



By-Laws of *USATF New England, Inc.*

Article 1. Name.

The name of the Association shall be USA Track & Field - New England, Inc. The equivalent abbreviation "USATF-NE" may be used in place of USA Track & Field - New England throughout these bylaws.

Article 2. Definitions.

The word "Athletics" shall include track and field, long-distance running, cross-country running, race walking, and any other sport whose jurisdiction is granted to USA Track & Field. The phrase "New England" shall include the Commonwealth of Massachusetts and the States of Vermont, New Hampshire, and Rhode Island.

Article 3. Purposes and Authority.

The primary purposes of the Association as set forth in its Articles of organization are to foster national and amateur sports competition by encouraging, improving and promoting amateur Athletics in New England. The Association shall possess, through its affiliation with USA Track & Field, authority of that body in New England. The Association shall be autonomous in the administration of Athletics, and to that end shall exercise independent jurisdiction over the administration, eligibility, sanctioning authority, representation, and rules of competition for Athletics in New England.

Article 4. Membership.

There are two classifications of membership:

- A. Club members; which shall consist of bona fide New England amateur sports organizations active in Athletics. The Board of Governors shall establish procedures for the admission of member clubs. Dues shall be current, i.e., paid within the current membership year, for a member club to be in good standing.
- B. Individual members; which shall consist of athletes, coaches, officials, administrators or any individual interested in Athletics and with current membership in USATF-NE. Individual members shall have no dues obligation other than the annual membership fee.

Article 5. Meetings.

The Annual Meeting of members shall be held at a time and place designated by the Board of Governors each year in the month of September not later than September 30. Special Meetings of members may be held at any time called by the President, after the proper notification. A written notice of any Annual or Special Meeting of members stating the time and place and the purposes thereof shall be given by mailing the notice, by regular mail or email, to the officers and committee chairpersons of USATF-NE and each individual and club member in good standing at least thirty (30) days in advance of such meeting, and by posting said notice on the web site of USATF-NE at least thirty (30) days prior to the meeting. The presence of 25 members who are eligible to vote shall constitute a quorum at any Annual or Special Meeting.

Article 6. Voting in the Association.

A. Voting and voter criteria

1. All club members and all individual members of the Association are eligible to attend meetings and vote. Every voter, whether voting as an individual member or as the representative of a club member, must be a minimum of age eighteen (18) on the day of the meeting and be a member in good standing.
2. Every individual member ~~and every club member~~ shall have one (1) vote. One (1) person shall cast only one (1) ballot; there shall be no proxy voting.
3. ~~Every officer and sports committee chairperson of USATF-NE shall have one vote.~~
4. Voting membership deadline: Except for renewals from the previous year, individuals must be members in the month which ends more than one full month preceding the Annual or Special Meeting (e.g., if the meeting is held at any time in September, the membership must be processed by July 31)
5. Current employees (working at least 60 hours within the past ninety days) of USATF-NE shall have voice but no vote at meetings. Employees shall not participate in any part of an election process.
6. Voting for Youth Athletics Committee Chair shall be by club and limited to clubs active in youth athletics disciplines ("Youth Club"). A Youth Club shall be defined as a USATF club having a youth program and at least one coach meeting the USATF Youth background check and Safesport requirement. Youth Clubs with 1-9 youth members shall have one vote. Youth Clubs with 10-24 youth members shall have two votes. Youth Clubs with 25-49 members shall have three votes. Youth Clubs with 50-99 members shall have four votes. Youth clubs with 100 or more youth members shall have five votes.
7. The voting criteria set forth in this paragraph shall be effective for all meetings of the Association and all meetings of Sport Committees of the Association.

