

BY LAWS

**KENTUCKY ASSOCIATION OF USA TRACK & FIELD, INC.**

**ARTICLE 1  
NAME**

The name of the corporation is, KENTUCKY ASSOCIATION OF USA TRACK & FIELD, INC., and its existence shall be perpetual.

**ARTICLE 2  
DEFINITIONS**

As used in these Bylaws and the Operating Regulations:

- A Athlete:**
- 1 Active athlete** means any individual who is actively engaged in Athletics or who has represented the United States in international competition held under IAAF jurisdiction in Athletics within the preceding ten (10) years; and
  - 2 Eligible athlete** means any athlete who meets the eligibility standards established by USATF for Athletics.
- B Athletics** (when capitalized) means, inclusively, track & field, long distance running, cross country running, road running, race walking, and any other sport discipline recognized by the IAAF.
- C Athletics competition** means a contest, game, meet, match, tournament, or other Athletics event in which eligible athletes compete.
- D Club** means a local or national organization whose programs involve competitive member athletes, events and/or education in Athletics.
- E Coach** means a person who is currently engaging in the training of athletes on an active basis, whether on a paid basis or not, and regardless of the extent to which coaching is a part of the person's vocation, or retired from the vocation of coaching.
- F IAAF** means the International Association of Athletics Federations.
- G KHSAA** means the Kentucky High School Athletic Association.
- H NABR** means the National Athletics Board of Review, as established in USATF Operating Regulation 11.
- I NAIA** means the National Association of Intercollegiate Athletics.
- J NCAA** means the National Collegiate Athletic Association
- K Sanction** means the document which evidences the authority granted by either USATF or an Association to conduct a competition, and which also evidences that the recipient has complied with the requirements of USATF Article 20 and USATF Operating Regulation 14.
- L Sports organization** means a non-profit corporation, club, federation, union, association, or other group organized in the United States which sponsors or arranges any Athletics competition.



- M** **This geographic area** means the (State) Commonwealth of Kentucky.
- N** **USATF** means USA Track and Field, Inc., the national governing body.
- O** **USOC** means the United States Olympic Committee.
- P** **USTCA** means the United States Track Coaches Association.
- Q** **WMA** means the World Masters Athletics.

### **ARTICLE 3 PURPOSES AND DUTIES**

This domestic, nonstock, not-for-profit Corporation is formed for the charitable purposes from which no private pecuniary profit shall be derived. This non-profit corporation shall act as the governing body (as defined by the Ted Stevens Olympic and Amateur Sports Act of 1998) for Athletics in this geographic area and shall be responsible for and exercise all powers appropriate thereto, and shall be governed in conformance to the bylaws and regulations of USA Track & Field, Inc., whose definitions are incorporated by reference herein, and exercise all powers appropriate there to, including the following:

- A** **Purposes:** This Corporation shall have the following purposes:
- 1 **Administer** the bylaws, rules and regulations of the national governing body;
  - 2 **Represent** the Kentucky Association of USA Track & Field, Inc. within the national governing body, USA Track & Field, Inc.;
  - 3 **Develop** knowledge, interest and participation in Athletics at all levels;
  - 4 **Manage** the conduct of athletes and athletic competitions including the conduct of championship events, in the sport of Athletics in the Kentucky Association area.
  - 5 **Cooperate** with and encourage other organizations to promote and conduct Athletic competitions and related events and activities; and
  - 6 **Market** by generating public awareness, appreciation, and support for Athletics, IAAF, USATF, and this Association, creating opportunities for athletes and Athletics events, and generating sponsorships to aid this corporation in fulfilling its purposes and duties.
- B** **Duties:** This Corporation shall have the following duties:
- 1 **Responsibility to constituency:** 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 members and athletes:** Keeping membership and eligible athletes active in Athletics informed of policy matters and reasonably reflecting the views of the membership and athletes in the policy decisions of USATF and this Association;
  - 4 **Sanctioning of events:** Sanctioning competition in Athletics in accordance with the provisions of these Bylaws and Regulations, USATF Bylaws, and USATF Operating Regulations;
  - 5 **Participation in competition:** Providing for the participation by eligible athletes in competition in Athletics, in accordance with the provisions of these Bylaws and Regulations, USATF Bylaws, and USATF Operating Regulations;
  - 6 **Support of diversity in Athletics:** Providing equitable support and encouragement for participation by all persons in Athletics, regardless of gender, age, race or ethnicity, or disabilities;

- 7 **Coordination of certification and education:** Providing the means for certification of coaches and officials throughout this geographic area in all disciplines and at all levels of Athletics;
- 8 **Registration and certification of athletes:** Registering eligible athletes as members and certifying such athletes as eligible for competition; and
- 9 **Administration of athletics:** Performing all other duties necessary for the administration of Athletics in this geographic area and to achieve this corporation's purposes.

#### **ARTICLE 4 AUTHORITY**

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

- A Representation:** Representing the geographic area of the Commonwealth of Kentucky in USATF.
- B Establishment of Association goals:** Establishing Association goals and encouraging the attainment of those goals in Athletics.
- C Coordination of Athletics:** Serving as the coordinating body for activity in Athletics in this geographic area.
- D Jurisdiction:** Shall have jurisdiction over Athletics competition in this geographic area, including Association championships, with the exception that any sports organization which conducts closed Athletics competition (participation in which is restricted to a specific class of eligible athletes such as high school students, college students, members of the Armed Forces, or similar groups or categories) shall have exclusive jurisdiction over such competition.
- E Autonomy:** This Association shall be autonomous in its governance of Athletics in this geographic area, in that it shall independently determine and control all matters central to such governance in accordance with the USATF Bylaws and Operating Regulations and these Bylaws and Regulations, it shall not delegate such determination and control, and it shall be free from outside restraint except in recognition of its role as a part of USATF. 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 5 CONSTITUENCY**

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

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

## ARTICLE 6 VOTING MEMBERS

All members who are over the age of eighteen are entitled to participate in voting at meetings of this Association. No individual may cast more than one vote on any motion or in any election. All voters must be current members (individual or organizational) of this Association of USATF at the time that they are voting.

