

**Minutes of the  
Pacific Northwest Track & Field/USATF Pacific Northwest  
Board Meeting held August 21, 2017**

President Ivars Ikstrums called the meeting to order at 7:00 p.m. at Seattle Parks and Recreation Building at 100 Dexter Ave. N. in Seattle. The following were present: Ivars Ikstrums, Chris Kunzelman, Gwen Robertson, Ed Viering, Patti Petesch, Carole Langenbach, Bob Springer, Bob Langenbach, Jim Ryan, Lawrie Robertson, George Mathews, Kevin Jackson, Ken Emerick, Geof Newing, Holly Genest, Becca Peter, Lance Neubauer.

**I MINUTES AND EXECUTIVE REPORTS**

- A. Secretary's Report/Minutes: Ed Viering distributed the agenda and latest schedule. The minutes for the June meeting were emailed and posted on our website. An amendment was then emailed and posted to clarify the Officials report and to fix some indenting and formatting. The amended minutes were accepted.
- B. Treasurer's Report: Gwen Robertson submitted her report. Report was accepted.
1. Overall Total as of 06/16/2017: \$107,891.26. Group breakdowns:

General -	\$70,580.11	Masters -	\$10,691.34
Open -	\$18,816.78	Fred Dean Youth Travel -	\$ 2,613.00
Officials T&C -	\$ 5,190.03		
  2. Money for JO entries has not shown up from National Office. Sanction and membership money has not shown up since May 24.
- C. Membership Report: Tracy Silva submitted her report via email.
1. As of 8/21/2017: Youth- 1,677; Open- 430; Masters- 637; Clubs- 75.
  2. Relative to a year ago: Youth is down 7, Open is down 2, Masters is down 29, Clubs is down 5.
- D. Sanctions Report: Carole Langenbach. There are 200 sanctions to date. About the same amount as last year.
- E. Vice President's Report: Chris Kunzelman. There are only two non-voters here tonight.
- F. President's Report: Ivars Ikstrums.
1. Jaleen Roberts from Kent-Meridian HS won the LJ Silver and 100m and 200m Bronze at 2017 World Para Athletics Championships. She attends WWU this fall.
  2. Bill Hickman resigned as Officials Training and Certification Chair after 15 years in the job. Ivars had put out the word for volunteers to succeed him. He will cover the outcome in New Business.
  3. Ivars received an email today from Joel Pearson, our new Open chair. He has been unsuccessful finding a coaching job in the area. He is exploring an offer from Meridian College in Meridian, Mississippi. Therefore we may have an opening for Open Chair by next month.
- G. Office Manager's Report: Carole Langenbach. No report.

**II OLD BUSINESS**

- A. Vote on Bylaws Proposal : Carole Langenbach. Carole presented a summary sheet along with 6 proposals. The summary sheet and final by-laws are attached.
1. Proposal #1 passed with an amendment to reject the changes to paragraph B.
  2. Proposal #2 passed with an amendment to renumber the paragraphs after editing.
  3. Proposal #3 passed.
  4. Proposal #4 passed with an amendment to reinstate the designee language in paragraph 2,3,4 and 5.
  5. Proposal #5 passed.
  6. Proposal #6 passed with an amendment to delete Associations Admin Chair from paragraph F.
- B. PNTF Annual Meeting: Ivars Ikstrums. Meeting is confirmed for Sep 18th at Mount Baker Rowing and Sailing Center, which is near the hydroplane pits. Light snacks at 6:00. Meeting at 7:00.

**III NEW BUSINESS**

- A. Nominations for Elections: Carole Langenbach. Ken Emerick and Chris Kunzelman are nominated for President. Chris is also nominated for Vice President and will be withdrawn if she is elected President. Ed Viering

and Gwen Robertson are nominated as Secretary and Treasurer respectively. Nominations may be taken from the floor at the Annual Meeting.

B. USATF Annual Meeting : Patti Petesch.

1. You need to preregister before you can reserve a room. There are less than 60 rooms left.
2. We have received no athlete info. We want our athletes to stay with us. National Office won't give out athlete info until after Worlds. Rooms may be gone by then forcing athletes to stay somewhere else.
3. Dates are Wed-Sun Nov 29 to Dec 3. Association and Youth Workshops are on Wednesday.

C. Officials Certification and Training Committee: Ivars Ikstrums. Bob Springer has been selected as the new Chair.

#### IV COMMITTEE REPORTS

A. Youth: Holly Genest.

1. JO Association meet had 970 athletes in 2,200 events.
2. JO Regional meet had 714 athletes in 2881 events.
3. JO National meet was the largest ever with 8,152 athletes. We sent 194 athletes and had 50 All-Americans and 6 first places.
4. We have three JO XC developmental meets. Association championship is Nov 11 at Woodland Park. JO Regionals is Nov 18 at Woodland Park. JO Nationals are in Tallahassee.
5. Andy Martin provided day by day results from JO Nationals. We also hired him for \$750 to do athlete interviews. He did a tremendous job on them. Interviews are posted on our Facebook page.

B. Open: No report.

C. MUT: No report.

D. Masters: Lance Neubauer.

1. Masters/Open championship was July 29 at PLU. It was a lot of work to get down there, but it was a really nice atmosphere. We had 16 meet records. Lots of them by non-local athletes. Tremendous help was provided by PLU Coach and athletes.
2. Masters and Open XC is at Woodland Park on Nov 5.

E. Race Walk: No report.

F. Athletes: No report.

G. Officials: Geof Newing.

1. Geof's officials badge was shipped.
2. We rescanned 4,000 chips.
3. We now can call LYNX directly for software issues.
4. We are proposing a major improvement in our field event equipment.

H. Officials Training & Certification: Bob Springer.

1. Ed, Chris and I are working on clinic dates.

I. Communications: Lance Neubauer.

1. We are eliminating the old site. Let Lance know what content needs to move.

J. USATF Associations Committee: Patti Petesch.

1. Everyone in a leadership position needs to take SafeSport. Becca says she is familiar with the process if you ever need to file a witness report.
2. We are moving to a quantifiable way to choose Association of the Year.
3. Nine associations applied for grants prior to the deadline. There is money available for associations that can't afford to send delegates to the Annual Meeting.
4. There is a big issue with grievances
5. We are changing the way we nominate for Horace Crow Award.
6. The Association Assistance Initiative has been developed to let Associations hire someone to help them get in compliance.
7. Club and Open Championships were combined. They were focused on international athletes trying to get a world qualifier mark. The meets will be split again for next year.
8. There are 29 of 57 Associations now accredited.

K. National Update: no report.

Next meeting    Sep 18, 2017    Annual Meeting  
                      Oct 16, 2017    Board Meeting

The meeting was adjourned at 8:58 p.m.

Respectfully submitted,

Edward Viering  
Secretary  
Pacific Northwest Track & Field/USATF Pacific Northwest

## PNTF BYLAWS PROPOSALS

Submitted on 6/19/17 for voting on 8/21/17

To simplify the process of changing our bylaws, the changes presented in June are organized below as proposals to be voted on. Items highlighted in yellow are amendments.  
\*Asterisk indicates a major change. Others are housekeeping.

