

PROPOSED USA TRACK & FIELD BYLAW AMENDMENTS

Submitted by: David Greifinger, Member of Law & Legislation and Athletes Advocate on behalf of the Athletes Advisory Committee and Youth Committee.

THESE PROPOSALS ARE SUBMITTED IN RESPONSE TO THE SET OF PROPOSALS SUBMITTED ON BEHALF OF THE BOARD. THESE PROPOSALS ARE TO BE CONSIDERED EITHER AS AMENDMENTS TO THE BOARD'S PROPOSALS OR AS A SET OF SUBSTITUTE PROPOSALS

ARTICLE 10: OFFICERS AND THEIR DUTIES

A. Positions: USATF's officers shall be a Board Chair, President, Vice Chair, Secretary, and Treasurer. No individual may be an officer of USATF who is also an officer of another national governing body.

B. Duties: The officers shall perform the following duties as well as any other duties prescribed by these Bylaws, USATF, or the Board:

1. Board Chair: ((The Board Chair, who may also be t)) The President((,)) shall serve as Board Chair and preside at all Board meetings. The duties of the Board Chair shall be:

a) Set meetings and meeting agendas for the Board;

b) Preside at all meetings of the Board;

c) See that all Board commitments, resolutions, and oversight are carried into effect;

d) On behalf of the Board, serve as the immediate supervisor of the CEO; and

e) Perform other duties assigned by the Board;

2. President: The President shall:

a) Serve as Chair of the Board

((a))b) Preside at all meetings of USATF's membership;

((b)) c) Be an ex-officio, non-voting member of all committees;

((c)) d) Sselect committee chairs and other members that he or she is entitled to appoint, as well as other appointments authorized by these Bylaws and the Operating Regulations after consulting with the Vice Chair. He or she may likewise terminate appointments for good cause upon written notice to the appointees and their other officers.

3. Vice Chair: The Vice Chair shall perform duties assigned by the Board Chair and Board. In the temporary absence of the ((President or)) Board Chair from a meeting ((at which either presides)), the Vice Chair shall serve as acting chair.

C. Selection: The President shall be elected for four (4) years at each annual meeting of the USATF following the Summer Olympic Games by the membership. The Board shall select the ((Board Chair,)) Vice Chair, Secretary, and Treasurer, who shall serve two (2)

year terms. ((If the Board does not select the President to be the Board Chair, the President shall serve as Vice Chair.))

D. Limitation on terms: No person shall serve as President for more than eight consecutive years without a period of at least two years away from that position.

E. Succession and vacancies: There shall be no order of succession to any office. If the Board determines that the President is temporarily unable to serve, it may, in its sole discretion, name another individual to fill the vacancy temporarily. If the President resigns or is permanently unable to serve, the Board shall name a successor until the following annual meeting, when a special election shall be held for the unexpired portion of the term. The Board shall fill temporary or permanent vacancies for ((Board Chair,)) Vice Chair, Secretary, or Treasurer.

F. Removal from office: The President may be removed for good cause by a two-thirds vote of those delegates of USATF present and voting at an annual meeting or special meeting called for this purpose, and provided the requisite notice for the meeting (see Article 8) properly states the removal vote on its agenda. The Board may remove the ((Board Chair,)) Vice Chair, Secretary, or Treasurer for good cause by a two-thirds vote of those Board members present and voting, who are not conflicted, at a regular meeting or special meeting called for that purpose. ((If the Board removes the President as Board Chair, the Vice Chair shall become the Board Chair, and the President shall become the Vice Chair. The Board may not remove the President as Vice Chair.))

RATIONALE: Under the current Article 10, the Board selects the Board Chair. If the President is not selected as Board Chair, he or she serves as Vice Chair. The Board proposes to preclude the President from serving as Board Chair, and cement him or her as Vice Chair. The Board would choose its own Chair, who would answer to the Board, and not the membership. This is contrary to the democratic nature of USATF. In any democracy, the people choose their commander-in-chief. This counter-proposal specifies that the President—and only the President—shall serve as Board Chair.

