

# **Bylaws of the Board of Athletics, Adirondack Association, Inc.**

## **D.B.A.: USATF Adirondack Association**

As of April 10, 2018

### **Article 1 Name**

The name of this USA Track & Field Association shall be the Board of Athletics, Adirondack Association, Inc., hereinafter referred to as “USATF Adirondack”.

### **Article 2 Definitions**

- A. “USATF” means USA Track & Field, Inc.
- B. “Athletics” means inclusively track and field, long distance running, cross country running, mountain, ultra and trail running, race walking and any other sport whose jurisdiction is granted by USA Track & Field, Inc.
- C. The territory of USATF Adirondack shall include the northeastern portion of the state of New York including Albany, Chenango, Clinton, Columbia, Delaware, Essex, Franklin, Fulton, Greene, Hamilton, Herkimer, Jefferson, Lewis, Madison, Montgomery, Oneida, Otsego, Rensselaer, Saratoga, Schenectady, Schoharie, St. Lawrence, Ulster, Warren and Washington counties.
- D. As used in these Bylaws, all specific terms will be as defined in the Governance Handbook of USA Track & Field, Inc.

### **Article 3 Authority**

USATF Adirondack shall be the governing body for Athletics within its defined territory, and shall exercise the following powers:

- A. Representing its defined territory in USATF.
- B. Establishing USATF Adirondack goals and encouraging the attainment of those goals in Athletics.
- C. Serving as the coordinating body for activity in Athletics in its defined territory.
- D. Shall have jurisdiction over Athletics competition in its defined territory, including USATF Adirondack 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. USATF Adirondack shall be autonomous in governing Athletics in its defined territory. It shall independently determine and control all matters central to governing; shall not delegate its decisions or control; and shall be free from outside restraint. This provision shall not prevent USATF Adirondack from contracting with third parties for administrative assistance and support in connection with its purposes and authority.

#### **Article 4 Purposes and Duties**

- A. USATF Adirondack shall act as the governing body for Athletics in the geographic area defined herein. See above Article 2.
- B. USATF Adirondack shall have the following purposes:
  - 1. Developing interest and participation in Athletics within its defined territory at all levels and developing opportunities for Athletics' development at the highest possible performance level;
  - 2. Promoting Athletics and athletes by conducting championship competitions and other events, and cooperating with and encouraging other member organizations that may do so;
  - 3. Fielding the most competent individuals and teams within its defined territory for all levels of competition in Athletics and providing support and conditions that ensure optimal performance to athletes at all levels;
  - 4. Generating public awareness, appreciation, and support for Athletics events, and generating sponsorships to help fulfill its purposes and duties;
  - 5. Promoting diversity of representation at all levels of participation in its activities.
- C. USATF Adirondack shall have the following duties:
  - 1. Being responsible to individual members and club members of USATF Adirondack;
  - 2. Minimize, by coordinating with other sports organizations, conflicts in schedules for Athletics' practices and competitions;
  - 3. Keeping athletes informed of policy matters and reasonably reflecting the views of athletes in policy decisions;
  - 4. Sanctioning Athletics competitions under these Bylaws and the Bylaws and Operating Regulations of USATF within the defined territory of USATF Adirondack;
  - 5. Providing for participation by athletes, coaches, trainers, administrators, and officials, under the provisions of these Bylaws and the Bylaws and Operating Regulations of USATF;
  - 6. Providing equitable support and encouragement for participation by women in Athletics;
  - 7. Encouraging and supporting sports programs in Athletics for disabled individuals;
  - 8. Coordinating and providing technical information on physical training, equipment specifications, coaching, and performance analysis in Athletics;
  - 9. Encouraging and supporting research, development, and dissemination of information in the areas of sports medicine and sports safety in Athletics;
  - 10. Providing the means to train and certify, coaches and officials, throughout its defined territory in all disciplines and at all levels of Athletics;
  - 11. Registering athletes as members and certifying athletes as eligible for competition;
  - 12. Establishing eligibility criteria for participating or competing in Association events in Athletics; and
  - 13. Performing all other duties necessary for administering Athletics in USATF Adirondack's defined territory and for achieving the purposes of USATF Adirondack.