### \*PROPOSAL # 1 Pages 1-2

Retitle Article 6 as PNTF Annual Meeting Representation and change the number of votes per category. This is called "balanced meeting ballot".

6.B. allow the secretary & vice-president to assign voters to categories, thus eliminating need to caucus.

Result: total would remain 80 votes with this breakdown: athletes 16, clubs 20, coaches 12, officials 12, and other 20.

### PROPOSAL # 2 Pages 3-6

Move C.D.E. from Article 6 to end of Article 7 since it deals with all voting, not just Annual Meeting.

7.B, 7.C, and 7.G. have clarifications

### PROPOSAL # 3 Page 7

Defines a quorum with specific numbers for clarification.

### \*PROPOSAL # 4 Pages 8-12

Reduce the board from 22 to 20 to align with the 20% athlete requirement by eliminating votes for Membership Director, Office Manager, and Rules/L&L rep. This proposal would add a Coaches Committee Chair, but not as Associations Administrator to the board.

As part of this proposal, two standing administrative committees would be added to Art. 11.A.2. A new 11.D and 11.E. would be created.

### PROPOSAL # 5 Page 13

Remove the mention of designees in the Makeup section and expand on the idea of designees in F.

### PROPOSAL # 6 Pages 14-15

Add a section F to provide details on athlete reps and at-large members.

Presented by Ed Viering and Carole Langenbach

## BYLAWS OF PACIFIC NORTHWEST TRACK & FIELD

PNTF's Bylaws were originally drawn up in 1981 and were gradually amended over the next few years. After a reorganization of USATF in 2000, PNTF's Bylaws underwent a major revision from March 2000 to May 2001. The first distribution of these revisions was in October 2001. Further revisions were approved on:

- February 17, 2003
- September 15, 2003
- October 18, 2004
- November 20, 2006
- June 18, 2007
- October 15, 2007
- September 28, 2008
- August 20, 2012
- August 21, 2017

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**ARTICLE 1 • NAME OF THIS ORGANIZATION**

The name of this organization is and shall be "USA Track & Field Pacific Northwest ", which may be abbreviated to "Pacific Northwest Track & Field." The acronyms "USATF Pacific Northwest " or "PNTF" shall be used for the purpose of brevity, and may be used in a logotype.

**ARTICLE 2 • DEFINITIONS AND TERMS USED IN THESE BYLAWS**

- A** "**Association**," when capitalized, means a local organization which administers a geographically defined area of USA Track & Field. Where appropriate in the Bylaws and Statements, it shall refer to this Association.
- B** "**Athlete**:"
- 1** "**International Athlete**" means an athlete who has represented the United States in international competition held under IAAF jurisdiction in Athletics (not including World Youth or World Masters events) within the preceding ten (10) years or who has placed in the top half of specifically designated national open championship events within the preceding twenty-four (24) months. The Athletes Advisory Committee shall designate qualifying competitions; and
  - 2** "**Active Athlete**" means any individual who is actively engaged in Athletics or who is an International Athlete.
- C** "**Athletics**," when capitalized, means, inclusively, track & field, long distance running, cross country running, road running, race walking, and any other sport discipline recognized by the IAAF.
- D** "**Athletics competition**" means a contest, game, match, meet, tournament, or other Athletics event in which athletes compete.
- E** "**Board**" means the Board of Directors of either USATF or PNTF as specified. For purposes of this document, the sole word used without reference to either PNTF or USATF shall refer to PNTF solely.
- F** "**CEO**" means the chief executive officer of the paid staff of USATF, who shall function in the position of executive director.
- G** "**Club**" means a local organization whose programs involve competitive member athletes, events, and/or education in Athletics.
- H** **Coach** means an individual who is currently a USATF-certified coach, or who was within the preceding ten (10) years, actively engaged in training athletes, coaching school/college community Athletics, coaching club athletes, or coaching International Athletes.
- I** "**IAAF**" means International Association of Athletics Federations.
- J** "**International competition**" means any Athletics competition involving athletes representing two or more IAAF member countries.

- K** "PNTF" means Pacific Northwest Track & Field, an Association of USA Track & Field.
- L** "Sanction" means a certificate of approval issued by the authority of any Association member of USATF, such as PNTF, for events held within its jurisdiction.
- M** "USATF" means USA Track & Field, the national governing body for Athletics.

### ARTICLE 3 • PURPOSES OF PNTF

The purposes of PNTF are to act as the local governing body for the sport disciplines of Athletics in the geographic area approved by USATF and described herein in Article 5, Section B. In connection with such purposes, this Association shall:

- A Purposes:** This corporation shall have the following purposes in western Washington:
- 1 Development:** Developing interest and participation in Athletics in western Washington at all levels and developing the highest possible performance level for western Washington in national and international competition;
  - 2 Management:** Promoting Athletics and athletes by conducting competitions and other events, and cooperating with and encouraging other organizations that may do so;
  - 3 Performance:** Support the most competent United States individuals and teams for national and international competition in Athletics and providing support and conditions that ensure optimal performance to athletes at all levels;
  - 4 Marketing:** Generating public awareness, appreciation, and support for Athletics and for PNTF, creating opportunities for athletes and Athletics events, and generating sponsorships to help fulfill its purposes and duties; and
  - 5 Diversity:** Promoting diversity of representation at all levels of participation in its activities.
- B Duties:** This corporation shall have the following duties in western Washington:
- 1 Responsibility to constituency:** Being responsible to persons and sports organizations active in Athletics;
  - 2 Coordination of scheduling:** Minimizing, by coordinating with other sports organizations, conflicts in schedules for Athletics practices and competitions;
  - 3 Communication with Active Athletes:** Keeping athletes informed of policy matters and reasonably reflecting the views of athletes in policy decisions;
  - 4 Sanctioning of events:** Sanctioning Athletics competition under these Bylaws and the Statements of Policy and Procedure;
  - 5 Participation in competition:** Providing for participation by athletes, coaches, trainers, managers, administrators, and officials in Athletics competition, under the provisions of these Bylaws and the Statements of Policy and Procedure, and provide for protections guaranteed by the Sports Act, and in Article 16;

- 6 **Support of women in Athletics:** Providing equitable support and encouragement for participation by Women in Athletics;
- 7 **Support of the disabled in Athletics:** Encouraging and supporting sports programs in Athletics for disabled individuals;
- 8 **Coordination of technical information:** Coordinating and providing technical information on physical training, equipment design, coaching, and performance analysis in Athletics;
- 9 **Research:** Encouraging and supporting research, development, and dissemination of information in the areas of sports medicine and sports safety in Athletics;
- 10 **Coordination of certification and education:** Providing the means to certify coaches and officials throughout western Washington in all disciplines and at all levels of Athletics;
- 11 **Registration and certification of athletes:** Registering athletes as members and certifying athletes as eligible for international competition and for competitions which maintain special rules, such as Junior Olympics and National Club Championships;
- 12 **Maintaining athlete eligibility requirements:** Establishing eligibility criteria for participating or competing in Athletics that are not more restrictive than USATF's criteria; and
- 13 **Administration of Athletics:** Performing all other duties necessary for administering Athletics in western Washington and for achieving this corporation's purposes.