B. Election procedures.

1. Election notice must be distributed by mail, email, newsletter, or Association website at least 30 days prior to the Annual Meeting. If information on the Annual Meeting is published on the website, then a mail, email, or newsletter notice must be used to inform members on where to find the information. The initial election notice must be sent by means under which it will arrive at least thirty (30) days prior to the beginning of the elections process. Any notice of an Annual Meeting change or a change in the election process must be issued or posted on the Association website at least fourteen (14) days prior to the meeting.
2. A Nominating Committee may be appointed and nominations may be made in writing up to 20 days prior to the Annual Meeting. Nominations also may be made from the floor during the meeting, except for the offices of President and Treasurer, unless no nominations are received for those offices prior to the written nomination deadline. A candidate must be a member of the Association and must be at least 18 years of age on the day of the meeting. A candidate needs one (1) nominator and one (1) seconder, both of whom must be members.
3. Credential disputes must be resolved before the election process is started with nominations and/or the report of the nominating committee. See Article 6.A for details on voting eligibility.
4. Uncontested elections may be voted by acclamation. A secret ballot must be used for contested elections.
5. The President and Secretary of the Association must be elected by a majority of the ballots cast. If a run-off election is necessary because either there is a tie or there is not a majority, there will be a second, a third, etc., vote as necessary. For other elected positions, e.g., Vice-Presidents and Treasurer), a plurality may be accepted, except in the first round of voting.

6. Association delegates to the National Annual Meeting shall be elected at the annual meeting of members. A plurality vote may be accepted for election. If a vacancy shall occur during the term of an Association delegate, the President may fill such vacancy by appointment.
- C. Counting of ballots. A panel of at least three individuals, one of whom must be an athlete, shall count the ballots and sign the tally. All panel members must be of voting age. The panel shall not include any individual who is a candidate for a contested office. The panel may consult as necessary with the chairman, secretary, and/or parliamentarian (so long as they are not candidates for contested offices) on procedural matters.
- D. Committee Chairs
 1. All Committee Chairs, whether elected or appointed, must be at least 18 years of age and members of the Association. Chairs shall be elected or appointed for specific terms which are determined prior to the voting for the position.
 2. Date, time and location for the election of sport committees shall be set separately from the general election, and shall be advertised to all member organizations in the Association active in the discipline. The election may take place at the posted time on the same date and at the same location, immediately following the general election. If so desired, voting for Committee Chairs may be held prior to voting for national delegates.

Article 7. Procedure at Meetings.

- A. At all Annual Meetings of USATF-NE, the order of business is as follows: Roll call of delegates, minutes of the preceding meeting, Treasurer's report, reports of other officers and committees, unfinished business, action on proposed amendments, new business, election of officers (at annual meeting in even-numbered years), and adjournment.
- B. The current Robert's Rules of Order are the general rule of order, except when they are in conflict with the provisions of these By-Laws in which case these By-Laws shall prevail.
- C. The Secretary shall, within twenty (20) days following an Annual Meeting, mail or email a copy of the minutes thereof to the Secretary of USA Track & Field and post a copy on the USATF-NE website.

Article 8. Officers of the Association.

The officers of the Association are a President, three Vice-Presidents, a Treasurer, and a Secretary. The officers shall be elected at the Annual Meeting of members held in even-numbered years. Each officer shall serve for a term of two years following election, or until his or her successor is elected. There shall be no established order of succession to any office, but the President shall not serve for more than two full terms, and the Vice Presidents, ~~Treasurer, and Secretary~~ shall not serve for more than four full terms. ~~For the avoidance of doubt, terms served prior to September 17, 2016 shall not count against the Vice President term limit. If no qualified candidates are nominated for a particular office, an officer who has served the maximum number of terms for that particular office can stand for re-election.~~ Should the President or any other officer become incapacitated or resign, the remaining officers shall choose a successor to serve until the next regular election. The Board of Governors, for good cause shown, may remove any officer provided the procedures outlined in Article II.B.2 (c) are followed. The Officers of the Association shall be encouraged to meet on a regular basis to discuss policy and formulate recommendations to the Board of Governors. The Officers of the Association are required to notify and provide minutes of any meetings of three or more Officers that they hold to the Board of Governors before the next regularly scheduled monthly Board of Governors meeting.

Article 9. Duties of Officers.

