation of the document(s) in question and may allocate the cost of the translation to any party or all parties, as the panel deems appropriate;
  3. **Basis for the Complaint:** The Complaint shall allege clearly the nature of the dispute and, where appropriate, state the specific violation of the Bylaws, Operating Procedures, Competition Rules, or Policies of USATF, USATF Utah, or the IAAF;
  4. **Facts of allegation:** Factual allegations shall be separately stated in concise language with one allegation set forth in each numbered paragraph of the Complaint;
  5. **Signature:** The Complaint shall be signed by the person filing the Complaint,
  6. **Filing fees:** A filing fee of One Hundred U.S. Dollars (US\$100) must accompany an organization's complaint and a filing fee of Seventy-five U.S. Dollars (US\$75) must be paid by individuals filing a Complaint. The filing fee must be in the form of a certified check or money order made payable to the Association;
2. **Failure to comply with Complaint procedures:** Complaints that fail to comply with the procedures outlined in this Regulation shall be returned to the filer with instructions explaining the deficiency. A returned Complaint

may be re-filed within thirty (30) days of the initial filing. After thirty (30) days, the Complaint will be deemed abandoned;

3. **Informal resolution of grievances:** Upon receipt of a Grievance Complaint, the President or his/her designee shall make every effort to resolve the dispute through informal means. In disputes pertaining to a specific sport discipline, the President or his/her shall also confer with the chairperson of the sport committee for the discipline involved. All discussions related to the informal resolution of a complaint shall be confidential;
4. **Formal resolution:** If the informal resolution of the complaint is unsatisfactory to any party, or if a party declines to pursue informal resolution, the party may request that the complaint be resolved by a formal hearing before an AAP panel;
5. **Hearing panel:** When one party has indicated that the matter cannot be resolved informally, the President or his/her designee shall coordinate the selection of a three-person arbitration panel as detailed in Paragraph B of this regulation. The arbitration panel should include at least one Active Athlete. One panel member will be selected as Chairperson with responsibilities to control and conduct the process. The arbitrators shall not be members of the Association Board or Executive Committee.

**H. Notice of proceedings:** Within thirty (30) days of the commencement of a formal grievance all interested parties and the hearing panel shall be sent the following by the Association Secretary:

1. **Documents:** A copy of the complaint or other documents giving rise to the proceeding, with any attachments;
2. **AAP Members and Contact:** The names of the hearing panel members and the address and telephone number of the panels chairperson;
3. **Association Bylaws:** A copy of the text of this Regulation of the USATF Utah Bylaws and any other relevant USATF Rule or Regulation; and
4. **Other relevant documents:** A copy of any specifically identified document(s) related to the dispute.

**I. Answer:** The person(s) or entity(ies) named in a Complaint (respondent(s)) must submit a written answer to the Association Secretary within thirty (30) days after receipt of the letter notifying respondents that a proceeding has been filed (?Notice of Proceeding?). A copy of the Answer shall be forwarded by the Secretary to the complainant (the party filing the Complaint) and the AAP panel. The failure of respondent(s) to answer within thirty (30) days after the receipt of the Notice of Proceedings will be deemed a waiver by respondent of the opportunity to have a hearing or have an appeal of any adverse decision. Upon such failure, and after confirmation of the receipt of the Notice of Proceeding by all parties, the hearing panel may proceed in the absence of the respondent and may decide the matter with or without a hearing and with or without taking testimony and evidence, as it deems appropriate. If a party raises a hearing panel challenge under Regulation, the panel chair may extend the time to answer.

**J. Challenge to arbitrator(s):** Within fourteen (14) days following the receipt of the Notice of Proceedings any party to the hearing may challenge the seating of any AAP panel member, on the ground that the panel member may not be impartial. The panel chairperson may extend the time to answer if a panel member is challenged. Failure to bring a timely challenge against the seating of an AAP arbitrator constitutes a waiver of such challenge.

