

**ARTICLE 1
NAME**

The name of this corporation shall be USATF-Iowa, hereinafter referred to as “this Association,” “this corporation,” or “USATF-Iowa”

**ARTICLE 2
DEFINITIONS**

As used in these Bylaws and the Operating Regulations:

A Athlete:

- 1 Active athlete** means any individual who is actively engaged in Athletics or who has represented the United States in international competition held under IAAF jurisdiction in Athletics within the preceding ten (10) years; and
- 2 Eligible athlete** means any athlete who meets the eligibility standards established by USATF for Athletics.

B Athletics means, inclusively, track & field, long distance running, cross country running, road running, race walking, and any other sport discipline recognized by the IAAF.

C Athletics competition means a contest, game, meet, match, tournament, or other Athletics event in which eligible athletes compete.

D Club means a local or national organization whose programs involve competitive member athletes, events, and/or education in Athletics.

E Coach means a person who is currently engaging in the training of athletes on an active basis, whether on a paid basis or not, and regardless of the extent to which coaching is a part of the person’s vocation, or retired from the vocation of coaching.

F NABR means the National Athletics Board of Review, as established in USATF Operating Regulation 11.

G Sanction means the document which evidences the authority granted by either USATF or an Association to conduct a competition, and which also evidences that the recipient has complied with the requirements of USATF Article 20 and USATF Operating Regulation 14.

H Sports organization means a non-profit corporation, club, federation, union, association, or other group organized in the United States which sponsors or arranges any Athletics competition.

I This geographic area means the State of Iowa as demonstrated in Exhibit A of the USATF ByLaws.

J USATF means USA Track & Field, the national governing body.

**ARTICLE 3
PURPOSES AND DUTIES**

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

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; and

3 Marketing: Generating public awareness, appreciation, and support for Athletics, USATF, and this Association, creating opportunities for athletes and Athletics events, and generating sponsorships to aid this corporation in fulfilling its purposes and duties.

B Duties: This Corporation shall have the following duties:

1 Responsibility to constituency: Being responsible to the persons and sports organizations active in Athletics;

2 Coordination of scheduling: Minimizing, through coordination with other sports organizations, conflicts in the scheduling of all practices and competitions in Athletics;

3 Communication with 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 this Association;

4 Sanctioning of events: Sanctioning competition in Athletics in accordance with the provisions of these Bylaws and Regulations, USATF Bylaws, and USATF Operating Regulations;

5 Participation in competition: Providing for the participation by eligible athletes in competition in Athletics, in accordance with the provisions of these Bylaws and Regulations, USATF Bylaws, and USATF Operating Regulations;

6 Support of diversity in Athletics: Providing equitable support and encouragement for participation by all persons in Athletics, regardless of gender, age, race or ethnicity, or disabilities;

7 Coordination of certification and education: Providing the means for certification of coaches and officials throughout this geographic area in all disciplines and at all levels of Athletics;

8 Registration and certification of athletes: Registering eligible athletes as members and certifying such athletes as eligible for competition; and

9 Administration of athletics: Performing all other duties necessary for the administration of Athletics in this geographic area and to achieve this corporation's purposes.

ARTICLE 4 AUTHORITY

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

A Representation: Representing this geographic area in USATF.

B Establishment of Association goals: Establishing Association goals and encouraging the attainment of those goals in Athletics.

C Coordination of Athletics: Serving as the coordinating body for activity in Athletics in this geographic area.

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

E Autonomy: This Association shall be autonomous in its governance of Athletics in this geographic area, in that it shall independently determine and control all matters central to such governance in accordance with the USATF Bylaws and Operating Regulations and these Bylaws and Regulations, it shall not delegate such determination and control, and it shall be free from outside restraint except in recognition of its role as a part of USATF. This provision shall not be construed as preventing this Association from contracting with third parties for administrative assistance and support in connection with its purposes and authority.

ARTICLE 5 CONSTITUENCY

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

B Groups: Any organization that meets the criteria for group membership as determined by USATF shall be eligible for membership. This includes clubs, organizations administering competitions, and any other groups designated by USATF. Member groups must designate in writing who the voting 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.