## ARTICLE 7 MEETINGS

- A **Annual meeting:** The annual meeting of this Association shall be held in August or September of each year. The meeting shall be held, at such date, time, and place as may be fixed by the Board of Directors, and announced by requisite notice of such meeting.
- B **Regular meetings:** This Association may hold monthly, quarterly or semi-annual meetings of the Board of Directors or membership at such time and place as determined upon call by a simple majority of the Board of Directors.
- C **Special meetings:** Special meetings of this Association, including meetings of the Board of Directors or membership, shall be held at such date, time and place determined by the Association President with approval of a simple majority of the Board of Directors. Special meetings of committees or subcommittees shall be held at such date, time and place determined by the Committee or Subcommittee Chair with the approval of a simple majority of the committee or subcommittee members.
- D **Meeting procedures:** The following shall govern the conduct of all meetings of this Association;
- 1 **Notification of meetings:**
    - a) **Distribution:** Notice of the meeting must be distributed by mail, newsletter, local Association web site, and/or the National Office's web site;
    - b) **Web site use:** If a web site is to be used to inform members of the meeting, then members must be informed where to find information on the web site through a mailing or newsletter;
    - c) **Prior arrival:** The initial meeting notice for the Annual and Regular meetings must be sent by means under which it will arrive at least thirty (30) days prior to the meeting. The same notification standard is required for all notifications as to the beginning of an elections process. The initial meeting notice for Special Meetings must be sent by means under which it will arrive at least fourteen (14) days prior to the meeting; and
    - d) **Changes:** Any notice of a meeting change must be at least fourteen (14) days prior to the meeting;

- 2 **Publication of agenda:** The proposed agenda shall be included along with the meeting notice. Agendas shall also be available at the time of the meeting; additional items added to the agenda shall not include any item where action of the body or committee is necessary, unless seventy-five percent (75%) of the members of the group then present agree to such action;
- 3 **Open conduct of business:** All meetings of this Association shall be open to all individual members of the Association except as otherwise provided. There shall be a specified time period in the meeting where any member may give input or make a brief statement;
- 4 **Closed or executive sessions:** No part of any meeting shall be closed unless seventy-five percent (75%) of the members of the group then present agree to close the session; and
- 5 **Record of a meeting:** The Association and all of its committees and subcommittees shall have a recording secretary. Within thirty (30) days of the annual meeting, draft minutes should be posted on the Internet. All written reports or a summary of such reports shall be distributed with the draft minutes. Draft and Final minutes shall be received by the Association Secretary with thirty (30) days of any meeting.

**E Quorum:** Two thirds of the Board of Directors or Committee members shall be present for any item to be introduced, discussed and voted upon.

**F Agenda:** Prior to each meeting of this Association, the Secretary shall consult with the President and any Association members on the agenda. The Secretary shall prepare an agenda to be presented to the members at the start of the meeting as one of the first orders of business. Such agenda items shall include, but not necessarily be limited to:

- 1 **Attendance:** Consideration of the eligibility of members through acceptance of the registrar's report or roll call;
- 2 **Credentials:** Consideration of credentials and challenges;
- 3 **Minutes:** Acceptance of the minutes of the previous meeting;
- 4 **Financial report:** Treasurer's report and approval of the budget;
- 5 **Reports:** Reports from the President and those officers and committee chairs which have business to come before the delegates;
- 6 **Introductions:** Group introduction of other officers and committee chairs (without reports);
- 7 **Amendments:** Action on proposed amendments;
- 8 **Elections:** Nominations (without speeches except for officer positions) and elections as scheduled, including special elections;
- 9 **Championship selections:** Report on host and site recommendations by each sport committee;
- 10 **Awards:** Appropriate awards presentations;
- 11 **Other business:** New or old business as scheduled; and
- 12 **Committee and Subcommittee Meetings;**

**G Rules of order:** Questions of order shall be decided by the chair in accordance with Roberts Rules of Order (Newly Revised), unless otherwise provided in these Bylaws. Decisions by the chair may be appealed to the Association parliamentarian. The President shall designate a qualified parliamentarian for all meetings of this Association.

## ARTICLE 8 VOTING

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

### A 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; and
- 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.

### B Nominating process:

- 1 **In-person meeting nominations:** Nominations may be made and must be allowed from the floor at an in-person election meeting;
- 2 **Mail ballot nomination opportunity:** Nominations may be made by mail. Such nominations shall be received at the association's business address or address of the Secretary at least 3 days prior to the election meeting. Nominations shall specify:
  - a) Office for which the nomination is made
  - b) Printed Name and current membership number of the nominee
  - c) Signature of the nominee
  - d) Printed Name and current membership number of the nominator
  - e) Signature of the nominator
  - f) Printed Name and current membership number of the second.
  - g) Signature of the second.
- 4 **Membership & age criteria:** A candidate must be a member of the Association who is at least 18 years of age (at the start of the term of office); and
- 5 **Nominations and seconds:** A candidate needs one (1) nominator and one (1) second who are both members of the Association.

### C Voter criteria:

- 1 **One person-one ballot:** One (1) person shall cast only one (1) ballot, regardless of how many positions within the Association the person occupies;
- 2 **Proxies:** There shall be no proxy voting;
- 3 **Minimum age:** Voters must be a minimum of age eighteen (18) on the day of the election or, in the case of a mail ballot, on the day the ballots are due;
- 4 **Voting membership deadline:** Except for renewals from the previous year, individuals must be members in the month which 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);
- 5 **Appointees:** An appointed committee chair or Board member shall not vote in elections in that capacity, but may otherwise qualify for a vote;
- 6 **Organizations:** Member Organizations shall have a one (1) vote. The voter shall be the President of the member organization or an individual designated in writing by the organizations President as the voting member of the organization. The voter is required to maintain a current individual USATF membership. If a USATF member, this representative shall only cast one ballot.

7 **Membership of all voters:** Organizations and any person representing an organization in Association voting matters must be members of USATF.