#### ARTICLE 4 • AUTHORITY OF PNTF

PNTF shall be the local governing body for the sport of Athletics in western Washington, and shall exercise the following powers:

- A **USATF representation:** Represent this Association at USATF annual meetings and on its sports committees.
- B **Strategic plan:** Establish local goals and encourage the attainment of those goals in the sport of Athletics.
- C **Coordination of Athletics:** Serve as the coordinating body for activity in the sport of Athletics in western Washington.
- D **Championships:** Conduct competitions in the sport of Athletics, including local, regional, and national championships and international Athletics competition held in western Washington, and establish procedures for the determination of eligibility standards for participation in such Athletics competition, except for superior rules of national and international events and restricted competition referred to in the proviso herein below.
- E **Members:** Formulate membership regulations for individuals and competitive organizations in the approved region in accordance with USATF provisions.

**PROVIDED** that any sports organization which conducts Athletics competition, participation in which is restricted to a specific class of athletes (such as high school students, college students, members of certain clubs, or similar groups or categories), shall have exclusive jurisdiction over such competition. If such sports organizations wish to conduct international Athletics competition to be held in western Washington, it shall obtain a sanction from USATF as herein provided.

PNTF shall be autonomous in its governance of the sport of Athletics for western Washington, in that it shall independently determine and control all matters central to such governance, shall not delegate such determination and control, and shall be free from outside restraint other than those rules herein referred to as superior and emanating from USATF. This provision shall not be construed as preventing this Association from contracting with third parties for administrative assistance and support, in connection with its purposes.

#### ARTICLE 5 • CONSTITUENCY OF PNTF

- A Members:** The basic constituency of Pacific Northwest Track & Field shall consist of individuals and organizations in western Washington, the membership of which is open to:
- 1 Individuals:** Any athlete, coach, trainer, manager, administrator, official, parent or other individual residing within western Washington or belonging to a member organization which has active headquarters in western Washington, and is active and interested in the sport of Athletics, and meets any USATF requirements for non-residence in his/her club association;
  - 2 Organizations:** Any bona fide sports organization organized within western Washington which regularly sponsors or arranges programs or competitions in the sport of Athletics. Requirements of membership, including a definition of the term bona fide, shall be contained herein; and
  - 3 Dual membership:** A member may belong to another Association of USATF in addition to PNTF but may be registered as an athlete in only one Association.
- B Boundaries:** The geographic boundaries of PNTF, as initially recognized by USATF, are those counties of the State of Washington which lie to the west of the Cascade Mountains crest.
- C Individual membership process:** In order to be a member of PNTF, an individual must apply on a form made available by PNTF and accepted by the membership chair of this Association along with payment of established dues and fees.
- D Organization membership process:** In order to be a member organization of PNTF, an organization must meet the following requirements:
- 1 Dues and fees:** Dues payment established by this Association;
  - 2 Form:** Written application on an approved form made available by the membership chair of PNTF;
  - 3 Corporate status:** Submittal along with the application in the first year of such application the Articles of Incorporation for the organization within the State of Washington and, in subsequent years, submittal of any changes or a sworn

statement to the effect that no changes have occurred and that said corporation still exists and is registered with the Secretary of State. Any club not wishing to receive funding from or host a championship of the PNTF need not become incorporated; and

- 4 Active disciplines:** Documentation that shows in which of the three standing Athletics committees of PNTF in which the organization had its members competing as part of the championships during the previous year:
- a Open Athletics:
    - i Men’s Track & Field;
    - ii Women’s Track & Field;
    - iii Men’s Long Distance Running;
    - iv Women’s Long Distance Running;
    - v Cross Country Running;
    - vi Mountain / Ultra / Trail Running; and
    - vii Race Walking (categories Junior & Senior);
  - b Masters Athletics:
    - i Masters Track & Field;
    - ii Masters Long Distance Running;
    - iii Cross Country Running;
    - iv Mountain / Ultra / Trail Running; and
    - v Race Walking (Masters categories); and
  - c Youth Athletics:
    - i Youth Athletics (including cross country running); and
    - ii Race Walking (Youth categories).

#### ARTICLE 6 • PNTF ANNUAL MEETING REPRESENTATION

- A Voting makeup:** The maximum number of eighty (80) votes available in the PNTF Association annual meeting and elections are as follows:
- 1 Athletes** are to have sixteen (16) votes;
  - 2 Member organizations** are to have twenty (20) votes;
  - 3 Coaches** are to have twelve (12) votes, at least one (1) of whom must be a high school coach, a college/university coach, and a club coach;
  - 4 Officials** are to have twelve (12) votes, all of whom must be certified, and at least two (2) of whom must be certified above the Association level; and
  - 5 Others** (administrators, elected officers, general members, and otherwise not-represented Board members) are to have twenty (20) votes.
- B Voter selection:** Where more than the number of eligible voters attend the annual meeting in a category, the persons in that category shall caucus prior to any voting and determine which voters shall cast ballots.
- 1 Individual voters:** In the athlete caucus, each category of athlete – youth, open, international (10-year rule), and masters – must each be represented if member athletes in that category are present and available. In such a case, the number of votes granted to a division shall be as equal as possible to the proportion of their

membership in the Association, regardless of the number of athletes present from a division; and

- 2 **Organizational voters:** In the club caucus, each category of club – youth, open, and masters – must be represented.

#### **ARTICLE 7 • MEETINGS OF AND VOTING IN THIS ASSOCIATION**

There shall be three types of meetings of PNTF, and specific rules governing their operation:

- A **Annual:** The annual meeting of PNTF shall be held in the latter portion of each year at such time, date, and place as may be fixed by the Board of Directors. Generally, it shall be held in September so as to precede the national USATF annual meeting held in early December. The Secretary shall send notice via U.S. mail, newsletter, and/or email of such meeting so as to arrive in the normal course of affairs at least thirty (30) days prior to the date as a reminder to all persons listed in Article 6, and shall send out minutes of said meeting not later than ten (10) days after the meeting. Any notice of a meeting change or a change in the election process must be at least fourteen (14) days prior to the meeting.
- B **Special:** Special meetings of PNTF may be called by the Board at such time, date, and place as they may fix. The Secretary's notice, which must be sent twenty (20) days prior to the meeting date, must contain a statement of the agenda for which the meeting was called. The Board shall be required to call a special meeting upon written petition of twenty (20) members at least 18 years of age.
- C **Board:** Meetings of the PNTF Board shall be held a minimum of six (6) times a year on the third Monday of selected months at such time, date, and place as may be fixed by the Board prior to or at the previous meeting. It shall also hold meetings when requested by two of its members, or by five of its member clubs, or by twenty-five individuals who are USATF members and reside in the PNTF area. The Secretary shall send a written or electronic notice of each meeting to all members of the Board giving time, date, place, and agenda, and shall prepare minutes of all meetings for presentation in the form of a report at the next regular meeting. Any non-Board member may attend Board meetings, but may not speak unless recognized by the chair or another Board member, and may not vote in any Board proceeding.

