

**BY-LAWS OF  
New York Track & Field, Inc. (the "Corporation")**

**ARTICLE I**

**THE CORPORATION**

Section 1 Name. The name of the Corporation shall be New York Track & Field, Inc. Hence also known as, and doing business as, USATF New York (USATF-NY).

Section 2 Purpose. The purpose of the Corporation is to foster and coordinate amateur athletic competition, enhance the overall athletic experience, promote development, provide educational programming, encourage physical fitness and good community relations through the sport of Track and Field, which includes the disciplines of track and field, long distance running, cross country running, road racing and race walking, for the benefit of athletes of all ages and abilities, including the underprivileged, in the City of New York greater metropolitan area, surrounding Counties and the State. The purposes of the Corporation shall be consistent with USA Track and Field's ("USATF") bylaws and operating regulations.

Section 3 Authority. The Corporation shall possess, through USATF, all authority of that body in Track and Field within its designated geographic territory, which shall consist of the State of New York south of and including Sullivan, Orange, and Dutchess counties, with the exception of Suffolk and Nassau Counties, or such other territory as approved by USATF. The corporation shall be autonomous in its governance of Track and Field in its 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.

**ARTICLE II**

**MEMBERS**

Section 1 Membership. Membership shall be open to any eligible individuals and organizations interested in the purposes of the Corporation as follows:

**A. *Individuals*:** Athletes, elite athletes, disabled athletes, coaches, officials, trainers, managers, administrators, or any other individual may join the Corporation, provided that s/he is not ineligible under applicable IOC, USOC, IAAF, WADA, USADA or USATF rules and regulations.

**B. *Organizations*:** Any club or organization may join the Corporation, provided that it is not ineligible under applicable IOC, USOC, IAAF, WADA, USADA or USATF rules and regulations, or is not prohibited by law from joining.

To be a member of the Corporation, an eligible individual or organization must submit an membership application on a form made available by the Corporation with payment of

established dues and fees. The Board of Directors of the Corporation may establish such other criteria for membership, including a schedule of membership dues, as they deem appropriate.

Section 2 Meetings. The annual meeting of the Members (the "Annual Meeting") for the election of the Directors and Officers and for the transaction of such other business as may come before the Members shall be held each year at a place within its geographic territory, in the month of September or October, as may be fixed by the Board of Directors, or, if not so fixed, as may be determined by the President of the Corporation. Special meetings shall be held whenever called by resolution of the Board of Directors, the President, the Executive Director, or by a written demand to the Secretary of ten percent (10%) of the Members eligible to vote at meetings.

The Secretary upon receiving the written demand or Resolution shall promptly give notice of such meeting as provided below, or if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice.

Section 3 Notice of Meetings. Written notice of the place, date and hour of any meeting shall be given to each Member entitled to vote at such meeting by electronic mail and posted on the Corporation's web site not less than thirty (30) days prior to the meeting; notice of any meeting change or change in election process, not previously publicized, shall be distributed by email and web site not less than fourteen (14) days prior to the meeting. Notice shall also be sent by mail to any member making a written request for notice by mail within one year of the scheduled meeting. Further, notice shall be served by publication in a newspaper published in the county in the state in which the principal office of the Corporation is located, once a week for three successive weeks preceding the date of the meeting.

Section 4 Quorum. At all meetings of the Members, a quorum for conduct of all business of the Corporation shall consist of the number of the individual Members present at the meeting.

Section 5 Organization. The President of the Corporation shall preside at all meetings of the Members or, in the absence of the President, the 1<sup>st</sup> or 2<sup>nd</sup> Vice President in that order shall serve as acting President, or in their absence an acting meeting chairperson shall be chosen by the Members present. The Secretary of the Corporation shall act as Secretary at all meetings of the Members, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 6 Voting. At any meeting of the Members, each individual and organization Member present in person, and at least eighteen (18) years of age on the day of election, shall be entitled to one (1) vote. There shall be no proxy voting. Upon demand of any Member, any vote for Directors or upon any question before the meeting shall be by ballot; contested elections shall be by secret ballot. The record eligibility of voting rights shall be set fifty (50) days before the date of the meeting; organizations, individuals representing organizations, and individuals must be members in good standing by the record date in order to vote or run for elected office. All elections will be

held under the Open Meeting Ballot system, Majority Requirement and ballots counted by a Board appointed Voting panel as designated in the relevant USATF operating regulations.

