

**BY-LAWS
OF
USA TRACK & FIELD
SOUTHWESTERN ASSOCIATION**



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Table of Contents

Article	1	Name	Page 3
Article	2	Definitions	Page 3
Article	3	Purposes and Duties	Page 4
Article	4	Authority	Page 5
Article	5	Constituency	Page 5
Article	6	Meetings	Page 6
Article	7	Board of Directors	Page 9
Article	8	Voting	Page 11
Article	9	Officers and Their Duties	Page 13
Article	10	Formal Grievances & Disciplinary Proceedings	Page 15
Article	11	Redress of Grievances	Page 20
Article	12	Sanctions	Page 21
Article	13	Fiscal and Legal Matters	Page 22
Article	14	Dissolution	Page 25
Article	15	Saving Clause	Page 25
Article	16	Amendments	Page 25

ARTICLE 1 – NAME

The name of this corporation shall be the Southwestern Association of USA Track & Field, hereinafter referred to as “this Association”, “this Corporation”, or “the Association”.

ARTICLE 2 - DEFINITIONS

As used in these By-Laws and operation Regulations:

- A. Association** (when capitalized) means the local organization which administers a geographically-defined area, and bears a name which shall include its geographic description.
- B. 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.
- C. 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.
- D. Athletics competition** means a contest, game, meet, match, tournament, or other Athletics event in which eligible athletes compete.
- E. Board** (when capitalized) means the Board of Directors of Southwestern Association.
- F. COO** means the chief operating officer of Southwestern Association, who shall function in the position of executive director.
- G. Club** means a local or national organization whose programs involve competitive member athletes, events, and/or education or officiating in Athletics.
- H. 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.
- I. Geographic Area** means: that portion of the State of Texas bounded on the south and including the counties of Irion, Tom Greene, McCulloch, San Saba, Mills, Hamilton, Coryell, Bell, Falls, Limestone, Freestone, Anderson, Cherokee, Rusk and Panola and on the east by the states of Louisiana and Arkansas and on the north by the State of Oklahoma, and on the west by and including the counties of Hardeman, Foard, Knox, Stonewall, Fisher, Scurry, Borden, Howard, Glasscock, and Reagan. (See Appendix I).
- J. NABR** means the National Athletics Board of Review, as established in Regulation 11 of the Governance Manuel of USATF.
- K. Sanction** means the document which evidences the authority granted by either USATF or this Association to conduct a competition, and which also evidences that the recipient has complied with the requirements of Article 15 of these Bylaws.
- L. Sports Act** means the Ted Stevens Olympic and Amateur Sports Act as amended.

- M. Sports organization** means a non-profit corporation, club, federation, union, association (un-capitalized), or other group organized in the association which sponsors, officiates or arranges any Athletics competition.
- N. USOC** means the United States Olympic Committee.
- O. USTCA** means the United States Track Coaches Association.
- P. WMA** means World Masters Athletics (*formerly WAVA*)

ARTICLE 3 – PURPOSES and DUTIES

This non-profit corporation shall act as the association governing body (as defined by the Ted Stevens Olympic and Amateur Sports Act of 1998) for Athletics in this geographic area of the United States.

- A. Purposes: This Corporation shall have the following purposes:
 - 1. **Development:** Developing interest and participation in Athletics in this geographic area at all levels;
 - 2. **Management:** Promoting Athletics and athletes by conducting competitions and other events, and by cooperating with and encouraging other organizations which may do so;
 - 3. **Marketing:** Generating public awareness, appreciation, and support for Athletics and for USATF, and this association creating opportunities for athletes and Athletics events, and generating sponsorships to aid this corporation in fulfilling its purposes and duties.
 - 4. **Diversity:** Promoting diversity of representation at all levels of participation in USATF activities.
- 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 active athletes:** Keeping eligible athletes active in Athletics informed of policy matters and reasonably reflecting the views of such athletes in the policy decisions of USATF and the Association;
 - 4. **Sanctioning of events:** Sanctioning competition in Athletics in accordance with the provisions of these Bylaws and the Operating Regulations of USATF;
 - 5. **Participation in competition:** Providing for the participation by eligible athletes in competition in Athletics, in accordance with the provisions of these Bylaws and the Operating Regulations of USATF;
 - 6. **Support of women in Athletics:** Providing equitable support and encouragement for participation by women in Athletics;
 - 7. **Support of the disabled in Athletics:** Encouraging and supporting sports programs in Athletics for handicapped individuals;

8. **Coordination of certification and education:** Providing the means for certification of coaches and officials throughout the Association in all disciplines and at all levels of Athletics;
9. **Registration and certification of athletes:** Registering eligible athletes as members and certifying such athletes as eligible for competition;

ARTICLE 4 – AUTHORITY

This corporation shall be the representing body for Athletics in the Southwestern Association for the national governing body in the United States, and shall exercise the following powers:

- A. **Representation:** Representing this geographic area in USATF in the United States.
- 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 the geographic area.
- D. **Jurisdiction:** Shall have jurisdiction over athletics competition in this geographic area including Association championships, Regional championships, road races, trail races, race walking, and events sanctioned by this association;
 - a. Exception: Any sports organization which conducts Athletics competition, 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. If such a sports organization wishes to conduct international Athletics competition to be held in the United States or sponsor international Athletics competition to be held outside the United States, it shall obtain a sanction from USATF as provided herein.
- E. **Autonomy:** This Association shall be autonomous in its governance of Athletics, in that it shall independently determine and control all matters central to such governance. It shall not delegate such determination and control, and it shall be free from outside restraint. This provision shall not be construed as preventing the 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 others named by USATF.
- B. **Sports organizations:**
 - a. **Membership terms:** The constituency of this Association shall also consist of those sports organizations which conduct a program or regular competition in Athletics, on a level of proficiency appropriate for the selection of eligible athletes

to represent the association in Athletics competition, and have the managerial and financial capability of conducting a championship.