**D Counting of ballots:**

- 1 **Panel:** A panel of at least three (3) individuals, at least one (1) of whom must be an Eligible Athlete, where available, 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;
- 2 **Consultation:** The panel may consult as necessary with the chair, secretary, and/or parliamentarian (so long as they are not candidates for contested offices) on procedural matters;

**E Committee and Subcommittee Chairs:**

- 1 **Age and terms:** All committee and subcommittee 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. A subcommittee chair may also serve as committee chair, and;
- 2 **Election:** When requested by two (2) or more members or member organizations of the Association, committee chairs and subcommittee chairs shall be elected. When a committee chair is elected, the election shall take place at a meeting which is held separately from the general elections, either by time or location, and at a minimum, shall be advertised to all member organizations in the Association active in the discipline;
- 3 **Format:** A convention format may be used for the Association's annual meeting, at which all elections for sport committee and subcommittee chairs may be held.

**F National delegates:**

- 1 **Officers:** National delegates shall be chaired by the Association President, and consist of the Sport Subcommittee Chairs, Officials Committee Chair and Active Athletes (See Appendix A) in proportion to the requirements of the bylaws of USATF. Additional delegates as allowed this Association by the USATF bylaws or Alternate delegates (See Appendix A) may also attend the National meeting to represent their constituents.
- 2 **Plurality:** When delegates or listed alternates are unable to attend, an election shall be held to fill vacancies. A plurality vote may be accepted for election. This election shall be held at the annual general meeting.

**G Majority requirement:**

- 1 **Officers:** The president, treasurer and secretary of the Association must be elected by a majority of the ballots cast. If a run-off election is necessary, the notification requirement shall be the same;
- 2 **Plurality:** In other mail ballot elections, a plurality may be accepted;
- 3 **In-person majority:** In elections conducted at meetings, a plurality may not be accepted in the first round except for the election of national delegates; and
- 4 **Run-off candidates:** In run-off elections, candidates equal to twice the remaining positions shall be on the ballot.

**H Election protests:**

- 1 **Operating Regulation 11:** Except as indicated below, USATF Operating Regulation 11 shall apply to election grievances. Protests may only be made after the election process is concluded;
- 2 **Panel composition:** An NABR panel from a different USATF region shall be appointed to conduct the hearing. All hearings shall be by conference call.



3       **Invalidation:** The NABR panel shall invalidate an election if it is found that one or more infractions occurred and likely changed the outcome of an election; and

4       **Further action:** The NABR panel may recommend or require changes for future elections in the Association;

I       **Employees and elections:** 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 discretion of the Association, be permitted to vote if they are members and otherwise eligible.

## ARTICLE 9 OFFICERS AND THEIR DUTIES

A       **Positions:** The officers of this Association shall be: a President, a Secretary, and a Treasurer. No individual may be an officer of this Association who is also an officer of another sport governing body at the local or national level.

B       **Duties:** The officers shall perform the following duties as well as any other duties prescribed by these Bylaws, the USATF Bylaws or Operating Regulations, or the Board of this Association:

1       **President:** The President shall:

- a)       **Preside** at all meetings of this Association and its Board;  
Be an **ex officio non-voting member** of all committees;  
Subject to the direction of the Board of this Association, shall **manage and supervise** the affairs of this Association;
- b)       **Select committee chairs** and other such members that he or she is entitled to appoint, if no election is held, as well as other appointments authorized by these Bylaws after consultation with the other officers. He or she may likewise terminate such appointments for good cause upon written notice to such appointees and the other officers;
- c)       **Represent** this association at all necessary national meetings and workshops of USATF and report to the association his attendance and necessary communications.

2       **Vice - President:** The Vice - President shall:

- a)       **Perform the duties** – Preside at all meetings of this Association and its Board in the absence of the President. Preside over the Association until elections can be held in accordance with the Bylaws, and consult with the other officers if the President is incapacitated. Assume the duties of President in the event the office is vacant, and chair the Board of Directors until a new President is selected.
- b)       **Serve as Background Investigation Chair** and perform the duties as required by the Background Check Program.
- c)       **Perform** duties as assigned by the President. He or she may likewise terminate such appointments for good cause upon written notice to such appointees and the other officers;

3       **Secretary:** The Secretary shall:

- a)       **Keep or cause to be kept** all records of this Association, and all minutes of meetings of this Association and its Board, and, in general shall perform all duties normally pertaining to the office of secretary;
- b)       **Collect or cause to be collected all memberships** for individuals and groups within the Association, and provide liaison to the USATF National Office in all matters of membership, including



reporting and disbursement of credentials and benefits. The Secretary may appoint a Membership Coordinator/Chairman for processing, tracking, and documenting new Members and Clubs.

- c) **Collect or cause to be collected all applications for sanctioning** of events and provide liaison to USATF National Office in all matters of competition sanctioning, including reporting and related correspondence in accordance with Section 16 of these bylaws. The Secretary may appoint a Membership Coordinator/Chairman for processing, tracking, and documentation of Event Sanctions.

**4 Treasurer:** The Treasurer shall:

- a) **Keep or cause to be kept** a correct and complete record of accounts, showing accurately at all times the financial status of this Association.
- b) **Be responsible for** the accounting and security of all funds, notes, securities, and other assets of this Association.
- c) **Deposit or cause to be deposited**, all funds of this Association, with such depositories as the Board of Directors shall designate.
- d) **Furnish at meetings** of the Board of Directors, or whenever requested, a statement of the financial condition of this Association. Prepare, or cause to be prepared, an annual budget to include the anticipated income and expenses of this Association, and submit such budget to the Board of Directors prior to the last regularly scheduled meeting of each fiscal year.
- e) **Perform**, or cause to be performed, an audit.
- f) **Perform**, or cause to be performed all other duties normally pertaining to the office of treasurer.

**C Election:** All officers are to be elected for four years at the annual meeting of the Association. No person may contest more than one (1) officer position during an election. A person may not hold the office of President and any other officer position; however, a person may be named on a temporary basis in other dual capacities to fill a vacancy.

**D Terms:** The term for officers shall be four (4) years and shall commence at the conclusion of the annual meeting in each year prior to the Summer Olympic Games

**E Limitation on terms:** No person shall serve in an officer position for more than two terms without a period away from that position. This limitation may be waived if no other nominations for office are made, and in such case the term shall be for two years, after which a special election shall be held at the annual meeting.