Section 7 Action by the Members. Except as otherwise provided by statute or by these By-Laws, any corporate action authorized by a majority of the votes cast at a meeting of Members shall be the act of the Members. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all of the Members.

Section 8 Special Actions Requiring Vote of Members. The following corporate actions may not be taken without approval of the Members:

(a) a majority of the votes cast at a meeting of the Members is required for (1) any amendment of or change to the certificate of incorporation, or (2) a petition for judicial dissolution;

(b) two-thirds (2/3) of the votes cast at a meeting of the Members is required for (1) disposing of all, or substantially all, of the assets of the Corporation, (2) approval of a plan of merger, (3) authorization of a plan of non-judicial dissolution, or (4) revocation of a voluntary dissolution proceeding; provided, however, that the affirmative votes cast in favor of any such action shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

Section 1 Powers and Number. The property, affairs and activities of the Corporation shall be managed and controlled and its powers exercised by the Board of Directors. The number of Directors constituting the entire Board after the first Annual Meeting of the Members shall be nine (9), but in no event shall the entire Board consist of fewer than three (3) directors, or more than thirteen (13) directors. Each Director shall be at least eighteen (18) years of age, a member in good standing, eligible to cast a vote at the election meeting, and have passed the USATF Youth Athletics background screening.

Section 2 Nominations. Candidates for Board elections must be nominated by one (1) nominator and one (1) seconder who are both members in good standing at the time of nomination. Nominations shall be allowed from the floor at any in-person election meeting. The Board may appoint a nominating committee.

Section 3 Election and Term of Office. The initial Directors shall be the persons named in the Certificate of Incorporation and shall serve until additional directors are appointed or elected by the Members. Except for their initial terms, each class of Directors shall be elected to hold office for three (3) year terms; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold

office until the next election for the relevant class of Directors. Directors may be elected to any number of consecutive terms. Directors shall be elected at the Annual Meeting of Members by a plurality of the votes cast, except the Officer Board positions of President and Secretary which shall be elected by a majority of the ballots cast.

Section 4 Newly Created Directorships and Vacancies. Newly created directorships and vacancies among the Directors for any reason may be filled by vote of a majority of the Directors then in office, regardless of their number, and the Directors so elected shall serve until the next Annual Meeting of the Members.

Section 5 Classification of Directors. The Directors shall be divided into three (3) classes with three (3) Directors in each class. The first class of directors shall include the officer positions of President, Secretary and Vice-President of Finance. The second class of three (3) directors shall include an Athlete, an At-Large representative from outside New York City, and the 1<sup>st</sup> Vice President. The third class of three (3) Directors shall include an Athlete, Coach and 2<sup>nd</sup> Vice President. The term of office of the first class shall expire at the first Annual Meeting of Members, the term of office of the second class shall expire at the second Annual Meeting of Members and the term of office of the third class shall expire at the third Annual Meeting of Members. If additional Directors are authorized by Board resolution they shall be in a class designated at the time of Board authorization such that class sizes remain as equal as possible and the board continues to have at least 20% Athlete representation. At each Annual Meeting of Members, Directors shall be elected for a term of three (3) years to replace those whose terms shall expire.

Section 6 Resignations. Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or its President. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.

Section 7 Removal. Any Director may be removed at any time with cause by a majority of the Board of Directors then in office at any special meeting of the Board called for that purpose, provided that at least one (1) week's notice of the proposed action shall have been given to the entire Board of Directors then in office. Absences from two or more Board meetings, without cause and notification to the President, shall constitute cause for removal. Any director can be removed at any time with or without cause by a vote of the Members.

Section 8 Meetings. Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. The Annual Meeting of the Board of Directors in each year shall be held immediately following the Annual Meeting of the Members. Other regular meetings of the Board shall be held no less than three (3) times during the year. Special meetings of the Board shall be held whenever called by a

majority of the Board of Directors, the President, or the Executive Director, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 9 Quorum and Voting. Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these By-Laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

Section 10 Action by the Board. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 11 Notice of Meetings. Regular meetings may be held without notice of the time and place if such meetings are fixed by the Board in advance. Notice of the time and place of each regular or special meeting not fixed in advance by the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be delivered by electronic mail to each Director, at least seven (7) days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her by electronic mail, no less than forty-eight (48) hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight (48) hours. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. No notice need be given of any adjourned meeting.