- b. **Organization documents:** Any organization seeking to become a constituent of this association as a sports organization, other than those currently recognized in Exhibit B of the USATF Governance Manual, shall apply in writing for recognition by this association. Such application shall set forth the qualities of the applicant for membership and shall be referred to the Member Services Committee. The committee shall promptly review the application and forward same to the Board together with its assessment of the qualifications of the applicant and the action recommended by the committee. Final decision on applications for membership shall be the responsibility of the Board.
- C. **Suspension and expulsion:** Any individual or sports organization recognized by this association which violates any of the provisions of these Bylaws, the Operating Procedures, or any operating policy of USATF approved by the Board, or which by definition or practice no longer fulfills the criteria of its category of membership may be suspended, after due notice and an opportunity to be heard by a three-(3-)person panel of the Board, including one (1) active athlete appointed by the President, designated to conduct such hearings, until the next meeting of the association, to which meeting action to suspend shall be reported by the Secretary. At its next meeting, the panel's decision shall be voted upon by the Board. The individual or sports organization may be expelled only upon a two-thirds vote of the Board. At such meeting the suspension shall be rescinded by a majority vote of the members of the Association.

ARTICLE 6 – ASSOCIATION MEETINGS

- A. **Annual meeting:** The Association annual meeting shall be held in the third quarter of each year, at such date, time, and place as may be fixed by the Association upon recommendation from its Board or its designated representative, and announced by requisite notice of such meeting.
- B. **Quarterly Meeting:** This association shall hold quarterly meetings of the membership in February, May, and November at such a time, date and place as the Association President shall determine.
- C. **General Meeting:** The committees of this Association may hold monthly general meetings.
- D. **Special meetings:** Special meetings of the Association shall be held upon call by the Board.
- E. **Meeting procedures:** The following shall govern the conduct of all Association meetings;
 - 1. **Notification of meeting:** All voting members of the Association (and its executive committee), board, or task group shall be sent the notice for any meeting no later than two (2) weeks prior to the meeting's start, except for a meeting held in conjunction with the Association annual meeting, where notice of the individual committee meeting shall be deemed to have been sent with notification for the annual meeting as a whole;

2. **Publication of agenda:** The proposed agenda shall be delivered to all voting members of any committee along with the meeting notice, except at meetings held in conjunction with the Association annual meeting. At such annual meetings, the agenda must be available at least 24 hours prior to the first scheduled session of the committee. Additional items added to the agenda shall not include any item where action of the 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 any committee (and its executive committee), board, or task group shall be open to all USATF individual members except as otherwise provided. At the Board of Directors level, there shall be a specified time period at the beginning of the meeting where any member may give input or make a brief statement to the Board.
 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:** All boards, committees, councils, and task groups shall have a recording secretary. Within thirty (30) days of the meeting, draft minutes should be sent to all members by the secretary recording all official actions taken by the committee. All written reports or a summary of such reports shall be distributed with the draft minutes.
- F. **Quorum:** At least fifty percent (50%) of the total of Board of Directors must be represented to establish a quorum for the conduct of business at general sessions of this governing body to the members in attendance.
- G. **Meeting notices:** The Secretary shall give each Board of Directors, and each of the organizations or individuals referred to in Article 7-A, 7-B, 7-C, 7-D, 7-E and 7-F, at least two (2) weeks written notice of all Association meetings, such notice to specify the time and place of the meeting and, in the case of a special meeting, the purpose of the meeting.
- H. **Panel on the Order of Business:** The Panel on the Order of Business shall not exceed five (5) members and shall be appointed by the President. The chair of the panel shall be a qualified parliamentarian and, where possible, serve at all Association meetings.
- I. **Agenda:** Prior to each Association meeting, the Panel on the Order of Business shall consult with the President, the Secretary, and appropriate Board members on the agenda. The Panel shall prepare an agenda to be presented to the members at each general session 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 membership through acceptance of the registrar's report or roll call (at all sessions where appropriate);
 2. **Credentials:** Consideration of credentials and challenges (at all sessions where appropriate);
 3. **Minutes:** Acceptance of the minutes of the previous meeting;
 4. **Reports:** Reports from the President and COO, and those committee chairs which have business to come before the members;
 5. **Introductions:** Group introduction of officers and committee chairs (without speeches);