**F Succession and vacancies:** There shall be no order of succession to any office. In the event the Board determines that an officer is temporarily unable to serve, it may, in its sole discretion, name another officer to fill the vacancy temporarily. In the event an officer resigns or is permanently unable to serve, the Board shall name a successor until the following annual meeting, subject to the limitation in paragraph C above, at which time a special election shall be held for the unexpired portion of the term.

**G Removal from office:** Any officer or committee chair of USATF Kentucky may be removed for good cause by a two-thirds vote of those members of USATF Kentucky present and voting at an annual meeting or special meeting called for this purpose, and provided the requisite notice for such meeting (see Article 7) shall properly set forth the removal vote on its agenda.

**ARTICLE 10**  
**BOARD OF DIRECTORS**

- A Composition:** The Board of Directors shall be composed as follows:
- 1 Voting members:** The voting membership of the Board shall be as follows:
- The **officers** of this Association (4 persons);
  - The **chairs** of the following committees (4 persons):
    - Track and Field Committee
    - Long Distance Running Committee
    - General Advisory Committee
    - Officials Committee;
- At least that number of **eligible athletes** ( 2 persons) which shall constitute twenty percent (20%) of the Board, all of whom must be of voting age and at least one of whom must have participated in international competition for the USA within the last ten (10) years, where available. This member shall be the chair of the athlete advisory committee and/or any member(s) appointed by that committee.
- B General Provisions:**
- 1 Responsibility:** The Board shall manage and supervise the affairs of the Association and perform those duties specified in these Bylaws; and
- 2 Meetings of the Board:** The Board may conduct its affairs either at a meeting or by a conference call. It may hold in-person a meeting during each year as called by the President. Additional meetings may be called by the President or upon the written request of any nine members of the Board, and if by the latter group, only after a minimum prior notice of fifteen (15) days to the President of such intent by facsimile or e-mail. At least seven (7) days' notice of any in-person meeting and at least forty-eight (48) hours' notice of any conference call shall be given to all members of the Board. After the members of the Board have called for a meeting, the President shall have seventy-two (72) hours to determine the venue and make appropriate notice to the remainder of the Board. For any meeting, notice may be waived by unanimous consent. Written notice shall include the minutes of the previous meeting.
- C Election or selection of members:** All members of the Board are elected by their constituencies and shall serve at the discretion of those constituencies, unless otherwise stated in these Bylaws.
- D Terms:** The term for Board members unless otherwise provided for, shall be four (4) years and shall commence at the conclusion of the annual meeting in each year prior to the Summer Olympic Games.
- E Quorum:** A quorum for meetings of the Board shall consist of a majority of the members of the Board.
- F Voting:** Except as otherwise provided herein, all matters shall be decided by majority vote of those present and voting. There shall be no voting by proxy.
- G Mail balloting:** Upon authorization by a majority vote at a duly convened meeting or by call of the officers, the Board may conduct a vote through the distribution and/or collection of ballots using the U.S. Postal Service or any other service that may be authorized. The procedure and subject matter for such a vote shall be set forth in the authorizing resolution.

- H Board committees:** The Board may have committees including, but not limited to: law and legislation, budget, audits, compensation, insurance, and grants. Each Board committee shall be composed of 3 members appointed by the Association President with consultation of the other officers.

## ARTICLE 11 COMMITTEES

- A Committees:** The following committees of this Association are established with such duties, responsibilities, and make-up as outlined here and in Articles reserved for each type of committee or sub-committee:

- 1 Track and Field (Sport):**
  - a) **Men's Track and Field**
  - b) **Women's Track and Field**
  - c) **Master's Track and Field**
  - d) **Race Walking**
  - e) **Youth Athletics**
- 2 Long Distance Running (Sport)**
  - a) **Men's Long Distance Running**
  - b) **Women's Long Distance Running**
  - c) **Master's Long Distance Running**
  - d) **Cross Country**
  - e) **MUT**
- 3 General Advisory**
  - a) **Coaching Development and Education**
  - b) **Athletics for the Disabled**
  - c) **Communications**
  - d) **Marketing**
  - e) **Technology**
- 4 Officials**
- 5 Athletes Advisory**

- B General Provisions:** The following provisions apply to all of this Association's committees and subcommittees:

- 1 Term of members:** Unless otherwise provided for, the term for members of all committees shall be four (4) years and shall commence at the conclusion of the annual meeting in each year prior to the Summer Olympic Games;
- 2 Committee makeup:** The makeup of each non-sport committee shall be stated in the description for the committee. Sport committees shall be constituted as follows:
  - a) **Association group members:** One (1) member to be named by each Association member club or organization active in the discipline of the committee;
  - b) **Association individual members:** Any member who is a resident of the Association and has been active in the substantial conduct of the programs or competitions in the sports discipline of the particular committee;
  - c) **Athletics for the Disabled members:** One (1) member to represent the collective disabled athletes in the area;
  - d) **Officials Committee member:** One (1) member to be named by and from the Association Officials Committee;
  - f) **Elected officers and other positions:** Any person elected by the committee to serve in an officer position, such number not to exceed five (5) additional members; and
- 3 Committee membership and notification:**

