



November 30, 2009

## A MESSAGE FROM CHAIRMAN AND PRESIDENT STEPHANIE HIGHTOWER

Chairman/President  
**Stephanie Hightower**

Chief Executive Officer  
**Douglas G. Logan**

We are just a few days away from the Opening General Session of the 2009 Annual Meeting! In my last few letters, I've pointed out highlights of the Annual Meeting. As the official kick-off nears, I wanted to be sure to direct all our voting delegates and members to some key Bylaw and Regulation amendments that will be voted on during Sunday's Closing Session.

Passed unanimously by our Board of Directors during our November 18 conference call, the amendments are intended to make our governance more simple and understandable to finish the job we started in 2008 when membership passed governance reform that primarily dealt with the Board. As was the case last year, the main principle of the new changes is to clearly state where responsibility lies for business-related decision-making in the organization, to decrease potential liability for volunteers and the National Office, and to establish clear lines of accountability.

I encourage all USATF members, and especially those who are voting delegates at the Annual Meeting, to examine the bylaw changes, which have been posted at <http://www.usatf.org/events/2009/AnnualMeeting/library/Bylaws.pdf>

Below is a summary of the proposed amendments.

**General:** The proposed amendments move procedures from the Bylaws to the Regulations. The Bylaws are reserved for basic corporate structure and principles, and members' rights. For example, the Bylaws state who has the right to vote, and the Regulations tell us when and where voting takes place.

The amendments also aim to eliminate legal jargon and to communicate in plain English. For example, "Said rules with respect to the eligibility of athletes as hereinabove stated" = "The athlete eligibility rules."

**Article 11-A, Board of Directors:** Spells out the overall role of the Board, making clear that the Board establishes USATF policies and oversees national office management. The Board acts as USATF's fiduciary for its financial affairs.

**Article 11-J, Board of Directors:** The amendment provides that Article 5-C organizations (rather than the Nominating and Governance Panel) choose their own replacement if their Board position becomes vacant. This amendment complies with the Amateur Sports Act, which requires direct Board representation for the 5-Cs.



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**Article 11-N, Board of Directors:** The amendment states the current Board committees and selection method.

**Article 11-O, Board of Directors:** The amendment codifies an ethics committee.

**Article 12-A, National Office Management:** Authorizes the CEO to take actions, under the Board's direction, to protect USATF's interests. Unilateral action, without prior Board consultation, may take place under emergency, time-sensitive circumstances, with a quick follow-up report to the Board. In such emergencies, the CEO is to consult with the President whenever possible. This amendment is necessary to empower the Board and CEO to prevent disasters for USATF when they see them coming.

New 12-A-14 clarifies that the Board reviews the CEO's decisions in overseeing and approving disbursements. This amendment clarifies that the Board has ultimate fiduciary responsibility.

**Article 15-C and D, Sanctions (formerly Article 20)** The amendment to Article 15-C clarifies that USATF, as the National Governing Body, issues sanctions. The procedural steps for sanctions are moved to new Regulation 15. *The Associations' role in administering sanctions and their share of the fees do not change.*

This amendment is necessary to protect USATF and its Associations from potential liability arising from sanctions. USATF will be covered by insurance for sanctions it issues. An insurer could call into question a sanction issued under an Association's authority because of the Sports Act and questions about USATF oversight. The Association would then be left holding the bag.

**Article 18-H, Athlete Advocate:** This amendment eliminates open-ended expenses for the Athlete Advocate and parallels the allowed expenses for the Counsel to the Board.

**Regulation 4-B, Residency Exceptions:** This amendment allows athletes to be members of any Association within 100 miles of their bona fide residences. This amendment is designed to reduce administrative hassles and hearings arising from transfer requests, and to give athletes a reasonable degree of freedom to represent their chosen clubs.

**Regulation 7, Associations (formerly Regulation 15):** The series of amendments cleans up the Association accreditation process and requirements language. Redundant language from the Bylaws is merged here. *There are no substantive changes.*



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**Regulation 10, National Office Staff (formerly Article 12-B):** The proposed new Regulation 10-A-10 adds Alumni Relations and assisting the USATF Alumni Association to the staff's duties.

**Regulation 11, Committees (formerly Article 13):** This amendment eliminates former Article 13-E, which was an open-ended provision for task forces appointed by the CEO or President. Board committees have taken over these committees' functions.

**Regulation 17-F, Olympic, World Championships, and Pan Am Games Staff Selections:** This amendment aims to change staff selection from a political process, fraught with potential horse-trading and cronyism, into a process designed to select staff on merit from a maximum number of qualified candidates. The amendment changes the procedure for selecting Olympic, Outdoor World Championships, and Pan American Games coaches and managers. (This does not affect Youth and Junior staffs.)

Men's and women's subcommittees have elected these staff members in the past. Under the amendment, the two subcommittees will maintain qualified pools of candidates for coach and manager positions. The Chief of Sports Performance; the Director of Coaching; the Chairs of the Men's and Women's Track and Field, Race Walking, and Coaches Advisory Committees; the Long Distance Running Division Chair; the Athletes Advisory Committee Chair; and an International Athlete of opposite gender named by the Athletes Advisory Chair will select proposed lists of coaches and managers from the pools for background screening by the CEO and Board approval.

All relevant stakeholders and constituencies will have a significant voice in selecting the staff. The committee chairs and National Office Management who have the greatest stake in and expertise about the candidates and positions make final selection, with the Board having ultimate authority.

The main way the new selection system changes from the old is that it will prevent a clearly unqualified individual from being placed on a team staff. We want the "best of the best" managing our teams. The revised system will make sure that it really is the best, and not just the most popular or most politically connected, who are on our most high-profile staffs.

A second amendment eliminates former Regulation 3-F-6, which limits individuals to serving only once as a head Olympic coach or manager, and specifies prior experience requirements for these positions. This proposal enables a highly qualified coach or manager to reprise the role. It stems from a philosophy that these positions exist to maximize athletes' performance, and not as mere rewards to be spread around.



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**Regulations 18-H, I, and J-1-b Championships:** Gives the CEO authority to accept a list of individuals managing championship meets, or to reject individuals for good cause. Ideally, rejections will be rare and will be made in the case of individuals whose participation in an event poses a risk to USATF. The same procedure would be in place for championships competition officials and managerial officials such as jurors of appeal.

**Regulation 23-B, Domestic Sanctions (formerly Regulation 14):**

The amendment to Regulation 23-B parallels the amendment to new Article 15 (old Article 20), and clarifies that USATF, as the National Governing Body, issues sanctions. This is consistent with the Sports Act. The procedural steps for sanctions included in old Article 20 are moved to this regulation, and the definitions in both new Article 15 and this regulation are made consistent. *The Associations' role in administering sanctions and their share of the fees do not change.*

I am sure that these proposed amendments will be among the many topics discussed in the corridors of the Annual Meeting. I look forward to seeing everyone there.

The full Annual Meeting schedule can be found at  
<http://www.usatf.org/events/2009/AnnualMeeting/scheduleTime.asp>

I look forward to seeing everyone in Indianapolis.

Yours in Sport,

Stephanie Hightower  
Chairman/President