The duties of the Officers of the Association shall be those which are promulgated from time to time by the Board of Governors and, in addition, are as follows:

- A. President. The President shall preside at all meetings of the Association and shall be an ex-officio member of all committees. Subject to the direction of the Board of the Association, the President shall manage and supervise the affairs of the Association and select Committee Chairs and other such members that he or she is entitled to appoint, as well as other appointments authorized by these Bylaws and the Operating Regulations of USATF after consultation with the other officers. He or she may likewise terminate such appointments for good cause upon written notice to such appointees and the other officers.
- B. Vice-Presidents. Each Vice-President shall be responsible for a specific portfolio of duties, approved by the Board of Governors at the first regular Board Meeting following the Annual Meeting. In the temporary absence of the President from a meeting, the President, or the Board of Governors if the President is not available, shall appoint one of the Vice-Presidents to be acting President.
- C. Treasurer. The Treasurer shall perform the following duties including, but not limited to:
 - 1. Receive and account for all funds of the Association.
 - 2. Keep or cause to be kept a correct and complete record of account, showing accurately at all times the financial condition of the Association.
 - 3. Have charge and custody of, and be responsible for, all funds, notes, securities, and other valuables which may from time to time come into the possession of the Association;
 - 4. Deposit, or cause to be deposited, all funds of the Association with such depositories as the Board shall designate; i.e., Furnish or cause to be furnished at all meetings of the Board, or whenever requested, a statement of the financial condition of the Association;
 - 5. Maintain investment accounts and, under policy determined by the Board, make investments in the name of the Association in a conservative and prudent manner, taking into account the cash flow needs of the Association and other relevant factors;
 - 6. Provide a quarterly and annual review of the USATF-NE financial performance versus its Fiscal Year budget, as well as any budgets for sports programs, race series and major meets hosted by the USATF-NE; and
 - 7. In general, perform all duties pertaining to the office of Treasurer.
- D. Secretary. The Secretary shall make proper arrangements for keeping the records of the Association including all minutes of meetings of the Association and its Board, conducting all official correspondence of the Association, including to the National Office, and issuing official notices of all meetings of the Association.

Article 10. Board of Governors

A. The directors of the Association shall severally be called "Governor" and as a body shall be called "Board of Governors." The Board of Governors shall be composed of the President, who shall be chairperson, the Vice-Presidents, the immediate past President for one (1) two-year term immediately following the conclusion of their term as President, the Treasurer, and the Secretary of the Association, three active athletes, who shall be elected at the annual meeting, the Chairpersons of the Sport Committees, the Officials Certification Chairperson, and the Coaching Development Chairperson. The Board of Governors shall have authority to act for the Association between Annual Meetings. Meetings of the Board of Governors shall be upon call by the Chairperson. A written or electronic notice of any meeting shall be given to each member of the Board of Governors at least ten (10) days in advance of such meetings. The presence of a majority of the members of the Board of Governors shall constitute a quorum at any meeting. The Board of Governors shall have a minimum of nine monthly board meetings each year.

The Board of Governors, Sports, Administrative, and Special Committees are authorized to meet by telephone conference or through other electronic communications media so long as the members may simultaneously hear each other and participate during the meeting. The

Board of Governors may promulgate such additional rules, consistent with these By-Laws and Roberts Rules of Order, as may be necessary or desirable for the efficient conduct of said meetings.

B. The Board of Governors may maintain an office from which the Association conducts business, and hire full or part time employees as it deems necessary. All such employees must keep the Board informed of any conflicts of interest which may arise in the course of their employment.

C. A Managing Director may be hired to conduct the business of the Association under the direct supervision of the President. The Managing Director shall report to the Board of Governors monthly or more often if so requested.

The Managing Director shall perform the following duties including, but not limited to:

1. Manage the office
2. Attend association events as necessary
3. Manage the membership details of the association and process sanctions
4. Provide guidance and support to Sports Committee as they organize and host annual championships and race series.

D. The Managing Director shall be reviewed, at minimum, annually by the Board of Governors. The Managing Director shall also have an annual review of his compensation and how it compares to similar positions in the New England region. The Managing Director shall have voice but no vote at any meeting of USATF-NE. The Managing Director may not serve as an officer of the Association. The Managing Director may serve as a delegate to the USA Track & Field Annual Meeting.