- a) **Notification & vacancies:** No election, selection, or appointment to a committee shall be effective until the Association secretary or committee chair is formally notified by the organization or other party entitled to make same. Vacancies in a committee shall be filled by the committee, individual, organization, or group entitled to appoint the vacant committee membership position. The Athletes Advisory Committee chair may appoint an active athlete from the applicable discipline to fill an athlete vacancy and/or serve as a voting alternate on any committee;
  - b) **Elections:** The provisions of Article 8-F shall apply to the elections process of committees. The committees shall be free to adopt other portions of Article 8, or other rules not in conflict with those in Article 8-F;
  - c) **Alternates:** The member group electing or selecting members of any committee or subcommittee (other than committee members elected by this Association or its Board) may designate an alternate. Appointment of alternates shall be reported to the Association secretary or committee chair in a timely manner;
  - d) **Membership:** All elected and appointed members of all committees shall be members of this Association;
  - e) **Termination:** Organizations or groups which appoint committee members per this section may terminate such appointments for good cause upon written notice to such appointees;
  - f) **Same organization:** No more than two (2) at-large members of administrative or developmental committees appointed by the President (other than the chair) may come from the same organization; and
  - g) **Listings:** Under every committee member's name in the Kentucky Association Directory shall be listed governing organization they represent;
- 4 **Committee meetings:** Each committee shall hold at least an annual meeting, which may be in conjunction with the annual meeting of the Association. Committees shall hold such special meetings as may be called by the chair, at his or her own initiative or that of twenty percent (20%) of the membership of the committee, upon twenty (20) days' written notice. In the latter case and in the absence of the willingness of the chair to call a meeting, the notice of a special meeting shall be distributed to all committee members at the direction of the Association secretary upon verification that the requirement of twenty percent (20%) has been met. The notice of a special meeting shall be in writing, setting forth the date, time, place, and purpose of the meeting, and shall be mailed to the last known address of each committee member;
- 5 **Quorum:** A quorum for any committee meeting shall consist of twenty-five percent (25%) of its members;
- 6 **Athlete representation:** Except for the Youth Athletics Committee and its subcommittees, all Association committees, subcommittees, or other appointed or elected bodies of this Association shall consist of at least twenty percent (20%) active athletes. At least twenty-five percent (25%) of the active athletes shall have competed for the United States in international competition within the last ten (10) years, if such athletes are available; and
- 7 **Committee responsibility:** Any committee project or grant which requires applicants to file a written request form must also require a certification that the Association president and sport chair (if appropriate) have been notified of the application. Any USATF national committee awarding funding for projects or events to be held in the Association must notify the Association president in writing of the date and scope of the activity to be held in the Association.

- C Committee chairs:** The chair of each applicable committee shall be elected in accordance with this Association's voting procedures (see Article 8) for a four-year term, as shall be determined by the committee prior to voting. Non-sport committees which elect their chairs may also elect an executive committee to act on behalf of the committee between committee meetings.
- 1 Duties of chair:** Chairs of all committees shall:
    - a) Preside** at all meetings of the committee;
    - b) Ensure** that all duties and responsibilities of the committee are properly and promptly carried out;
    - c) Appoint subcommittees**, with the authorization of the committee, as may be necessary to fulfill the duties and responsibilities of the committee. Subcommittees of administrative and developmental committees shall be appointed only from the membership of those committees, except that non-members (not exceeding 30% of the subcommittee) may be appointed with the authorization of the committee;
    - d) Communicate** with the committee members to keep them fully informed of events concerning the committee and decisions made to carry out the committee's responsibilities;
    - e) Inform timely** the President, Secretary and Executive Director of all committee actions and recommendations; and
    - f) Cause to be kept and promptly forwarded** to all committee members and the Executive Director copies of the minutes of all meetings of the committee;
  - 2 Vacancies:** When an elected committee chair is vacant, the position shall be filled by a vote of the committee as a whole by mail ballot unless the committee has previously adopted a different procedure. A panel named by the Association President shall supervise the elections in a manner approved by the Board; and the Association President may appoint an interim chair after consultation with the Board of Directors until an election can be conducted.
  - 3 Removal of elected chairs:** Chairs may be removed for good cause by a two-thirds vote of the committee at an annual meeting or at a special meeting called for that purpose, provided that the members of the committee shall receive notice of the proposed action at least twenty (20) days prior to the meeting.
- D Sport committee's general provisions:** Each sport committee shall:
- 1 Executive committee:** Consist of the elected Subcommittee chairs representing each group as outlined in Article 12, A, 1 and 2. This committee shall include when available one active athlete representative.
  - 2 Open meeting:** 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;
  - 3 Miscellaneous:** Promote and develop activities related to its sport; and
  - 4 Operating procedures:** Have a set of written operating procedures on file with the Association Secretary. These procedures shall not conflict with the provisions of the USATF Bylaws and Operating Regulations or these Bylaws. Any modification of the committee's operating procedures shall be promptly reported to the Secretary. Members of the Association may request a copy from the Secretary and copies shall be available at the Annual Meeting.
- E Task forces:** The President may appoint task forces. No such entity shall continue beyond the term of the President without specific reappointment. The authorized temporary groups will be reported in the minutes of the next meeting. It will have no more than five (5) members, at least one (1) of whom must be a Board member. The President shall appoint the members with the approval of the Board
- I Expulsion:** Failure to participate in two (2) consecutive meetings may, by a 2/3 vote of the Board members attending, cause expulsion of the member or representative.

**ARTICLE 12  
COMMITTEES AND SUBCOMMITTEES**

**A Track and Field and Long Distance Running Sport:**

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

- a) **Championships:** Have jurisdiction over the Association championships in the particular discipline it controls, and shall institute, locate or award, conduct, and manage all such championships in accordance with the provisions of Regulation 3;
- b) **Calendar:** Coordinate the local and domestic competition calendar in its discipline; and
- c) **Records:** Maintain and Approve records for the events within its discipline;

**2 Committee definitions:** The disciplines and age categories under the control of each sport committee in this division are as follows.

- a) **Age categories:**
  - i. **Senior athletes** are of any age 19 years and over;
  - ii. **Junior athletes** must be at least age 14 on the day of competition and under age 20 on December 31 in the year of the competition;
  - iii. **Masters athletes** shall be at least age 40 on the day of competition; and
  - iv. **Youth athletes** shall not be 19 before the final day of the national Junior Olympics track & field competition and are divided into specified age categories; and
- b) **Jurisdiction:**
  - i. **Men's Track & Field:** Indoor and outdoor track & field activity for junior and senior men, not including track races of greater than 10,000 meters;
  - ii. **Women's Track & Field:** Indoor and outdoor track & field activity for junior and senior women, not including track races of greater than 10,000 meters;
  - iii. **Race Walking:** All race walking activity for junior and senior men and women;
  - iv. **Men's Long Distance Running:** Off-track running at all distances, track running at distances over 10,000 meters, and cross country running for junior and senior men;
  - v. **Women's Long Distance Running:** Off-track running at all distances, track running at distances over 10,000 meters, and cross country running for junior and senior women;
  - vi. **Masters Long Distance Running:** All off-track running and track running over 10,000-meters for masters men and women;
  - vii. **Cross Country Running:** All cross-country events and
  - viii. **MUT:** All Mountain Ultra and Trail events
  - ix. **Youth Athletics:** All youth activity not conducted as junior competition for youth boys and girls, including track & field, road running, cross country running, and race walking; and
  - x. **Masters Track & Field:** All track, field, and race walking activity for masters men and women, except track running races of greater than 10,000 meters; and
  - xi. **Technology:** Manage the Associations Technology Assets and evaluate future purchases.