The Board also proposes to amend Article 10 to authorize the Board Chair to appoint and remove member of the Ethics Committee. The Ethics Committee is governed by Regulation 16-G under which the Board Chair appoints members to staggered terms. Only the Board may remove for good cause. The Board's proposed amendment would politicize and weaken the committee. This counter-proposal deletes the proposal to give the Board Chair authority to remove members of the Ethics Committee, and leaves Regulation 16-G undisturbed.

CONSTITUENCIES AFFECTED: USATF's membership.

BUDGETARY IMPACT: None.

ARTICLE 11: BOARD OF DIRECTORS

A. Role: The Board shall:

- 1) Establish policies to enable USATF to achieve its purposes and perform its duties;
- 2) Govern and supervise USATF's affairs and perform those duties specified in these Bylaws and the Operating Regulations;
- 3) Recommend, approve and oversee all USATF committee programs;
- 4) ~~((Oversee National Office Management;))~~ Select a CEO to lead National Office Management of USATF and conduct annual performance evaluations and, if necessary, determine whether to retain or dismiss the CEO;
- 5) Provide and oversee the strategic guidance to the USATF organization. The Board shall approve strategic goals for USATF following review and discussions with the CEO.
- 6) ~~((Approve USATF's annual budgets; and))~~ Protect assets and oversee the provide financial oversight USATF, including the approval of USATF's annual budgets in collaboration with the CEO and providing for annual independent audits of USATF and its committees; and
- 7) Ensure adequate financial resources necessary for USATF to fulfill its mission.
- ~~((8) Act as USATF's fiduciary for its financial affairs.))~~

B. Composition: The Board shall be composed as follows:

1. The IAAF Council member from the U.S.A.;
2. The USATF President;
3. An individual with experience and expertise in High Performance, nominated by the High Performance Division and selected by the Nominating and Governance Panel;
4. An individual with experience and expertise in Long Distance Running, nominated by the Long Distance Running Division and selected by the Nominating and Governance Panel;
5. An individual with experience and expertise in General Competition, nominated by the General Competition Division and selected by the Nominating and Governance Panel;
6. An individual with experience and expertise in Youth Athletics, nominated by the Youth Athletics Division and selected by the Nominating and Governance Panel;
7. An individual with experience and expertise in officiating, nominated by the Officials Committee and selected by the Nominating and Governance Panel;
8. An individual with experience and expertise in coaching, nominated by the Coaches Advisory Committee and selected by the Nominating and Governance Panel;
9. One representative elected at the annual meeting following the Summer Olympic Games by the representatives of the sports organizations, which conduct a national program or a regular national competition in Athletics on a level of proficiency appropriate for the selection of athletes to represent the United States in international

Athletics competition, as described in Article 5-C. Each of these sports organizations shall have the right and opportunity to have an individual non-voting representative attend all Board meetings. Current members are listed in the exhibits section of this handbook;

10. Three independent members selected by the Nominating and Governance Panel; and
11. Three International Athletes, including at least one male and one female, elected by the International Athlete delegates at the annual meeting. The International Athlete delegates shall also elect an alternate International Athlete member, who ((may attend and participate in all Board meetings, and who)) may vote if one or more of the three International Athlete Board members is not present when a vote is conducted. The alternate International Athlete member shall otherwise have all the rights and privileges of all other Board members, including but not limited to access to all information provided to other Board members, notice of all meetings, the right to attend all meetings, including meetings held in executive session, and expense reimbursements for attending meetings and performing other duties as a Board member. The Board may not amend or delete any part of this paragraph.

I. Vacancies: The Nominating and Governance Panel shall fill all vacancies for unexpired Board terms, except for President, IAAF Council member, Article 5-C Sports Organization member, and International Athlete members. The Panel shall consult with and give due consideration to the recommendations of the Chairs of any groups responsible for nominating individuals for Board positions that become vacant. The Article 5-C Sports Organizations shall elect a replacement to fill its member vacancy for the remainder of the term. The Athletes Advisory Committee shall fill any International Athlete member vacancy until the next annual meeting, when the International Athlete delegates shall elect a replacement to serve the remainder of the term.

