

ARTICLE 11

BOARD OF DIRECTORS

USATF shall be governed by a Board whose members are elected or selected without regard to gender, race, color, religion, or national origin.

A. Composition: The Board shall be composed as follows (DELETE current text and replace with the following):

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 Coaching 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 eligible athletes to represent the United States in international Athletics competition, as described in Article 5-E. Each of these sports organization 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.
 - ~~2. **Chair and Secretary:** The President of USATF shall serve as chair and the Secretary as secretary; and~~
 - ~~3. **Non-voting members:** The chair of the High Performance and Long Distance Running Division shall be non-voting members of the Board, but shall serve as an alternate voting member in place of any chair of the three sport committees of the High Performance and Long Distance Running Division, respectively who may be absent from any Board meeting.~~
- B. Terms:** ~~The term for Board members which is not otherwise set by their terms of office shall be the four (4) years of the Olympiad and shall commence at the conclusion of the annual meeting in each Summer Olympic Games year.~~ The President and IAAF Council member shall serve on the Board during their terms of office. All other Board members shall serve four- (4-) year terms that shall commence with the annual meetings of even-numbered years as follows:
1. The following members shall serve four- (4-) year terms commencing at the Annual Meeting following the Summer Olympic Games:
 - a. The individuals with experience and expertise in High Performance, Long Distance Running, and Officiating;
 - b. The individual designated by the sports organizations described in Article 5-E;
 - c. One (1) of the three independent members; and
 - d. Two (2) of the three International Athlete members, including one male and one female.
 2. The following members shall serve four- (4-) year terms commencing at the Annual Meeting two years following the Summer Olympic Games:
 - a. The individuals with experience and expertise pertaining to General Competition, Youth Athletics, and Coaching;
 - b. Two (2) of the three independent members; and
 - c. One (1) of the three International Athlete members.

Note: In 2008, individuals who fill positions, which in the future will be selected two years after the Olympic Games, will serve initial two-year terms.

C. Term limits: No individual may serve on the Board for more than eight (8) consecutive years, except the President, IAAF Council Member, and International Athletes.

D. Nominating and Governance Panel: The Nominating and Governance Panel shall consist of seven members.

1. Selection of Nominating and Governance Panel: Members shall be selected by:

a. The High Performance Division and the Coaches Advisory Committee (two members of opposite gender);

b. The chair of the Athletes Advisory Committee (two International Athlete members of opposite gender, subject to approval by the Athletes Advisory Committee);

c. The Long Distance Running Division (one member);

d. The General Competition Division and Officials Committee (one member); and

e. The Youth Athletics Division (one member);

2. Procedures to select Nominating and Governance Panel: The groups that select Nominating and Governance Panel members shall adopt and publish selection procedures. The groups shall submit their nominees to the Board's Diversity and Leadership Committee, which shall evaluate the nominees' diversity. The Diversity and Leadership Committee, if it deems necessary, may request the chairs of the respective groups to meet and confer to reconstitute the Nominating and Governance Panel to achieve greater diversity; and

3. Nominating and Governance Panel terms: Nominating and Governance Panel members shall serve four- (4-) year terms commencing at the end of Annual Meetings one year after the summer Olympic Games. The groups responsible for appointing members shall fill any vacancies. No individual may serve on the Nominating and Governance Panel for more than eight (8) consecutive years. The members shall select their chair. No member may serve on the Board or as an officer of any other national committee or council during the term of office.

E. Nominating process: Each group responsible for nominating Board members shall establish its nominating process and include the process in its operating procedures. The process shall include provisions for

submitting replacement nominees if the previous nominees are not seated on the Board.