6. **Elections:** Nominations (without speeches except for officer positions) and elections as scheduled, including special elections;
 7. **Site selections:** Report on site selections by each sport committee;
 8. **Amendments:** Action on proposed amendments;
 9. **Financial report:** Treasurer's report and approval of the budget;
 10. **Awards:** Appropriate awards presentations; and
 11. **Other business:** New or old business as scheduled.
- J. **Resolutions:** The following provisions govern resolutions to the Association and its Board:
1. **Written:** All resolutions shall be delivered in writing to the Association Secretary;
 2. **Submitters and deadlines:** Any USATF member may present a resolution for consideration at any Association meeting. Officers and the COO may present or sponsor resolutions at any time up to twenty-four (24) hours prior to their consideration. Resolutions not so presented or sponsored must be delivered to the Association Secretary at least thirty (30) days prior to the meeting at which they are to be considered;
 3. **Reasons:** Each resolution should be accompanied by a written statement of the rationale for adoption;
 4. **Evaluation:** The Secretary shall promptly deliver copies of all resolutions to the President, COO, general counsel, chair of Law & Legislation, and chair of any other committee directly affected by the resolution; and
 5. **Fiscal considerations:** Each resolution to be acted upon by this Association that requests funds or involves, requires, or affects the spending of monies shall be referred to the Treasurer, the chair of the Budget Committee of the Board, and the COO for a written response as to the cost and the financial effect upon this Association. Such recommendation(s) shall be distributed by the Secretary with the original resolution.
- K. **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 Association meetings, who shall also serve as the chair of the Panel on the Order of Business.
- L. **Registration:** In order to be a participant in Association annual meetings, all attendees must be registered members. In other cases, non-members will not be allowed the right to participate in discussion, voting, lobbying, or other election-related activities. Invited guests may make specific presentations at designated meetings or assemblies.

ARTICLE 7 - BOARD OF DIRECTORS

- A. **Composition:** The Board of Directors shall be composed as follows:
1. **Voting members:** The voting membership of the Board shall be as follows:
 - a. The **officers** of Southwestern Association (4 persons);
 - b. The five (5) chairs of the **Sports Committees**;
 - i. Long Distance Running
 - ii. Masters Track & Field
 - iii. Open Track & Field
 - iv. Race Walking
 - v. Youth Track & Field
 - c. Five (5) representatives of the **Administrative Committees**;
 - i. Athlete & Coaching Education
 - ii. Budget & Finance
 - iii. Communications & Public Relations
 - iv. Law & Legislation
 - v. Membership Services
 - d. Two (2) members of the **Officials Committee** the chair, and the certification chair or individuals nominated from this committee and members of this association;
 - e. Two (2) coaches elected by and from the **Coaching Advisory Committee**;
 - f. Four (4) **eligible athletes**, 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.
 2. **Chair and Secretary:** The President of the Association shall serve as chair and the Secretary as secretary; and
- B. **General provisions:**
1. **Fiduciary responsibility:** The Board shall manage and supervise the affairs of the Association and perform those duties specified in these Bylaws and the Operating Regulations of USA T&F;
 2. **Meetings of the Board:** The Board may conduct its affairs either at a meeting or by a conference call. It shall hold quarterly in-person meetings during each year as called by the President. Additional meetings may be called by the President or upon the written request of any three (3) members of the Board, and if by the latter group, only after a minimum prior notice of five (5) days to the President of such intent by facsimile or e-mail. In all cases where meetings are held in-person, individuals who cannot attend the meetings may participate fully by conference call. At least fourteen (14) 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 twenty-four (24) 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. In addition, all committee chairs, past presidents, and committee

members shall receive both notice and minutes of every meeting, and may attend at their own expense, except when the agenda requires that person's attendance; and

3. **Board resolutions:** The same provisions for general resolutions apply to Board resolutions.
- C. **Terms:** The term for Board members which is not otherwise set by their terms of office shall be unlimited as long as they are in good standing and shall commence at the conclusion of the annual meeting in each Summer Olympic Games year.
- D. **Quorum:** A quorum for meetings of the Board shall consist of a majority of the members of the Board participating in a properly called meeting.
- E. **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.
- F. **Mail balloting:** As ordered by the President on his/her own initiative or upon authorization by a majority vote at a duly convened meeting, the Board may conduct a vote through the distribution and/or collection of ballots using the U.S. Postal Service, facsimile, email 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.
- G. **Board committees:** The Board may have committees including, but not limited to, athlete support, budget, audits, compensation, insurance, elite athlete performance, and grants. Each Board committee will have no more than ten (10) members, at least one (1) of whom must be a Board member. The President shall appoint the members with the approval of the Board.
- H. **Expulsion:** Failure to participate in two (2) consecutive meetings may, by a 2/3 vote of the Board members attending, cause reprimand or expulsion of the member or representative.

ARTICLE 8 – VOTING

The following guidelines shall apply to all elections for officers and sport committee 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. **Nominating committee option:** All members seeking a position must submit a letter of interest to the Association Secretary, 60 days prior to the Annual Convention of the Association.
2. **In-person meeting nominations:** Nominations may be made and must be allowed from the floor at an in-person election meeting, with the following criteria;
 - a. All nominees must have a current USATF membership;
 - b. Submit a Letter of Interest at the time of the nomination;
3. **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
4. **Nominations and seconds:** A candidate needs one (1) nominator and one (1) seconder who are both members of this 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:** Organizations shall have a minimum of one (1) vote, with the Association having the option of awarding additional votes based on the size of organizations.
7. **Membership of all voters:** Organizations and any person representing an organization in Association voting matters must be members of USATF.