RATIONALE: The Board proposes to amend Article 11 to require a two-thirds vote to retain or dismiss the CEO. The counter-proposal deletes this language. The majority should rule. This counter-proposal also deletes the Board's proposed changes to Article 11-I, Vacancies, based on the Board's earlier unacceptable proposal to preclude the President from being Board Chair in Article 10. Article 11-I is to be left intact. (This is moot if the President is the Board Chair.)

This counter-proposal adopts some of the technical changes proposed by the Board in Article 11-A, Duties of the Board.

This counter-proposal adds an amendment to Article 11-B-11 to provide that the alternate International Athlete Board Member will be accorded the same rights and privileges as all other Board Members. In 2011, that Athletes Advisory Committee submitted a package of legislation to increase athlete representation on various USATF committees, including

increasing the number of International Athletes on the Board from three to four. Because of some reluctance to increase the number of voting members from 15 to 16, a compromise was struck under which the fourth athlete would serve as an alternate, voting only if one of the three athlete members were absent. The alternate would otherwise have full rights and privileges as a Board member. The athletes elected Curt Clausen, a preeminent race walker and attorney, as their alternate. The agreement has not been honored. Mr. Clausen has been locked out of executive sessions, has not received notice of meetings, has been excluded from receiving information available to other Board members, and has not had his expenses to attend meetings reimbursed, unlike all other Board members. Informal efforts to resolve this matter have been shunted aside. This discredits USATF and its tradition of heeding the voice of its athletes. The membership must act.

CONSTITUENCIES AFFECTED: Athletes and USATF's membership.

ESTIMATED BUDGET IMPACT: Shift of expenses for attending Board meetings from the AAC to the general fund. No net change.

ARTICLE 12: NATIONAL OFFICE MANAGEMENT

A. Chief Executive Officer:

1) Management: Manage and supervise USATF's day-to-day affairs under the Board's policies and directives;

7) Legal documents and commitments: Ensure that all contracts and other legal commitments of USATF are signed by the authorized USATF officers after approval by established procedures. Consistent with Article 18-I Contracts, unless the Board otherwise directs, the CEO or another USATF staff member the CEO designates and the Chair (where appropriate) shall sign all contracts and commercial agreements-,

12) Strategic planning: Create and execute strategic plans for USATF (~~((with the))~~) as approved by the Board;

14) Disbursements: Approve and oversee all specific disbursements by USATF ((subject to review only by the Board)). Any material change to the allocation of funds must be re-approved by the CEO or the CEO's staff designates, or the Board.

15) Commercial properties: Manage USATF's commercial properties;

RATIONALE: The current version of Article 12-A-1 defines the CEO's duties as follows:

“Management: Manage and supervise USATF's day-to-day affairs under the Board's policies and directives.”

The Board proposes to amend this language to read:

“Management: Manage and supervise USATF’s day-to-day affairs under –specific policies and directives established by the Board, including the operations of the volunteer structure of the organization, committees, divisions, and associations.”

This language is unacceptable, as it renders the volunteers, associations, and committees subservient to the CEO. The CEO works for us, not vice-versa. This item is the most telling about the Board’s proposals, and demonstrates why the membership cannot tolerate any further erosion of its voice in governing USATF. Needless to say, this language is deleted from the counter-proposal.

This counter-proposal otherwise adopts some technical amendments proposed by the Board. Language regarding the CEO’s management of commercial assets is modified and moved to paragraph 15 of the counter-proposal.

ARTICLE 17: IAAF AND USOC REPRESENTATION

A. IAAF Delegates and Alternates: USATF shall be represented in the IAAF Congress by the President, the CEO, and one (1) other delegate who shall be selected quadrennially by the Board from nominations made by the Nominating and Governance Panel at the annual meeting of USATF immediately preceding the IAAF Congress held in conjunction with the World Championships held prior to the Summer Olympic Games. The Board shall name alternates for any of these three members who are unable to attend an IAAF Congress. If the Board is unable to name an alternate, the remaining delegates shall name the alternate.

