

November 17, 2009

TO: USATF Board of Directors

FROM: L & L Task Force:

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RE: PROPOSED USATF BYLAW AND OPERATING REGULATION AMENDMENTS

The following is a summary of the proposed substantive changes in the package of amendments to USATF's Bylaws and Operating Regulations. This package culminates a great deal of collaboration between the Law and Legislation Committee, concerned USATF members, staff, and the Board's subcommittee charged with presenting this proposal.

PROPOSED BYLAW AMENDMENTS

Article 11-A, Board of Directors

The Board's duties are moved to the top of the Article in 11-A. 11-A-1, 4, and 7 are added to the Board's role. New 11-A-1 states that the Board establishes USATF policies. A-4 states that the Board oversees National Office Management. A-7 states that 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 Sports Act, which requires direct Board representation for the 5-Cs.

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. The governance manual has no provision for an ethics committee. The current ethics committee is self-perpetuating. Board input is needed for this proposal.

Article 12-A, National Office Management (2 amendments)

New 12-A-8 authorizes the CEO to take actions, under the Board's direction, to protect USATF's interests. Unilateral action, without prior Board consultation, may only take place under emergency, time-sensitive circumstances, with a quick follow-up report to the Board. 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 only 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. This is consistent with the Sports Act. Under the Act, "sanction" means a certificate of approval issued by a national governing body" (Sports Act, § 220501(a)(8)). National Governing Bodies review and grant sanctions (Sports Act, §§ 220525(a) and (b)).

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.

PROPOSED REGULATION AMENDMENTS

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.*

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 (formerly Regulation 3)

This amendment changes the procedure for selecting Olympic, Outdoor World Championships, and Pan American Games coaches and managers. Men's and women's subcommittees have elected these staff members. 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.

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 committee chairs and National Office Management people having the greatest stake in and expertise about the candidates and positions make the choices, with the Board having ultimate authority.

Regulation 17-F, Second Amendment

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. Prior experience is eliminated from the regulation, because the selection subcommittees should set qualifications for coach and manager pools.

Regulations 18-H, I, and J-1-b Championships (formerly Regulation 4)

New Regulation 18-H is added, giving the CEO authority to accept a list of individuals managing championship meets, or to reject individuals for good cause. New Regulations 18-I and J-1-b provides the same procedure for championships competition officials and managerial officials such as jurors of appeal. This amendment is necessary to ensure competent championships meet management and officiating. Under this proposal, National Office Management's accountability and responsibility for championships will coincide.

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. Under the Act, "sanction" means a certificate of approval issued by a national governing body" (Act, § 220501(a)(8)). National Governing Bodies review and grant sanctions (Act, §§ 220525(a) and (b)).

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.*

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.

General—Bylaws and Regulations

The 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."