



# USA Track & Field Minnesota Association Bylaws

## Article 1 – Name

- 1.1 **Name.** The name of the corporation shall be USA Track & Field – Minnesota Association (USATF Minnesota or the Association).

## Article 2 – Offices

- 2.1 **Offices.** The principal office of the Association shall be 960 Douglas Rd., Mendota Heights, Minnesota 55118. The Association may have offices at such other places, within or without the State of Minnesota, as the Board of Directors may designate.

## Article 3 – Definitions and Consistency

- 3.1 **Definitions.** Unless otherwise specified herein, the terms used in these Bylaws shall have the same definitions as in the Bylaws and Operating Regulations of USA Track & Field, Inc. (USATF).

Meeting: a meeting may be held in person, by conference call, or by an electronic meeting service

Voting: electronic balloting may be used

- 3.2 **Consistency.** In all respects, these Bylaws shall be interpreted in a manner consistent with the Bylaws and Operating Regulations of USATF. Any provision of these Bylaws which is inconsistent with the Bylaws and Operating Regulations of USATF shall be void.

## Article 4 – Purposes and Duties

- 4.1 **Purposes.** The Association is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code. The Association shall be the governing body for Athletics in the State of Minnesota, as defined in the Ted Stevens Olympic and Amateur Sports Act of 1998, as amended. As the governing body, the Association shall:
- (a) Develop interest and participation in Athletics;
  - (b) Promote Athletics and Athletes by conducting competitions and other events, and by cooperating with and encouraging other organizations that may do so;
  - (c) Generate public awareness, appreciation, and support for Athletics, Athletes, USA Track & Field, and USATF Minnesota, create opportunities for Athletes and Athletics events, and generate sponsorships to aid it in fulfilling its purposes and duties;

- (d) Promote diversity of representation at all levels of participation in its activities; and
- (e) Engage in additional activities as permitted by law.

4.2 **Duties.** The Association shall:

- (a) Be responsible to persons and sports organizations active in Athletics;
- (b) Minimize, through coordination with other sports organizations, conflicts in the scheduling of practices and competitions in Athletics;
- (c) Keep Athletes informed of policy matters, and reasonably reflect the views of such Athletes in the policy decisions of USATF and USATF Minnesota;
- (d) Sanction Athletics competitions in accordance with the provisions of these Bylaws, USATF Minnesota Regulations, USATF Bylaws, and USATF Operating Regulations;
- (e) Provide for the participation by Athletes, coaches, trainers, managers, administrators, and officials in competition in Athletics, in accordance with the provisions of these Bylaws, USATF Minnesota Regulations, USATF Bylaws, and USATF Operating Regulations;
- (f) Provide equitable support and encouragement for participation by all persons in Athletics, regardless of gender, age, race, ethnicity, or disability;
- (g) Provide the means for the certification of coaches and officials throughout the State of Minnesota in all disciplines and at all levels of Athletics;
- (h) Register Athletes as members and certify such Athletes as eligible for competition; and
- (i) Perform all other duties necessary for the administration of Athletics in the State of Minnesota, and for the achievement of the Association's purposes.

## **Article 5 – Authority**

5.1 **Representation.** The Association shall represent the State of Minnesota in USATF.

5.2 **Coordination of Athletics.** The Association shall be the coordinating body for Athletics in the State of Minnesota.

5.3 **Jurisdiction.** The Association shall have jurisdiction over Athletics competition in the State of Minnesota, including Association championships, with the exception that any sports organization that conducts closed Athletics competition (in which participation is restricted to a specific class of eligible athletes, such as high school students, college students, members of the Armed Forces, or similar groups or categories) shall have exclusive jurisdiction over such competition.

5.4 **Autonomy.** The Association shall be autonomous in its governance of Athletics in the State of Minnesota, and shall:

- (a) Independently determine and control all matters central to such governance, in accordance with the provisions of these Bylaws, USATF Minnesota Regulations, USATF Bylaws, and USATF Operating Regulations, and shall not delegate such determination and control; and
- (b) Be free from outside restraint, except in recognition of its role as a part of USATF.

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, duties, and authority.

## Article 6 – Members

- 6.1 **Members**. The following individuals and organizations shall be members of the Association:
- (a) **Individuals**. Any person, including Athletes, coaches, trainers, managers, administrators, and officials, who meets the criteria for individual membership and fulfills all registration, dues, and other requirements for membership in USATF Minnesota, as determined by USATF.
  - (b) **Organizations**. Any organization, including clubs, organizations administering competitions, and any other groups designated by USATF, that meets the criteria for group membership and fulfills all registration, dues, and other requirements for membership in USATF Minnesota, as determined by USATF.
- 6.2 **Voting Members**. The following individuals and organizations shall be voting members of the Association, and shall have the right to make and second nominations, make and second motions, participate in debate, and vote in elections and on Association matters, as set forth in these Bylaws and in the Bylaws and Operating Regulations of USATF:
- (a) **Individuals**. All individual members of the Association who are over the age of eighteen at the time of the relevant action.
  - (b) **Organizations**. All organizational members of the Association, provided that each organizational member shall designate, in writing and in a timely manner prior to the meeting in which it intends to act as a voting member, who shall represent the organization for that purpose.
- 6.3 **Membership Deadline**. Except for renewals from the previous year, individual and organizational members must be members of the Association at least thirty days before they may act as voting members of the Association.
- 6.4 **Annual Meeting**. The Association shall hold an annual meeting in September each year, or at such other time as the Board shall designate, at a time and place designated by the Board.
- 6.5 **Notice**. The Association shall provide notice of the annual meeting to its individual and organizational members as follows:
- (a) **Distribution**. Notice of the meeting shall be distributed by mail, newsletter, and/or the USATF Minnesota website.
  - (b) **Website Use**. If notice of the meeting is distributed by way of the USATF Minnesota website, the Association shall inform its members, by way of a mailing or newsletter, where to find that information on the web site.
  - (c) **Timing**. The meeting notice shall be sent by means calculated for it to arrive at least thirty days prior to the meeting date.
  - (d) **Changes**. If there is a change in the meeting date, place, or time, the Association shall provide notice of the change, by the same means, at least fourteen days prior to the new meeting date.