Section 12 Compensation. No compensation of any kind shall be paid to any Director for the performance of his or her duties as Director. Subject to Corporation's Conflict of Interest Policy, this shall not in any way limit reimbursement of or payment for services provided to the Corporation by the Director in any capacity separate from his or her responsibilities as a Director, provided that there is full disclosure of the terms of such compensation and the arrangement has been provided by the Board.

## ARTICLE IV

### **OFFICERS, EMPLOYEES, AGENTS & DELEGATES**

Section 1 Number and Qualifications. The Officers of the Corporation shall be a President, a Secretary, a Vice President of Finance, 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents and such other officers, if any, as the Board of Directors may from time to time appoint. The President shall serve as Chairperson of the Board of Directors. All Officers shall be Directors of the Corporation. No instrument required to be signed by more than one (1) officer may be signed by one (1) person in more than one (1) capacity.

Section 2 Election and Term of Office. The President, Secretary and Vice President of Finance shall comprise the initial first class of Directors and be elected and serve terms pursuant to Article III. The 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents shall be second and third class directors respectively and be elected and serve pursuant to Article III. All officer positions not elected at the Annual Meeting of the Members shall be elected at the Annual Meeting of the Board of Directors held immediately following the Annual Meeting of Members. Each such Officer, whether elected at the Annual Meeting of the Members or Board of Directors or to fill a vacancy or otherwise, shall hold office until the expiration of the term of his or her respective Director position, or until the death, resignation or removal of such Officer, whichever is earlier.

Section 3 Employees and Other Agents. The Board of Directors may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board of Directors may from time to time determine. To the fullest extent allowed by law, the Board of Directors may delegate to any office or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

Section 4 Removal. Any employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the entire Board of Directors. Removal of Officers shall follow procedures for removal of Directors under Article III.

Section 5 Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.

Section 6 President: Powers and Duties. The President shall preside at all meetings of the Members and of the Board of Directors. The President shall have general supervision of the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. He or she has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties usually incident to the office of the Chairperson, and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 7 Vice-Presidents: Powers and Duties. The Vice President(s) shall have such powers and duties as may be assigned to them by the Board of Directors. In the absence of the President, the Vice President(s), in the order designated by the Board of Directors (e.g 1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup>), shall perform the duties of the President.

Section 8 Secretary: Powers and Duties. The Secretary shall keep the minutes of the Annual Meeting and all meetings of the Board of Directors in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 9 Vice President of Finance: Powers and Duties. The Vice President of Finance shall perform all the duties usually incident to the office of the Treasurer. He or she shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. At the Annual Meeting of the Board of Directors and whenever else required by the Board of Directors, he or she shall render a statement of the Corporation's accounts. He or she shall at all reasonable times exhibit the Corporation's books and accounts to any Officer or Director of the Corporation and shall perform all duties incident to the position of Vice President of Finance subject to the control of the Board of Directors, and shall when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.

Section 10 Compensation. No compensation of any kind shall be paid to any Officer for the performance of his or her duties as an Officer. Subject to Corporation's Conflict of Interest Policy, this shall not in any way limit reimbursement of or payment for services provided to the Corporation by the Officer in any capacity separate from his or her responsibilities as a Officer, provided that there is full disclosure of the terms of such compensation and the arrangement has been provided by the Board. Any employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Board of Directors, and only when so authorized.

Section 11 National Delegates & Committee Members. The Board of Directors shall select delegates of the Corporation to the USATF Annual Meeting and appoint USATF Committee Representative in accordance with the USATF Bylaws and Operating Regulations.

## **ARTICLE V**

### **COMMITTEES**

Section 1 Committees of the Board. The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an Executive and other standing

committees. The President of the Corporation shall appoint the chairperson of each committee. Each committee so appointed shall consist of three (3) or more Directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

- (i) the filling of vacancies on the Board or on any committee;
- (ii) the amendment or repeal of the By-Laws or the adoption of the new By-Laws;
- (iii) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Special committees may be appointed by the President of the Corporation with the consent of the Board and shall have only the powers specifically delegated to them by the Board.