C Applications: Application for membership shall be in accordance with the USATF Bylaws and Operating Regulations.

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

ARTICLE 6

VOTING MEMBERS

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

ARTICLE 7 MEETINGS

A Annual meeting: The annual meeting of this Association shall be held, at such date, time, and place as may be fixed by the Board, and announced by requisite notice of such meeting.

B Regular meetings: This Association shall hold ~~semiannual~~ meetings of the Board at such time and place, as the Association President shall determine with input from the membership.

C Special meetings: Special meetings of this Association shall be held upon call by the Board or the written request of an individual members or member clubs.

D Meeting procedures: The following shall govern the conduct of all meetings of this Association;

1 Notification of meetings:

Distribution: Notice of the meeting must be distributed by mail, newsletter, local Association web site, and/or the National Office's web site;

2 Publication of agenda: Agendas should be available at the time of the meeting.

3 Open conduct of business: All meetings of this Association shall be open to all individual members of the Association except as otherwise provided. There shall be a specified time period in the meeting where any member may give input or make a brief statement;

4 Closed or executive sessions: No part of any meeting shall be closed unless seventy-five percent (75%) of the members of the group then present agree to close the session

5 Record of a meeting: The Association and all of its committees shall have a recording secretary. Within thirty (30) days of the meeting, draft minutes should be posted on the local or national web site or be available upon request. All written reports or a summary of such reports shall be distributed with the draft minutes.

E Quorum: A Quorum shall be considered present when at least 50% of the Board are present.

F Agenda: Prior to each meeting of this Association, the Secretary shall consult with the President and any Association staff members on the agenda.

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

ARTICLE 8 VOTING

The following guidelines shall apply to all elections for officers and sport committee 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;

B Nominating process:

1 In-person meeting nominations: Nominations may be made and must be allowed from the floor at an in-person election meeting;

2 Mail ballot nomination opportunity: If a mail ballot is used, an opportunity to nominate candidates must be given to all members prior to the formulation of the ballot. A clear process must be provided to each member, and the nominating process must not be unduly rigorous;

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

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 that 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 Membership of all voters: Any person voting must be a member 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.

4 Counting: A panel of at least three (3) individuals shall count the ballot and sing the tally. All members of the panel shall be of voting age. The panel shall not include any individual who is a candidate for a contested office.

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, at the time of assuming the Chair. Chairs shall be elected or appointed for specific terms, which are determined prior to the voting for the position;

G National delegates:

1 Local option: National delegates may be elected or appointed by the Board at the annual or other meeting.

2 Plurality: When delegates are elected, a plurality vote may be accepted for election.

H Majority requirement:

1 Officers: The president and secretary of the Association must be elected by a majority of the ballots cast.

2 Plurality: In other elections, a plurality may be accepted;

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 may 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;

**ARTICLE 9
OFFICERS AND THEIR DUTIES**

A Positions: The officers of this Association shall be: a President, a Vice President, a Secretary, a Treasurer, and a Membership Chair

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

1 President: The President shall:

a Preside at all meetings of USATF-Iowa and its Board;

b Be an ex officio non-voting member of all committees;

c Subject to the direction of the Board of this Association, shall manage and supervise the affairs of this 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 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 this Association, and all minutes of meetings of this Association and its Board, and, in general shall perform all duties normally pertaining to the office of secretary;

4 Treasurer: The Treasurer shall keep or cause to be kept a correct and complete record of account, showing accurately at all times the financial condition of this Association, and, in general, shall perform all duties normally pertaining to the office of treasurer; and

5 Membership Chair: The Membership Chair shall collect or cause to be collected all memberships for individuals and groups within the Association, and provide liaison to the USATF National Office in all matters of membership, including reporting and disbursement of benefits.

C Election: All officers are to be elected for two (2) years at the annual meeting of the Association.

D 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.

E Removal from office: Any officer of this Association may be removed for good cause by a two-thirds vote of those members of the Association present and voting at an annual meeting or special meeting called for this purpose, and provided the requisite notice for such meeting (see Article 8) shall properly set forth the removal vote on its agenda.