## **Article 5      Constituency**

- A. There shall be the following types of members in USATF Adirondack:
  - 1. Individual membership is open to any person who meets the criteria for individual membership as determined by USATF. This includes athletes, elite athletes, disabled athletes, coaches, officials, trainers, managers, administrators, or any other individuals.
  - 2. Club membership is open to any club or organization that meets the criteria for group membership as determined by USATF. This includes clubs, organizations administering competitions, and any other groups designated by USATF
- B. Application for membership shall be in accordance with USATF and USATF Adirondack Bylaws and Operating Regulations. Membership shall be without regard to race, creed, color, religion, age, gender or sexual preference.
- C. Any individual or group recognized by USATF Adirondack which violates any of the provisions of these Bylaws or Operating Regulations, USATF Bylaws or Operating Regulations, any operating policy approved by the USATF Board of Directors, or any operating policy approved by USATF Adirondack 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 USATF Adirondack membership, 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 USATF Adirondack individual members in good standing who are ages eighteen (18) and over are entitled to participate in the election process and voting as defined in these Bylaws at all general membership meetings of USATF Adirondack, including the annual meeting of the membership. No individual may cast more than one vote on any motion or in any election. All individual members must be current members of USATF Adirondack at the time that they are voting.

## **Article 7      Meetings**

- A. Meetings of the Board of Directors shall be held bi-monthly beginning in January with the specific type, date, time and location or contact information as may be fixed by the President in the notice of the meeting.
- B. Meetings of the Executive Committee shall be held bi-monthly beginning in February with the specific type, date, time and location or contact information as may be fixed by the President in the notice of the meeting.
- C. The Annual Meeting of USATF Adirondack membership shall be held between September 1 and October 31 each year, with the specific date, time and location as may be fixed by the Board of Directors in the notice of the meeting. The Annual Meeting may not be held via teleconference.
- D. Special meetings of USATF Adirondack membership may be called by the Board of Directors, the President, petition by 10% of individual members or petition by 10% of club members and held after the proper meeting notification.

- E. Special meetings of the Board of Directors and the Executive Committee may be called at the request of the President with the specific date, time and location as may be fixed by the President in the notice of the meeting or upon the written request of a majority of the Board of Directors with the specific date, time and location as may be fixed by the majority of the Board of Directors in the notice of the meeting.
- F. The following shall govern the conduct of all meetings:
1. A notice of all meetings, stating the type, time, date, location and purpose, shall be distributed by email, newsletter, and/or the USATF Adirondack website.
  2. If the USATF Adirondack website is to be used to inform constituencies of the meeting, then those constituencies must be informed where to find meeting information on the website through a mailing, emailing or newsletter.
  3. Initial meeting notice must be sent at least ten (10) days prior to the meeting.
  4. Any notice of a meeting change must be disseminated at least seven (7) days prior to the meeting.
  5. Meeting changes of location within the same community may be made at any time provided notice is posted at the former location regarding the new location and time for travel is allowed before commencement of the meeting at the new location.
  6. All meetings of the Board of Directors and the Executive Committee are open to individual members of USATF Adirondack unless otherwise provided in these Bylaws.
  7. All meetings of the Board of Directors and the Executive Committee may be held via teleconference at the discretion of the President.
  8. There shall be a specified time period allotted at any meeting where any member may give input or make a brief statement.
  9. No part of any meeting shall be closed unless seventy-five percent (75%) of the members of the group then present agree to close the session. It is suggested that any and all personnel and litigation business matters be conducted in closed session.
  10. Within thirty (30) days of all meetings, draft minutes submitted by each meeting's recording secretary shall be posted on the USATF Adirondack website. All written reports or summary of such reports shall be included with the draft minutes.
  11. Meetings shall be governed by Roberts Rules of Order (Newly Revised) except where such rules are in conflict with the provisions of these Bylaws. In such case, these Bylaws shall prevail.
  12. Questions of order shall be decided by the Chair of each meeting. Decisions of the Chair may be appealed to the USATF Adirondack parliamentarian. The President shall designate a qualified parliamentarian for all meetings of USATF Adirondack membership.
  13. At all meetings of USATF Adirondack, all motions or actions proposed must be voted in the affirmative by at least 51% of a quorum present at such meeting.
  14. A quorum shall be necessary to conduct business at any meeting.
  15. A quorum for Board of Director meetings and/or Executive Committee meetings shall be comprised of at least 1/3rd of the membership of the Board of Directors and/or the Executive Committee, respectively.