- 3 **Makeup:** Each sport committee shall be constituted as stated in Article 13-B-2. of the Board.

**B Athletes Advisory:**

- 1 **Duties and responsibilities:** The committee shall:
- a) **Policy advice:** Serve as a source of reference, opinion, and advice to the officers, employees, Board, and all committees with regard to current or contemplated policies of USATF and/or the Association and in all matters relating to athletes and athlete's rights;
  - b) **Athlete representatives:** Appoint, elect, or oversee the election or appointment of athletes' representatives to committees or subcommittees when empowered to do so by these Bylaws;
  - c) **Participation in governance:** Encourage and foster the representation and active participation of athletes at the meetings of the Association, its Board, and its committees;
  - d) **Meetings:** Conduct meetings of the active athlete members and other active athlete attendees at the annual meetings of this Association;
  - e) **Performance:** Assist athletes in achieving maximum performance in Athletics competition;
  - f) **Rights of athletes:** Educate athletes about their rights and responsibilities in Athletics and assist athletes in preserving and protecting such rights;
  - g) **Athlete advice:** Advise athletes on all matters pertaining to the general structure and operation of Athletics;
  - h) **Transition of athletes:** Assist with the transition of athletes in post-competitive years; and
  - i) **Operating rules:** Adopt operating rules to assist the committee in carrying out its duties and responsibilities;
- 2 **Makeup:** The committee shall consist of all active athletes where available.

**C General Advisory:**

- 1 **Duties and responsibilities:** The committee shall
- a) Assist the board and sport committees in carrying out their responsibilities with regard to areas specified under this section;
- 2 **Athletics for the Disabled (subcommittee):**
- a) **Duties and responsibilities:** The subcommittee shall:
    - (1) **Liaison:** Serve as liaison between this Association and (i) the Disabled in Sports Committee of the USOC and (ii) those sports organizations for athletes with disabilities which conduct regular programs;
    - (2) **Competitions:** Coordinate, through the appropriate sport committee, the competition of athletes with disabilities in events under the jurisdiction of this Association, and promote participation by athletes with disabilities in Association-sanctioned events;
  - b) **Development:** Develop programs to improve athletic performance among athletes with disabilities; and
  - c) **Education:** Facilitate the education and training of coaches and officials, and education of the Athletics community in general in working with athletes with disabilities; and
  - d) **Makeup:** The committee shall consist of a chair and two (2) members selected by each sports organization for the disabled. One (1) of the two (2) members from each such organization shall be disabled and have competed in Athletics within ten (10) years. At least twenty percent (20%) of the committee shall be disabled.
- 3 **Coaches Advisory and Education (subcommittee):**



- a) **Duties and responsibilities:** The subcommittee shall:
  - (1) The committee shall foster the growth of coaches' education in the local area, using such resources as the national committee can provide. It shall participate in the staging of any coaching education school held in the geographic area of the Association; and
  - (2) **Investigate, stimulate, plan, and promulgate programs** on a broad basis to provide for the overall development of (i) training and competitive facilities, (ii) equipment and skills, (iii) coaching methods, and (iv) athletic skills; and
- b) **Policy advice:** Serve as a source of reference, opinion, and advice to the officers, employees, Board, and all committees with regard to current or contemplated policies of this Association and in all matters relating to coaches; and
- c) **Coaches representatives:** Appoint coaches' representatives to committees or subcommittees when empowered to do so by these Bylaws; and
- d) **Makeup:** The committee shall consist of any coach who has achieved any level of Certification by USATF, who is a full or part time coach of any NCAA, NAIA, NJCCA or KHSAA Member institution. Such individuals shall be voting members of the committee, but shall meet USATF membership requirements to hold any elected or appointed position within the committee or association.

4 **Communications (Subcommittee)**

- a) **Duties and responsibilities:** The subcommittee shall
  - (1) **Publish and support** an association newsletter at least once annually and establish and maintain an association internet web site in conformity with such requirements as mandated by the national organization.
  - b) **Advise and Assist** the board of directors and committees with communications of this association.

5 **Marketing (Subcommittee)**

- a) **Duties and responsibilities:** The subcommittee shall operate to advertise the Association and Promote events USATF Kentucky sponsors.

**D Officials Committee:**

- 1 **Administration:** Select a person or committee responsible for training, certifying, and generally supervising officials within the Association, under such rules and procedures consistent with the directives of the national committee, as it may adopt;
- 2 **Methods:** Establish (by examination, rules review, field experience, clinics, and such other procedures as it may choose) their overall program administration, including the direct responsibility of certifying the officiating category of "Association Official" to working officials within its Association;
- 3 **Instruction:** Develop and maintain instructional programs for officials, including examinations, rules reviews, clinics, and other such activities as it may prescribe; and
- 4 **Certification:** Be responsible for:
  - a) Designating pre-certified officials;
  - b) Certifying Association-level officials; and
  - c) Recommending to the national committee candidates for national- and master-level official certification; and
- 5 **Minimum make-up and concurrence:** Each local official's committee shall be composed of at least one representative from each locally active discipline

of USATF (Track events, Field events, Long Distance Running, Race Walking).