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

1. **Disputes:** Credential disputes must be resolved before the election process is started with nominations and/or the report of the nominating committee;
2. **Uncontested:** Uncontested elections may be voted by acclamation; and
3. **Ballot type:** A secret ballot must be used for contested elections.

E. **Counting of ballots:**

1. **Panel:** A panel of at least three (3) individuals, at least one (1) of whom must be an athlete, shall count the ballots and sign the tally. All panel members shall be of voting age. The panel shall not include any individual who is a candidate for a contested office;
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; and

F. **Committee chairs:**

1. **Age and terms:** All committee chairs, whether elected or appointed, must be at least 18 years of age and members of the Association. Chairs shall be elected or appointed for specific terms which are determined by the President of the Association with acceptance by the Executive Board prior to the voting for the position;
2. **Election:** When requested by two (2) or more member organizations of the Association, sport committee chairs shall be elected. When a sport 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 will be used for the Association's annual meeting, at which all elections for sport committee chairs may be held; and
4. **Division elections:** Joint election meetings may be held by committees in the divisions defined by USATF at the national level: high performance (men's track & field, women's track & field, and race walking), long distance running (men's, women's, masters, and cross country), and general competition (masters track & field, youth, and Associations).

G. **National delegates:**

1. **Local option:** National delegates shall be appointed, in accordance with the Policy and Procedure Manual of this Association; and
2. **Plurality:** When delegates are elected, a plurality vote may be accepted for election.

H. **Majority requirement:**

1. **Officers:** Regardless of whether a mail ballot is used, the president and secretary of the Association must be elected by a majority of the ballots cast. If a run-off election is necessary, the notification requirement shall be the same;

2. **Plurality:** 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.
- I. **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;
- J. **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 governing body shall be a President, Vice President, Secretary, and Treasurer. No individual may be an officer of the Association who is also an officer of another national governing body.
- B. **Duties:** The officers shall perform the following duties as well as any other duties prescribed by these Bylaws, USATF, or the Board:
1. **President:** The President shall:
 - a. **Preside** at all meetings of the Association and its Board;
 - b. Be an **ex officio non-voting member** of all committees;
 - c. Subject to the direction of the Board of Southwestern Association, shall **manage and supervise** the affairs of the Association; and
 - d. **Select committee chairs and other such members** that he or she is entitled to appoint as well as other appointments authorized by these Bylaws and the Operating Regulations of USATF 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;
 2. **Vice President:** The Vice President shall perform duties assigned by the President and Board. In the temporary absence of the President from a meeting, the Vice President shall serve as acting chair;
 3. **Secretary:** The Secretary shall keep or cause to be kept all records of the Association, and all minutes of meetings of the Association and its Board, and, in

general shall perform all duties normally pertaining to the office of secretary. In addition, the Secretary shall serve as liaison to the administrative division of committees; and

4. **Treasurer:** The Treasurer shall:
 - a. Keep or cause to be kept a correct and complete **record of account**, showing accurately at all times the financial condition of the Association;
 - b. Have **charge and custody** of, and be responsible for, all funds, notes, securities, and other valuables which may from time to time come into the possession of the Association;
 - c. **Deposit**, or cause to be deposited, all funds of the Association with such depositories as the Board shall designate;
 - d. **Furnish** or cause to be furnished at all meetings of the Board, or whenever requested, a statement of the financial condition of the Association;
 - e. **Maintain investment accounts** and, under policy determined by the Board, make investments in the name of the Association in a conservative and prudent manner, taking into account the cash flow needs of the Association and other relevant factors; and
 - f. In general **perform all duties** pertaining to the office of treasurer.
- C. **Election:** All officers are to be elected for unlimited terms as long they are in good standing in the association and shall commence at the Annual Association meeting following the Summer Olympic Games. A person may hold more than one (2) officer position during an election. A person may hold the office of President and any other officer position; however, a person may be named in other dual capacities to fill a vacancy.
- D. **Limitation on terms:** There should be no limitation of terms. Rationale: As long as that officer performs in accordance of his/her duty, they may remain in the position by acclimation. For removal of any officer or committee chair. Refer to Article 9-F of current bylaws.
- E. **Succession and vacancies:** There shall be no order of succession to any office. In the event the Board determines that an officer is temporarily unable to serve, it may, in its sole discretion, name another officer to fill the vacancy temporarily. In the event an officer resigns or is permanently unable to serve, the Board shall name a successor until the following annual meeting, subject to the limitation in paragraph C above, at which time a special election shall be held for the unexpired portion of the term.
- F. **Removal from office:** Any officer or committee chair of the Southwestern Association may be removed for good cause by a two-thirds vote of the membership of the Southwestern Association present and voting at an annual meeting or special meeting called for this purpose, and provided the requisite notice for such a meeting (see article 11 of Southwestern Association bylaws) shall properly set forth the removal vote on its agenda.

