

## BYLAWS OF LAKE ERIE ASSOCIATION OF USA TRACK & FIELD INC.

### ARTICLE 1

The name of this Non-Profit organization shall be the Lake Erie Association of USA Track & Field Inc. The Lake Erie Association (LEA) is part of Ohio and consists of these Counties: Erie, Huron, Richland, Lorain, Ashland, Geauga, Cuyahoga, Lake, Medina, Summit, Wayne, Holmes, Stark, Tuscarawas, Harrison, Jefferson, Carroll, Columbiana, Mahoning, Portage, Trumbull, and Ashtabula.

### ARTICLE 2

#### DEFINITIONS

The words "Track & Field" herein shall include cross country, running, long distance running, race walking, track and field and any other jurisdiction granted by USA Track & Field, henceforth to be referred to as USATF.

### ARTICLE 3

#### PURPOSE

The purpose of the Association is to act as the Lake Erie area representative to USATF and in connection with that purpose:

1. To encourage, improve, and promote the sport of amateur Track and Field in the Area of Lake Erie as defined by USATF in accordance with the purposes set forth in the Bylaws of USATF.
2. To protect and promote the mutual interest of the Members.
3. To institute, regulate, and conduct, or award amateur Track & Field Championships of the Association.

### ARTICLE 4

#### AUTHORITY

The Association shall possess, through USATF, all authority of that body in the sport of Track & Field. The Association shall be autonomous in the administration of Track & Field and to that end shall exercise independent jurisdiction, supervision and control over the administration,

eligibility, sanctions, authority, representation and rules of competition or the sport of Track & Field in the Lake Erie area as defined by USATF.

## ARTICLE 5

### CONSTITUENCY

Individuals: Any person who meets the criteria for individual membership as determined by USATF shall be eligible for membership. This includes athletes, officials, coaches, administrators and any other sets of individuals named by USATF. Groups: Any organizations that meets the criteria for group membership as determined by

USATF shall be eligible for membership. This includes clubs, organizations administering competitions, and any other groups designated by USATF. Member groups must designate in writing who the voting members of the group are to be and must make any changes to this in a timely manner before such individuals are recognized to vote. Applications: Application for membership shall be accordance with the USATF Bylaws and Operating Regulations. Suspension & Expulsion: Any individual or group recognized by this Association which violates any of the provisions of the Bylaws or Regulations, USATF Bylaws or Operating Regulations, any operating policy approved by the USATTF Board of Directors, or any operating policy approved by this Association may be suspended, after due notice and opportunity to be heard by the body designated to conduct such hearings, until the next meeting of this Association, to which meeting action of suspension shall be reported by the Secretary. At such meeting the suspension may be rescinded by a majority by vote of the members, or such individuals or group may be expelled by a two-thirds vote.

## ARTICLE 6

### VOTING MEMBERS

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

## ARTICLE 7

### MEETINGS

Annual Meeting: The annual meeting of this Association shall be held no later than two months prior to the USATF Annual Meeting. The Meeting will be held, at such date, time and place as

may be fixed by the President. Special Meetings: Special meetings of this Association shall be held upon call by the President. This meeting would be held for the purpose of addressing grievances or problems they perceive. Meeting procedures: The following shall govern the conduct of all meetings of this Association;

1. Notification of meetings:
  - a. Notice of the meeting will be distributed by mail, local Association Web site, and or the National Office's web site.
  - b. If a web site is to be used to inform members of the meeting, then members must be informed where to find information on the web site through a mailing or newsletter.
  - c. The initial meeting notice must be sent by means under which it will arrive at least thirty (30) days prior to the date.
  - d. Any notice of a meeting change must be at least fourteen (14) days prior to the meeting.
2. Quorum: A quorum shall consist of no less than six (6) member organization.
3. Agenda: Prior to each meeting of this Association, the Secretary shall consult with the President and any Association staff members on the agenda. The Secretary shall prepare an agenda to be presented to the members the stat of the meeting as one of the first orders of business.
4. Rules of order: Questions of order shall be decided by the chair in accordance with Roberts Rules of order.

## ARTICLE 8

### VOTING

The following guidelines shall apply to all elections of officers of the Association.

1. Election notice:
  - a. Notice must he distributed by mail, newsletter, local Association web site, and or the national Office's web site.
  - b. 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.
  - c. 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.