- 6.6 **Agenda**. The Association shall include a proposed agenda with the annual meeting notice, and shall make copies of the agenda available at the meeting. The agenda shall include a period in which any member of the Association may make a brief statement on any issue relating to the Association's activities. Changes to the agenda shall not include items requiring the action of any committee, unless seventy-five percent of the members present agree to the change.
- 6.7 **Special Meetings**. A special membership meeting may be called by two member clubs, as provided in section 9.5 of these Bylaws, or by ten percent of the Association's members, for other purposes. In the event of a special membership meeting, notice of the meeting, including a proposed agenda, shall be posted on the USATF Minnesota web site at least fourteen days prior to the meeting date.
- 6.8 **Waiver of Notice**. Any member may waive notice of any meeting before, at, or after the meeting, in writing, orally, or by attendance. Attendance at a meeting shall constitute a waiver of notice of that meeting, unless:
- (a) The member objects at the beginning of the meeting to the transaction of business, on the ground that the meeting is not lawfully called or convened, and that member does not participate in the meeting thereafter, or
  - (b) The member objects before a vote on an item of business, on the ground that the item may not be lawfully considered at the meeting, and that member does not participate in the consideration of the item at the meeting.

All waivers shall be filed with the records of the Association.

- 6.9 **Quorum**. Twenty members or five percent of the total membership of the Association, whichever is less, shall constitute a quorum for the transaction of business at any membership meeting. In the absence of a quorum, a majority of the members present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly-called or held meeting is convened, the members present may continue to transact business until adjournment, even if the withdrawal of a number of members originally present leaves less than the number otherwise required for a quorum.
- 6.10 **Open Meeting**. All membership meetings shall be open to all members of the Association, except upon a seventy-five percent vote of the members present.
- 6.11 **Record**. Within thirty days of any membership meeting, the Association shall post draft minutes of the meeting, including all written reports or summaries of those reports, on the USATF Minnesota website.
- 6.12 **Suspension or Expulsion**. Any individual or organizational member may, in addition to any discipline imposed pursuant to article 12 of these Bylaws, be suspended or expelled, after due notice and an opportunity to be heard, by a two-thirds vote of the Board of Directors finding that the member:
- (a) Has acted in a manner detrimental to the purposes of USATF, USATF Minnesota, or Athletics;
  - (b) Has violated any of these Bylaws, USATF Minnesota Regulations, USATF Minnesota Resolutions, USATF Bylaws, USATF Operating Regulations, or USATF Resolutions;
  - (c) Has violated the Competition Rules of USATF or the IAAF;

- (d) Has violated the Ted Stevens Olympic and Amateur Sports Act of 1998, as amended; or
- (e) By definition or practice no longer fulfills the criteria for membership.

The suspension or expulsion shall be effective upon dispatch of a written notice to the affected member, by United States mail or by professional third-party courier service.

## **Article 7 – Board of Directors**

- 7.1 **General Powers.** The business and affairs of the Association shall be conducted by or under the direction of the Board of Directors, which shall have the power and authority to engage in all acts not proscribed by law or by the provisions of the Association's Articles of Incorporation, these Bylaws, or the Bylaws or Operating Regulations of USATF.
- 7.2 **Composition.** The Board of Directors shall have the following members:
- (a) The President, Vice President, Secretary, and Treasurer;
  - (b) The immediate past president;
  - (c) The qualified (Bylaws 7.9) chairs of all standing committees;
  - (d) A qualified (Bylaws 7.9) designated representative from each USATF Minnesota registered club; and
  - (e) Such additional members as the Board may designate.
- 7.3 **Term.** All Directors shall serve for a term of one year.
- 7.4 **Meetings.** Board meetings shall be held as follows:
- (a) **Time and Place.** The Board shall meet at least four times each year, at a time and place determined by the Board.
  - (b) **Notice.** Notice of Board meetings shall be made by giving seven days written or oral notice to all Directors of the date, time, and place of the meeting. The notice need not state the purpose of the meeting, unless otherwise required by law or these Bylaws. If the purpose of the meeting is to remove any Director or Officer, the notice must state such purpose. Oral notice may be given by telephone or in person. Written notice may be given by mail, facsimile transmission, verified electronic mail, or delivery to the address maintained for each Director in the records of the Association. If a meeting schedule is adopted by the Board and notice of the meeting schedule is given to each Director in accordance with the requirements of this section, no further notice is required. However, the Secretary shall endeavor to send customary meeting notices when circumstances reasonably permit.
  - (c) **Waiver of Notice.** Any Director may waive notice of any meeting before, at, or after the meeting, in writing, orally, or by attendance. Attendance at a meeting by a Director shall constitute a waiver of notice of that meeting, unless:
    - (1) The Director objects at the beginning of the meeting to the transaction of business, on the ground that the meeting is not lawfully called or convened, and that Director does not participate in the meeting thereafter, or