ARTICLE 10 – FORMAL GRIEVANCES AND DISCIPLINARY PROCEEDINGS

- A. Jurisdiction:** This Association shall have jurisdiction over all disciplinary and formal grievance proceedings relating to matters that arise within the boundaries of the Southwestern Association, except sexual misconduct allegations and doping violations which shall be under the jurisdiction of USATF. All penalties imposed by an Association shall be effective only within the jurisdiction of that Association.
- B. Association Arbitration Panel:** The following shall apply to the appointment and conduct of the Association Arbitration Panel (AAP):
1. **Members:** The Association Arbitration Panel shall consist of three (3) members - a chair, an at-large member, and an athlete member. There shall also be a first alternate, second alternate, and additional alternates who may be appointed from time to time when any of the three members of the AAP are not available. Members of the AAP shall not be members of the Association Board or Executive Committee.
 2. **Appointments:** Appointments shall be made by the President with the approval of the Association Board. The appointments shall be duly reflected in the minutes of a properly convened Board meeting.
 3. **Terms:** Terms shall commence on January 1 of each even-numbered year.
 4. **Removal:** Members and alternates may be removed for good cause by majority vote of the Association's Board. Good cause may include, but is not limited to, the following:
 - a. **Dilatory practices:** A AAP member who causes or permits delays in the hearing process; and/or
 - b. **Failure to follow procedures:** An AAP member who disregards or fails to apply the hearing procedures or other provisions set forth in the Association Bylaws, Association Regulations, USATF Rules, USATF Bylaws, and/or USATF Regulations.
- C. Grievances:** A grievance may involve any matter, other than sexual misconduct and doping offenses, within the cognizance of USATF that occurs in the jurisdiction of this Association:
1. **Grievance Complaints:** A Grievance Complaint shall state the following:
 - a. **Detrimental conduct:** Conduct detrimental to the best interests of Athletics, USATF, USATF Southwestern Association has taken place; or
 - b. **USATF violations:** A violation of any of USATF's Bylaws or Operating Regulations and/or of a violation of any of USATF Southwestern Association Bylaws or Operating Regulations has occurred.
 2. **Parties:** Grievance Complaints may be filed only by and against individuals or entities which were, at the time that the conduct complained of occurred, and at the time the Complaint is filed, members, directors, or officers of USATF or otherwise subject to the jurisdiction of USATF Southwestern Association. A non-member, former director, or former officer of USATF Southwestern Association shall be subject to the jurisdiction of USATF Southwestern Association for the purpose of defending against a Grievance Complaint for an incident that occurred while he or she was a member, a director, or officer of

USATF Southwestern Association or otherwise subject to the jurisdiction of USATF Southwestern Association. A Grievance Complaint may only be filed by a person or entity affected by the issues raised in the complaint; and

3. **Time limit:** Grievance Complaints must be filed within one (1) year from the time the complaining party knew or should have known of the act giving rise to the Complaint.

D. Disciplinary matters: USATF {Southwestern Association shall have the authority to discipline any member who, by neglect or by conduct, acts in a manner subject to discipline pursuant to Regulation 11-D below.

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

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

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

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

1. **Grievance complaint filing procedures:**
 - a. **Filing location:** Complaints shall be filed with the Association President and Secretary. The Secretary shall forward a copy of the Complaint to the each party charged in the Complaint;
 - b. **Language:** All documents filed and exchanged with respect to this Regulation shall be in English; provided, however, that an original document that is in a foreign language must be submitted along with an English translation. The party submitting the document shall bear the cost of obtaining its translation which shall be conducted by a reputable translator or translation service. In the event of a challenge to the accuracy of a translated document, the panel chairperson may direct USATF to order a translation of the document(s) in question and may

allocate the cost of the translation to any party or all parties, as the panel deems appropriate;

- c. Basis for the Complaint:** The Complaint shall allege clearly the nature of the dispute and, where appropriate, state the specific violation of the Bylaws, Operating Procedures, Competition Rules, or Policies of USATF, USATF Southwestern Association, or the IAAF;
- d. Facts of allegation:** Factual allegations shall be separately stated in concise language with one allegation set forth in each numbered paragraph of the Complaint;
- e. Signature:** The Complaint shall be signed by the person filing the Complaint,
- f. Filing fees:** A filing fee of One Hundred U.S. Dollars (US\$100) must accompany an organization's complaint and a filing fee of Seventy-five U.S. Dollars (US\$75) must be paid by individuals filing a Complaint. The filing fee must be in the form of a certified check or money order made payable to the Association;
2. **Failure to comply with Complaint procedures:** Complaints that fail to comply with the procedures outlined in this Regulation shall be returned to the filer with instructions explaining the deficiency. A returned Complaint may be re-filed within thirty (30) days of the initial filing. After thirty (30) days, the Complaint will be deemed abandoned;
3. **Informal resolution of grievances:** Upon receipt of a Grievance Complaint, the President or his/her designee shall make every effort to resolve the dispute through informal means. In disputes pertaining to a specific sport discipline, the President or his/her shall also confer with the chairperson of the sport committee for the discipline involved. All discussions related to the informal resolution of a complaint shall be confidential;
4. **Formal resolution:** If the informal resolution of the complaint is unsatisfactory to any party, or if a party declines to pursue informal resolution, the party may request that the complaint be resolved by a formal hearing before an AAP panel;
5. **Hearing panel:** When one party has indicated that the matter cannot be resolved informally, the President or his/her designee shall coordinate the selection of a three-person arbitration panel. The arbitration panel should include at least one Active Athlete. One panel member will be selected as Chairperson with responsibilities to control and conduct the process. The arbitrators shall not be members of the Association Board or Executive Committee.