ARTICLE 10 BOARD OF DIRECTORS

A Composition: The Board of Directors shall be composed as follows:

1 Voting members: The voting membership of the Board shall be as follows:

The **officers** of this Association (5 persons);

2 Chair and Secretary: The President of the Association shall serve as chair and the Secretary as secretary.

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

2 Meetings of the Board: The Board may conduct its affairs either at a meeting or by a conference call. It shall hold one (1) 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 one half of the members of the Board. If by the latter group,

only after a minimum prior notice of five (5) days to the President of such intent. At least seven (7) days' notice of any in-person meeting and at least forty-eight (48) hours' notice of any conference call shall be given to all members of the Board. After the members of the Board have called for a meeting, the President shall have 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.

C Election or selection of members: All members of the Board are elected by their constituencies and shall serve at the discretion of those constituencies, unless otherwise stated in these Bylaws.

D Terms: The term for Board members that is not otherwise set by their terms of office shall be the four (4) years of the Olympiad.

E Quorum: A quorum for meetings of the Board shall consist of a majority of the members of the Board.

F Voting: Except as otherwise provided herein, all matters shall be decided by majority vote of those present and voting. There shall be no voting by proxy.

G Mail balloting: Upon authorization by a majority vote at a duly convened meeting or by call of the officers, the Board may conduct a vote through the distribution and/or collection of ballots using the U.S. Postal Service or any other service that may be authorized. The procedure and subject matter for such a vote shall be set forth in the authorizing resolution.

H Board committees: The Board may have committees including, but not limited to, budget, audits, compensation, insurance, and grants. Each Board committee will have no more than five (5) members, at least one (1) of who must be a Board member. The President shall appoint the members with the approval of the Board.

I Expulsion: Failure to participate in four (4) consecutive meetings may, by a 2/3 vote of the Board members attending, cause expulsion of the member or representative.

ARTICLE 11 COMMITTEES

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

1. Sports Committees
 - a. Long Distance Running
 - b. Masters
 - c. Youth

2. Developmental, Administrative and Operational Committees
 - a. Coaching
 - b. Officials

B General provisions: The following provisions apply to all of this Association's committees:

1 Term of members: Unless otherwise provided for, the term for members of all committees shall be four (4) years and shall commence at the conclusion of the annual meeting in each year of the Summer Olympic Games;

2 Committee makeup: The makeup of each non-sport committee shall be stated in the description for the committee.

3 Committee membership and notification:

a Notification & vacancies: No election, selection, or appointment to a committee shall be effective until the Association secretary or committee chair is formally notified by the organization or other party entitled to make same. Vacancies in a committee shall be filled by the committee, individual, organization, or group entitled to appoint the vacant committee membership position.

b Elections: The provisions of Article 9 shall apply to the election process of committees.

c Alternates: The individual or group electing or selecting members of any committee or subcommittee (other than committee members elected by this Association or its Board) may designate an alternate. Appointment of alternates shall be reported to the Association secretary or committee chair in a timely manner;

d Membership: All elected and appointed members of all committees shall be members of this Association;

e Termination: Organizations or groups which appoint committee members per this section may terminate such appointments for good cause upon written notice to such appointees;

C Committee chairs: The chair of each applicable committee shall be elected in accordance with this Association's voting procedures (see Article 9) for a one-, two-, three-, or four-year term, as shall be determined by the committee prior to voting. Unless otherwise specified, the chairs of all other committees shall be appointed by the Association President and shall serve for the same term as the President's term. Non-sport committees, which elect their chairs, may also elect an executive committee to act on behalf of the committee between committee meetings.