Section 2 Committees of the Corporation. The Board or the Members may create committees of the Corporation. The following committees are established as standing committees of the Corporation with such authority, duties and responsibilities as outlined here or later adopted by the Board:

- Track & Field Sport Committee: Has the authority to exercise jurisdiction and control over men's track and field, women's track and field and master's men's and women's track and field including relevant Association Championships;
- Race Walking Sport Committee: Has the authority to exercise jurisdiction and control over open and master's men's and women's race walking including relevant Association Championships;
- Long Distance Running Sport Committee: Has the authority to exercise jurisdiction and control over men's long distance running, women's long distance running and master's men's and women's long distance running including cross country, mountain, ultra and trail running and the relevant Association Championships.
- Youth Sport Committee: Has the authority to exercise jurisdiction and control over all Youth, age eighteen (18) and under, athletic competitions including relevant Association Championships.
- Officials Committee: Has the authority to exercise jurisdiction and control of the recruitment, training, and provision of officials at athletic competitions of and within the Association.

Section 3 Committee and Counsel Chairs. All Committee and Counsel Chairs shall be appointed by the President, with the consent of the Board, for two year terms expiring at the end of the second annual meeting of the Board of Directors after appointment or other specific term determined prior to appointment or election. When requested by two (2) or more member organizations of the Corporation, Sport Committee



and Sport Counsel Chairs shall be elected; any Sport Committee and Counsel elections shall take place at the relevant Committees' annual meetings, and be separate and apart from general elections at the Annual Meeting of the Members. The election shall be noticed by electronic mail to Organization and Individual Members active in the sport discipline at least 14 days prior to the election meeting. The election may also be conducted by electronic ballot consistent with provisions in the USATF operating regulations.

Section 4 Composition of Sport Committees and Counsels. Each member organization may appoint a representative to each sport committee for the sports in which it is active. In addition to member organization representatives, each committee chair shall appoint five (5) at-large representatives to the committee who are member in good standing of the Association and registered in the pertinent sports discipline.

Section 5 Removal. Any Committee or Counsel Chair of the Corporation may be removed with cause by a majority of the Board of Directors then in office at any special meeting of the Board called for that purpose, provided that at least one (1) week notice of the proposed action shall have been given to the entire Board of Directors then in office.

## **ARTICLE VI**

### **DISPUTE RESOLUTION**

Section 1 Redress of Grievances. Grievances shall be filed and administered in accordance with Section 7 of this Article.

Section 2 Jurisdiction. The Corporation shall have jurisdiction over all disciplinary and formal grievance proceedings relating to matters that arise within its geographic territory, except doping violations and sexual misconduct allegations which shall fall under the jurisdiction of USATF. All penalties imposed by the Corporation shall be effective only within the jurisdiction of the Association.

Section 3 Association Arbitration Panel. The following shall apply to the appointment and conduct of the Association Arbitration Panel (AAP):

(A) Members: The Association Arbitration Panel shall consist of three (3) members - a chair, an at-large member, and an athlete member. There shall also be a first alternate, second alternate, and additional alternates who may be appointed from time to time when any of the three members of the AAP are not available. Members of the AAP shall not be members of the Board of Directors.

(B) Appointments: Appointments shall be made by the President with the approval of the Board of Directors. The appointments shall be duly reflected in the minutes of a properly convened Board meeting.

(C) Terms: Terms shall commence on January 1 of each odd-numbered year.

(D) Removal: Members and alternates may be removed for good cause by majority vote of the Board of Directors. Good cause may include, but is not limited to, dilatory practices, failure to follow hearing procedures or other provisions set forth in the Bylaws of the Corporation or USATF Rules, Bylaws and/or Regulations.

Section 4 Grievances. A grievance may involve any matter, other than sexual misconduct and doping offenses, within the cognizance of USATF that occurs in the jurisdiction of the Corporation:

(A) Grievance Complaints: A Grievance Complaint shall state the following:

- 1) Detrimental conduct: Conduct detrimental to the best interests of Track and Field, USATF-NY, or USATF has taken place; or
- 2) USATF violations: A violation of any of the Bylaws or Operating Regulations of USATF and/or the Corporation's Bylaws or Operating regulations has occurred.

