



November 19, 2009

Ms. Stephanie Hightower  
President and Chair, USATF Board of Directors

VIA E-MAIL

Dear Madam President:

Article 26(A)(3) stipulates that notice of proposed amendments to the Bylaws must be submitted in writing to the USATF membership at least thirty (30) days prior to the Annual Meeting, and Article 26(A)(4) requires that similar notice of proposed amendments to the Operating Regulations must also be provided to the USATF membership (and posted on the USATF website) at least thirty (30) days before the Annual Meeting. Article 25 of the Bylaws is a savings clause that provides that a lack of strict compliance with the Bylaws' notice provisions will not automatically invalidate the proceedings of or actions taken at any given meeting.

We have reviewed the process pursuant to which the proposed amendments to the Bylaws and Operating Regulations have emerged from the Law and Legislation process and been approved by the Board of Directors to be presented for submission to the membership for its consideration at the upcoming Annual Meeting. We note that the Law and Legislation Committee initially met to consider proposed amendments October 3 and 4, and that since then, the Board of Directors and its Bylaws Task Force have met several times to consider and refine the Law and Legislation package.

In light of the foregoing, it is our opinion that should the membership take action with respect to the proposed amendments, such action would be valid and consistent with the existing Bylaws.

Should you have questions or concerns, please do not hesitate to contact us.

Very truly yours,

Judge Jim Murphy  
Chair, Law and Legislation Committee