B. IAAF Council, officers, and committees: The membership shall elect USATF’s candidates for positions on the IAAF Council, including IAAF officers, at the annual meeting prior to the IAAF election. The Board shall select candidates to be placed in nomination by USATF for positions ((on the IAAF Council, including IAAF officers, and))) for chairs and members of all other IAAF committees. ((The Board shall select the IAAF Council candidate from nominations made by the Nominating and Governance Panel.)) The Board shall ((also)) select nominations for the committees after giving due consideration to the recommendations of the appropriate USATF committees and councils. The Board shall make the((se)) nominations for IAAF committee positions at an in-person meeting no later than the end of February in the year of the IAAF election for the positions. The Board shall not nominate any individual for more than one (1) position in any IAAF election. The Board shall determine whether any individual nominated for ((the IAAF Council or)) an IAAF Committee may run for an officer position on the ((Council or)) Committee. If, prior to the IAAF’s deadline for making nominations, the candidate for IAAF Council elected by the membership or a candidate selected by the Board for a committee position ceases to be a candidate, the Board shall elect a substitute

candidate for nomination by USATF. The Board may not amend or delete any part of this paragraph.

1. **Cross-Country Committee:** The Long Distance Running Division shall make a recommendation for the Cross-Country Committee;
2. **Masters Committee:** The Masters Track & Field and Masters Long Distance Running Committees shall each make recommendations for the Masters Committee;
3. **Race Walking Committee:** The USATF Race Walking Committee shall make recommendations for the Race Walking Committee;
4. **Technical Committee:** The Rules Committee shall make recommendations for the Technical Committee; and
5. **Women's Committee:** The Women's Track & Field Committee shall make recommendations for the Women's Committee.

C. IAAF expenses: USATF shall provide a budget for its reasonable share of expenses for attending meetings of its representatives to the IAAF Congress, and of its nominees selected to serve on the IAAF Council and committees.

D. Early IAAF nominations: Where USATF has no member on an IAAF Committee or on the Council, the Board may move the nominations process up by one (1) full year, to afford the nominee a greater opportunity to build name awareness prior to the next IAAF election

E. USOC representation: The CEO and the Board Chair, or their designees, shall represent USATF at the USOC Assembly. The CEO or the CEO's designee shall represent USATF on the USOC National Governing Bodies Council (NGBC).

F. USOC Athletes Advisory Council: The Athletes Advisory Committee shall elect one (1) Active Athlete representative and one (1) alternate (of opposite gender from the representative) from this committee to the USOC Athletes Advisory Council. The representative and an alternate shall be elected at each annual meeting following the Summer Olympic Games and shall have represented the United States in international Athletics competition under IAAF or IOC jurisdiction within the preceding ten (10) years. No individual shall serve on the USOC Athletes Advisory Council for more than two (2) full quadrennial periods.

G. Expenses of USOC representatives: USATF shall pay the reasonable expenses for its representatives to attend meetings of the USOC and Athletes Advisory Council.

Note: If the amendment to Article 1-B is adopted at the 2014 Annual Meeting, the next order of business shall be to elect USATF's candidate for IAAF Council and officer position for the 2015 IAAF elections. Nominations shall be taken from the floor and the election shall immediately follow. This note shall supersede all other provisions regarding elections in the Articles or Regulations for purposes of this election, only. The Board may not amend or delete any part of this note.

C. IAAF expenses: USATF shall provide a budget for its reasonable share of expenses for attending meetings of its representatives to the IAAF Congress and of its nominees

selected to serve on the IAAF Council and committees. USATF shall provide a budget for the President's reasonable expenses to attend the IAAF World Championships and the Summer Olympic Games.

RATIONALE: The Board proposes to amend Article 17-A to specify that the Board Chair (rather than the President) shall serve as one of USATF's three delegates at the biannual IAAF Congress. This is unacceptable because the President represents USATF as the membership's elected leader. The counter-proposal deletes this proposed change. (This is moot if the President is Board Chair.) The Board also proposes to amend Article 17-C to provide that USATF will to pay the President's expenses to World Championships and Olympic Games. This counter-proposal specifies that the expenses must be reasonable.

This counter-proposal adds an amendment to Article 17-B to provide that the USATF membership, and not the Board, will nominate USATF's candidates for IAAF Council member and IAAF officers. The note provides for an open election for USATF's nominee to the IAAF Council immediately after the passage of this amendment.

Prior to 2009, USATF's membership voted for USATF's nominee for IAAF Council. The current Article 17-B cedes the authority to the Board the authority to make the nomination. This proposal returns the authority to the membership, effective immediately.