1 Duties of chair: Chairs of all committees shall:

a Preside at all meetings of the committee;

b Ensure that all duties and responsibilities of the committee are properly and promptly carried out;

c Appoint subcommittees, with the authorization of the committee, as may be necessary to fulfill the duties and responsibilities of the committee. Subcommittees of administrative and developmental committees shall be appointed only from the membership of those committees, except that non-members (not exceeding 50% of the subcommittee) may be appointed with the authorization of the committee;

d Communicate with the committee members to keep them fully informed of events concerning the committee and decisions made to carry out the

committee's responsibilities, and keep the President and Executive Director **informed** on all committee actions and recommendations; and

f Cause to be kept and promptly forwarded to all committee members and the Executive Director copies of the minutes of all meetings of the committee;

2 Vacancies: When an elected committee chair is vacant, the position shall be filled by a vote of the committee as a whole by mail ballot unless the committee has previously adopted a different procedure. A panel named by the Association President shall supervise the elections in a manner approved by the Board; and

3 Removal of elected chairs: Chairs may be removed for good cause by a two-thirds vote of the Board at an annual meeting or at a special meeting called for that purpose, provided that the members of the committee shall receive notice of the proposed action at least twenty (20) days prior to the meeting.

ARTICLE 13 COMMITTEES

A Sport:

1 Duties and responsibilities: In addition to the provisions of Article 13, each committee shall:

a Championships: Have jurisdiction over the Association championships in the particular discipline it controls, and shall institute, locate or award, conduct, and manage all such championships in accordance with the provisions of Regulation 3;

b Calendar: Coordinate the local and domestic competition calendar in its discipline; and

c Records: Approve records for the events within its discipline;

B Athletics for the Disabled:

1 Duties and responsibilities: The committee shall:

a Liaison: Serve as liaison between this Association and

(i) USATF Athletics for the Disabled Committee

(ii) Those sports organizations for athletes with disabilities which conduct regular programs;

b Competitions: Coordinate, through the appropriate sport committee, the competition of athletes with disabilities in events under the jurisdiction of this Association, and promote participation by athletes with disabilities in Association-sanctioned events;

c Development: Develop programs to improve athletic performance among athletes with disabilities; and

d Education: Facilitate the education and training of coaches and officials, and education of the Athletics community in general in working with athletes with disabilities; and

2 Makeup: The committee shall consist of a chair and two (2) members selected by each sports organization for the disabled. One (1) of the two (2) members

from each such organization shall be disabled and have competed in Athletics within ten (10) years. At least twenty percent (20%) of the committee shall be disabled.

C Coaches

1 Duties and responsibilities: The committee shall:

a Policy advice: Serve as a source of reference, opinion, and advice to the officers, employees, Board, and all committees with regard to current or contemplated policies of this Association and in all matters relating to coaches; and

b Coaches representatives: Appoint coaches' representatives to committees or subcommittees when empowered to do so by these Bylaws; and

c Coaching Education: The committee shall foster the growth of coaches' education in the local area, using such resources as the national committee can provide. It shall participate in the staging of any coaching education school held in the geographic area of the Association;

2 Makeup: Recognizing the differences between Associations in the activities of coaches' education, insofar as they can, Associations' coaching education committees shall attempt to parallel the structure of the national subcommittee, such activities being led by an Association coaching education chair appointed by the Association president (unless otherwise provided for in the Association's bylaws).

D Officials Committee:

1 Associations' officials committees:

a Administration: Select a person or committee responsible for training, certifying, and generally supervising officials within the Association, under such rules and procedures consistent with the directives of the national committee, as it may adopt;

b Methods: Establish (by examination, rules review, field experience, clinics, and such other procedures as it may choose) their overall program administration, including the direct responsibility of certifying the officiating category of "Association Official" to working officials within its Association;

c Instruction: Develop and maintain instructional programs for officials, including examinations, rules reviews, clinics, and other such activities as it may prescribe; and

d Certification: Be responsible for:

i Designating pre-certified officials;

ii Certifying Association-level officials; and

iii Recommending to the national committee candidates for national- and master-level official certification; and

2 Minimum make-up and concurrence: official's committee shall be composed of at least one representative from each locally active discipline of USATF.

ARTICLE 14

DISCIPLINARY AUTHORITY

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

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

ARTICLE 15 REDRESS OF GRIEVANCES

A Redress of grievances: A grievance may be any matter within the cognizance of this Association other than doping offenses described in USATF Operating Regulation 10. A Grievance Complaint shall state that (i) conduct detrimental to the best interests of Athletics or USATF 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 individuals who were, at the time that the conduct complained of occurred, members, directors, or officers of USATF. Except as provided in USATF Regulation 11-A-3, Grievance Complaints must be filed within two (2) years 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 Association 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 Association 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 Executive Director shall also confer with the chair of the sport committee for the discipline involved. As part of the informal resolution process, all respondents named in the Grievance Complaint shall be served with a copy.