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

1. **Documents:** A copy of the complaint or other documents giving rise to the proceeding, with any attachments;
2. **AAP Members and Contact:** The names of the hearing panel members and the address and telephone number of the panel's chairperson;
3. **Association Bylaws:** A copy of the text of this Regulation of the USATF Southwestern Association Bylaws and any other relevant USATF Rule or Regulation; and

4. **Other relevant documents:** A copy of any specifically identified document(s) related to the dispute.

- H. Answer:** The person(s) or entity(ies) named in a Complaint (respondent(s)) must submit a written answer to the Association Secretary within thirty (30) days after receipt of the letter notifying respondents that a proceeding has been filed (“Notice of Proceeding”). A copy of the Answer shall be forwarded by the Secretary to the complainant (the party filing the Complaint) and the AAP panel. The failure of respondent(s) to answer within thirty (30) days after the receipt of the Notice of Proceedings will be deemed a waiver by respondent of the opportunity to have a hearing or have an appeal of any adverse decision. Upon such failure, and after confirmation of the receipt of the Notice of Proceeding by all parties, the hearing panel may proceed in the absence of the respondent and may decide the matter with or without a hearing and with or without taking testimony and evidence, as it deems appropriate. If a party raises a hearing panel challenge under Regulation 11-I, the panel chair may extend the time to answer.

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

- J. Hearing procedures:** The following procedures apply to formal grievance, and other hearings:
 1. **Pre-hearing conference call:** Within five (5) business days of the expiration of the arbitrator challenge the AAP panel chairperson shall conduct a pre-hearing conference by telephone conference call with all parties to discuss scheduling and procedural matters.
 2. **Date of Hearing:** Best efforts should be used to set a convenient time and date for all participants. The AAP hearing panel shall schedule the hearing to take place within thirty (30) days of the initial pre-hearing conference. The hearing date may be delayed beyond the thirty (30) day period only upon a showing to the AAP panel that a substantial injustice would otherwise occur.
 3. **Location for hearing:** Hearings shall be held in-person, unless good cause is shown to the AAP chairperson that holding the hearing by telephone conference call is in the best interest of the sport of Athletics.
 - a. **Reason for request for telephone conference call hearing:** If a party requests that the hearing be held by telephone conference call, such request shall be accompanied by a statement identifying the material reasons which the hearing panel should resolve in this venue.
 - b. **Deadline for request:** The telephone conference call hearing request must be submitted to the AAP chairperson within ten (10) business days of the receipt of the Notice of Proceedings. Failure to submit a telephone conference call hearing request during the above-described timeframe constitutes a waiver of the right to request a telephone conference call hearing.

4. **Delays:** If an interested party causes an unnecessary delay, the AAP panel may dismiss the proceeding or, at its discretion, rule against the party causing the delay. If the delay is the result of AAP panel inaction, the President or his/her designee may dismiss the panel and replace it with a new panel. If a party to the proceeding fails to appear at the hearing, then the AAP panel may make a ruling based on available information and the testimony of those present at the hearing;
5. **Evidentiary rules:** The rules of evidence generally accepted in administrative proceedings shall be applicable to the hearing; the formal rules of evidence shall not apply;
6. **Burden of proof:** The burden of proof is upon the complainant to prove by a preponderance of the evidence that conduct described in Regulation 11-C-1 or 11-D-1 above has occurred;
7. **Hearing record:** An official transcript or recording is highly recommended for hearings conducted by an Association. Any party to the proceedings may retain a court reporter or other competent individual to provide a transcript or recording of the hearing at that party's own expense. If made, such transcripts or recordings shall become the official record of the proceedings and a copy shall be provided to all parties at their own expense; and
8. **Closed hearing:** Hearings shall be closed to the public. Witnesses shall attend hearings only as necessary to provide testimony.

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

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

- e. **Stay provision:** Whether the effect of the decision shall be stayed in the event of an appeal, if appropriate;
 - 3. **Time frame:** An AAP panel shall issue a decision with respect to the disciplinary, formal grievance, or other proceedings within fifteen (15) days after the conclusion of the hearing. The panel shall render a written opinion no later than thirty (30) days after the conclusion of the hearing, or after the submission of any post hearing documentation to the panel.
 - 4. **Effect of decision:** All AAP panel decisions shall be effective upon the date rendered, unless otherwise stated in the decision.
- L. **Appeals:** The decision of the arbitrators may be appealed pursuant to USATF Regulation 11-P.

NOTE: Disciplinary and reinstatement procedures: *The disciplinary and reinstatement procedures of USATF and its member Associations are set forth in Regulations 11 and 12 of the Governance Manual of USATF.*