16. A quorum for USATF Adirondack membership meetings shall be comprised of at least twenty (20) individual members of USATF Adirondack who are eligible to vote in Association elections.
- G. Agenda. A proposed agenda shall be included along with the meeting notice. Agendas should also be available at the time of the meeting. Additional items added to the agenda shall not include any item where action by the meeting's constituencies is necessary unless seventy-five percent (75%) of the members of the group then present agree to such addition. Agenda items shall include, but not be limited to the agenda order suggested for all meetings of USATF Adirondack as follows:
  1. Attendance
  2. Credential resolution
  3. Minutes
  4. Financial Report
  5. Officers' Reports
  6. Committee Reports
  7. Amendments (if needed)
  8. Elections/results/run-offs (if needed)
  9. Awards (if needed)
  10. Old Business
  11. New Business
  12. Next Meeting
- H. No later than the conclusion of the Annual Meeting of the Adirondack Association, delegates to the USATF Annual Meeting may be elected or appointed, as designated by the USATF Adirondack Board of Directors. When delegates are elected, a plurality vote (the individual receiving the most votes) may be accepted for election.
- I. Members of the Board of Directors are expected to attend all bi-monthly Board of Director meetings. Absence without cause and notification to the President for two or more consecutive meetings may subject a member to dismissal from the Board of Directors, in accordance with procedures set forth in Article 12 of these Bylaws.

## **Article 8 Elections and Voting**

- A. For all electable offices as defined by these Bylaws, USATF Adirondack shall use a three step electronic mail election process as follows:
  1. Nominations
  2. Finalization and Distribution of Ballot
  3. Electronic Mail Voting
- B. To ensure fairness and openness, the following guidelines using the electronic mail ballot procedures shall apply to all USATF Adirondack elections of officers, committee chairs and all other electable positions:
  1. Nominating Process.
    - a. No later than June 1 each year the President of USATF Adirondack shall annually designate a Nominating Committee comprised of at least three current members of USATF Adirondack.
    - b. The Nominating Committee will be charged to prepare and present to the Board of Directors no later than July 1 each year a slate of nominees for all eligible electable positions. Exception: The nominee for the Officials

Committee Chair shall be nominated by the Officials Committee no later than August 1 of the first year of each new Olympiad.

- c. In odd-numbered years the electable positions shall include: President, Secretary, Youth Committee Chair and the At-Large Representative for Adult Clubs.
  - d. In even-numbered years the electable positions shall include: Vice-President, Treasurer, Track & Field Committee Chair, Long Distance Running Committee Chair and the At-Large Representative for Youth Clubs.
  - e. The Officials Committee Chair shall be elected in the first year of each new Olympiad to a four year term coinciding with that Olympiad.
  - f. An online opportunity to nominate candidates must be given to all USATF Adirondack members beginning at least July 1 each year. The online process, as developed by the Board of Directors, must be clearly explained to members, must not be unduly rigorous, last no less than thirty (30) days and shall end no later than August 1.
  - g. In order to be nominated, a candidate needs one (1) nominator and one (1) seconder, both of whom are members of USATF Adirondack.
  - h. A candidate for any USATF Adirondack elected position must be a member of USATF Adirondack who is at least eighteen years of age at the start of the term of office.
- C. The slate of nominees shall be finalized by the Board of Directors and an election ballot shall be distributed by electronic mail, no later than thirty (30) days prior to the USATF Adirondack Annual Meeting of the membership. All nominees who comply with the terms of Article 8.B above shall be listed on the final ballot.
- D. Elections:
1. It is recommended that the election ballot be distributed by electronic email. Notice of the ballot distribution must be posted on the USATF Adirondack website.
  2. The election ballot should be sent by electronic mail to the USATF Adirondack's current membership list provided by USATF's National Office who are ages eighteen (18) and above on the final day of the election.
  3. The election ballot must be sent by mail to any member making a written request by mail prior to the beginning of an election.
  4. Balloting will close at noon, the day prior to the USATF Adirondack Association's Annual Meeting.
  5. Current employees of the USATF Adirondack Association (working within the past ninety days) shall not participate in any part of the election process (nominating or campaigning), but may, at the discretion of USATF Adirondack, be permitted to vote if they are USATF Adirondack members and otherwise eligible to vote.
  6. One (1) person shall cast only one (1) ballot, regardless of how many positions within USATF Adirondack that person holds.
  7. No voting by proxy ballot will be allowed.
  8. Credential disputes shall be resolved by the Board of Directors before August 1.
  9. For positions that are not contested, a voice vote by acclamation at the Annual Meeting of the Membership will suffice for election.