- i. As part of the informal means the President will select an impartial three-person panel, including at least one Active Athlete, to hear and propose a resolution to any grievance or disciplinary matter. No member of the Board may be a member of this panel. Either party in the proceeding may

object to the participation of any arbitrator who the party feels cannot act impartially or who has a real or perceived conflict of interest.

- ii. If the grievance involves the President of the Association, than the filing of such grievance will be with the Vice-president, and the President will be recused from any of the selection process of the Arbitration panel except as allowed to object to any member as provided in (i) above.
- iii. The Hearing for said grievances or disciplinary issues shall be held within forty-five (45) days from the formal filing of such complaint unless such delay is agreed to by both parties and the Arbitration panel. Failure of either party to be prepared to present their evidence or defense at such Hearing will be sufficient cause for the panel to rule against the party unprepared or causing the delay.
- iv. The decision of the Arbitration panel may be appealed pursuant to USATF Regulation 11-P

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 USATF Regulation 11 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 USATF Regulation 11.

ARTICLE 16 SANCTIONS

Sanction requirements: Sanctions are issued, withheld, or withdrawn in accordance with the requirements and provisions of USATF Operating Regulation 14.

ARTICLE 17 FISCAL AND LEGAL MATTERS

A Fiscal year: The fiscal year of this Association is January 1 through December 31

B Depositories: The Association shall, from time to time as necessary, designate depositories for funds, property, and assets belonging to or under the control of USATF-Iowa.

1 Signatories: Funds on deposit in banks may be withdrawn only by voucher check upon the signatures of the President or Treasurer of the Association. Other assets or property of this Association may be transferred from one depository to another by action of the Board; and

2 Imprest accounts: The Association may establish separate accounts employing the imprest system for the liquidation of obligations requiring prompt

payment and for payroll obligations requiring prompt payment, and it may authorize checks to be drawn thereon upon the facsimile of any one (1) officer or employee.

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

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

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

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

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

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

F Audit schedule: The Board, effective at the beginning of each fiscal year, may select a Certified Public Accountant to audit the books and financial records of this 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 this Association and sent to the USATF National Office before the next annual meeting.

G Legal counsel:

1 Counsel to the Board: The Counsel to this Association may be appointed by the President with the approval of the Board. The Counsel to the Board shall be responsible for overseeing the legal affairs of this Association and shall be available to advise and consult with the officers, the Executive Director, and other agents of this Association, render legal advice and assistance, and perform such other duties as the President or the Board may request. The Counsel to the Board shall have the right to the floor at any meeting of the Association, its Board, and its committees to comment on legal matters. The files, records, and documents created by the Counsel to the Board during the course of duties for the Association shall belong to the Association; and

2 Special Legal Counsel: On those occasions when the nature or scope of a particular matter requires expertise or a commitment of time, or cannot otherwise be adequately dealt with in the ordinary course by the General Counsel, and it appears to be in the best interests of this Association, the Board may authorize the President, in consultation with the Counsel to the Board and Executive Director, to retain Special Legal Counsel. Where prior authorization by the Board is impractical, the President, in consultation with the Counsel to the Board, may in the best interests of USATF and this Association retain such Special Legal Counsel. All agreements with Special Legal Counsel as to legal services to be rendered and the fees and compensation to be paid shall be in writing and executed in accordance with this paragraph.

H Contracts: Contracts not in the ordinary course of affairs of this Association, may be examined and approved for form by the Counsel to the Board or by the Special Legal Counsel of the Association, prior to execution. The contents of all contracts affecting sport committees shall, during their negotiation phase, be communicated to the appropriate committee(s). Unless otherwise directed by the Board, all written contracts shall be executed on behalf of this Association by (i) the President (or another officer designated by the President) and (ii) the Executive Director, and, if required, attested to by the Secretary.