(B) Parties: Grievance Complaints may be filed only by and against individuals or entities which were, at the time that the conduct complained of occurred, and at the time the Complaint is filed, members, directors, or officers of USATF or otherwise subject to the jurisdiction of USATF-NY. A non-member, former director, or former officer of USATF-NY shall be subject to the jurisdiction of USATF-NY for the purpose of defending against a Grievance Complaint for an incident that occurred while he or she was a member, a director, or officer of USATF-NY or otherwise subject to the jurisdiction of USATF- New York. A Grievance Complaint may only be filed by a person or entity affected by the issues raised in the complaint; and

(C) Time limit: Grievance Complaints must be filed within one (1) year from the time the complaining party knew or should have known of the act giving rise to the Complaint.

Section 5 Disciplinary matter. USATF-NY shall have the authority to discipline any member who, by neglect or by conduct, acts in a manner subject to discipline pursuant to Sub-Section A below.

(A) Activities subject to discipline: USATF-NY may discipline any member who, by neglect or by conduct:

- 1) Detrimental conduct: Acts in a manner detrimental to the purposes of USATF, USATF-NY or Track and Field;
- 2) USATF, IAAF, and Sports Act violations: Violates any of the Bylaws, Operating Regulations, or Competition Rules of USATF or the IAAF, or violates the Sports Act;
- 3) Eligibility violations: Violates the rules of eligibility for Athletics;

(B) Time limit: Disciplinary proceedings must be requested within one (1) year from the time the complaining party knew or should have known of the issue giving rise to the request for a disciplinary hearing.

Section 6 Rights of the persons or entities. In all matters subject to these grievance provisions, all parties shall be provided with fair notice and an opportunity for a hearing prior to the adjudication or imposition of any penalty by the Association or AAP. All parties are entitled to:

(A) Representation: May be represented in any disciplinary, grievance, or Association proceeding by a person(s) who may (but need not) be an attorney;

(B) Right to appeal: May appeal any adverse decision in accordance with this provision;

(C) Attendance at hearing: May be present at any hearing; and

(D) Presenting and challenging evidence: Shall have the right to present evidence and witness testimony and to cross-examine witnesses testifying against him, her or it.

Section 7 Initiation of proceedings. Formal grievances shall be initiated as follows:

(A) Grievance complaint filing procedures:

1) Filing location: Complaints shall be filed with the Association President and Secretary. The Secretary shall forward a copy of the Complaint to the each party charged in the Complaint;

2) Language: All documents filed and exchanged with respect to this provision shall be in English; provided, however, that an original document that is in a foreign language must be submitted along with an English translation. The party submitting the document shall bear the cost of obtaining its translation which shall be conducted by a reputable translator or translation service. In the event of a challenge to the accuracy of a translated document, the panel chairperson may direct USATF to order a translation of the document(s) in question and may allocate the cost of the translation to any party or all parties, as the panel deems appropriate;

3) Basis for the Complaint: The Complaint shall allege clearly the nature of the dispute and, where appropriate, state the specific violation of the Bylaws, Operating Procedures, Competition Rules, or Policies of USATF, USATF-NY, or the IAAF;

4) Facts of allegation: Factual allegations shall be separately stated in concise language with one allegation set forth in each numbered paragraph of the Complaint;

5) Signature: The Complaint shall be signed by the person filing the Complaint,

6) Filing fees: A filing fee of One Hundred U.S. Dollars (US\$100) must accompany an organization's complaint and a filing fee of Seventy-five U.S. Dollars (US\$75) must be paid by individuals filing a complaint. The filing fee must be in the form of a certified check or money order made payable to the USATF New York;

(B) Failure to comply with Complaint procedures: Complaints that fail to comply with the procedures outlined in this Regulation shall be returned to the filer with instructions explaining the deficiency. A returned Complaint may be re-filed within thirty (30) days of the initial filing. After thirty (30) days, the Complaint will be deemed abandoned;

(C) Informal resolution of grievances: Upon receipt of a Grievance Complaint, the President or his/her designee shall make every effort to resolve the dispute through informal means. In disputes pertaining to a specific sport discipline, the President or his/her shall also confer with the chairperson of the sport committee for the discipline involved. All discussions related to the informal resolution of a complaint shall be confidential;

(D) Formal resolution: If the informal resolution of the complaint is unsatisfactory to any party, or if a party declines to pursue informal resolution, the party may request that the complaint be resolved by a formal hearing before an AAP panel;

(E) Hearing panel: When one party has indicated that the matter cannot be resolved informally, the President or his/her designee shall coordinate the selection of a three-person arbitration panel as detailed in Section 3 of this Article. The arbitration panel should include at least one Active Athlete. One panel member will be selected as chairperson with responsibilities to control and conduct the process. The arbitrators shall not be members of the Association Board of Directors.