E. All Members of the Board of Governors will be required by the Association to pass the USATF Youth background check and meet other USATF requirements as part of the acceptance to the Board.

F. At the first board meeting following the Annual Meeting, each board member will be required to complete a statement to list any potential conflicts of interest that may arise while serving on the Board.

G. Additional employees may be hired to conduct the business of the Association under the direct supervision of the Board of Governors.

H. Hiring and firing of all full-time Association employees must be done with the approval of a two-thirds vote of the current members of the Board of Governors.

IH. All members of the Board of Governors must agree to follow the approved Board of Governors Best Practices.

Article 11. Committees.

The types of committees of the Association are as follows: Sport, Official Certification, Coaching Development, Administrative, and Special.

- A. Sport Committees. The Sport Committees are: (i) race walking; (ii) cross country; (iii) track and field;(iv) youth athletics; (v) masters long distance running;(vi) masters track & field;(vii) men's long distance running; (viii) women's long distance running; and (ix) mountain, ultra, & trail running (MUT).
 1. Duties and Responsibilities. Each Committee:
 - a. Has jurisdiction over and responsibility to organize and lead annual Association championships in the particular sport it controls, and shall

institute, locate, conduct, and manage all such championships as deemed best by the Board of Governors and in accordance with the By-Laws of USA Track & Field. All race series and Association championships must fall under the supervision of one of the Sports Committees.

- b. May award championship events not only for the current year but for two additional years.
 - c. Has full power and authority to make allotments for expenses of athletes and teams taking part in the championship with funds appropriated for that purpose.
 - d. Has power to appoint subcommittees, whose members need not be members of the committee, to manage but not conduct the various championships.
 - e. Approves the entry blank to be used for any Championship, and determines eligibility for championship in the sport it controls. Gives thirty (30) days' notice of any championship to all member clubs.
 - f. Prepare an annual budget to be reviewed and approved by the Board of Governors.
2. Make-up. The chairperson of each Sport Committee shall be elected annually at the Annual Meeting of the Association. The committee shall be constituted as follows:
- a. The elected Chairperson.
 - b. One (1) representative of each club member of the Association that competed in that Sport in the twelve (12) months prior to the annual meeting of the Association. The president of each member club shall inform the Association Office of their representative's name no less than 24 hours prior to the meeting. Member clubs of the Association are encouraged, but not required to appoint representatives to Sports Committees.
 - c. Up to three (3) individual members active in the particular sport discipline and not affiliated with a member club. These individual members shall be appointed by the particular Sports Committee Chairperson.
 - d. Up to twenty (20) athletes active in the particular sport discipline. These athletes shall be appointed by the particular Sports Chairperson. This requirement shall not apply to youth athletics.
- B. Officials Certification Committee: The President of the Association, with Board of Governors approval, shall select an Officials Certification Chairperson. The Officials Certification Chairperson shall be responsible for certification of officials as well other functions required to develop, maintain and support officials in the Association. The Official Certification Chairperson can appoint additional members to serve on this committee. The Officials Certification Chairperson must be a Certified USATF Official.
- C. Coaching Development Committee: The President of the Association, with approval of the Board of Governors, shall appoint a Coaching Development Chairperson. The Coaching Development Chairperson shall be responsible for coaching development in the Association, including coordinating USATF coaching schools. The Coaching Development Chairperson can appoint additional members to serve on this committee. The Coaching Development Chairperson must have a minimum of a USATF Level 1 Coaching Certification.
- D. Administrative and Special Committees. The President of the Association, with Board of Governors approval, may appoint such administrative or special committees as are deemed advisable to further the legitimate interests of the Association, or as directed by the annual meeting of the Association or the Board of Governors.

Article 12. Arbitration and Appeals.

Disputes between Sport Committees will be settled through compulsory and binding

arbitration by a committee consisting of an equal number of representatives of each of the involved committees and an impartial chairman selected by the Law and Legislation Committee, subject to approval of the involved committees.