- (2) The Director objects before a vote on an item of business, on the ground that the item may not be lawfully considered at the meeting, and that Director does not participate in the consideration of the item at the meeting.

All waivers shall be filed with the records of the Association.

- (d) **Quorum.** Five members of the Board shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly-called or held meeting is convened, the Directors present may continue to transact business until adjournment, even if the withdrawal of a number of Directors originally present leaves less than the number otherwise required for a quorum.
  - (e) **Voting.** Except as provided otherwise in these Bylaws, all matters shall be decided by majority vote of those Directors present and voting. There shall be no voting by proxy.
- 7.5 **Special Meetings.** A special meeting of the Board may be called by the President or by eight or more Directors. Notice, quorum, and voting shall be as specified in section 7.4 of these Bylaws.
- 7.6 **Resignation.** Any Director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect, without acceptance, upon receipt of the notice, unless a later date is specified in the notice.
- 7.7 **Removal.** Any Director may be removed, with or without cause, by a two-thirds vote of the remaining Directors, provided that the notice of the meeting at which the removal is to be considered states that purpose. A club representative may be removed, with or without cause, by resolution of the club and communication of that resolution to the Secretary of the Association. The removal shall be effective upon dispatch of a written notice to the affected Director, by United States mail or by professional third-party courier service.
- 7.8 **Vacancies.** Vacancies in the Board of Directors shall be filled by the President. A person so appointed shall serve as a Director for the remainder of the vacant term, and until his or her successor has been selected pursuant to section 9.5 of these Bylaws.
- 7.9 **Qualifications.** A Director must be a member of USATF Minnesota, must hold a current SafeSport training certificate, and must pass the USATF approved background check.

## **Article 8 – Officers**

- 8.1 **Positions.** The Association shall have a President, Vice President, Secretary, and Treasurer, and such additional Officers as the Board of Directors may designate.
- 8.2 **President:** The President shall:
- (a) Be the Chief Executive Officer of the Association;
  - (b) Exercise general active management of the business of the Association;
  - (c) Preside at all meetings of the Board of Directors;
  - (d) Ensure that all orders and resolutions of the Board are carried into effect;
  - (e) Sign and deliver, in the name of the Association, any deeds, mortgages, contracts, bonds, or other instruments pertaining to the business of the Association, except where

that authority is required by law to be exercised by another person, or where that authority is expressly delegated to another person by the Association's Articles of Incorporation, these Bylaws, or a resolution of the Board to some other officer or agent of the Association;

- (f) Serve as an ex-officio member of all committees, with the exception of a nominating committee, if the Board establishes such a committee;
- (g) Absent an election held pursuant to section 9.5 and Article 10 of these Bylaws, appoint chairs of those committees established under article 13 of these Bylaws, subject to approval by the Board;
- (h) Appoint delegates to USATF and to the USATF Annual Meeting; and
- (i) Perform such other duties as may be prescribed by the Board.

8.3 **Vice President**: The Vice President shall:

- (a) Preside at meetings of the Board of Directors, in the absence of the President;
- (b) Perform the duties of the President, in the event of the resignation or removal of the President, until a new President has been elected by the Board; and
- (c) Perform such additional duties as may be prescribed by the Board.

8.4 **Secretary**: The Secretary shall:

- (a) Prepare and maintain a current list of all Directors, committee chairs, and committee members, together with their mailing and email addresses and telephone numbers;
- (b) Provide notice of all Board meetings to all Directors and member clubs;
- (c) Provide notice of all Membership meetings to all USATF Minnesota members;
- (d) Be secretary of and attend all meetings of the Board, Executive Committee, and Membership;
- (e) Take a roll call at each Board, Executive Committee, and Membership meeting, and maintain a record of the attendees at each such meeting;
- (f) Prepare, keep, and maintain minutes of all Board, Executive Committee, and Membership meetings;
- (g) Distribute, at least two weeks prior to the next following meeting, draft minutes of Board and Executive Committee meetings to all Directors and member clubs;
- (h) Distribute, at least one week prior to the next following meeting, final minutes of Board and Executive Committee meetings to all Directors and member clubs;
- (i) Post draft minutes of Membership meetings, including all written reports or summaries of those reports, on the USATF Minnesota website within thirty days of the meeting; and
- (j) Perform such additional duties as may be prescribed by the Board.