Section 8 Notice of proceedings. Within thirty (30) days of the commencement of a formal grievance all interested parties and the hearing panel shall be sent the following by the Association Secretary:

(A) Documents: A copy of the complaint or other documents giving rise to the proceeding, with any attachments;

(B) AAP Members and Contact: The names of the hearing panel members and the address and telephone number of the panel's chairperson;

(C) Association Bylaws: A copy of the text of this provision of the Bylaws and any other relevant USATF Rule or Regulation; and

(D) Other relevant documents: A copy of any specifically identified document(s) related to the dispute.

Section 9 Answer. The person(s) or entity(ies) named in a Complaint (respondent(s)) must submit a written answer to the Association Secretary within thirty (30) days after receipt of the letter notifying respondents that a proceeding has been filed

("Notice of Proceeding"). A copy of the Answer shall be forwarded by the Secretary to the complainant (the party filing the Complaint) and the AAP panel. The failure of respondent(s) to answer within thirty (30) days after the receipt of the Notice of Proceedings will be deemed a waiver by respondent of the opportunity to have a hearing or have an appeal of any adverse decision. Upon such failure, and after confirmation of the receipt of the Notice of Proceeding by all parties, the hearing panel may proceed in the absence of the respondent and may decide the matter with or without a hearing and with or without taking testimony and evidence, as it deems appropriate. If a party raises a hearing panel challenge under Section 10, the panel chair may extend the time to answer.

Section 10 Challenge to arbitrator(s). Within fourteen (14) days following the receipt of the Notice of Proceedings any party to the hearing may challenge the seating of any AAP panel member, on the ground that the panel member may not be impartial. The panel chairperson may extend the time to answer if a panel member is challenged. Failure to bring a timely challenge against the seating of an AAP arbitrator constitutes a waiver of such challenge.

Section 11 Hearing procedures. The following procedures apply to formal grievance, and other hearings:

(A) Pre-hearing conference call: Within five (5) business days of the expiration of the arbitrator challenge the AAP panel chairperson shall conduct a pre-hearing conference by telephone conference call with all parties to discuss scheduling and procedural matters.

(B) Date of Hearing: Best efforts should be used to set a convenient time and date for all participants. The AAP hearing panel shall schedule the hearing to take place within thirty (30) days of the initial pre-hearing conference. The hearing date may be delayed beyond the thirty (30) day period only upon a showing to the AAP panel that a substantial injustice would otherwise occur.

(C) Location for hearing: Hearings shall be held in-person, unless good cause is shown to the AAP chairperson that holding the hearing by telephone conference call is in the best interest of the sport of Track and Field.

1) Reason for request for telephone conference call hearing: If a party requests that the hearing be held by telephone conference call, such request shall be accompanied by a statement identifying the material reasons which the hearing panel should resolve in this venue.

2) Deadline for request: The telephone conference call hearing request must be submitted to the AAP chairperson within ten (10) business days of the receipt of the Notice of Proceedings. Failure to submit a telephone conference call hearing request during the above-described timeframe constitutes a waiver of the right to request a telephone conference call hearing.

(D) Delays: If an interested party causes an unnecessary delay, the AAP panel may dismiss the proceeding or, at its discretion, rule against the party causing the delay. If the delay is the result of AAP panel inaction, the President or his/her designee may dismiss

the panel and replace it with a new panel. If a party to the proceeding fails to appear at the hearing, then the AAP panel may make a ruling based on available information and the testimony of those present at the hearing.