- ~~D. — **Election or selection of members:** All members of the Board are elected by their constituencies and shall serve at the discretion of those constituencies, unless otherwise stated in these Bylaws.~~
- F. **Selection of Board members:** Each group responsible for nominating individuals for the Board to the Nominating and Governance Panel shall select at least three (3) individuals for each open position at the Annual Meeting when the applicable term will commence. The Nominating and Governance Panel may accept or reject any or all nominations forwarded to it, and shall instruct any group that does not make at least three (3) nominations acceptable to the Panel to make substitute nominations. The Panel shall solicit applications for the independent Board members. The Panel shall select the members of the Board to ensure competence, and reasonable ethnic and gender diversity. The Board may, by a two-thirds (2/3) vote of its total membership, reject any selection made by the Nominating and Governance Panel and instruct the Panel to make a substitute selection.
- G. **Independence:** No member of the Board may serve on any other national or association committee, subcommittee, council, or any other elected or appointed body of USATF during the term of office.
- H. **Vacancies:** The Nominating and Governance Panel shall fill all vacancies for unexpired Board terms, except for President, IAAF Council 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 Athletes Advisory Committee shall fill any International Athlete member vacancies until the next annual meeting, when the International Athlete delegates shall elect a replacement to serve the remainder of the term.
- ~~B. — **General provisions:**~~
- ~~1. — **Fiduciary responsibility:** The Board shall manage and supervise the affairs of USATF and perform those duties specified in these Bylaws and the Operating Regulations;~~
- I. **Duties:** The Board shall:
1. **Oversight:** govern and supervise the affairs of USATF and perform those duties specified in these Bylaws and the Operating Regulations
2. **Annual Budget:** approve USATF's annual budgets;

3. **Audit:** provide for annual independent audits of USATF and its committees; and

4. **Programs:** recommend, approve, and oversee all USATF committee programs.

J. **(DELETE current text and replace with the following:)**

J. **Board Meetings:** The Board may conduct its affairs at in-person meetings or by conference call. It shall hold meetings at least quarterly, called by the Board Chair. The Board Chair, or five (5) Board members by written request, may call additional meetings. Board members intending to call a meeting must give at least five (5) days notice to the Board Chair of their intent by facsimile or electronic mail. After the Board members have called for a meeting, the Board Chair shall have twenty-four (24) hours to determine the venue and give appropriate notice to the Board. All Board members shall receive at least fourteen (14) days notice of any in-person meeting and at least forty-eight (48) hours notice of any conference call. Written notice shall include the minutes of the previous meeting. Notice for any meeting may be waived by unanimous consent. Individuals who cannot attend in-person meetings may participate fully by conference call. All committee chairs, past presidents and board chairs, and IAAF delegates and committee members shall receive both notice and minutes of every meeting, and may attend at their own expense. These persons shall receive reimbursement when the agenda requires that they attend.

~~K. **Board resolutions:** The same provisions for general resolutions apply to Board resolutions (see Article 8 H).~~

K. **Quorum:** (no change).

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

M. **Mail balloting:** ~~As ordered by the President~~ Board Chair on his/ or her own initiative or the Board upon authorization by a majority vote at a duly convened meeting, the Board may conduct authorize a vote through the distribution and/or collection of ballots using the U.S. Postal Service by mail, facsimile, or any other service that may be authorized electronic mail. The resolution or motion shall specify the procedure and subject matter for such a vote shall be set forth in the authorizing resolution.

N. **Board committees:** The Board may have committees including, but not limited to, athlete performance and support, audit, budget, compensation, diversity and leadership, ethics, grants, insurance, and international relations. Each Board committee ~~will~~ may have no more than ten (10) members, at least one (1) of whom must be a Board member and at least

twenty percent (20%) of whom must be Active Athletes appointed by the AAC Chair. The ~~President~~ Board Chair, after consultation with the Vice Chair, shall appoint the other members ~~with the approval of the subject to Board approval~~, with due consideration for any directly and substantially effected constituency.

- O. **Expulsion Attendance:** ~~Failure~~ The Board may reprimand or censure any member who fails to participate in two (2) consecutive meetings ~~may~~, by a two-thirds (2/3) vote of ~~the Board~~ those members attending, ~~cause reprimand or expulsion of the member or representative. In the case of Article 5-D national sports organizations, the sports organization's president and office will be notified and asked to name a replacement.~~