### ARTICLE 13 ASSOCIATION OFFICE

**A Executive Director:** The chief paid executive of the Association shall be the Executive Director, who shall be selected by and shall serve at the direction of the Board, and who shall carry out the policies and programs of this Association in accordance with these Bylaws. The Executive Director shall have these duties:

- 1 Supervision and appointment of staff:** Supervise the paid staff of the Association, including the appointment with the approval of the Board of Directors of such paid personnel as are necessary for the conduct of business;
- 2 National communications:** Supervise the proper handling of the correspondence and communications with individuals and Athletics' organizations in other Associations and with the National Office of USATF;
- 3 Legal documents and commitments:** Ensure that all contracts and other legal commitments of this Association are signed by the authorized officers of this Association after approval by established procedures;
- 4 Ex officio membership:** Serve as a non-voting member of the Board, and all committees and subcommittees;
- 5 Exclusive employment:** Devote his or her full time to the affairs of this Association without engaging in any other profession or employment, except as permitted in the employment contract;
- 6 Budgetary limitation:** Operate within the annual budget. In addition, all major funding matters and expenditures shall be approved by the Treasurer;
- 7 Strategic planning:** Draft strategic plans for this Association and submit for approval to the Board;
- 8 Yearly report:** At the annual meeting, present to this Association a report on the state of the sport, including a review of the progress since the last annual meeting and suggested plans for the future implementation of the strategic plans for the following year; and
- 9 Other duties:** Carry out other responsibilities which may be assigned by resolution of the membership at the Annual Meeting or the Board.

**B Staff activities:** The staff shall, under the direction of the Executive Director, perform the following duties:

- 1 Membership:** Process all categories of membership under USATF Article 5-D, including the collection of appropriate fees and distribution of benefits and services;
- 2 Championships:** In conjunction with the appropriate sport committees, advertise, schedule, manage, and conduct Association championships;
- 3 National competition:** Manage or liaison all aspects of national competition held in this geographic area;
- 4 Development:** Develop and implement a cohesive, effective development program in conjunction with the development committees and other applicable committees, and the national committees;
- 5 Public relations / media relations:** Optimize the quantity and quality of public exposure of this Association, and its sports, events, and athletes;
- 6 Publications:** Coordinate the timely publication of communications with members and others;
- 7 Marketing and promotions:** Devote sufficient staff resources to ensure the successful marketing and promotion of the sport and of the Association;

- 8 **Fund raising:** Conduct fund raising programs for the Association as approved by the Board;
- 9 **Scheduling:** Coordinate major competitions and championships;
- 10 **Coordination of certification and education:** Provide necessary support for certification and education programs, especially for coaches and officials;
- 11 **Annual meeting:** Initiate site selection for the annual meeting of the Association, in conjunction with the President, subject to written guidelines approved by the Board and to final approval of the site by the Board; and
- 12 **Purposes and duties of corporation:** Perform other tasks necessary to fulfill this Corporation's purposes and duties.

C **Restricted activities:** The members of the paid staff (other than part-time members) shall not participate in any of the following activities:

- 1 **Electioneering:** Campaigning for or against any candidate for any elected office or position at any level (Association, committee, national, or international), except that in the state of the sport address at the Association annual meeting, the Executive Director may comment on the performance to date of any USATF incumbent and/or describe the qualifications appropriate for any USATF position; and
- 2 **Voting:** Serving as voting members of this Association or any of its committees.

D **Complaints against staff:**

- 1 **Staff other than Executive Director:** A complaint against a member of the Association staff shall be sent to the Secretary of the Association and the Executive Director. By agreement, either shall cause the President and Counsel to the Board to receive the complaint within ten (10) days of receipt. The Executive Director shall be given not less than thirty (30) days to investigate the complaint, and shall have a written report of his or her investigation at the next appropriate Board meeting, including any action (if necessary) to be taken to remedy the situation;
- 2 **Executive Director:** A complaint against the Executive Director shall be delivered to the Secretary of this Association. The Secretary shall cause copies to be delivered within ten (10) days to the President and Counsel to the Board. All decisions with respect to the resolution of a complaint against the Executive Director are within the sole discretion of the Board; and
- 3 **Response:** All complaints against staff shall be acknowledged promptly. A written response shall be made within thirty (30) days of the resolution of the complaint. Interim reports shall be made every one hundred twenty (120) days, pending resolution.

## ARTICLE 14 DISCIPLINARY AUTHORITY

This Association shall have the authority to discipline any member, delegate, athlete, coach, manager, official, trainer, member of any committee, and any other person or entity participating in Athletics who, by neglect or by conduct, (i) acts in a manner detrimental to the purposes of USATF or Athletics, or (ii) has violated any of the Bylaws, Operating Regulations, or Rules of Competition of USATF, or of the Association, or (iii) has violated the rules of eligibility.

Disciplinary and reinstatement procedures: The disciplinary and reinstatement procedures of USATF and its member Associations shall be those set forth in USATF Operating Regulations 11 and 12.

## ARTICLE 15 REDRESS OF GRIEVANCES

A grievance may be any matter within the cognizance of USATF Kentucky as described in Regulation 1-A. Grievances shall be filed and administered in accordance with Regulation 1.

## **ARTICLE 16 SANCTIONS**

The general sanction provisions of USATF which affect local Associations appear in this Article. Additional regulations appear in USATF Operating Regulation 14.

- A**     **Definition:** The definition of "international competition" shall apply to this article and the corresponding USATF Operating Regulation 14. International competition means an athletics competition between one or more athletes representing the United States, individually or as a team, and one or more athletes representing a foreign country (i.e., competitions between national teams).
- B**     **Domestic Sanctions:** USATF or its Associations shall have authority to grant sanctions to sports organizations or persons otherwise wishing to hold athletic competitions in athletics that are not international in nature, within the United States.
- C**     **Sanctioning policy:** Unless USATF or an Association determines by clear and convincing evidence that holding or sponsoring an athletics competition (international or domestic) would be detrimental to the best interests of the sport, USATF or the appropriate Association of USATF shall promptly grant a sanction requested by a sports organization or person(s), provided all the requirements of USATF Operating Regulation 14 have been satisfied. The decision as to whether a proposed competition would be detrimental to the best interests of the sport shall be made in the first instance by either USATF or an Association, as appropriate. Approval of sanctions shall not be unreasonably denied. The decision to deny a sanction may be appealed:  
          In the case of a denial by an Association, to USATF, or  
          In the case of a denial by USATF, to the NABR.
- D**     **Sanction requirements:** Sanctions are issued, withheld, or withdrawn in accordance with the requirements and provisions of USATF Operating Regulation 14.
- E**     **Sanction Fees:** The association sanction fee shall be presented and voted upon by the general membership at the annual meeting. It shall not exceed the national sanction fee.