10. A panel of three individuals who are members of USATF Adirondack and of Association voting age, none of whom may be a candidate, and at least one of which must be an athlete, shall count the electronic mail votes, open and count the mail votes and sign the tally.
  11. A majority of at least fifty-one (51) percent of votes received must be achieved in order to be elected.
  12. Any mail ballot opened outside the presence of the entire voting panel shall not be counted.
  13. Each elected office winner shall serve for a term of two (2) years following election or until a successor is elected. No person shall serve in an elected position for more than two complete terms without a period away from that position. Exception: The Chair of the Officials Committee shall be elected to a four year term to coincide with each new Olympiad.
  14. Unless otherwise noted in these Bylaws, no person may hold two or more elected position in the Adirondack Association at the same time. However, a person may be named in a dual capacity to serve a temporary vacancy.
- E. Election Protests.
1. Except as indicated below, USATF Regulation 21 shall apply to all election disputes. Protests may only be made after the election process is concluded.
  2. A National Athletics Board of Review (NABR) panel from a different USATF Association shall be appointed to conduct a hearing if a USATF Adirondack election is disputed. All hearings shall be by conference call. The procedures in USATF Regulation 21 shall apply.
  3. The NABR panel shall invalidate an election if it is found that one or more infractions occurred that were likely to have changed the outcome of the election.
  4. The NABR panel may recommend changes for future elections in USATF Adirondack.

## **Article 9      Officers and Their Duties**

- A. The officers of USATF Adirondack shall be: a President, a Vice-President, a Secretary and a Treasurer. No individual may be an officer of USATF Adirondack who is also an officer of another sport governing body at the local or national level.
- B. These officers shall be elected from among, and by, USATF Adirondack membership prior to the annual meeting of the membership. See Article 7.C of these Bylaws for election procedures.
- C. Succession and Vacancies:
1. There shall be no order of succession for any officer except as noted below.
  2. In the event that the Board of Directors determines that an officer is temporarily unable to serve, it may, in its sole discretion, name another officer to fill the vacancy temporarily.
  3. In the event that an officer resigns or is permanently unable to serve, the Board of Directors shall name a successor until the following annual election at which time an election will be held for the unexpired portion of the term (if any).

4. Should the President become incapacitated, the Vice-President shall assume the office of President until the following annual election at which time an election will be held for the unexpired portion of the term (if any).
- D. The President shall:
1. Schedule and preside at all meetings of USATF Adirondack, the Board of Directors and the Executive Committee.
  2. Keep, or cause to be kept, all records of the Board of Directors and Executive Committee, conduct, or cause to be conducted, all official correspondence of the Board of Directors and manage and supervise the affairs of the Adirondack Association subject to the direction of the Board of Directors.
  3. The President shall appoint committee chairs that he or she is entitled to appoint pursuant to these Bylaws as well as terminate such appointments when necessary, after consultation with the Executive Committee.
  4. Be an ex-officio non-voting member of all committees.
- E. The Vice-President shall serve as the presiding officer of the Board of Directors and the Executive Committee in the absence of the President and perform such other duties as assigned by the President.
- F. The Secretary shall assist the President with the recording of the meetings of the Board of Directors and the Executive Committee and shall perform all duties normally pertaining to the office of Secretary and not already assigned to another officer by these Bylaws.
- G. The Treasurer shall prepare an annual budget for presentation to the Board of Directors no later than the first Board of Directors meeting of the calendar year, shall oversee the management of USATF Adirondack funds, shall prepare and present to the Board of Directors at its regular meetings an accurate financial report based on the annual budget, and shall be responsible for all such financial reporting as may be required by law.
- H. Any officer may be removed for good cause by a two-thirds vote of those members of USATF Adirondack present and eligible to vote at the annual meeting of the membership or at a special meeting called for this purpose, and provided that the requisite notice for such meeting shall properly set forth the removal vote on its agenda.
- I. Dispute resolution:
1. The Executive Committee shall select an impartial three-person arbitration panel, to include at least one Active Athlete, to hear and decide any and all Association grievance and disciplinary matters. The arbitrators shall not be members of the Association Board or Executive Committee;
  2. A party to a grievance or disciplinary proceeding shall have the opportunity to object to an arbitrator due to an established or apparent conflict of interest;
  3. Procedures for filing and handling grievances against an officer of the Association shall exclude the officer from the grievance administration process;
  4. Grievance or disciplinary hearing to be held within ninety-five (95) days of filing the proceeding;
  5. The arbitrators may dismiss or rule against any party who delays the proceedings, is uncooperative, or is unprepared to present evidence or a defense at the



- grievance or disciplinary hearing, provided that proper advance notice of the hearing has been given to the party; and
6. The decision of the arbitrators may be appealed under USATF Regulation 21.