**K. Hearing procedures:** The following procedures apply to formal grievance, and other hearings:

1. **Pre-hearing conference call:** Within five (5) business days of the expiration of the arbitrator challenge the AAP panel chairperson shall conduct a pre-hearing conference by telephone conference call with all parties to discuss scheduling and procedural matters.
2. **Date of Hearing:** Best efforts should be used to set a convenient time and date for all participants. The AAP hearing panel shall schedule the hearing to take place within thirty (30) days of the initial pre-hearing conference. The hearing date may be delayed beyond the thirty (30) day period only upon a showing to the AAP panel that a substantial injustice would otherwise occur.
3. **Location for hearing:** Hearings shall be held in-person, unless good cause is shown to the AAP chairperson that holding the hearing by telephone conference call is in the best interest of the sport of Athletics.
  - **Reason for request for telephone conference call hearing:** If a party requests that the hearing be held by telephone conference call, such request shall be accompanied by a statement identifying the material reasons which the hearing panel should resolve in this venue.
  - **Deadline for request:** The telephone conference call hearing request must be submitted to the AAP chairperson within ten (10) business days of the receipt of the Notice of Proceedings. Failure to submit a telephone conference call hearing request during the above-described timeframe constitutes a waiver of the right to request a telephone conference call hearing.
4. **Delays:** If an interested party causes an unnecessary delay, the AAP panel may dismiss the proceeding or, at its discretion, rule against the party causing the delay. If the delay is the result of AAP panel inaction, the President or his/her designee may dismiss the panel and replace it with a new panel. If a party to the proceeding fails to appear at the hearing, then the AAP panel may make a ruling based on available information and the testimony of those present at the hearing;
5. **Evidentiary rules:** The rules of evidence generally accepted in administrative proceedings shall be applicable to the hearing; the formal rules of evidence shall not apply;

6. **Burden of proof:** The burden of proof is upon the complainant to prove by a preponderance of the evidence that conduct described in Rule-D-1 or E-1 above has occurred;
7. **Hearing record:** An official transcript or recording is highly recommended for hearings conducted by an Association. 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 a copy shall be provided to all parties at their own expense; and
8. **Closed hearing:** Hearings shall be closed to the public. Witnesses shall attend hearings only as necessary to provide testimony.

**L. AAP decisions and opinions:** The following shall pertain to AAP final decisions and opinions rendered in hearings and appellate proceedings:

1. **Scope of decision:** All AAP panel decisions shall be consistent with USATF, USATF Utah, and IAAF Rules and Regulations, and the Sports Act. If the implementation of any AAP panel decision and opinion would have a significant budgetary impact on USATF Utah, the Budget Committee chair and/or the USATF Utah Treasurer shall review it and report their findings to the Board within thirty (30) days of the issuance of the opinion. In such instances, the decision and opinion shall not become final and binding unless and until approved by the Board. The Board shall determine to what extent any AAP decision and opinion having a significant budgetary impact on USATF Utah may be implemented, in light of fiscal considerations, and may remand the matter back to the AAP panel for modification based upon budgetary directives from the Board;
2. **Form of decision and opinion:** The AAP decision shall state in one or two brief sentences which party the AAP arbitrators have ruled in favor of. The opinion of the AAP panel shall set forth the following:
  - **Issue:** The question(s) the AAP panel was asked to decide;
  - **Arguments:** A brief summary of the arguments made by each party;
  - **Findings of fact:** The findings of fact upon which the panel based its decision;
  - **Citations:** A citation to the applicable IAAF, USATF, USATF Utah, Sports Act, or other applicable rule, bylaw or minutes, reports, guidelines, or other documents upon which the AAP panel decision is based, if any; and
  - **Stay provision:** Whether the effect of the decision shall be stayed in the event of an appeal, if appropriate;
3. **Time frame:** An AAP panel shall issue a decision with respect to the disciplinary, formal grievance, or other proceedings within fifteen (15) days after the conclusion of the hearing. The panel

shall render a written opinion no later than thirty (30) days after the conclusion of the hearing, or after the submission of any post hearing documentation to the panel.

4. **Effect of decision:** All AAP panel decisions shall be effective upon the date rendered, unless otherwise stated in the decision.
  1. **Appeals:** The decision of the arbitrators may be appealed pursuant to USATF Regulation 11-P.

#### ARTICLE XVII SANCTIONS

The general sanction provisions of this Association appear in the Article. Additional regulations may appear in Association Operating Regulations.