8.5 **Treasurer**: The Treasurer shall:

- (a) Keep accurate financial records for the Association;

- (b) Deposit monies, drafts, and checks in the name of and to the credit of the Association in such banks and depositories as the Board of Directors shall designate;
- (c) Endorse for deposit notes, checks, and drafts received by the Association as ordered by the CEO or the Board of Directors, making proper vouchers therefor;
- (d) Disburse Association funds and issue checks and drafts in the name of the Association, as directed by the Board of Directors;
- (e) Render to the President and the Board of Directors, whenever requested, an account of all of his or her transactions as Treasurer and of the financial condition of the Association;
- (f) Coordinate and oversee compliance with all audit and related functions;
- (g) Assist in the preparation of the Association's annual budget;
- (h) Coordinate and oversee the preparation and filing of all federal, state, and local tax forms, along with all other governmental or institutional financial forms and disclosures; and
- (i) Perform such other duties as may be prescribed by the Board of Directors.

The Treasurer shall be bonded, at the expense of the Association, for an amount to be designated by the Board, but in no event to be less than \$5,000.

- 8.6 **Other Officers.** The Board of Directors may establish such additional Officers as it deems appropriate, and shall prescribe the functions of those officers. Such Officers shall be appointed by the President, with the consent of the Board.
- 8.7 **Delegation.** Unless prohibited by the Board of Directors, any Officer may delegate in writing some or all of the duties and powers of his or her office to other persons.
- 8.8 **Multiple Positions.** An individual may hold two or more Officer positions at the same time, except that no individual may hold the office of President and any other Officer position at the same time.
- 8.9 **Term.** Officers shall serve for a term of one year, beginning on the date of the annual meeting at which they are elected, and continuing until the next following annual meeting.
- 8.10 **Resignation.** Any Officer may resign at any time by giving written notice to the Secretary or, in the case of the Secretary, to the President. Such resignation shall take effect, without acceptance, upon receipt of the notice, unless a later date is specified in the notice.
- 8.11 **Removal.** Any Officer may be removed, with or without cause, by a two-thirds vote of the remaining Directors, provided that the notice of the meeting at which the removal is to be considered states that purpose. The removal shall be effective upon dispatch of a written notice to the affected Officer, by United States mail or by professional third-party courier service.
- 8.12 **Succession and Vacancies.** There shall be no order of succession to any office. Vacancies shall be filled, on a temporary or permanent basis, by the Board of Directors. A person so appointed shall serve as an Officer for a designated period, or for the remainder of the vacant term, and until his or her successor has been elected.



## Article 9 – Committees

- 9.1 **Executive Committee.** The Association shall have an Executive Committee, composed of the President, Vice-President, Secretary, and Treasurer. The Executive Committee shall have and exercise the authority of the Board between meetings of the Board. The Executive Committee shall at all times be subject to the control and direction of the Board, and shall maintain minutes of its meetings.
- 9.2 **Standing Committees.** The Association shall have the following standing committees:
- (a) Sport Committees
    - (1) Men's Track & Field
    - (2) Women's Track & Field
    - (3) Master's Track & Field
    - (4) Track & Field Competition
    - (5) Men's Long Distance Running
    - (6) Women's Long Distance Running
    - (7) Master's Long Distance Running
    - (8) Long Distance Running Competition
    - (9) Cross Country Running
    - (10) Mountain, Ultra, and Trail Running
    - (11) Race Walking
    - (12) Youth Athletics
  - (b) Administrative Committees
    - (1) Officials
    - (2) Athlete's Advisory
    - (3) Coaching Advisory
    - (4) Membership
    - (5) Organizational Services
    - (5) Records
    - (5) Rules
    - (6) Law and Legislation
    - (7) Diversity and Leadership Development
    - (8) Ethics
    - (9) Athletics for the Disabled.
- 9.3 **Other Committees.** The Board shall establish such additional committees as it deems appropriate, and shall prescribe the functions and membership of such committees.
- 9.4 **Committee Chairs, Members, and Duties.** Committees shall have duties as prescribed by the Board. All committee chairs and members shall be at least eighteen years of age, and members of the Association.
- 9.5 **Selection of Committee Chairs and Members.** Committee chairs shall be appointed by the President, with the approval of the existing Board of Directors; provided, however, that, if two or more club members request that a sport committee chair be elected, then that chair shall be elected by those member clubs active in the relevant sport discipline. That election shall be held at a special membership meeting held in accordance with the requirements of the USATF Operating Regulations.

- 9.6 **Selection of Committee Members.** The members of each committee shall be appointed by that committee's chair, with the approval of the President or the Board of Directors.
- 9.7 **Terms.** All committee chairs and members shall serve for a term of one year.
- 9.8 **Resignation.** Any committee chair or member may resign at any time by giving written notice to the Secretary. Such resignation shall take effect, without acceptance, upon receipt of the notice, unless a later date is specified in the notice.
- 9.9 **Removal.** Any committee chair or member may be removed at any time, with or without cause, by the affirmative vote of a two-thirds majority of the Board. The removal shall be effective upon dispatch of a written notice to the affected committee chair or member, by United States mail or by professional third-party courier service.