Bob Hersh is USATF's long-standing IAAF Council Member and has risen to the level of Senior Vice President. His service has been exemplary. A prominent Board member is campaigning to have the Board replace Mr. Hersh as USATF's nominee. Passage of this amendment this year is necessary because the Board will otherwise select the nominee for the next four-year term in February 2015.

Under the current Article 17-B, the Council Member is put in a position of having to play along to get along. He or she knows that questioning or disagreeing with the majority of the Board on any matter could result in the Board's replacing the Council Member at the earliest opportunity. This can compromise the Council Member's independence and impair that individual's value as a Board member.

The IAAF Council Member needs to be aware of the sports-related interests of all USATF constituencies. He or she should be nominated by all of USATF's members.

CONSTITUENCIES AFFECTED: USATF's membership.

ESTIMATED BUDGET IMPACT: Expenses for President to attend World Championships and Olympic Games in the thousands of dollars for each event.

ARTICLE 18: FISCAL AND LEGAL MATTERS

G. Legal Counsel:

- 1) Counsel to the Board: The President shall appoint the Counsel to the Board, with the Board's approval. The Counsel to the Board shall be responsible for overseeing the legal affairs of USATF and shall be available to advise and consult with the officers, the CEO and other agents of USATF, render legal advice and assistance and perform other duties the President or the Board may request. The Counsel to the Board shall have the right to the floor at any meeting of USATF, 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 USATF shall belong to USATF.
- 2) Assistant Counsel to the Board: The President, in consultation with the Counsel to the Board and with the Board's approval, may also appoint an Assistant Counsel to the Board who shall have similar duties, responsibilities, and entitlements, but only as the President or the Counsel to the Board may specifically designate;
- 4) Special Legal Counsel: If a matter cannot be adequately dealt with in the ordinary course by the General Counsel, Counsel to the Board, or the Assistant Counsel, and it appears to be in the best interests of USATF, the Board may authorize the President, in consultation with the Counsel to the Board and CEO, to retain Special Legal Counsel. Where prior authorization by the Board is impractical, the President in consultation with the Counsel to the Board and CEO, may in the best interest of USATF retain Special Legal Counsel. All agreements with Special Legal Counsel about legal services to be rendered and the fees and compensation to be paid shall be in writing and executed under this paragraph.

I. Contracts:

Contracts not in USATF's ordinary course of affairs shall be examined and approved for form by the Counsel to the Board or by USATF's Special Legal Counsel prior to execution. The contents of all contracts affecting sport committees shall, during their negotiation phase, be communicated to the appropriate committee(s) and the Athletes Advisory Committee. Only the CEO, and President where required, may bind USATF to contracts or other commercial agreements. The CEO, and the President (or another officer the President designates) shall sign, on behalf of USATF, all contracts of one year or less exceeding \$250,000 in cash value, and all multi-year contracts valued at more than \$100,000, cash value, for any contract year. If required, the Secretary shall attest to those contracts. Unless the Board otherwise directs, the CEO or another USATF staff member the CEO designates shall sign all other contracts.

RATIONALE: The Board proposes to amend Article 18-I to include:

“The volunteer structure of the organization, including committees, divisions, and associations, has no authority to bind USATF in contracts or other commercial agreements.”

This proposal states the obvious: Only the CEO may enter into contracts on behalf of USATF. But it does so in a hostile and condescending manner toward the membership. Language matters. This counter-proposal replaces this sentence with:

“Only the CEO, and President where required, may bind USATF to contracts or other commercial agreements.”

The Board also proposes to amend Article 18-G to have the Board Chair, rather than the President, appoint the Counsel to the Board. This is unacceptable. (This becomes moot if the President is also the Board Chair.) The Counsel to the Board is not Counsel of the Board. The Counsel to the Board should lend an outside perspective to USATF’s legal affairs. This perspective should be focused on the membership, through the President as its elected representative. The Counsel to the Board’s advice often carries great weight throughout USATF. The Board’s proposal thus would shift a great deal of power from the elected President to a Board Chair not chosen by the membership. This counter-proposal retains the President’s authority to appoint the Counsel to the Board.