- d. Any notice of a meeting change or a change in the election process must be at least fourteen (14) days prior to the meeting.
2. Nominating process
    - a. Nomination for all officers shall be made by the Nominating Committee, consisting of at least three (3) people appointed by the President.
    - b. Nominations may also be made from the floor at the election meeting.
    - c. A candidate must be a member of the Association who is at least eighteen (18) years of age (at the start of the term of office).
    - d. A candidate must be a certified official with the LEA that meets the latest edition of National Officials Regulations.
    - e. A candidate needs one (1) nominator and one (1) seconder who are both members of the Association.
  3. Voter criteria:
    - a. One (1) person shall cast only (1) ballot, regardless of how many positions within the Association the person occupies.
    - b. There shall be no proxy voting.
    - c. Voters must be a minimum of age eighteen (18) on the day of the election.
    - d. Except for renewals from the previous year, individuals must be a member in the Month which ends more than one full month preceding the election.
    - e. 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. One additional vote of each 100 registered members.
    - f. Organizations and any person representing an organization in Association voting matters must be members of USATF.
  4. Conduct of voting: This Association shall use an open meeting ballot where all members of the Association are eligible to attend and vote:
    - a. Credential disputes must be resolved before the election process is started with Nominations and/or the report of the nominating committee.
    - b. Uncontested elections may be voted by acclamation; and
    - c. A secret ballot must be used for contested elections.
  5. Counting of Ballots
    - a. 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.
  6. Committee Chairs:
    - a. All committee chairs must be at least 18 years of age, certified officials, and members of the Association. Chairs shall be appointed for a two (2) year term by the Board of Director.
    - b. 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 the minimum, shall be advertised to all member organizations in the Association active in the discipline.

7. National Delegates:
  - a. National Delegates shall be appointed by the Board of Director of the Association.
  - b. They must be members of the LEA of USATF.
8. Majority Requirement
  - a. 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.
  - b. In other mail ballot elections, a plurality may be accepted.
  - c. In elections conducted at meetings, a plurality may not be accepted in the first round except for the election of national delegates, and
  - d. In run-off elections, candidates equal to twice the remaining positions shall be on the ballot.
9. 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

The officers of this Association shall be: President, Executive Vice President, Vice President, Secretary and Treasurer.

1. Duties: The officers shall perform the following duties as well as any other duties prescribed by these by-laws, the USATF by-laws or Operating Regulations or the board of this Association.
  - a. The President shall preside at all meetings of USATF and its Board. Be an ex-officio non-voting member of all committees. Shall manage and supervise the affairs of this Association. Select committee chairs and other such members that he or she is entitled to appoint as well as other appointments authorized by these by-laws after consultation with the other officers. He or she may likewise terminate such appointments for a good cause upon written notice to such appointees and the other officers.
  - b. The Executive Vice President and Vice President shall perform duties assigned by the President and Board. In the temporary absence of the President from a meeting they shall serve as acting chair, in the above order

- c. The Secretary shall keep or cause to be kept all records of this Association and all minutes of the meeting of this Association and its Board and, in general shall perform all duties normally, pertaining to the office of secretary
  - d. The Treasure shall keep or cause to be keep a correct and complete record of accounts, showing accurately at all times the financial condition of this Association. 1n addition, that person shall collect all memberships for intervals and groups within the Association and provide liaison to the USATF National Office in all matters of membership, including reporting and disbursement of benefits.
  - e. In the event of a vacancy, the Board of Directors shall appoint a qualified Association member to fill the position until the next election.
2. Elections:
- a. All officers are to be elected for two (2) years at the annual meeting of the Association to be held at each even year. Term limits shall be two (2) years or until his/her successor is chosen.

## ARTICLE 10

### BOARD OF DIRECTORS

1. The Board of Directors shall be composed as follows:
  - a. The officers of the Association which is composed of five (5) member.
  - b. The Board shall manage and supervise the affairs of the Association and perform those duties specified in these bylaws.
  - c. The Board may conduct its affairs either at a meeting or by a conference call.
  - d. The term for Board members has be set by either term of office.
  - e. A Quorum for a Board meeting shall consist of a majority of the Board members.

## ARTICLE 11

### COMMITTEES

1. Lake Erie Association Committees shall consist of the following:
  - a. Men's Track & Field
  - b. Women's Track & Field
  - c. Master's Track & Field
  - d. Youth Athletics
  - e. Men's LDR
  - f. Women's LDR
  - g. Master's LDR
  - h. Race Walking (Youth, Men's, Women's, Masters)

- i. Cross Country
  - j. MUT
  - k. Membership
  - l. Officials
2. Duties and Responsibilities:
- a. They shall have jurisdiction over the Association Championships in the particular discipline it controls, and shall institute, locate or award conduct and manage all such championships.
  - b. They shall coordinate the local and domestic competition calendar in its discipline.
  - c. They shall both advise and serve as a resource of the Association, its officers, and its boards, either individually or collectively, with respect to current fund-raising and marketing & media practices and policies which might be applicable to their particular needs and situations and act as a liaison for the President with the approval of the Board.
  - d. In addition to the above duties, the Official's Chair shall be responsible for upgrading Officials to the next level based on requirements set forth in the National Officials Regulations. In addition to the National Officials Regulations, all USATF Lake Erie Officials shall work meets governed by USATF, NCAA or IAAF rules.