#### **Article 10 Board of Directors and Executive Committee**

- A. The business of the Board of Athletics, Adirondack Association, Inc. shall be conducted by the Board of Directors which shall be comprised of the officers as described in Article 9 hereof, and the Track & Field Committee Chair, the Youth Committee Chair, the Long Distance Running Committee Chair, the Chair of USATF Adirondack Officials Committee, the immediate past president of USATF Adirondack, and two at-large representatives elected from USATF Adirondack member clubs – one from adult clubs and one from youth clubs.
- B. The terms of Article 9.E of these Bylaws shall apply to succession and vacancies of members of the Board of Directors.
- C. The Youth Committee Chair and the At-Large Representative for Adult Clubs shall be elected by the membership in odd-numbered years
- D. The Track & Field Committee Chair, the Long Distance Running Committee Chair and the At-Large Representative for Youth Clubs shall be elected by the membership in even-numbered years.
- E. The USATF Adirondack Officials Chair shall be nominated by the Officials Committee per applicable terms of Article 8 of these Bylaws. The Officials Committee Chair shall be elected in the first year of each new Olympiad to a four year term coinciding with that Olympiad.
- F. All elected member of the Board of Directors, except for the Officials Committee Chair, shall serve for a term of two (2) years following their election or until a successor is elected. No person shall serve in any position on the Board of Directors for more than two complete terms without a period away from that position.
- G. The Executive Committee of USATF Adirondack shall be comprised of the officers, of USATF Adirondack, as defined in Article 9 hereof. The Executive Committee is authorized to conduct the business of USATF Adirondack, when necessary, during the time between regular meetings of the Board of Directors and in emergency circumstances.
- H. Day to day administration of USATF Adirondack shall be governed by such written Policies and Procedures as are approved by a vote of two-thirds of the Board of Directors. Such Policies and Procedures, once approved, shall be maintained by the Secretary in a Manual of Policies and Procedures of USATF Adirondack.

#### **Article 11 Committees**

- A. All committee chairs, either elected or appointed by the Board of Directors, must be at least 18 years of age and a member of USATF Adirondack. Chairs shall be appointed for specific terms which are determined prior to the appointment to the position. The following are the types of committees of USATF Adirondack: Sports Committees, Administrative Committees, and Special Committees.
- B. Sports Committees.

1. The Track & Field Committee has jurisdiction over open men's, open women's and master men's and master women's track & field and multiple events and open and master, men's and women's race walking.
  2. The Long Distance Running Committee has jurisdiction over men's, women's, and masters, Road Racing, Mountain, Ultra and Trail, and Cross Country.
  3. Youth Committee has jurisdiction for all age eighteen (18) and under athletics.
  4. Each Sports Committee of the Association shall possess, through the respective national Sport Committee of USATF, the authority to exercise jurisdiction and control over the administration, supervision, and operation of competition in the respective sport in the Association subject to the approval of the Association's Board of Directors.
  5. Each Sports Committee has the jurisdiction over Association Championships in the respective sport, and shall schedule, organize, and conduct such Championships.
  6. Each Sports Committee has jurisdiction over the rules of competition for the respective sport in the Association.
- D. Administrative Committees.
1. All Administrative Committee Chairs shall be appointed by the President.
  2. Administration, Personnel and Finances Committee shall oversee the overall functioning of the Association, including its finance and personnel matters.
  3. Membership Committee shall coordinate the Association's club and athletic membership program.
  4. Sanctions Committee shall coordinate the Association's sanctioning of events program.
- E. Officials Committee
1. The USATF Adirondack Officials Committee shall be chaired by the elected USATF Adirondack Officials Committee Chair.
  2. The USATF Adirondack Officials Chair shall be nominated by the USATF Adirondack Officials Committee members per applicable terms of Article 8 of these Bylaws and shall be elected by the USATF Adirondack Association membership in the year that begins each Olympiad for a four year term.
  3. The USATF Adirondack Officials Committee Chair shall be a USATF Adirondack Certified Official of Association Level or higher.
  4. As an exception to Article 8 of these Bylaws, the elected Officials Committee Chair may also be elected to serve as the Officials Committee Certification Chair at the same time.
  5. All USATF Adirondack Association certified officials shall be members of the USATF Adirondack Officials Committee.
  6. The Officials Committee shall:
    - a. Train and generally supervise USATF Adirondack officials,
    - b. Establish and monitor overall requirements for training and certifying USATF Adirondack officials,
    - c. Encourage standard USATF national uniform attire for officiating,
    - d. Administer, supervise and coordinate USATF Adirondack certified competition officials for USATF Adirondack Championship events as requested by the Sports Committees and the Board of Directors.