1. Types of competition: Sanctions may be issued for track and field, long distance running, cross country running and race/fitness walking.
2. Sanctioning Policy: If this Association does not determine by clear and convincing evidence that holding or sponsoring an Athletics competition would be detrimental to the best interest of the sport, this Association shall promptly grant a sanction request by a sports organization or person(s), provided all the requirements for a sanction have been satisfied.
3. Sanction requirements: Sanctions are issued, withheld, or withdrawn in accordance with the following requirements and provisions of USATF Operating Regulations.
  1. Domestic event: To conduct Athletics competition within the Association, the requesting organization or person(s) must:
    1. Pay to this Association any required sanctioning fee, if such fee is reasonable and nondiscriminatory;
    2. Comply with any and all provisions of the Sanction.
    3. Demonstrate that:
      1. Appropriate measures have been taken to protect the status of athletes who will take part in the competition and to protect their eligibility to compete in future Athletics competitions;
      2. Appropriate measures have been make for the validation of records which may be established during the competition;
      3. The competition will be conducted by qualified officials;
      4. Proper medical supervision will be provided for athletes who will participate in the competition;
    - and;
    5. Proper safety precautions have been taken to protect the personal welfare of the athletes, officials, and spectators at the competition.

#### ARTICLE XVIII FISCAL AND LEGAL MATTERS

1. Fiscal Year: The fiscal year of this Association is January 1 through December 31.
2. Depositories: The Board shall, from time to time as necessary, designate depositories for funds, property, and assets belonging to or under the control of this Association.

1. Signatories: Funds on deposit in banks may be withdrawn only by voucher check upon the signatures of the Treasurer or Secretary and President or Vice President. Other assets or property of this Association may be transferred from one depository to another by action of the Board.
3. Indemnification: This Association shall follow the provisions of the National Bylaws with regard to this matter.
4. Audit schedule: The Board shall select an auditor to audit the books and financial records of this Association every even numbered year. After completing the audit, the auditor shall submit a report to the Board, and thereafter as reasonably possible a copy of such audit report shall be made available for each member of this Association before the next annual meeting.
5. Legal Counsel: The General Counsel shall be appointed by the President with the approval of the Board. The General Counsel shall be responsible for overseeing the legal affairs of this Association, render legal advice and assistance, and perform such duties as the President or Board may request. The General Counsel shall have the right to the floor of this Association, its Board, and its committees to comment on legal matters.
6. Arbitration: This Association shall follow the provisions of the National Bylaws with regard to this matter.
7. 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 who 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, or otherwise receive any form of compensation from, or has an interest in, any supplier under consideration. 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 President and Secretary in writing of the existence of such interest, and the Secretary shall, in turn, promptly disclose such interest to those bodies of this Association involved in the 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 XIX** **DISSOLUTION**

Upon the dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such a manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall be 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 XX** **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.

#### **ARTICLE XXI** **AMENDMENTS**

1. General provisions: Amendments shall be considered by this Association as follows:
  1. Bylaws and Operating Regulations: Amendments to the Bylaws and Operating Regulations shall be considered at the annual meeting of this Association or at a special meeting as convened in accordance with these Bylaws.

2. Voting for Bylaws Approval: Amendments to the Bylaws shall require for passage a two thirds (2/3) vote of those delegates present and voting, provided notice of the proposed amendment has been submitted in accordance with these Bylaws.
2. Exceptions: Notwithstanding paragraph A above, amendments may be considered at any meeting of this Association in any of the following circumstances:
  1. Conformity with the law: to make the Bylaws, Operating Regulations, or other rules to conform with federal or local law or regulation;
  2. Conformity with USATF and IAAF: To make the Bylaws, Operating Regulations, or other rules to conform with USATF or IAAF rules or requirement;
  3. Uniformity: To make the Bylaws, Operating Regulations, or other rules to conform with each other; and
  4. Temporary committees: To add a temporary committee to the Bylaws.
3. Emergency circumstances: In emergency circumstances, the Board may adopt changes as follows:
  1. Vote by the Board: Where immediate relief is deemed necessary, the Bylaws and Operating Regulations may be amended upon vote of the majority of the officers of this association.
4. Submissions: The following provisions shall govern submissions of amending legislation:
  1. Time of submission: Amendments shall be submitted at least forty five (45) days prior to the meeting which they are to be considered, so as to allow proper review and submittal to the delegates of the Association. This forty-five (45) day requirement may be waived, in emergency circumstances, upon a majority vote of the board.
  2. Person receiving submissions: Amendments to the Bylaws and Operating Regulations shall be submitted to the President and Secretary at least forty five (45) days prior to the meeting which they are to be considered. The Secretary shall distribute copies of these proposed changes to delegates at least twenty-eight (28) days prior to the meeting which they are to be considered; and,
  3. Form of submission: The proposed amendments 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 all proposed additional language noted, and all proposed deleted language in double parentheses.
5. Effective date: Unless otherwise specified at the time of adoption, amendments to the Bylaws and Operating Regulations shall be effective immediately.