The Secretary shall send notice of such meeting twenty (20) days prior to the date as a reminder to all persons listed in Article 6, and shall send out minutes of said meeting not later than ten (10) days after the meeting.

- D **Agenda:** The order of business at any PNTF annual, special, or Board meeting shall be:
  - 1 Introduction of new attendees
  - 2 Executive reports (secretary, membership, treasurer, vice president, president and office manager)
  - 3 Old business
  - 4 Action on proposed amendments to these Bylaws
  - 5 New business
  - 6 Committee reports (youth, open, masters, race walk, officials)

- 7 Other reports (website, Associations, USATF, special)
- 8 Elections at Annual Meeting
- 9 Confirmation of next meeting and adjournment

- E Robert's Rules:** Questions on the Rules of Order shall be decided by the Chair in accordance with Roberts Rules of Order (Newly Revised), unless otherwise provided in these Bylaws. Decisions by the chair may be appealed to the whole voting body. The President shall designate a qualified Parliamentarian for all meetings of this Association, who shall serve as chair of the Order of Business when necessary.
- F Voting limitations:** Each voter shall have one (1) vote. There shall be no voting by proxy. Except as otherwise provided in these Bylaws, all matters shall be decided by a majority vote, provided that due meeting notice was given as outlined above.
- G Quorum:** For Board or special meetings, nine (9) voting members must be present for business to be transacted. For annual meetings, fifteen (15) eligible voters must be present for business to be transacted.
- H Eligibility:** Credential disputes must be resolved before the election process is started with nominations and/or the report of the nominations committee.
- I Nominations process:** At least sixty (60) days prior to the annual meeting of PNTF each year, the President shall appoint a nominating committee of one (1) to three (3) persons, to make nominations for the various officers of PNTF. The report of the committee shall be distributed with the Secretary's notice of the annual meeting of PNTF. In addition to those of the nominating committee, nominations may be made from the floor at the annual meeting. All candidates must be members and at least 18 years of age as of the date of the meeting. All nominations must be made by a member and seconded by a member.
- J Election Voting:** A secret ballot must be used for all contested elections. Uncontested elections may be voted by acclamation. The chair shall appoint a three (3) person panel of eligible voters to count the ballots. At least one member of this panel shall be an athlete, if available. No member of this panel shall be a candidate for a contested office. All members of the panel shall sign the tally.
- 1 Employee limitation:** No employee may participate in the election process, but may vote if otherwise eligible.
  - 2 One person / one ballot:** As required by USATF Bylaws, an individual may cast only one ballot in an election.
  - 3 Membership criteria:** Except for renewals from the previous year, individuals must be members in the month which ends more than one full month preceding the election (e.g. for an annual meeting held in September, the membership must be processed by July 31). Organizations and any person representing an organization in PNTF voting matters must be members of USATF.
- K Minimum age:** As required by USATF Bylaws, all voters must be 18-years of age or older.

**ARTICLE 8 • OFFICERS AND THEIR DUTIES**

- A Positions:** The officers of PNTF shall be: President, Vice-President, Secretary, and Treasurer. They shall be elected by and from the PNTF delegates at the PNTF annual meeting. No person shall serve in the office of President or Vice-President for more than four (4) successive one (1) year terms, or in the office of Secretary or Treasurer for more than eight (8) successive one (1) year terms. There shall be no order of succession to any office; in the event an officer resigns, is removed, or is unable to serve, the Board shall name a successor for the unexpired portion of the term.
- B Duties and responsibilities:** The officers shall perform the following duties and any other duties prescribed by these Bylaws, the Board of PNTF, or the committee of the whole of the Association:
- 1 President:** The President shall preside at all meetings of PNTF and shall be an ex-officio member of all committees. Subject to the direction of the Board, the President shall manage and supervise the affairs of this Association.
  - 2 Vice-President:** The Vice-President shall perform such duties as shall be assigned to him or her. In the case of the resignation, removal, or disability of the President, he/she shall also perform the duties of that office until a successor is named by the Board. The Vice-President shall represent the President as official voting liaison to any committee that the President shall choose. The V-P shall maintain a list of Board members and their designees. Any changes to the list shall be reported by the V-P at the Board meeting.
  - 3 Secretary:** The Secretary shall keep or cause to be kept all records of PNTF and all minutes of this Association's meetings or the Board's meetings, and, in general, shall perform all duties pertaining to the office of Secretary.
  - 4 Treasurer:** The Treasurer shall:
    - a Accounts:** Keep or cause to be kept a correct and complete record of account, showing accurately at all times the financial condition of PNTF;
    - b Custodianship:** Have charge and custody of, and be responsible for, all funds, notes, securities, and other valuables which may, from time to time, come into the possession of this Association;
    - c Banking:** Deposit or cause to be deposited all funds of this Association with such depositories as the Board shall designate, and pay all authorized or budgeted expenses upon presentation of invoices or other written statements;
    - d Reports:** Furnish at meetings of the Board or PNTF, or whenever requested, a statement of the financial condition of the Association;
    - e Budget:** Prepare and present a budget to PNTF in January; and
    - f Other:** In general perform all duties pertaining to the office of Treasurer.
- C Attendance:** All officers, unless excused prior to any annual, special, or Board meeting, should be in attendance at all meetings of the Association and of its Board of Directors.
- D Removal:** Removal of an officer shall occur when a three-fourths majority of the delegates present at any annual, special (called for such purpose), or Board meeting of PNTF shall

affirm such removal. The process of removal must be initiated by a delegate to PNTF or by written petition to the Board by at least twenty (20) current USATF members residing in the PNTF area. There must be written notice of such pending action in the meeting notice from the Secretary of this Association.

### ARTICLE 9 • BOARD OF DIRECTORS

- A Makeup:** The Board of Directors of PNTF shall be composed as follows :
- 1 The officers of PNTF and the immediate past President (5);
  - 2 The standing athletics committee chairs (youth, open, and masters) (3);
  - 3 The Officials Committee Chair (1);
  - 4 The Coaches Committee Chair (1);
  - 5 The Officials Training and Certification Chair (1);
  - 6 Five At-Large members (5); and
  - 7 Four Athlete Representatives (4).
- B Board officers:** The President of PNTF shall serve as chair of the Board. The Secretary of PNTF shall serve as Secretary of the Board.
- C Duties and responsibilities:** The Board shall manage and supervise the affairs of PNTF between annual meetings of the General Membership (also known as Committee of the Whole).
- D USATF representation:** The Board shall, with the advice and counsel of the standing committees, select the delegates and national representatives to the USATF Annual Meeting.
- E Supervision of membership matters:** The Board shall appoint or hire, at its discretion, an individual to act as membership director. The expenses and/or remuneration shall be determined at the time of hiring or appointment.
- F Selection:** Athlete Representatives and At-Large members serve one-year terms starting at the first meeting after the Annual Meeting. Vacancies may be filled starting at the first meeting after the vacancy.