ARTICLE 11 - REDRESS OF GIEVANCES

- A. **Redress of grievances:** A grievance may be any matter within the cognizance of USATF Southwestern Association as described in Regulation 11-C of the Governance Manual. A Grievance Complaint shall state that (i) conduct detrimental to the best interests of Athletics or USATF Southwestern Association has taken place, or (ii) a violation of any of the Bylaws or Operating Regulations of USATF has occurred, or (iii) the rules of eligibility as defined by the IAAF have been broken. Grievance Complaints may be filed only by and against individuals who were, at the time that the conduct complained of occurred and at the time the complaint is filed, members, directors, or officers of this Association. A non-member, former director or former officer of this Association shall be subject to the jurisdiction of USATF for the purpose of defending against a Grievance Complaint for an incident that occurred while they were a member, a director or an officer filed by an individual who is a member, director or officer of USATF. Except as provided in Regulation 11-A-3 of the Governance Manuel of USATF, Grievance Complaints must be filed within ninety (90) days from the time the complaining party knew or should have known of the act giving rise to the Complaint.
- B. **Grievance Complaints:** Grievance Complaints shall (i) be filed with the National Office and the Secretary, (ii) be signed under oath, (iii) allege with particularity the nature of the grievance, and, where appropriate, the USATF or IAAF rule which has been violated or broken, and (iv) ask that USATF take such action as may be appropriate and in accordance with its rules. Factual allegations shall be separately stated in concise language with one such allegation set forth in each numbered paragraph of the Grievance Complaint. The failure of a Complaint to comply with the preceding sentence shall not be grounds for its dismissal, provided the Complaint clearly makes specific allegations that,

if proven, would justify one of the conclusions set forth in paragraph A above. The National Office shall forward a copy of each Grievance Complaint to the President.

- C. **Informal resolution of grievances:** Upon receipt of a Grievance Complaint, the President or his/her designee shall use every effort to resolve the grievance through informal means, and, in the case of grievances pertaining to a specific athlete or a specific sport discipline, the CEO shall also confer with the chair of the sport committee for the discipline involved. As part of the informal resolution process, all persons or entities named in the Grievance Complaint shall be served with a copy.
- D. **Formal resolution of grievances:** If the informal resolution of the Grievance Complaint is unsatisfactory to any party, such party may invoke the provisions of Regulation 11 (pages 92-94) and request that the grievance be resolved by a formal grievance proceeding before a National Athletics Board of Review.

NOTE: Procedures and appeals: *The procedures applicable to formal grievance proceedings and appeals are set forth in Regulation 11 of the Governance Manual.*

ARTICLE 12 – SANCTIONS

The general sanction provisions of USATF appear in this Article. Additional regulations appear in Regulation 14 (Governance Manual of USATF).

- A. **Definition:** The following definition shall apply to this article and the corresponding Regulation 14 of the Governance Manual of USATF. 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 this Association 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 geographic area.
- C. **Sanctioning policy:** Unless USATF or this 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 this Association of USATF shall promptly grant a sanction requested by a sports organization or person(s), provided all the requirements of Regulation 14 of the Governance Manual 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 the president or executive director/COO of this Association, as appropriate, taking into consideration the requirements of Regulation 14. Approval of sanctions shall not be unreasonably denied. The decision to deny a sanction may be appealed:
 - 1. In the case of a denial by this Association, to USATF, or
 - 2. 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 Regulation 14 of the Governance Manual of USATF.

ARTICLE 13 – FISCAL AND LEGAL MATTERS

- A. **Fiscal year:** The fiscal year of the Association is January 1 through December 31.
- B. **Depositories:** The Board shall, from time to time as necessary, designate depositories for funds, property, and assets belonging to or under the control of the Association.
1. **Signatories:** Funds on deposit in banks may be withdrawn only by voucher check upon the signatures of the Treasurer or Secretary and President or Vice President. Other assets or property of the Association may be transferred from one depository to another by action of the Board; and
 2. **Interest accounts:** The Board may establish separate accounts employing a consultant 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 shall be obtained at the expense of the Association in a form and amount approved by the Board, indemnifying 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 the Association.
- D. **Indemnification: The 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 the 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 the 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 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 the Association.
1. **Standards of conduct:** Any indemnification under this article shall be made by the 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 the 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 the 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 the 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 insure to the benefit of the heirs, executors, and administrators of such a person.
- E. **Liability insurance:** The Association shall 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, shall select a Certified Public Accountant to audit the books and financial records of the Association for the ensuing year. After completing the audit, the auditor shall submit his or her report to the Board, and as soon thereafter as reasonably possible, a copy of such audit report shall be available for each member of the Association before the next annual meeting.
- G. **Legal counsel:**
1. **Counsel to the Board:** The Counsel to the Board 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 the Association and shall be available to advise and consult with the officers, the COO, and other agents of the 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;
 2. **Assistant Counsel to the Board:** The President, in consultation with the Counsel to the Board and with the approval of the Board, may also appoint an Assistant Counsel to the Board who shall have similar duties, responsibilities, and entitlements, but only as the President or the Counsel to the Board may specifically designate;
 3. **Expenses:** Except as may be voted by the Board, neither the Counsel to the Board nor the Assistant Counsel to the Board shall receive any fee or other compensation for legal services, but necessary expenses shall be reimbursed;
 4. **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, Counsel to the Board, or the Assistant Counsel, and it appears to be in the best interests of the Association, the Board may authorize the President, in consultation with the Counsel to the Board and COO, to retain Special Legal Counsel.
- H. **Athlete Advocate:** An athlete advocate shall be appointed by the President of the Association with the approval of the Board. The athlete advocate shall advise and counsel the AAC on USATF-related legal matters and shall be available to advise and consult with athlete members of this Association by telephone. The athlete advocate shall not assume

the representation of individual athletes in specific matters. The necessary expenses incurred by the athlete advocate in performing his or her duties shall be reimbursed from the Association budget.

