

PROPOSED BYLAWS CHANGES

The Ozark Executive Committee has proposed the following amendments:

Items to be deleted are enclosed in double parentheses (()); Items to be added are underlined.

104.1 Makeup. The Executive Committee shall consist of the elected officers and directors of this Association, and the chairs of the Adult Sports Council, Race Walking Committee, Officials Committee and Youth Athletics Committee (or their designees).

106.5 Quorum. At all meetings of the Association, a quorum shall consist of those voting members present. At all meetings of the Executive Committee, a quorum shall consist of ~~((fifty (50) percent))~~ one third (1/3) of the members.

107.4 Adult Sports Council.

- (a) **Composition.** The Adult Sports Council shall consist of the chairs of the following Sports Committees: Men's Track & Field, Women's Track & Field, Men's Long Distance Running, Women's Long Distance Running, Masters' Track and Field and Masters' Long Distance Running.
- (b) **Purpose.** The purpose of the Council is to coordinate the activities of the Sports Committees represented by its members.
- (c) **Chair.** The Chair shall be elected by the members of the Council from the adult membership of the Association.

Remaining sections of Article 7 shall be renumbered.

REASON:

1. To recognize in writing the current existence of the Adult Sports Council.
2. To make the Executive Committee more responsive to the needs of the various committees.
3. To maintain the current number (4) of members of the Executive Committee required to constitute a quorum.

A change made last year to USATF Regulation 15 mandates that by 2007 each Association's bylaws contain provisions for removal of officers. This is being interpreted as requiring such provisions to be adopted by January 1, 2007. The following addition to our bylaws, which is based on Chapter 335 of the Missouri Nonprofit Corporation Law, would fulfill that requirement. Although it was not noted in the meeting notice, it can still be adopted at the 2006 Annual Meeting under the provisions of Section 111.1 of our bylaws.

(Consider all to be underlined)

103.5 Resignation-Removal.

- (a) **Resignation of Officer or Director.** An officer or director may resign at any time by delivering notice to the Executive Committee. The Executive Committee may fill the vacancy so created. A resignation is effective when the notice is delivered unless the notice specifies a future effective date. If the resignation is made effective at a future date and the Executive Committee accepts the future effective date, the Executive Committee may fill the pending vacancy before the effective date if provision is made that the successor does not take office until the effective date.
- (b) **Removal of Officer.** The Executive Committee may remove any officer at any time with or without cause by a vote of two-thirds (2/3) of the Executive Committee then in office.

(c) Removal of Director.

- (1)** The membership of the Association may, without cause, remove one or more directors elected by them.
- (2)** A director elected by the membership of the Association may be removed only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director. A majority vote of the members present at the meeting is required for removal.
- (3)** A director elected by the Executive Committee to fill the vacancy of a director elected by the membership of the Association may be removed without cause by the membership, but not the Executive Committee.

Change bylaw 105.7 by deleting the following:

105.7 National Delegates:

- (a) Local option:** National delegates may be elected or appointed, according to local bylaws; and
- (b) Plurality:** When delegates are elected, a plurality vote may be accepted for election;

and substituting:

105.7 National Delegates:

- (a) Convention:** National Convention delegates shall be selected by the Executive Committee with the advice and consent of the members present at the Annual Meeting of the Association.
- (b) Sports Committees:** The Chairs of the Association Sport Committees and Officials Committee, or their designees, shall represent the Association to the corresponding National Committee.
- (c) Associations Committee:** The Association President, or his/her designee, shall represent the Association to the (National) Associations Committee.

Reason: Existing verbiage provided options for selecting representation to National, but did not indicate our choices. New wording reflects current practice.