Athlete Representatives must be active athletes age 18 or over. They are selected by a panel consisting of the Vice President plus the Open, Masters, Coaches and Officials Committee Chairs. The panel is facilitated by the Vice President. The determination of “active athlete” is at the discretion of the panel.

At-Large members are selected by a panel consisting of the President, Secretary and Treasurer plus the Youth Committee Chair. The panel is facilitated by the Secretary.

- G Designated Voters:** Each Board member shall have only one vote. Athlete Representatives and Youth/Open/Masters/Officials/Coaches committee chairs may designate a substitute with voice and vote. The designee must be communicated to the Vice-President prior to the meeting. Designations will become effective when reported by the Vice-President. Designations expire on the first day of the month following the

PNTF Annual Meeting. The term of an at-large member shall expire if he/she takes another position on the Board.

#### ARTICLE 10 NON-OFFICER POSITIONS AND THEIR DUTIES

- A Membership Director:** The membership director shall act with powers of both membership and registration as determined by USATF and PNTF. There shall be no formal membership or registration committee at the PNTF level; special registration problems arising during the registration year shall be solved by the membership director and the four officers. General policy on membership and registration, other than as provided within these Bylaws, shall be determined by the Board.
- B Officials Training and Certification Director:** The Officials Training and Certification Director shall be charged with the development, training, and certification of athletics officials in the PNTF area. This includes communication of the methods by which any individual may participate in the program for officials and the events requesting their expertise. This position shall be chosen by the Board
- C Rules/Law & Legislation Representative:** The Rules/Law & Legislation Representative shall be charged with gathering and reporting proposed rules and/or bylaws changes of either PNTF or USATF. In lieu of a standing committee, the PNTF Board shall be the decision-making body when necessary. The PNTF President shall appoint this position with approval of the Board.
- D Office Manager:** The Office Manager shall be the main contact person for USATF Pacific Northwest in USATF's directory, in the local telephone directory, and on the website. He/she shall be charged with maintaining Association documents and filing them with USATF when they are requested. This position shall be chosen by the Board.

#### ARTICLE 11 • STANDING AND SPECIAL COMMITTEES

There shall be two types of committees for the operation of this Association: standing and special. Special committees are to be appointed by the President for such ad hoc purposes, responsibilities, authority, and of such composition as deemed necessary or desirable by the President in consultation with the Board (e.g. Audit Committee). Special committees shall expire with the term of the appointing President.

The following are the provisions governing all standing committees:

- A General:** Standing Committees of PNTF shall be governed by the following general provisions:
- 1 Standing Athletics committees** are:
    - Open Athletics
    - Masters Athletics
    - Youth Athletics

- 2 **Standing Administrative Committees** are:
  - Officials (Pacific Northwest T&F Officials)
  - Coaches
  - Associations Admin
- 3 **Terms:** Unless otherwise provided for, the term for members of all committees shall be one (1) year.
- 4 **Selection:** No election to, selection to, appointment to, or removal from a standing committee shall be effective until the PNTF Secretary is formally notified of same by the party entitled to make same. Vacancies shall be filled by the same process by which the original choice shall have been made.
- 5 **Duties:** The duties of the chairs of the standing committees shall be as follows:
  - a to **preside** at all meetings of that committee;
  - b to **ensure** that all duties and responsibilities of that committee are properly carried out;
  - c to **appoint** subcommittees as spelled out in these Bylaws or as may be necessary to carry out the functions of the committee;
  - d to **communicate** with the committee's members to keep them fully informed of happenings and decisions of the committee;
  - e to **keep** the President and the Board informed on all committee actions and decisions; and
  - f to **keep or cause to be kept** and promptly sent on to all committee members and the Board a copy of all meeting minutes.
- 6 **Notice:** Meeting notices for any and all regular, special, or annual meetings of each committee must be sent out to all committee members, member organizations not individually represented on the committee, and Board members at least two (2) weeks prior to any meeting.
- 7 **Quorum:** There are no quorum requirements for any committee meeting.
- 8 **Minimum age:** All committee chairs and members, whether elected or appointed, shall be at least 18 years of age and current USATF members.

**B Athletics committees:** The following section shall pertain to standing Athletics committees only:

- 1 **Meetings:** Standing Athletics committees shall be active or inactive, at the discretion of the chair, in that no meetings of a regular or special nature during any given period of time are required. Meetings may be required if requested by any five member clubs with members active in PNTF championship competition in that age group or ten athletes in that age group or the Athletics chair.
- 2 **Chairs:** The chair of any standing Athletics committee in which five or more member clubs are active in PNTF championship competition shall be elected by delegates representing those member clubs in an annual meeting to be held in January. Chairs not elected by a bona fide Athletics committee are appointed by the President of this Association.
- 3 **Separate incorporation:** Any of the three standing Athletics committees may incorporate, but any rules, Bylaws, or articles of incorporation must be approved by

PNTF and must recognize the final authority of PNTF, and must not be in conflict with those of this Association.

**4 Jurisdiction:** Each Athletics committee, in cooperation with its sport subcommittees, shall:

- a have jurisdiction** over the national, regional, and local championships in the sport discipline it controls and which are located in the PNTF area, and shall institute, locate, conduct, and manage (or cause these things to be done on its behalf) all such championships;
- b award** local championships for its sport discipline;
- c have the right to reject** any entries for competitions (if deemed objectionable) at any championship under its control;
- d have the right to pay expenses** of athletes and/or teams taking part in these championships with funds appropriated for that purpose;
- e have the right to appoint** a member club or subcommittee to manage or conduct various championships;
- f work with the Officials Committee** to approve officials for championships in its discipline;
- g nominate representatives** to the USATF annual meeting for Board consideration;
- h upon a majority vote of those present, allow the attendance** at its meetings of non-members who may have voice but shall not vote;
- i have three sport subcommittees**, the chairs of each to be chosen by the Athletics committee. The sport subcommittees shall include, but not be limited to nor mandated as track & field, long distance running, and race walking. They shall meet when necessary and shall work in areas of common interest with other sport subcommittees and with the standing Athletics committees; and
- j keep all performance records** within its age and sport jurisdiction.

**5 Makeup:** The makeup of each Athletics committee shall include one delegate representing each member club which has athletes active in PNTF championship competition under the control of that Athletics committee during the previous year, and that number of athletes so as to give the committee an athlete membership of at least forty percent (40%). The athletes shall be named by the committee itself, and the forty percent (40%) provision enforced by the Board.

**C Officials Committee:** The following section shall pertain to the Officials Committee (also known as the PNTFO). This committee:

- 1 Makeup:** The committee shall be made up of all certified officials residing in the PNTF area;
- 2 Communication:** The committee shall maintain a procedure by which to communicate schedules and information to all certified officials;
- 3 Governance:** The committee shall be operated by a Board, at least three of whom shall be elected annually by the membership, and which shall represent all bona fide officials groups in the PNTF area; and

4 **Annual meeting:** The committee shall hold an annual meeting of all PNTF-certified officials.

**D Coaches Committee:**

1 **Makeup:** The committee shall be made up of all certified coaches residing in the PNTF area;

2 **Mission:** The committee shall represent, inform and advocate for coaches. Areas of responsibility include, but are not limited to, coaches education and coaches registry.