- e. Stipends for USATF Adirondack certified officials shall be determined and scheduled for each Olympiad upon consultation between the USATF Adirondack Officials Committee Chair and the USATF Adirondack Board of Directors.
  - f. At the discretion of the USATF Adirondack Officials Committee - administer, supervise and coordinate USATF Adirondack certified officials for non-USATF Adirondack events (e.g., college meets, non-championship road races, etc.) as requested by race directors, meet directors, the various USATF Adirondack Sports Committees and the USATF Adirondack Board of Directors. Stipends are negotiable by the USATF Adirondack Officials Chair or their designee.
  - g. Prepare and submit to the USATF Adirondack Association Treasurer a budget for USATF Adirondack Officials Committee for the coming year no later than December 15 each year.
  - h. The USATF Adirondack Officials Committee Chair shall ensure that all USATF Adirondack Officials Committee meeting minutes are reported to the USATF Adirondack Association Secretary for posting on the Adirondack Association website as soon as possible after meetings.
- F. Special Committees
- 1. Special Committees shall serve as needed at the discretion of the President and the Board of Directors. All Special Committee Chairs shall be appointed by the President after consultation with the Executive Committee.
  - 2. Road Race Technical Committee shall coordinate the measurement and certification of road races in the Association; ensure that all Association road race championships are competed on USATF certified courses; promote USATF certification of non-championship road races competed within the Association; and provide information on road race certification to Association members.
  - 3. Public Relations Committee shall coordinate the compiling and distribution of information about competitions conducted by the Association and other matters of interest to Association members, making use of any appropriate available media, including website, email and video, audio and print media.
  - 4. Other Special Committees may be created by the President and the Board of Directors as needed.

## **Article 12    Grievances**

Any complaint(s) or reported grievances against an Association officer or other member of the Board of Directors, board member or staff shall be directed, in writing, to the President of USATF Adirondack. USATF Adirondack shall have jurisdiction over all disciplinary and formal grievance proceedings relating to matters that arise within the boundaries of USATF Adirondack, except sexual misconduct allegations and doping violations which shall be under the jurisdiction of USATF. All penalties imposed by USATF Adirondack shall be effective only within the boundaries of USATF Adirondack. Any such complaint, presented in writing, shall be subject to USATF Adirondack's grievance procedures as outlined in these Bylaws.

### **Article 13      Fiscal and Legal Matters**

- A. An annual budget of USATF Adirondack shall be developed by the Treasurer with the assistance of the Chairs of the various Committees, shall be presented for review to the Board of Directors no later than the first Board of Directors meeting of the calendar year and approved by the Board of Directors no later than the second Board of Directors meeting of the calendar year.
- B. The fiscal year of USATF Adirondack is the calendar year.
- C. The Board of Directors, upon consultation with the Treasurer, shall designate depositories for funds, property, and assets belonging to or under the control of USATF Adirondack.
- D. Funds on deposit in banks may be withdrawn only by voucher check upon the signatures of the President and Treasurer. Other assets or property of USATF Adirondack may be transferred from one depository to another by action of the Board of Directors upon consultation with the Treasurer.
- E. The Board of Directors upon consultation with the Treasurer 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.
- F. USATF Adirondack may obtain corporate fidelity bonds in a form and amount approved by the Board of Directors, indemnifying USATF and USATF Adirondack against losses resulting from infidelity, defalcation, or misappropriation by officers, employees, or agents of funds, property, or assets owned or controlled by USATF Adirondack.
- G. USATF Adirondack shall/may 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 USATF Adirondack against expenses, including attorney's fees, judgments, fines, and amounts actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.
  - 1. To qualify for indemnity, he or she must have acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, USATF's and USATF Adirondack's best interests. In any criminal action or proceedings, the indemnitee must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of USATF and USATF Adirondack.
  - 2. Any indemnification under this article shall be made by USATF Adirondack after the Board of Directors determines that the officer, director, employee, or official representative has met the applicable standard of conduct. The Board of Directors shall make its determination by a majority vote of a quorum consisting of members of the Board of Directors who are not parties to the action, suit, or proceeding. If such a quorum is not obtainable, such determination shall be made

either (1) by a majority vote of the full Board pursuant to opinion of independent legal counsel or (2) by the members of USATF Adirondack at the next meeting of the membership.