Article 13. Conditions of Competition.

The conditions of competition in and the rules governing any athletic event, game or entertainment given or sanctioned by an Association or its members are those prescribed in the By-Laws and Rules of USA Track & Field. An active member may be held responsible for infractions of the rules by an athlete who is competing as its representative.

Article 14. Athletes' Bill of Rights.

The Association shall respect and protect the right of every individual who is eligible under reasonable national and applicable international amateur athletic rules and regulations to participate if selected (or attempting to qualify for selection to participate) as an athlete, coach, trainer, manager, administrator, or other official, representing the United States in any international amateur athletic competition, so long as such competition is conducted in compliance with reasonable national and applicable international requirements.

Article 15. Redress of Grievances.

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

Article 16. Fiscal and Legal.

- A. Fiscal Year. The fiscal year of the Association is January 1 through December 31.
- B. Bonds. Corporate fidelity bonds may be obtained at the expense of the Association in a form and amount approved by the Board of Governors indemnifying the Association against losses resulting from infidelity, defalcation, or misappropriation by officers, employees, or agents of funds, property, or assets owned by or under the control of the Association.
- C. Bank Accounts and Depositories. The Board of Governors may from time to time as necessary, designate depositories for the funds, property, and assets belonging to or under the control of the Association. Funds on deposit in banks can be withdrawn only by voucher check upon the signature of the Treasurer or President, or such other officer or officers as shall be designated by the Board of Governors. At least two Association officers, including the Treasurer and President, must have access to and the required passwords for all Association financial accounts and software.
- D. Auditor and Audit Report. The Board of Governors shall at the beginning of each fiscal year, select an independent auditor to examine the books and financial records of USATF-NE for the prior fiscal year. After completing this examination, the auditor shall submit his report to the Board of Governors and a copy of the report must be made available for each member of the Association as soon thereafter as reasonably possible, and in any event prior to the next ensuing annual meeting.
- E. Expenditures. All expenditures of \$5,000 or more, including those proposed by USATF-NE Officers or at the Annual Meeting, must be approved by the Board of Governors. For purposes of removal of doubt, annual spending on specific race series, championship events, advertising, and salaries are all considered to be single expenditures which require Board of Governor approval.

Article 17. Removal or Replacement of Officers or Committee Chairs.

Any officer of committee chair of USATF-NE may be removed for good cause by a two-thirds vote of those association voting eligible members present at an annual meeting or special meeting called for this purpose, a provided the requisite notice (as defined in Article 5) for

such meeting shall properly set forth the removal vote on its agenda.

Article 18. Suspension and Expulsion.

USATF-NE, or its Board as its representative, shall have the authority to (1) suspend (for a definite or indefinite period) or (2) expel a member, delegate, athlete, coach, manager, official, or member of any committee who, by neglect or by conduct: (1) acts in a manner detrimental to the purposes of USATF-NE or USATF, (2) has violated any of the Bylaws, Operating Regulations, of competition rules of USATF-NE or USATF, or (3) has violated the rules of eligibility of athletics. This is to be done in accordance with Operating Regulation 1.

Article 19. Amendments.

- A. The articles may be amended at any meeting of the Association by a two-thirds vote, provided that notice of the proposed amendment has been submitted in writing to the members of the Association at least thirty (30) days prior to the meeting.
- B. Amendments to these Articles may be proposed by any member, and, if not proposed by the Law and Legislation Committee, must be submitted to the Chairman of such committee at least ninety (90) days prior to the meeting for proper review and submittal to the members of the Association.

Article 20. Saving Clause.

Failure of literature of complete compliance with provisions of the By-Laws 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.

Modified at the annual meeting held on September 24, 2017

Modified at the annual meeting held on September 17, 2016

. Modified at the annual meeting held on September 22, 2013

. Previously modified at the annual meeting held on September 15, 2011

. Previously modified at the annual meeting held on September 18, 2008

. Previously modified at the annual meeting held September 2003