- I. **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 Southwestern Association by (i) the President (or another officer designated by the President) and (ii) the COO, and, if required, attested to by the Secretary.
- J. **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 association governing body, as provided for in Paragraph 395, Subchapter II, Chapter 17, of Title 36 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 USATF.
- K. **Conflict of interest:** Any individual representing this Association, or who has a financial arrangement with this Association, or who is an employee of USATF or of its Associations, or who is a member of any of its committees or Associations, shall not participate in the evaluation or approval of a contract with a supplier to furnish goods or provide services to this Association, if that individual directly or indirectly benefits financially, or otherwise receives any form of compensation from, or has any interest in, any supplier under consideration. The Board may require that such individuals disclose all financial interests that may influence the performance of their duties for 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 COO in writing of the existence of such interest, and the COO shall, in turn, promptly disclose such interest to those bodies of the Association involved in considering entry into the arrangement. In the event of a violation of this provision, this Association shall have the right to recover such benefit or payment and to void the contract or transaction.

ARTICLE 14 – 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 15 – SAVING CLAUSE

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

ARTICLE 16 – AMENDMENTS

A. **General provisions:** Amendments shall be considered by the Association as follows:

1. **Bylaws and Operating Procedures:** Amendments to the Bylaws and Operating Procedures shall be considered at the annual meeting of the Association in every odd-numbered year;
2. **Voting for Bylaws approval:** Amendments to the Bylaws shall require for passage a two-thirds vote of those members present and voting, provided notice of the proposed amendment has been submitted in writing to the members of the Association at least thirty (30) days prior to the meeting; and
3. **Voting for Regulations/Rules approval:** Amendments to the Bylaws and Operating Procedures shall require a majority vote of members present and voting, provided notice of the proposed amendment has been (1) posted on the Association Website, and (2) a printed copy has been sent to each Member and organizational member, both at least thirty (30) days prior to the meeting.

B. **Exceptions:** Notwithstanding paragraph A above, amendments may be considered at any meeting of the Association in any of the following circumstances:

1. **Tabled amendments:** To act on a tabled amendment proposal;
2. **Conformity with the law:** To make the Bylaws, or Operating Procedures of the Association conform with federal or local law or regulation;
3. **Conformity with IAAF/IOC/USOC:** To make the Bylaws, or Operating Regulations, conform with IAAF, IOC, USOC, or WMA rules or requirements;
4. **Uniformity:** To make the Bylaws, Operating Regulations of the Association conform with each other;
5. **Doping Controls:** To consider doping control legislation, pursuant to the USATF Governance Manuel, which may be considered at any annual meeting;
6. **Restructuring:** To act on recommendations on a Presidential task force on restructuring; and
7. **Member:** To act upon a recommendation concerning a member under review in accordance with Article 5, Article 6, Regulation 1, and/or Regulation 15 of the Governance Manuel of USATF;

Such items need not meet the time requirement of subparagraphs A-3 above and D-1 below.

C. **Emergency circumstances:** In emergency circumstances, the Association or its Board may adopt changes as follows:

1. **Vote of the Association:** Upon a ninety percent (90%) vote at any meeting of the Association; and
 2. **Vote of the Board:** Where immediate relief is deemed necessary, the Bylaws and Operating Regulations may be amended upon vote of ninety percent (90%) of those present, and two-thirds of the total membership (with voting rights) of the Board, such amendment to be effective only until the next annual meeting of the Association.
- D. Submissions:** The following provisions shall govern submissions of amending legislation:
1. **Time of submission:** Amendments shall be submitted at least ninety (90) days prior to the meeting at which they are to be considered, so as to allow proper review and submittal to the members of the Association. This ninety (90) day requirement may be waived, in emergency circumstances, upon a ninety percent (90%) vote at any meeting of the Association;
 2. **Submitters:** Amendments may be submitted only by a member of the Association;
 3. **Persons receiving submissions:** Amendments to the Bylaws shall be submitted to the chair of the Law & Legislation Committee;
 4. **Form of submission:** The proposed amendments shall be in such form as to show the entire section, subsection, or paragraph, as the case may be, as it will read if adopted, with all proposed additional language underlined or shaded, and all proposed deleted language in double parentheses. Each submission shall be accompanied by a brief statement of the rationale for the submission. If there is a budgetary impact, it shall be estimated with the submission or, lacking such estimation, shall be provided by the National Office in conjunction with the Treasurer and/or the chair of the Budget Subcommittee of the Board. The Secretary shall be provided with the legislative proposals in a timely manner and shall provide the appropriate editor with such information to put in the written notice to the members in subparagraph A-3 above; and
 5. **Approval of submissions:** All proposed amendments must first be recommended for approval at the time of submission by someone other than the submitter who shall be either the chair of any sport, development, or operating committee, any member of the Law & Legislation Committee (for Bylaws and Operating Procedures), the president of the Association, any officer or the executive director, or any officer of the Association. Such approval must be in writing, dated, and placed on the proposal when submitted. These listed approval parties may submit proposed amendments directly without such an approval.
- E. Effective date:** Unless otherwise specified at the time of adoption, amendments to the Bylaws shall be effective immediately, and amendments to the Operating Procedures of the Association shall be effective January 1 of the following year.