3 **Governance:** The Chair is appointed by the Board. At such time that the Board deems the committee is active enough to be self-governing, then the Chair may be elected by the committee members.

**E Associations Admin Committee:**

1 **Makeup:** All members are eligible to be on this committee.

2 **Mission:** This committee handles administrative (i.e. non-competition) issues and requirements related to being an Association. Responsibilities include, but are not limited to, areas such as accreditation, organizational services, grants and marketing which are not otherwise assigned within the Association. The Chair shall ensure the Association is represented at USATF Associations Committee meetings. The Chair shall coordinate our attendance at the USATF Associations Workshop.

3 **Governance:** The Chair is appointed by the Board. At such time that the Board deems the committee is active enough to be self-governing, then the Chair may be elected by the committee members.

## ARTICLE 12 • FORMAL GRIEVANCES AND DISCIPLINARY PROCEEDINGS

**A Jurisdiction:** PNTF shall have jurisdiction over all disciplinary and formal grievance proceedings relating to matters that arise within the boundaries of the Association, except sexual misconduct allegations and doping violations, which shall be under the jurisdiction of USATF. All penalties imposed by PNTF shall be effective only within the jurisdiction of PNTF.

**B Association Arbitration Panel:** The following shall apply to the appointment and conduct of the Association Arbitration Panel (AAP):

1 **Members:** The Association Arbitration Panel shall consist of three (3) members – a chair, an at-large member, and an athlete member. There shall also be a first alternate, second alternate, and additional alternates who may be appointed from time to time when any of the three members of the AAP are not available. Members of the AAP shall not be members of the Association Board or Executive Committee.

2 **Appointments:** Appointments shall be made by the President with the approval of the Association Board. The appointments shall be duly reflected in the minutes of a properly convened Board meeting.

3 **Terms:** Terms shall commence on January 1 of each even-numbered year.

4 **Removal:** Members and alternates may be removed for good cause by majority vote of the Association's Board. Good cause may include, but is not limited to, the following:

- a **Dilatory practices:** An AAP member who causes or permits delays in the hearing process; and/or
      - b **Failure to follow procedures:** An AAP member who disregards or fails to apply the hearing procedures or other provisions set forth in the Association Bylaws, Association Regulations, USATF Rules, USATF Bylaws, and/or USATF Regulations.
- C **Grievances:** A grievance may involve any matter, other than sexual misconduct and doping offenses, within the cognizance of USATF that occurs in the jurisdiction of this Association:
  - 1 **Grievance Complaints:** A Grievance Complaint shall state the following:
    - a **Detrimental conduct:** Conduct detrimental to the best interests of Athletics, USATF, or PNTF has taken place; or
    - b **USATF violations:** A violation of any of USATF's Bylaws or Operating Regulations and/or of a violation of any of PNTF's Bylaws or Statements of Policy and Procedure has occurred.
  - 2 **Parties:** Grievance Complaints may be filed only by and against individuals or entities which were, at the time that the conduct complained of occurred, and at the time the Complaint is filed, members, directors, or officers of PNTF or otherwise subject to the jurisdiction of PNTF. A non-member, former director, or former officer of PNTF shall be subject to the jurisdiction of PNTF for the purpose of defending against a Grievance Complaint for an incident that occurred while he or she was a member, a director, or officer of PNTF or otherwise subject to the jurisdiction of PNTF. A Grievance Complaint may only be filed by a person or entity affected by the issues raised in the complaint; and
  - 3 **Time limit:** Grievance Complaints must be filed within one (1) year from the time the complaining party knew or should have known of the act giving rise to the Complaint.
- D **Disciplinary matters:** PNTF shall have the authority to discipline any member who, by neglect or by conduct, acts in a manner subject to discipline pursuant to the examples below.
  - 1 **Activities subject to discipline:** PNTF may discipline any member who, by neglect or by conduct:
    - a **Detrimental conduct:** Acts in a manner detrimental to the purposes of USATF, USATF, PNTF, or Athletics;
    - b **USATF, IAAF, and Sports Act violations:** Violates any of the Bylaws, Operating Regulations, or Competition Rules of USATF or the IAAF, or violates the Sports Act;
    - c **Eligibility violations:** Violates the rules of eligibility for Athletics;
  - 2 **Time limit:** Disciplinary proceedings must be requested within one (1) year from the time the complaining party knew or should have known of the issue giving rise to the request for a disciplinary hearing.

- E Rights of the persons or entities:** In all matters subject to this Regulation, all parties shall be provided with fair notice and an opportunity for a hearing prior to the adjudication or imposition of any penalty by the Association or AAP. All parties:
- 1 Representation:** May be represented in any disciplinary, grievance, or Association proceeding by a person(s) who may (but need not) be an attorney;
  - 2 Right to appeal:** May appeal any adverse decision in accordance with this Regulation;
  - 3 Attendance at hearing:** May be present at any hearing; and
  - 4 Presenting and challenging evidence:** Shall have the right to present evidence and witness testimony and to cross-examine witnesses testifying against him, her or it.
- F Initiation of proceedings:** Formal grievances shall be initiated as follows:
- 1 Grievance complaint filing procedures:**
    - a Filing location:** Complaints shall be filed with the Association President and Secretary. The Secretary shall forward a copy of the Complaint to the each party charged in the Complaint;
    - b Language:** All documents filed and exchanged with respect to this Regulation shall be in English; provided, however, that an original document that is in a foreign language must be submitted along with an English translation. The party submitting the document shall bear the cost of obtaining its translation which shall be conducted by a reputable translator or translation service. In the event of a challenge to the accuracy of a translated document, the panel chairperson may direct USATF to order a translation of the document(s) in question and may allocate the cost of the translation to any party or all parties, as the panel deems appropriate;
    - c Basis for the Complaint:** The Complaint shall allege clearly the nature of the dispute and, where appropriate, state the specific violation of the Bylaws, Operating Procedures, Competition Rules, or Policies of USATF, PNTF, or the IAAF;
    - d Facts of allegation:** Factual allegations shall be separately stated in concise language with one allegation set forth in each numbered paragraph of the Complaint;
    - e Signature:** The Complaint shall be signed by the person filing the Complaint,
    - f Filing fees:** A filing fee of One Hundred U.S. Dollars (US\$100) must accompany an organization's complaint and a filing fee of Seventy-five U.S. Dollars (US\$75) must be paid by individuals filing a Complaint. The filing fee must be in the form of a certified check or money order made payable to the Association;
  - 2 Failure to comply with Complaint procedures:** Complaints that fail to comply with the procedures outlined in this Regulation shall be returned to the filer with instructions explaining the deficiency. A returned Complaint may be re-filed within thirty (30) days of the initial filing. After thirty (30) days, the Complaint will be deemed abandoned;
  - 3 Informal resolution of grievances:** Upon receipt of a Grievance Complaint, the President or his/her designee shall make every effort to resolve the dispute through

informal means. In disputes pertaining to a specific sport discipline, the President or his/her designee shall also confer with the chairperson of the sport committee for the discipline involved. All discussions related to the informal resolution of a complaint shall be confidential;

**4 Formal resolution:** If the informal resolution of the complaint is unsatisfactory to any party, or if a party declines to pursue informal resolution, the party may request that the complaint be resolved by a formal hearing before an AAP panel;

**5 Hearing panel:** When one party has indicated that the matter cannot be resolved informally, the President or his/her designee shall coordinate the selection of a three-person arbitration panel as detailed in this Article. The arbitration panel should include at least one Active Athlete. One panel member will be selected as Chairperson with responsibilities to control and conduct the process. The arbitrators shall not be members of the Association Board or Executive Committee.