3. Expenses, including attorney's fees, incurred in defending a civil action, suit, or proceeding may be paid by USATF Adirondack in advance of the final disposition of the action, suit, or proceeding as authorized in the manner provided above upon receipt of an undertaking by or on behalf of the director, officer, employee, or official representative to repay the amount unless it is ultimately determined that he or she is entitled to be indemnified by USATF Adirondack.
  4. The indemnification provided by this section shall not be deemed exclusive of any other rights to which the director, officer, employee, or official representative may be entitled under bylaw, agreement, vote of the membership, or disinterested directors or otherwise. The indemnification provided by this section shall continue for a person who has ceased to be a director, officer, employee, or official representative and shall inure to the benefit of the heirs, executors, and administrators of such person.
- H. USATF Adirondack shall secure comprehensive liability insurance coverage, including insurance for athlete/participant injury liability.
- I. The Board of Directors, effective at the beginning of each fiscal year, may select a Certified Public Accountant to audit the books and financial records of USATF Adirondack for the ensuing year. After completing the audit, the auditor shall submit his or her report to the Board of Directors, and as soon after as reasonably possible, copies of the audit report shall be made available for USATF Adirondack members by posting on the website and sent to the USATF National Office before the next annual meeting.
- J. To the extent USATF Adirondack has obtained the services of a legal counsel, the President may appoint the Counsel to the Board of Directors, with the Board's approval.
1. The Counsel to the Board of Directors shall be responsible for overseeing the legal affairs of USATF Adirondack and shall be available to advise and consult with the directors, officers, and other representatives of USATF Adirondack, render legal advice and assistance, and perform other duties as the President or the Board of Directors may request. The files, records, and documents created by the Counsel to the Board of Directors during the course of duties for USATF Adirondack belong to USATF Adirondack.
  2. If a matter cannot be adequately dealt with in the ordinary course by the Counsel to the Board of Directors, if applicable, and it appears to be in USATF Adirondack's best interests, the Board of Directors may authorize the President to retain Special Legal Counsel. All agreements with Special Legal Counsel about legal services to be rendered and the fees and compensation to be paid shall be in writing and executed under the terms of this paragraph.
- K. USATF Adirondack agrees to submit to binding arbitration conducted under the commercial rules of the American Arbitration Association, in any controversy involving its recognition as a national governing body, as provided in the Sports Act, or in any controversy involving the opportunity of any athlete, coach, trainer,

manager, administrator, or official to participate in Athletics competition, as provided for in the constitution and bylaws of the USOC.

- L. Any individual representing USATF Adirondack, or who has a financial arrangement with USATF or USATF Adirondack, or who is an employee of USATF Adirondack, or who is a member of any of its committees, shall not participate in evaluating or approving any contract with a supplier to furnish goods or provide services to USATF or USATF Adirondack, 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.
1. The Board of Directors may require that individuals disclose all financial interests that may influence the performance of their duties for USATF or USATF Adirondack.
  2. Each individual referred to in the first sentence of Article 15.L shall, upon learning that USATF Adirondack is proposing to enter into an arrangement in which he or she has financial interest, promptly notify the President in writing of the existence of the interest, and the President shall, in turn, promptly disclose the interest to those bodies of USATF or USATF Adirondack involved in considering entry into the arrangement.
  3. If this provision is violated, USATF Adirondack shall have the right to recover the benefit or payment and to void the contract or transaction.
  4. The Board of Directors may authorize USATF Adirondack to enter into a contract with a person described in the first sentence of this paragraph if the Board of Directors finds that special circumstances exist under which USATF's and USATF Adirondack's interests would best be served by entering into the contract, and the Board of Directors adopts a resolution by an affirmative vote by at least 60% of its members identifying those special circumstances.
  5. All persons directly or indirectly interested in the proposed contract shall recuse themselves from deliberations related to the contract.

#### **Article 14     Contradiction**

No Article of these By-Laws, or rule of USATF Adirondack, may contradict those of USATF.

#### **Article 16     Amendments**

These By-Laws may be amended at a meeting of the Board of Directors by a 2/3 vote of those members of the Board of Directors, provided a quorum is present. Proposed amendments must be submitted to the President of the Board of Directors at least thirty (30) days prior to the meeting.

## **Addendum: Whistleblower Policy**

### **SCOPE**

This policy applies to all USA Track & Field, Inc. (“USATF”) full time, part time, temporary, and unpaid employees (“employees”) as well as independent contractors, officers, directors, committee members, members, athletes, coaches, agents, and volunteers.