## **Article 10 – Nominations and Elections**

- 10.1 **Elected Positions.** The President, Vice-President, Secretary, and Treasurer of the Association shall be elected by the Voting Members of the Association. If two or more club members request that a sport committee chair be elected, then that chair shall be elected by those member clubs active in the relevant sport discipline.
- 10.2 **Time and Place.** The election of the President, Vice President, Secretary, and Treasurer shall take place at the Association's annual meeting. The election of a sport committee chair shall be held at a special membership meeting held in accordance with the requirements of the USATF Operating Regulations.
- 10.3 **Nominations.** Any voting member of the Association may nominate or second the nomination of one or more eligible candidates for the positions of President, Vice-President, Secretary, and Treasurer, together with any sport committee chair set for election.
- 10.4 **Timing of Nominations.** Nominations shall be accepted beginning on the date of the immediate prior Board meeting, and continuing until the annual meeting. Nominations shall be accepted from the floor of the annual meeting, and shall be closed prior to the beginning of voting.
- 10.5 **Candidate Eligibility.** Each candidate shall be over the age of eighteen and a member of the Association at the time he or she begins any term of office. Candidates for President, Vice President, Secretary and Treasurer shall also meet the qualifications (Bylaws 7.9) at the time he or she begins any term of office. No person may contest more than one Officer position during an election.
- 10.6 **Nomination and Second.** To be placed on the ballot, a candidate must be nominated by at least one voting member of the Association, and that nomination must be seconded by at least one additional voting member.
- 10.7 **Credential Disputes.** Any credential disputes shall be resolved by the Board, or by a committee established for that purpose, before the election process begins at the meeting in which the election is to be held.
- 10.8 **Conduct of Voting.** At any meeting in which elections are to take place, the Association shall use an open meeting ballot, in which all voting members of the Association shall be eligible to attend and vote in accordance with the requirements of these Bylaws.

- 10.9 **One Vote**. No individual or organizational member may cast more than one vote on any matter or in any election. If an individual is both an individual member and a representative of one or more organizational members, he or she may not cast more than one vote on any matter or in any election.
- 10.10 **Proxies**. There shall be no proxy voting.
- 10.11 **Uncontested Elections**. Uncontested nominees may be elected by acclamation.
- 10.12 **Contested Elections**. Contested elections shall be decided by secret ballot.
- 10.13 **Counting of Ballots**. A panel of at least three individuals shall count the ballots and sign the tally.
- (a) **Panel Membership**. All panel members shall be voting members of the Association, and at least one shall be an Active Athlete. No member of the panel shall be a candidate in a contested election.
  - (b) **Opening of Ballots**. All ballots shall be opened in the presence of all panel members. Any ballot opened outside of the presence of all panel members shall not be counted.
  - (c) **Consultation**. The panel may consult with the President, Secretary, or Parliamentarian on procedural matters, provided that he or she is not a candidate in a contested election.
- 10.14 **Majority/Plurality Vote**. The President and Secretary shall be elected by a majority of the ballots cast. In all other contested elections, a majority vote shall be required in the first round of voting, but a plurality shall be sufficient in any subsequent round of voting. In all run-off elections, the ballot for each open position shall be limited to the two candidates receiving the highest number of votes in the previous round of voting. In the event of a tie, all candidates in the tying position shall be on the ballot in the following round, and a majority vote shall be required until the ballot is limited to two candidates.
- 10.15 **Election Protests**. Except as stated below, USATF Operating Regulation 21 shall apply to election disputes.
- (a) **Filing**. Any voting member may protest an election upon the completion of the election process.
  - (b) **Hearing and Resolution**. USATF shall appoint a National Athletics Board of Review (NABR) panel from a different USATF region to conduct a hearing on the protest, which hearing shall be conducted by conference call. The NABR panel shall invalidate an election if it finds that one or more infractions occurred, and likely changed the outcome of the election. The NABR panel may also recommend or require changes for future Association elections.
- 10.16 **Employees**. Current employees of the Association (defined as any individual employed by the Association within ninety days of the election) shall not participate in the election process, except that he or she may vote if he or she is a voting member of the Association.

## **Article 11 – Employees**

- 11.1 **Employees**. The Board shall appoint such employees as it deems necessary or appropriate to the business and affairs of the Association, under such terms and conditions as are agreed

to by the Board and each such employee. All employees must meet the qualifications (Bylaws 7.9).

- 11.2 **Terms and Compensation**. The terms and compensation of all such employees shall be set by the Board of Directors, subject to any contract rights of such employees.
- 11.3 **Resignation**. Any employee may resign by giving written notice to the President or Secretary of the Association. The resignation shall take effect thirty days after receipt of the notice by the President or Secretary, unless a later date is specified in the notice, or the employee or Board of Directors designates a different date.
- 11.4 **Removal**. Any employee may removed at any time, with or without cause, by the affirmative vote of a two-thirds majority of the Directors present at any duly-held meeting of the Board (without prejudice, however, to any contract rights of such employee).
- 11.5 **Delegation**. Unless prohibited by law or by resolution of the Board of Directors, any employee may delegate in writing some or all of the authority and responsibilities of his or her office to other persons.