**G Notice of proceedings:** Within thirty (30) days of the commencement of a formal grievance all interested parties and the hearing panel shall be sent the following by the Association Secretary:

**1 Documents:** A copy of the complaint or other documents giving rise to the proceeding, with any attachments;

**2 AAP Members and Contact:** The names of the hearing panel members and the address and telephone number of the panel's chairperson;

**3 Association Bylaws:** A copy of the text of this Article of PNTF's Bylaws and any relevant USATF bylaw, Rule, or Regulation; and

**4 Other relevant documents:** A copy of any specifically identified document(s) related to the dispute.

**H Answer:** The person(s) or entity(ies) named in a Complaint (respondent(s)) must submit a written answer to the Association Secretary within thirty (30) days after receipt of the letter notifying respondents that a proceeding has been filed ("Notice of Proceeding"). A copy of the Answer shall be forwarded by the Secretary to the complainant (the party filing the Complaint) and the AAP panel. The failure of respondent(s) to answer within thirty (30) days after the receipt of the Notice of Proceedings will be deemed a waiver by respondent of the opportunity to have a hearing or have an appeal of any adverse decision. Upon such failure, and after confirmation of the receipt of the Notice of Proceeding by all parties, the hearing panel may proceed in the absence of the respondent and may decide the matter with or without a hearing and with or without taking testimony and evidence, as it deems appropriate. If a party raises a hearing panel challenge as described below, the panel chair may extend the time to answer.

**I Challenge to arbitrator(s):** Within fourteen (14) days following the receipt of the Notice of Proceedings any party to the hearing may challenge the seating of any AAP panel member, on the ground that the panel member may not be impartial. The panel chairperson may extend the time to answer if a panel member is challenged. Failure to bring a timely challenge against the seating of an AAP arbitrator constitutes a waiver of such challenge.

- J Hearing procedures:** The following procedures apply to a formal grievance, and other hearings:
- 1 Pre-hearing conference call:** Within five (5) business days of the expiration of the arbitrator challenge the AAP panel chairperson shall conduct a pre-hearing conference by telephone conference call with all parties to discuss scheduling and procedural matters.
  - 2 Date of Hearing:** Best efforts should be used to set a convenient time and date for all participants. The AAP hearing panel shall schedule the hearing to take place within thirty (30) days of the initial pre-hearing conference. The hearing date may be delayed beyond the thirty (30) day period only upon a showing to the AAP panel that a substantial injustice would otherwise occur.
  - 3 Location for hearing:** Hearings shall be held in-person, unless good cause is shown to the AAP chairperson that holding the hearing by telephone conference call is in the best interest of the sport of Athletics.
    - a Reason for request for telephone conference call hearing:** If a party requests that the hearing be held by telephone conference call, such request shall be accompanied by a statement identifying the material reasons which the hearing panel should resolve in this venue.
    - b Deadline for request:** The telephone conference call hearing request must be submitted to the AAP chairperson within ten (10) business days of the receipt of the Notice of Proceedings. Failure to submit a telephone conference call hearing request during the above-described time frame constitutes a waiver of the right to request a telephone conference call hearing.
  - 4 Delays:** If an interested party causes an unnecessary delay, the AAP panel may dismiss the proceeding or, at its discretion, rule against the party causing the delay. If the delay is the result of AAP panel inaction, the President or his/her designee may dismiss the panel and replace it with a new panel. If a party to the proceeding fails to appear at the hearing, then the AAP panel may make a ruling based on available information and the testimony of those present at the hearing;
  - 5 Evidentiary rules:** The rules of evidence generally accepted in administrative proceedings shall be applicable to the hearing; the formal rules of evidence shall not apply;
  - 6 Burden of proof:** The burden of proof is upon the complainant to prove by a preponderance of the evidence that conduct described in this Article above has occurred;
  - 7 Hearing record:** An official transcript or recording is highly recommended for hearings conducted by an Association. Any party to the proceedings may retain a court reporter or other competent individual to provide a transcript or recording of the hearing at that party's own expense. If made, such transcripts or recordings shall become the official record of the proceedings and a copy shall be provided to all parties at their own expense; and
  - 8 Closed hearing:** Hearings shall be closed to the public. Witnesses shall attend hearings only as necessary to provide testimony.

- K AAP decisions and opinions:** The following shall pertain to AAP final decisions and opinions rendered in hearings and appellate proceedings:
- 1 Scope of decision:** All AAP panel decisions shall be consistent with USATF, PNTF, and IAAF Rules and Regulations, and the Sports Act. If the implementation of any AAP panel decision and opinion would have a significant budgetary impact on PNTF, the PNTF Treasurer shall review it and report his/her findings to the Board within thirty (30) days of the issuance of the opinion. In such instances, the decision and opinion shall not become final and binding unless and until approved by the Board. The Board shall determine to what extent any AAP decision and opinion having a significant budgetary impact on PNTF may be implemented, in light of fiscal considerations, and may remand the matter back to the AAP panel for modification based upon budgetary directives from the Board;
  - 2 Form of decision and opinion:** The AAP decision shall state in one or two brief sentences which party the AAP arbitrators have ruled in favor of. The opinion of the AAP panel shall set forth the following:
    - a Issue:** The question(s) the AAP panel was asked to decide;
    - b Arguments:** A brief summary of the arguments made by each party;
    - c Findings of fact:** The findings of fact upon which the panel based its decision;
    - d Citations:** A citation to the applicable IAAF, USATF, PNTF, Sports Act, or other applicable rule, bylaw or minutes, reports, guidelines, or other documents upon which the AAP panel decision is based, if any; and
    - e Stay provision:** Whether the effect of the decision shall be stayed in the event of an appeal, if appropriate;
  - 3 Time frame:** An AAP panel shall issue a decision with respect to the disciplinary, formal grievance, or other proceedings within fifteen (15) days after the conclusion of the hearing. The panel shall render a written opinion no later than thirty (30) days after the conclusion of the hearing, or after the submission of any post hearing documentation to the panel.
  - 4 Effect of decision:** All AAP panel decisions shall be effective upon the date rendered, unless otherwise stated in the decision.
- L Appeals:** The decision of the arbitrators may be appealed pursuant to USATF Regulation 11-P.

### ARTICLE 13 • REMOVAL FROM OFFICE

Any officer or committee chair of PNTF may be removed for good cause by a two-thirds vote of those delegates of PNTF present and voting at an annual meeting or special meeting called for this purpose, and provided the requisite notice for such meeting (see Article 7) shall properly set forth the removal vote on its agenda.