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

- A**     **Fiscal year:** The fiscal year of this Association is January 1 through December.
- B**     **Depositories:** The Association shall, from time to time as necessary, designate depositories for funds, property, and assets belonging to or under the control of USATF.
- 1**     **Signatories:** Funds on deposit in banks may be withdrawn only by voucher check upon the signatures of the officers of the corporation. Other assets or property of this Association may be transferred from one depository to another by action of the Board; and
- 2**     **Imprest accounts:** The Association may establish separate accounts employing the imprest system for the liquidation of obligations requiring prompt payment and for payroll obligations requiring prompt payment, and it may authorize checks to be drawn thereon upon the facsimile of any one (1) officer or employee.

**C Bonding:** Corporate fidelity bonds may be obtained at the expense of this Association in a form and amount approved by the Board, indemnifying USATF and this Association against losses resulting from infidelity, defalcation, or misappropriation by officers, employees, or agents of funds, property, or assets owned by or under the control of this Association.

**D Indemnification:** This Association shall immediately indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or official representative of this Association against expenses, including attorney's fees, judgments, fines, and amounts actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of USATF and this Association, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or 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 he or she reasonably believed to be in or not opposed to the best interests of USATF and this Association.

**1 Standards of conduct:** Any indemnification under this article shall be made by this Association only as authorized in the specific case upon a determination that the officer, director, employee, or official representative has met the applicable standard of conduct set forth herein. Such determination shall be made by the Board by a majority vote of a quorum consisting of members of the Board who were not parties to such action, suit, or proceeding. If such a quorum is not obtainable, such determination shall be made either (1) by a majority vote of the full Board pursuant to opinion of independent legal counsel or (2) by the members of this Association at the next meeting;

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

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

**E Liability insurance:** This Association may secure comprehensive liability insurance coverage, including insurance for athlete/participant injury liability.

**F Audit schedule:** The Board, effective at the beginning of each fiscal year, may select a Certified Public Accountant or appoint a committee to audit the books and financial records of this Association for the ensuing year. After completing the audit, the auditor or audit committee shall submit the report to the Board, and as soon thereafter as reasonably possible, a copy of such audit report shall be available for each member of this Association and sent to the USATF National Office before the next annual meeting.

- G Legal counsel:**
- 1 Counsel to the Board:** The Counsel to this Association shall be appointed by the President with the approval of the Board. The Counsel to the Board shall be responsible for overseeing the legal affairs of this Association and shall be available to advise and consult with the officers, the Executive Director, and other agents of this Association, render legal advice and assistance, and perform such other duties as the President or the Board may request. The Counsel to the Board shall have the right to the floor at any meeting of the Association, its Board, and its committees to comment on legal matters. The files, records, and documents created by the Counsel to the Board during the course of duties for the Association shall belong to the Association; and
  - 2 Special Legal Counsel:** On those occasions when the nature or scope of a particular matter requires expertise or a commitment of time, or cannot otherwise be adequately dealt with in the ordinary course by the General Counsel, and it appears to be in the best interests of this Association, the Board may authorize the President, in consultation with the Counsel to the Board and Executive Director, to retain Special Legal Counsel. Where prior authorization by the Board is impractical, the President, in consultation with the Counsel to the Board, may in the best interests of USATF and this Association retain such Special Legal Counsel. All agreements with Special Legal Counsel as to legal services to be rendered and the fees and compensation to be paid shall be in writing and executed in accordance with this paragraph.
- H Contracts:** Contracts not in the ordinary course of affairs of this Association, shall be examined and approved for form by the Counsel to the Board or by the Special Legal Counsel of the Association, prior to execution. The contents of all contracts affecting sport committees shall, during their negotiation phase, be communicated to the appropriate committee(s). Unless otherwise directed by the Board, all written contracts shall be executed on behalf of this Association by (i) the President (or another officer designated by the President) and (ii) the Executive Director, and, if required, attested to by the Secretary.
- I Arbitration:** This Association agrees to submit to binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association, in any controversy involving its recognition as a national governing body, as provided for in Paragraph 395, Subchapter II, Chapter 17, of Title 36 (page 93) of the United States Code, or in any controversy involving the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in Athletics competition, as provided for in the constitution and bylaws of the USOC.
- J Conflict of interest:** Any individual representing this Association, or who has a financial arrangement with USATF or this Association, or who is an employee of this Association or of its Associations, 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 USATF or this Association, if that individual directly or indirectly benefits financially, or otherwise receives any form of compensation from, or has any interest in, any supplier under consideration. The Board may require that such individuals disclose all financial interests that may influence the performance of their duties for USATF or this Association. Each individual referred to in the first sentence of this paragraph shall, upon learning that this Association is proposing to enter into an arrangement in which he or she has financial interest, promptly notify the Executive Director in writing of the existence of such interest, and the Executive Director shall, in turn, promptly disclose such interest to those bodies of USATF involved in considering entry into the arrangement. In the event of a violation of this

provision, the Association shall have the right to recover such benefit or payment and to void the contract or transaction.

**ARTICLE 18  
DISSOLUTION**

Upon the dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all of 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 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 19  
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.

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**Dottie O'Keefe**  
**Secretary**

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**James L. McKee Sr.**  
**President**



## **Appendix A**

### **Voting Delegates to National Meeting**

- 1. President (Chair of Delegation)**
- 2. Women's Track and Field Subcommittee Chair**
- 3. Men's Track and Field Subcommittee Chair**
- 4. Master's Track and Field Subcommittee Chair**
- 5. Youth Athletics Representative Subcommittee Chair**
- 6. Race Walking Representative Subcommittee Chair**
- 7. Men's Long Distance Running Subcommittee Chair**
- 8. Women's Long Distance Running Subcommittee Chair**
- 9. Master's Long Distance Running Subcommittee Chair**
- 10. Officials Committee Chair**

### **Alternate Voting Delegates**

- 11. Athletics for the Disabled Subcommittee Chair**
- 12. Coaching Development and Education Subcommittee Chair**
- 13. Communications Subcommittee Chair**
- 14. Secretary**
- 15. Others elected at the annual meeting**