## ARTICLE 12

### DISCIPLINARY AUTHORITY

1. This Association shall have the authority to displace any member, delegate, athlete, coach, manager, official, trainer, member of any committee, and any other person or entity participating in athletics, who, by neglect or by conduct:
  - a. acts in a manner detrimental to the purposes of USATF Athletics, or
  - b. has violated any of the Bylaws operating regulation, or rules of competition of USATF, or the Association or
  - c. has violated the rules of eligibility.
2. In between meetings of USATF Lake Erie Association, the Board shall have the authority to exercise the powers recognized in paragraph (1) of this Article.
3. For the same reasons stated in paragraph (1) of this Article, this Association shall have the power to recommend to USATF that a member, delegate, athlete, coach, manager, official, or member of any committee be suspended or expelled provided that all the provisions of this process as stated in these By-laws have been met.
4. Before exercising its authority under this Article, this Association or the Board must notify, in writing, the person or organization involved of any alleged infringement of rules or good conduct, and in order to afford an opportunity to be heard in a swift and equitable manner

5. On application for reinstatement to the Association by any person or organization suspended or expelled, said application shall give in detail the reasons advanced for reinstatement, at which time this Association may reinstate said person or organization.

## ARTICLE 13

### REDRESS OF GRIEVANCES

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

#### Regulation 1

##### *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 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 1st 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: An 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 Lake Erie 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 Lake Erie 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 Lake Erie Association. A non-member, former director, or former officer of USATF Lake Erie Association shall be subject to the jurisdiction of USATF Lake Erie 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 Lake Erie Association or otherwise subject to the jurisdiction of USATF Lake Erie 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 {Association Name} shall have the authority to discipline any member who, by neglect or by conduct, acts in a manner subject to discipline pursuant to Regulation (a) below.
1. Activities subject to discipline: USATF Lake Erie 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 Lake Erie 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 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 Lake Erie 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 must accompany an organization's complaint and a filing fee 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 (0) 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 Lake Erie 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 #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 bearing 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 time frame 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 or 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 I-C-I or 1 D-I 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 Lake Erie 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 Lake Erie Association, the Budget Committee chair and/or the USATF Lake Erie 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 Lake Erie 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 Lake Erie 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 II-P.

## ARTICLE 14

### FISCAL AND LEGAL MATTERS

The fiscal year of this Association is January 1st through December 31st. 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 was a director, officer, employee, or official representative of this Association against expenses, including attorney's fees, judgments, fines, and amounts actually and reasonably incurred by him or her in connection with such action, suit or proceedings, 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 interest of USATF and this association and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or 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 interest of USATF and this Association.

## ARTICLE 15

### DISSOLUTION

Upon the dissolution of the corporation, the Board shall after payment 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 manner, or to such organization or organizations, 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 this Board shall determine.

ARTICLE 16

SAVINGS CLAUSE

Failure of literal or complete compliance with provision 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 17

AMENDMENTS

- 1) Amendments shall be considered by this Association as follows:
  - a) Amendments to the Bylaws shall require for passage of two-thirds of those members present and voting at the meeting, 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
  - b) Amendments to the other regulations shall require a majority vote of 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.

THESE BY-LAWS WERE REVISED ON March 24, 2019, BASED ON A MEETING OF THE LEA BOARD AND CHAIR AT THE ANNUAL ASSOCIATION MEETING IN AUGUST 2018, THEY WILL BE VOTED ON BY THE COMMITTEE FOR APPROVAL AT THE ANNUAL MEETING AUGUST 2019.

LARRY SEIFERT, PRESIDENT/ASSOCIATIONS CHAIR\_\_\_\_\_

DAVE WOYTEK, EXECUTIVE VICE PRESIDENT/OFFICIALS CHAIR\_\_\_\_\_

CHIP JOHNSON, VICE PRESIDENT \_\_\_\_\_

JEFF GERSON, TREASURER/MASTER'S T&F CHAIR \_\_\_\_\_

NANCY SEIFERT, SECRETARY/YOUTH CHAIR \_\_\_\_\_

JOANN KITCHEN, MEMBERSHIP CHAIR \_\_\_\_\_

TONY LONGINO THOMAS, WOMEN'S T&F & LDR CHAIR \_\_\_\_\_

RICK MARINELLI, RACE WALK CHAIR \_\_\_\_\_

DOUG GLASS, MASTER'S LDR CHAIR \_\_\_\_\_

PHIL PILLIN, CROSS COUNTRY CHAIR/MEN'S LDR \_\_\_\_\_