I Arbitration: This Association agrees to submit to binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association, in any controversy involving its recognition as a national governing body, as provided for in Paragraph 395, Subchapter II, Chapter 17, of Title 36 (page 93) of the United States Code, or in any controversy involving the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in Athletics competition, as provided for in the constitution and bylaws of the USOC.

J Conflict of interest: Any individual representing this Association, or who has a financial arrangement with USATF or this Association, or who is an employee of this Association or who is a member of any of its committees, shall not participate in the

evaluation or approval of a contract with a supplier to furnish goods or provide services to USATF or this Association, if that individual directly or indirectly benefits financially, or otherwise receives any form of compensation from, or has any interest in, any supplier under consideration. The Board may require that such individuals disclose all financial interests that may influence the performance of their duties for USATF or this Association. Each individual referred to in the first sentence of this paragraph shall, upon learning that this Association is proposing to enter into an arrangement in which he or she has financial interest, promptly notify the Executive Director in writing of the existence of such interest, and the Executive Director shall, in turn, promptly disclose such interest to those bodies of USATF involved in considering entry into the arrangement. In the event of a violation of this provision, the Association shall have the right to recover such benefit or payment and to void the contract or transaction.

ARTICLE 18 DISSOLUTION

Upon the dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such a manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.

ARTICLE 19 SAVING CLAUSE

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

ARTICLE 20 AMENDMENTS

A General provisions: Amendments shall be considered by this Association as follows:

1 Voting for Bylaws approval: Amendments to the Bylaws shall require for passage a two-thirds vote 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; and

2 Voting for other regulations approval: 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.

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: Tabled amendments may be acted upon at any subsequent meeting without redistribution of the proposal;

2 Conformity with the law: To make the Bylaws or other regulations conform with federal or local law or regulation;

3 Conformity with USATF: To make the Bylaws or other regulations conform with USATF requirements; and

4 Uniformity: To make the Bylaws and other regulations conform with each other;

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

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

1 Vote of the membership: Upon a ninety percent (90%) vote at any meeting of this Association; and

2 Vote of the Board: Where immediate relief is deemed necessary, the Bylaws and other regulations may be amended upon vote of ninety percent (90%) of the total membership of the entire Board, such amendment to be effective only until the next 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 sixty (60) 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 sixty (60) day requirement may be waived, in emergency circumstances, upon a ninety percent (90%) vote at any meeting of this Association;

2 Submitters: Amendments may be submitted only by a member of this Association;

3 Persons receiving submissions: Amendments to the Bylaws and other regulations shall be submitted to the chair of the Law & Legislation/Rules 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 Treasurer and/or the chair of the Budget Subcommittee of the Board; 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 another member of the Association.

E Effective date: Unless otherwise specified at the time of adoption, amendments to the Bylaws and other regulations shall be effective immediately.

APPENDICES

REGULATION 1 CERTIFICATION OF ATHLETE ELIGIBILITY

A General:

1 Domestic competition: To compete in a national, regional, or Association championship, an athlete must be a USATF member. In other events conducted by an Association, the Association may require USATF membership; and

2 International eligibility: To compete in international events, an athlete must be eligible pursuant to IAAF rules.

B Membership: All athletes competing in events conducted by USATF shall be members of USATF unless provided for otherwise in the Bylaws and Operating Regulations, and shall meet the requirements of USATF Regulation 7 and applicable IAAF rules in Exhibit M of USATF Regulations to be certified as IAAF eligible.

C Certification: In lieu of membership, an Association membership committee shall accept from a coach or designated official of a recognized educational institution or branch of the Armed Forces certification that the athletes are eligible to compete for the institution or branch under the rules of USATF and the IAAF. This certification shall remain in effect for the full season of the educational institution or branch of the Armed Forces

REGULATION 2 CLUBS

A Definition: Clubs are organizations of athletes and others which compete in USATF programs as teams or individuals representing the club. There shall be various types of USATF clubs, based on the geographic location of their membership and/or the types of programs and purposes they serve. While clubs may be of only one geographic type, they may have more than one purpose.