## **Article 12 – Disciplinary Proceedings and Grievances**

- 12.1 **Disciplinary Authority**. The Association shall have the authority to discipline any member, delegate, athlete, coach, manager, official, trainer, officer, director, committee member, 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, USATF Minnesota, or Athletics;
  - (b) Violates any of these Bylaws, USATF Minnesota Regulations, USATF Minnesota Resolutions, USATF Bylaws, USATF Operating Regulations, or USATF Resolutions;
  - (c) Violates the Competition Rules of USATF or the IAAF; or
  - (d) Violates the Ted Stevens Olympic and Amateur Sports Act of 1998, as amended.
- 12.2 **Jurisdiction**. The Association shall have jurisdiction over all disciplinary and grievance proceedings relating to matters that arise within the Association, except sexual misconduct allegations and doping violations, which shall be under the jurisdiction of USATF. All penalties imposed by the Association shall be effective only within the Association.
- 12.3 **Parties**. In a disciplinary proceeding, the parties shall be:
- (a) **Complaining Party**. The Association.
  - (b) **Responding Party**. One or more individuals or entities that were, at the time the conduct complained of occurred, members, delegates, athletes, coaches, managers, officials, trainers, officers, directors, or committee members of USATF or USATF Minnesota, or were otherwise subject to the jurisdiction of USATF Minnesota.

In a grievance proceeding, the parties shall be:

- (c) **Complaining Party**. One or more persons or entities affected by the conduct complained of.

- (d) **Responding Party.** One or more individuals or entities that were, at the time the conduct complained of occurred, members, delegates, athletes, coaches, managers, officials, trainers, officers, directors, or committee members of USATF or USATF Minnesota, or were otherwise subject to the jurisdiction of USATF Minnesota.
- (e) **Interested Party.** The presiding officer or the Association's Board of Directors may appoint one or more persons to represent the interests of USATF and USATF Minnesota.

12.4 **Officials.** The following USATF officials and entities shall or may be involved in the administration, hearing, and determination of disciplinary and grievance proceedings:

- (a) **President.** The President of the Association.
- (b) **Secretary.** The Secretary of the Association.
- (c) **Presiding Officer.** The President, or:
  - (1) If the President is a responding party, the Vice President of the Association; or
  - (2) If the Vice President is also a responding party, an individual appointed by the Board of Directors; or
  - (3) An individual designated by the presiding officer to serve in that capacity.
- (d) **Arbitration Panel.** A panel of three persons appointed by the presiding officer to hear and decide the matter. At least one member of the panel shall be an Active Athlete, and no Director or Officer shall be a member of the panel. The presiding officer shall designate one member of the panel as the panel chair.
- (e) **Appeal Panel.** A panel appointed by the presiding officer for the purpose of hearing and deciding any appeals filed under section 12.20 of these Bylaws.

Each members of the Arbitration Panel and the Appeal Panel must meet the qualifications (Bylaws 7.9)..

12.5 **Complaint.** A disciplinary or grievance proceeding shall commence with the filing of a complaint. The complaint shall:

- (a) **Parties.** Name the complaining and responding parties;
- (b) **Factual Allegations.** Separately state, in numbered paragraphs, factual allegations supporting the proceeding or grievance;
- (c) **Alleged Violations.** Separately state, in numbered paragraphs, the violation or violations with which each responding party is charged, identifying, where appropriate, the specific provision or provisions that each responding party is alleged to have violated;
- (d) **Signature.** Be signed, sworn to, and notarized by each complaining party;
- (e) **Filing.** Be filed with the President and the Secretary;
- (f) **Filing Fee.** Be accompanied by a filing fee of
  - (1) One Hundred U.S. Dollars (US \$100), for a complaint filed by an organization, or

(2) Seventy-Five U.S. Dollars (US \$75), for a complaint filed by an individual.

The filing fee shall be in the form of a certified check or money order made payable to the Association.

- 12.6 **Time Limit.** A disciplinary or grievance complaint must be filed within one year from the time the complaining party knew or should have known of the act or acts giving rise to the complaint. Any complaint filed after that period has passed shall be dismissed.
- 12.7 **Forwarding of Complaint.** Within seven days after filing, the Secretary shall forward a copy of the complaint to each responding party, with proof of delivery.
- 12.8 **Answer.** Within thirty days of receipt of the complaint, each responding party shall file a written answer to each allegation to the President and the Secretary. If any responding party fails to do so, he, she, or it shall be deemed to have waived any and all rights to a hearing and to appeal any adverse decision. In the event of such a failure, the arbitration panel may proceed in the absence of that responding party, and may decide the matter with respect to that party, with or without a hearing and with or without taking testimony and evidence, as it deems proper.
- 12.9 **Forwarding of Answer.** Within seven days of receipt, the Secretary shall forward a copy of each answer to each complaining party, with proof of delivery.
- 12.10 **Failure to Comply with Pleading Requirements.** The Secretary shall return any complaint or answer that fails to comply with the procedures stated in these Bylaws to each affected complaining or responding party, with an explanation of the deficiency or deficiencies. The complaining or responding party or parties may file a revised complaint or answer, correcting the deficiency or deficiencies, within fourteen days after receipt of the Secretary's notice. If a complaining party or parties fail to do so, the complaint shall be deemed abandoned. If a responding party or parties fails to do so, he, she or it shall be deemed to have failed to submit an answer under section 12.8 of these Bylaws.
- 12.11 **Officer as Party.** If a Director or Officer of the Association is a party to any disciplinary proceeding or grievance, that Director or Officer shall not participate in the proceeding or grievance in any other capacity.
- 12.12 **Informal Resolution.** Upon receipt of a complaint, the presiding officer shall attempt to resolve the matter through informal means. If the complaint pertains to a specific sport discipline, the presiding officer shall also confer with the chair of the sport committee for the discipline involved. All discussions related to the attempted informal resolution of a disciplinary or grievance proceeding shall be confidential.
- 12.13 **Formal Resolution.** If an informal resolution of the disciplinary or grievance proceeding is unsatisfactory to any party, or if a party declines to pursue informal resolution, either party may request that the proceeding be resolved by way of a formal hearing before an arbitration panel appointed pursuant to section 12.14 of these Bylaws. The requesting party shall make the request in writing, and shall submit that request to the Secretary no more than ten days after he, she, or it knew or should have known of the proposed informal resolution, or that one or more parties has declined to pursue informal resolution.
- 12.14 **Arbitration Panel.** Within ten days of receipt of a request for formal resolution under section 12.13 of these Bylaws, the presiding officer shall appoint an arbitration panel as described section 12.4 of these Bylaws, and the Secretary shall give notice of the convening of the