(E) Evidentiary rules: The rules of evidence generally accepted in administrative proceedings shall be applicable to the hearing; the formal rules of evidence shall not apply;

F) Burden of proof: The burden of proof is upon the complainant to prove by a preponderance of the evidence that conduct described in Section 5 (A) above has occurred;

G)Hearing record: An official transcript or recording is highly recommended for hearings conducted by an Association. Any party to the proceedings may retain a court reporter or other competent individual to provide a transcript or recording of the hearing at that party's own expense. If made, such transcripts or recordings shall become the official record of the proceedings and a copy shall be provided to all parties at their own expense; and

H) Closed hearing: Hearings shall be closed to the public. Witnesses shall attend hearings only as necessary to provide testimony.

Section 12 AAP decisions and opinions. The following shall pertain to AAP final decisions and opinions rendered in hearings and appellate proceedings:

A) Scope of decision: All AAP panel decisions shall be consistent with USATF, USATF-NY, and IAAF Rules and Regulations, and the Sports Act. If the implementation of any AAP panel decision and opinion would have a significant budgetary impact on USATF-NY, the Vice President of Finance shall review it and report their findings to the Board within thirty (30) days of the issuance of the opinion. In such instances, the decision and opinion shall not become final and binding unless and until approved by the Board. The Board shall determine to what extent any AAP decision and opinion having a significant budgetary impact on the Corporation and may be implemented, in light of fiscal considerations, and may remand the matter back to the AAP panel for modification based upon budgetary directives from the Board;

(A) Form of decision and opinion: The AAP decision shall state in one or two brief sentences which party the AAP arbitrators have ruled in favor of. The opinion of the AAP panel shall set forth the following:

- 1) Issue: The question(s) the AAP panel was asked to decide;
- 2) Arguments: A brief summary of the arguments made by each party;
- 3) Findings of fact: The findings of fact upon which the panel based its decision;

4) Citations: A citation to the applicable IAAF, USATF, USATF-NY, Sports Act, or other applicable rule, bylaw or minutes, reports, guidelines, or other documents upon which the AAP panel decision is based, if any; and

5) Stay provision: Whether the effect of the decision shall be stayed in the event of an appeal, if appropriate;

(B) Time frame: An AAP panel shall issue a decision with respect to the disciplinary, formal grievance, or other proceedings within fifteen (15) days after the conclusion of the hearing. The panel shall render a written opinion no later than thirty (30) days after the conclusion of the hearing, or after the submission of any post hearing documentation to the panel.

(C) Effect of decision: All AAP panel decisions shall be effective upon the date rendered, unless otherwise stated in the decision.

Section 13 Appeals. The decision of the arbitrators may be appealed pursuant to USATF Regulations (2012 Regulation 20-R).

## ARTICLE VII

### **CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS**

Section 1 Checks, Notes and Contracts. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 2 Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

## ARTICLE VIII

### **OFFICE AND BOOKS**

Section 1 Office. The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

Section 2 Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Members and of the Board of Directors.

## **ARTICLE IX**

### **FISCAL YEAR**

The fiscal year of the Corporation shall be determined by the Board of Directors.

## **ARTICLE X**

### **INDEMNIFICATION**

The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by Sections 721 through 726 of the Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a Member, Director, Officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

## **ARTICLE XI**

### **AMENDMENTS**

These By-Laws may be amended or repealed by the affirmative vote of a majority of the entire Board at any meeting of the Board of Directors, or by the Members of the Corporation at a meeting duly called for the purpose of altering these By-Laws, providing notice of the proposed alteration has been included in the notice of meeting.

## **ARTICLE XII**

### **CONFLICTS OF INTEREST, CONTRACTS AND SERVICES OF DIRECTORS AND OFFICERS**

Any individual representing the Corporation, or who has a financial arrangement with the Corporation, or who is an employee of the Corporation, or who is a member of any of the Corporation's committees, shall not participate in evaluating or approving any contract with a supplier to furnish goods or provide services to the Corporation, 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. Every Director, Officer and Committee Chair shall abide by and annually disclose known conflicts and acknowledge compliance with the Conflict of Interest Policy adopted by the Board of Directors.

## **ARTICLE XIII**

### **NON-DISCRIMINATION**

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age,



ethnicity, national origin, material status, sexual preference, mental or physical disability or any category protected by state or federal law.

#### **ARTICLE XIV**

##### **REFERENCE TO CERTIFICATE OF INCORPORATION**

References in these By-Laws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these By-Laws. In the event of a conflict between the Certificate of Incorporation and these B-Laws, the Certificate of Incorporation shall govern.