B Geographic types:

1 Association clubs shall become members by joining this Association if they are located in our geographic area; and

2 National clubs are those clubs, which meet the requirements of paragraph E below.

C Purposes:

1 Competitive: Association or national clubs that primarily prepare athletes for competitive opportunities shall be referred to as competitive clubs;

2 Affiliated: Association clubs that primarily stage events or provide competitive opportunities to the public shall be referred to as affiliated clubs;

3 Training: Association clubs which exist to provide non-collegiate athletes training at an educational institution facilities shall be referred to as training clubs; and

4 Elite development clubs: USATF may designate a member club as an Elite Development Club. These clubs may provide coaching, training groups, facilities, and/or travel to events.

D Club names: Internal grievance proceedings may be instituted in situations regarding disputes over the naming of clubs. Generally, these proceedings may be instituted when:

1 Duplication: Two (2) clubs choose the same or confusingly similar names (except with the concurrence of both clubs);

2 National team: A club uses a name that could reasonably be interpreted to refer to a “national team;”

3 Sponsorship: A club uses a name which causes public confusion with USATF-related sponsorship or advertising; or

4 Trademark: A club uses a trademark or service mark of USATF or the USOC (see Article 19, page 73).

E Special:

1 Age limitation: A national club shall be limited to competitions at the senior level;

2 Vote in Association: Clubs shall be allowed to vote in the activities of the Association in which they are registered;

3 National club rosters: National clubs must submit a roster of the competitive athlete members of the team.

a Roster submittal: By November 1 of each year, each national club shall submit to the National Office a roster on forms provided that shall list its athletes (including the club registration fee and the athlete membership fees to be thereafter forwarded to the resident Association);

b Duplications: If the name of the same athlete appears on two (2) or more rosters, the National Office shall resolve the duplication by contacting the clubs involved and, if there is still a disagreement, the athlete directly;

c Roster distribution: By December 1 of each year and at other times (with additions and deletions), the National Office shall distribute to all national clubs and meet directors copies of the national club rosters or amendments thereto;

d Additions and deletions: Between December 1 and November 1 of the following year, a national club wishing to add an athlete shall submit the name of each athlete to the National Office. The athlete may compete for the club only after the National Office has confirmed that the athlete has satisfied the transfer requirements of Regulation 7-C (page 109). An athlete may also be deleted from a roster and changed to an unattached status; and

e Former Association club members: National clubs may add athletes who have been members of Association clubs after the athlete meets the requirements of Regulation 7-C (page 109); and

4 Requirements: As part of its application, each national club has, for the prior year, and shall, for the future year:

a Training guidance: Provide to its athletes technical guidance as to their training;

b Competitive guidance: Provide to its athletes technical guidance as to their competition scheduling;

c Logistical support: Provide to its athletes logistical support, including economic provisions for travel and accommodations when away from home;

d Medical support: Advise its athletes, when possible, as to medical services and available health insurance;

e Equipment support: Make adequate provisions for the equipment and training and competition clothing for its athletes;

f Educational support: Encourage the continuation of educational pursuits and assist in job placement, to prepare its athletes better for their adjustments to society at large after their years of competition;

g Participation: Agree to participate and to have its athletes participate in national and international competition encouraged by the IAAF and/or USATF; and

h Other: Meet such other qualifications and accept such other benefits as the USATF Board shall approve for national clubs.

F Conflicts of interest: No club shall represent a member athlete in any transaction if such a representation is a conflict of interest.

REGULATION 3 ELIGIBILITY

The eligibility of an athlete shall be governed by the applicable IAAF and IOC rules, except when such rules are inconsistent with United States law.

NOTE: Select IAAF rules are stated in Exhibit M of USATF Bylaws.

REGULATION 4 PROCEDURES RELATING TO DISCIPLINARY PROCEEDINGS AND FORMAL GRIEVANCE MATTERS

This Association is governed by USATF Operating Regulation 11 regarding procedures relating to disciplinary proceedings and formal grievance matters.

REGULATION 5 REINSTATEMENT

This Association is governed by USATF Operating Regulation 12 regarding procedures relating to reinstatement.

REGULATION 6 ATHLETICS SANCTIONS

This Association is governed by USATF Operating Regulation 14 regarding procedures relating to sanctions.

President

Date

Secretary

Date