arbitration panel to all parties, including the names of the panel members, and the name, address, and telephone number of the panel chair. Within fourteen days of that notice, any party may challenge the seating of any panel member, on the ground that the panel member may not be impartial. A failure to make such a challenge shall be deemed an acceptance of the panel. Any challenge shall be resolved by the presiding officer, who shall name a replacement panel member if he or she upholds the challenge.

- 12.15 **Documents**. Within fourteen days of the finalization of the arbitration panel, the Secretary shall forward the following documents to the parties and to the arbitration panel:
- (a) **Pleadings**. A copy of the complaint and answer(s), together with any attachments;
  - (b) **Association Bylaws**. A copy of these Bylaws, and of any other relevant bylaw, regulation, resolution, rule, or law; and
  - (c) **Other Relevant Documents**. A copy of any specifically identified documents related to the matter.
- 12.16 **Language**. All documents filed or submitted in or in connection with a disciplinary proceeding or grievance shall be in English. If an original document is in a foreign language, the party submitting the document shall also submit a translation of the document into English, at that party's expense, conducted by a reputable translator or translation service. In the event of a challenge to the accuracy of a translated document, the panel chair may direct USATF Minnesota to order a translation of the document(s) in question, and may allocate the cost of the translation to any or all parties, as the panel deems appropriate.
- 12.17 **Rights of Parties**. At all times and as provided in these Bylaws, all parties shall receive fair notice and an opportunity to be heard, and:
- (a) **Representation**. May be represented by a person or persons who may but need not be an attorney or attorneys;
  - (b) **Attendance**. May be present at any hearing;
  - (c) **Evidence**. May present evidence and witness testimony, challenge evidence presented by another party, and cross-examine any witness testifying against him, her, or it; and
  - (d) **Appeal**. May appeal any adverse decision of the arbitration panel.
- 12.18 **Hearing Procedures**. All arbitration panel hearings shall be conducted as follows:
- (a) **Pre-Hearing Conference Call**. Within seven days of the expiration of the arbitrator challenge period, the panel chair shall conduct a pre-hearing conference by telephone conference call with all parties and panel members, to discuss scheduling and procedural matters.
  - (b) **Date of Hearing**. The panel shall schedule the hearing to take place within thirty days of the initial pre-hearing conference and within ninety-five days of the filing of the complaint, attempting to set a time and date that is convenient to all participants. The hearing date may be delayed beyond that period only upon a showing to the panel that a substantial injustice would otherwise occur.
  - (c) **Location of Hearing**. Hearings shall be held in person, unless good cause is shown to the panel that holding the hearing by telephone conference call would be in the best interest of all concerned.

- (i) **Reason for Request for Telephone Conference Call Hearing.** If a party requests that the hearing be held by telephone conference call, that party shall include a statement identifying the material reasons supporting the request.
- (ii) **Deadline for Request.** Any request that the hearing be held by telephone conference call shall be submitted to the panel chair within fourteen days of receipt of the notice of the convening of the arbitration panel. Failure to do so shall constitute a waiver of the right to request a telephone conference call hearing.
- (d) **Delays.** If a party causes an unnecessary delay, the panel may dismiss the proceeding or, at its discretion, rule against the party causing the delay. If the delay is the result of panel inaction, the presiding officer may dismiss the panel and replace it with a new panel. If a party fails to appear at the hearing, the panel may make a ruling based on the evidence presented by those parties present at the hearing.
- (e) **Rules of Evidence.** The rules of evidence generally accepted in administrative proceedings shall be applicable to the hearing; the formal rules of evidence shall not apply.
- (f) **Burden of Proof.** The complaining party shall have the burden of proving, by a preponderance of the evidence, the allegations of the complaint.
- (g) **Hearing Record.** Any party to the proceedings, or the Association, may retain a court reporter or other competent individual to provide a transcript or recording of the hearing, at that party's expense. If made, such a transcript or recording shall become the official record of the hearing, and a copy shall be provided to each party that requests it, at that party's expense
- (h) **Closed Hearing.** Hearings shall be closed to the public. Witnesses shall attend hearings only as necessary to provide testimony.