### ARTICLE 14 • SANCTIONS FOR ATHLETIC COMPETITIONS

The sanctioning philosophy of PNTF for competition in Athletics shall be as follows: if PNTF does not determine by clear and convincing evidence that holding or sponsoring an Athletics

competition would be detrimental to the best interest of the sport, this Association shall promptly grant a sanction requested by any sports organization or person if such group or person shall:

- A **Fee:** Pay to this Association any required sanctioning fee, if such fee is reasonable and non-discriminatory. Current fees shall be a Policy of the PNTF.
- B **Requirements:** Demonstrates that:
  - 1 **Records:** Appropriate provision has been made for the validation of records which may be established during the competition;
  - 2 **IAAF rules:** Due regard has been given to any international Athletics requirements specifically applicable to the competition;
  - 3 **Officiating:** The competition will be conducted by qualified officials as determined by the Officials Committee;
  - 4 **Medical:** Proper medical supervision will be provided for the athletes who will participate in the competition; and
  - 5 **Safety:** Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and
- C **Fiscal reputation:** It is recommended that each organization shall submit to the PNTF Finance Committee a financial report of similar events, if any, conducted by the sports group or person requesting the sanction.

#### ARTICLE 15 • STATEMENTS OF POLICY AND PROCEDURE

- A **Form and purpose:** PNTF shall keep a written statement of each policy and procedure approved by the Board or the committee of the whole in a separate document. These Statements of Policy and Procedure are to be followed in managing and supervising the affairs of PNTF.
- B **Additions and amendments:** Additional policies and procedures or changes to existing policies and procedures may be made at any regular, annual, special, or Board meeting of PNTF, provided that such additions and changes have been submitted in writing to the members of this Association at least twenty (20) days prior to the meeting at which it is to be considered. Each statement shall include the date it was accepted as policy or procedure, and amended.

#### ARTICLE 16 • FISCAL AND LEGAL MATTERS

- A **Fiscal year:** The fiscal year of this Association is January 1 to December 31, and a budget shall be approved at the beginning of each fiscal year.
- B **Bonding:** Corporate fidelity bonds shall be obtained at the expense of this Association in a form and amount approved by the Board, indemnifying this Association against losses resulting from infidelity, defalcation, or misappropriation by officers, agents, or employees of funds, property, or assets owned by or under the control of this Association.

- C Depositories:** The Board shall, from time to time as necessary, designate depositories for funds, property, and assets belonging to or under the control of PNTF.
- D Limitations on expenditures:** Funds on deposit in banks can be withdrawn only by check upon the signature of the Treasurer or any one (1) of the following officers: President, Vice-President, or Secretary. Other assets or property of this Association may be transferred from one depository to another by action of the Board.
- E Audit:** The Board of Directors may, from time to time as necessary or requested, select a Certified Public Accountant to audit the books and financial records of PNTF for the time period designated. After completing the audit, the auditor shall submit his report to the Board, and as soon thereafter as reasonably possible, a copy of the audit report must be available for each member delegate to this Association before the next annual meeting.
- F Review of extraordinary contracts:** All contracts, not in the ordinary course of affairs of this Association, shall be examined and approved for form by the General Counsel of this Association, prior to consideration for execution.
- G Contract communications:** The contents of any and all contracts affecting an Athletics committee shall, during their negotiation phase, be communicated to the appropriate chairs.

#### ARTICLE 17 • INDEMNIFICATION

- A Scope:** This Association shall immediately indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or official representative of this Association against expenses, including attorney's fees, judgments, fines, and amounts actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of PNTF.
- B Restrictions:** Any indemnification under this Article shall be made by this Association only as authorized in the specific case upon a determination that the officer, director, employee, or official representative has met the applicable standard of conduct set forth herein. Such determination shall be made by the Board by a majority vote of a quorum consisting of members of the Board who were not parties to such action, suit, or proceeding. If such a quorum is not obtainable, such determination shall be made either (1) by a majority vote of the full Board of Directors pursuant to opinion of independent legal counsel, or (2) by the members of PNTF at the next Board or annual meeting.

- C Payment of expenses:** Expenses, including attorney's fees, incurred in defending a civil action, suit, or proceeding may be paid by this Association in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in paragraph B of this Article, upon receipt of an undertaking by or on behalf of the director, officer, employee, or official representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by this Association.
- D Non-exclusive coverage and scope:** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the director, officer, employee, or other official representative may be entitled under bylaw, agreement, vote of the membership, or disinterested directors or otherwise. The indemnification provided by this Article shall continue as to a person who has ceased to be a director, officer, employee, or official representative and shall inure to the benefit of the heirs, executors, and administrators of such a person.

#### ARTICLE 18 • COUNSELOR TO THE ASSOCIATION'S LEGAL AFFAIRS

- A Appointment and duties:** The President, with the approval of a majority of the Board, may select a member of the legal profession as General Counsel. He or she shall advise and consult with the officers and agents of PNTF, render legal advice and assistance as may be requested, and perform any other duties delegated to him or her. He or she has the right to the floor at any Association or Board meeting for explanatory purposes regarding legal issues. His or her files, records, and documents belong to this Association. Except as may be voted by the Board, the Counsel shall receive no salary or other compensation for services rendered, but shall receive necessary expenses.
- B Special counsel:** The Board of PNTF may authorize the appointment of special legal counsel at such fees and compensation as agreed upon.

#### ARTICLE 19 • CONFLICT OF INTEREST

Any individual representing PNTF or who has a financial arrangement with PNTF or is a member of any of its committees, shall not participate in the evaluation or approval of a contract with a supplier to furnish goods or provide services to PNTF, if that individual directly or indirectly benefits, financially or otherwise, receives any form of compensation from, or has any interest in any supplier under consideration. Each individual referred to in the first sentence of this Article shall, upon learning that PNTF is proposing to enter into an agreement in which he or she has a financial interest as aforesaid, promptly notify the President in writing of the existence of such interest, and the President shall, in turn, disclose such interest to those Association bodies involved in considering entry into the arrangement. In the event of a violation of this provision, PNTF shall have the right to recover such benefit or payment and to void the contract or transaction.

**ARTICLE 20 • SAVINGS CLAUSE**

Failure of literal or complete compliance with the provisions of the Bylaws in respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice or proposals, which, in the judgment of the members at meetings held, do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the members at any meeting.

**ARTICLE 21 • AMENDMENTS TO THE ASSOCIATION'S BYLAWS**

- A Method:** These Bylaws may be amended at any meeting of this Association by a two-thirds vote of those delegates present and voting, provided notice of the proposed amendment has been submitted in writing to the members of this Association at least twenty (20) days prior to the meeting.
- B Submission:** Amendments to these Bylaws must be:
- 1 **Not at a meeting:** Submitted to the Secretary of PNTF at least thirty (30) days prior to the meeting; or
  - 2 **At a meeting:** Presented at the annual meeting or any regular PNTF meeting ,after which the submission will be included as part of the meeting minutes, and voting will occur at the next meeting of the Association, whether it is the annual meeting or another regular meeting.