### **PURPOSE**

USATF is committed to leadership in the sport of track & field in the United States and internationally, and because we operate in the public spotlight, we are expected to conduct our affairs consistent with this great trust that has been placed upon us. This requires that our behavior conform to the highest ethical, moral, and legal principles. In line with this commitment and USATF’s commitment to open communication, this policy aims to provide an avenue for employees, independent contractors, officers, directors, committee members, members, athletes, coaches, agents, and volunteers to raise concerns and reassurance that they will be protected from reprisal or victimization for whistleblowing. This Whistleblower Policy is intended to cover protections for you if you raise concerns regarding USATF, such as concerns regarding:

- Incorrect financial reporting;
- Unlawful activity; or
- Activities that are not in line with USATF policy (to be used for serious and sensitive violations only), including but not limited to USATF bylaws, regulations, codes of ethics, codes of conduct, and other policies.

### **STATEMENT OF POLICY**

No employee, independent contractor, officer, director, committee member, member, athlete, coach, agent, or volunteer of USATF shall take any harmful action with the intent to retaliate against any person, including interference with employment or livelihood, for providing to a law enforcement officer any truthful information relating to the commission or possible commission of any offense. In addition, no employee, independent contractor, officer, director, committee member, member, athlete, coach, agent, or volunteer shall take any harmful action with intent to retaliate against any employee, independent contractor, officer, director, committee member, member, athlete, coach, agent, or volunteer of USATF for the reporting any of the above-noted concerns to the appropriate USATF representative as outlined in this policy.

### **SAFEGUARDS**

*Harassment or Victimization* - Harassment or victimization for reporting concerns under this policy will not be tolerated.

*Confidentiality* - Every effort will be made to treat the complainant's identity with appropriate regard for confidentiality.

*Anonymous Allegations* - This policy encourages employees, independent contractors, officers, directors, committee members, members, athletes, coaches, agents, and volunteers to put their names to allegations because appropriate follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously will be explored appropriately, but consideration will be given to:

- The seriousness of the issue raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from attributable sources.

*Bad Faith Allegations* – Allegations made in bad faith may result in disciplinary action.

## **PROCEDURES**

USATF seeks to have an “Open Door Policy” and encourages all employees, independent contractors, officers, directors, committee members, members, athletes, coaches, agents, and volunteers to share their questions, concerns, suggestions, or complaints regarding USATF and its operations with someone who can address them properly.

### **Process for Raising a Concern:**

*Reporting* – The whistleblowing procedure is intended to be used for serious and sensitive issues. Such concerns about an officer (board member) or director (board member) may be reported directly to Counsel to the Board. Concerns regarding the Chief Executive Officer (CEO) may be reported directly to the Board Chair. Concerns about a committee member, member, athlete, coach, agent, or volunteer including those relating to financial reporting or unethical or illegal conduct, may be reported to the Ethics Committee through the General Counsel. The CEO, General Counsel, or complainant's immediate supervisor (provided the complainant is a USATF employee) is generally in the best position to address concerns regarding an employee or independent contractor. However, if the complainant is not comfortable speaking with the party they are directed to contact, as discussed above, the complainant is encouraged to speak with either the General Counsel, Counsel to the Board, or Board Chair, whomever the complainant is most comfortable approaching.

The Audit Committee shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The General Counsel shall immediately notify the Audit Committee of any such complaint and work with the Audit Committee until the matter is resolved.

*Timing* – The earlier a concern is expressed, the easier it is to take action.

*Evidence* – Although the complainant is not expected to prove the truth of an allegation, he or she should be able to demonstrate to the person contacted that the report is being made in good



faith.

**Process for Handling the Report:**

The action taken by USATF in response to a report of concern under this policy will depend on the nature of the concern. The appropriate designated individual(s) shall receive information on each report of concern and follow-up information on actions taken. Said person will acknowledge receipt of the reported violation or suspected violation by writing a letter (or e-mail) to the complainant within ten (10) business days of receipt of the complaint.

*Initial Inquiries* – Initial inquiries will be made to determine whether an investigation is appropriate, and the form that it should take. Some concerns may be resolved without the need for investigation.

*Further Information* – The amount of contact between the complainant and the person or persons investigating the concern will depend on the nature of the issue and the clarity of information provided. Further information may be sought from or provided to the person reporting the concern.

*Information* – Subject to legal constraints, the complainant will receive information about the outcome of any investigations.

For additional information, contact the General Counsel or the Ethics Committee.

*USATF reserves the right to modify or amend this policy at any time as it may deem necessary.*