12.19 **Panel Decision and Opinion.** Upon completion of the hearing, the arbitration panel shall consider the evidence and testimony, and shall issue its decision and opinion as follows:

- (a) **Form.** The decision shall state, in one or two brief sentences, which party the panel has ruled in favor of. The opinion shall set forth:
  - (1) **Issue.** The question or questions presented;
  - (2) **Arguments.** A brief summary of the arguments made by each party;
  - (3) **Findings of Fact.** The findings of fact on which the panel has based its decision;
  - (4) **Conclusions.** A conclusion as to each alleged violation;
  - (5) **Citations.** A citation to each applicable bylaw, regulation, resolution, rule, and law, if any; and
  - (6) **Stay.** Whether the effect of the decision shall be stayed in the event of an appeal, if appropriate.
- (b) **Scope.** The panel's decision and opinion shall be consistent with all relevant bylaws, regulations, resolutions, rules, and laws. If the implementation of the decision would have a significant budgetary impact on USATF Minnesota, the Treasurer shall review it



and shall report his or her findings to the Board within thirty days of the decision, and the decision shall not become final and binding unless and until approved by the Board. The Board shall determine to what extent any such decision may be implemented, in light of fiscal considerations, and may refer the matter back to the panel for modification based on budgetary directives from the Board

- (c) **Timing.** The panel shall issue its decision within fifteen days after the conclusion of the hearing, or after the submission of any post-hearing documentation to the panel, whichever is later. The panel shall render a written opinion no later than thirty days after the conclusion of the hearing, or after the submission of any post-hearing documentation to the panel, whichever is later.
- (d) **Effect of Decision.** The arbitration panel decisions shall be effective on the date of the decision, except as provided in these Bylaws or as stated otherwise in the decision.

12.20 **Appeals.** The arbitration panel's decision may be appealed pursuant to USATF Operating Regulation 21.R,

### **Article 13 – Indemnification and Standard of Conduct**

- 13.1 **Indemnification.** The Association shall indemnify such persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes Section 317A.521, as now enacted or hereinafter amended.
- 13.2 **Conflicts of Interest.** A conflict of interest is defined as any transaction, agreement, or relationship between the Association and any Director, or between the Association and any person or entity, or between any Director in his or her capacity as Director and any person or entity, where a Director or any member of a Director's family may derive any direct or indirect benefit, whether that benefit is material or non-material in nature.
- 13.3 **Treatment of Conflicts of Interest.** The Association shall not enter into any transaction, agreement, or relationship that presents a conflict of interest, and the existence of a conflict of interest shall render any transaction, agreement, or relationship entered into despite this provision void, unless:
  - (a) The conflict of interest and all material facts related thereto have been disclosed to the Board by the Director involved; and
  - (b) The Board, after receipt of that disclosure, has approved the transaction, agreement, or relationship (other than an employment agreement) by an affirmative vote of two-thirds of the remaining Directors present at the meeting; and
  - (c) The transaction, agreement, or relationship is fair to the Association.

A Director involved may not make or second any motion for approval of the transaction, agreement, or relationship and, prior to the making of such a motion, the Director shall be given an opportunity to make any comments that he or she deems pertinent to the potential transaction, agreement, or relationship. After the Director has made or has waived the opportunity to make those comments, he or she shall not participate in, observe, or listen to the making, seconding, discussion, or vote on any such motion, and an affected Director shall not be eligible to vote on such a motion.

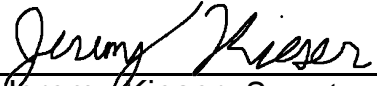
- 13.4 **Standard of Conduct.** Each Director and Officer shall discharge his or her duties as a Director or Officer in good faith, in a manner which the Director or Officer reasonably believes

to be in the best interests of the Association, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

## Article 14 – General Provisions

- 14.1 **Amendments.** The Board of Directors shall have the authority to amend, repeal, or adopt new Bylaws by the affirmative vote of two-thirds of the Directors voting at any duly-held Board meeting, provided that all Directors shall be notified of the proposed amendments at least fourteen days before such action takes place.
- 14.2 **Dissolution.** Upon the dissolution of the Association, the assets of the Association, after the payment or arrangement for the payment of all outstanding liabilities, shall be distributed to USATF, if the USATF is exempt under Section 501(c)(3) at the time the dissolution takes place, or distributed as directed by the Board for one or more exempt purposes within the meaning of 501(c)(3) of Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.
- 14.3 **Fiscal Year.** The fiscal year of the Association shall be from January 1 to December 31.

The undersigned, Jeremy Kieser, Secretary of USA Track & Field – Minnesota Association, hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of the Association by the Board of Directors on November 13, 2011, amended on May 18, 2014, amended March 11, 2018, amended on September 7, 2020, and amended on December 20, 2023.

  
\_\_\_\_\_  
Jeremy Kieser, Secretary

ATTEST:

  
\_\_\_\_\_  
Joshua Gerber, President