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BY LAWS OF THE PACIFIC ASSOCIATION OF USA TRACK & FIELD

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ARTICLE 1. NAME

The name of this organization shall be the Pacific Association of USA TRACK & FIELD. The policy making body of this Association shall be the Board of Athletics who make recommendations for policy direction to the Board of Directors who will approve and implement them.

ARTICLE 2. AUTHORITY OF THIS ASSOCIATION

(a) This Association shall be the local governing body for the sport of Athletics in the Pacific Association and shall exercise all powers appropriate thereto, including the following:

- (1) Represent the Pacific Association within USA TRACK & FIELD, the national governing body.
- (2) Serve as the coordinating body for all amateur athletic activity, including the conduct of championship events, in the sport of Athletics in the Pacific Association area.

(b) The Board of Athletics and the Board of Directors shall be governed by the by-laws of USA TRACK & FIELD, whose definitions are incorporated by reference herein, and these by-laws.

(c) The fiscal year of this Association shall be from January 1 to December 31.

(d) The Board of Athletics gets it authority as a result of the election or appointment of representatives to the Board of Athletics from the members of the association.

(e) The Board of Directors gets it authority as a result of being elected or appointed by the Board of Athletics to carry out the normal duties of a Board of Directors and to act on behalf of the Board of Athletics between meetings or when ever expedience requires it. All actions by the Board of Directors on behalf of the Board of Athletics will be approved by the Board of Athletics at its next meeting.

ARTICLE 3. CONSTITUENCY OF THE PACIFIC ASSOCIATION"

The constituency of this Association shall consist of Clubs, Athletes, Officials, Coaches, Trainers, Individuals, and such Sports Organizations as may be recognized by USATF. To become a constituent, each group and individual entity shall apply for membership in writing to the Association. Membership shall be effective upon acceptance by the Association, and may be renewed annually, upon payment of the applicable fees and compliance with designated procedures.

All organizations and any person representing an organization in Association voting matters must be members of USATF.

ARTICLE 4. OFFICERS OF THE PACIFIC ASSOCIATION

The officers of this Association shall be:

- (a) President
- (b) Vice-President

(c) Treasurer

(d) Secretary

ARTICLE 5. ELECTION OF OFFICERS

(a) Each officer shall be elected to office biennially, for the term beginning on June 1 of each odd numbered year. No person shall serve in the same office for more than two successive two-year terms. There shall be no order of succession to any office. In the event an officer resigns or is unable to serve, the Board of Directors shall name a successor for the unexpired term as soon as possible.

(b) Notice of elections must be distributed by mail, email, newsletter, Association web site, and/or the National Office's web site. If a web site notice is used, then members must be informed where to find such information on the web site through a mailing or newsletter. The initial meeting notice must be sent by means under which it will arrive at least thirty (30) days prior to the beginning of the election process. Any notice of meeting change or a change in the election process must be communicated at least fourteen (14) days prior to the meeting.

(c) Nominations will be accepted by mail or electronically (e.g. e-mail or fax) at the office until the day before the Board of Athletics meeting which precedes the election meeting. Nominations from the floor will be taken at the two regularly scheduled Board of Athletics' meetings which precede the election, regardless of the presence of a quorum. Candidates must be members of the Association and be at least 18 years of age, at the start of the term of office. Candidates must have one (1) nominator and one (1) seconder who are both members.

(d) At the close of nominations if there is more than one candidate for a particular office, the Executive Director shall mail or electronically distribute ballots to every member of the Board of Athletics at their appropriate address of record with the request that the ballots be returned before the election meeting. The minimum time allowed for return of the ballot shall be thirty (30) days. The return address and deadline must be printed on the ballot. The Executive Director shall handle all ballots with regard for their confidentiality and present the unopened ballots for tabulation at the election meeting.

(e) Each voting member shall cast only one (1) ballot, regardless of how many positions that member holds within the Board of Athletics. There shall be no proxy voting. Voters must be at least 18 years of age on the day the ballots are due. Except for renewals from the previous year, individuals must be members in the month which ends more than one full month preceding the election.

(f) The election of officers shall be conducted by ballot by mail or electronic means by members of the Board of Athletics. All ballots received by the Executive Director prior to or at the time fixed for elections on the agenda for the election meeting of the Board of Athletics in each odd- numbered year shall be counted. The candidate who receives the majority of votes cast for each office shall be elected to that office. If there is not a majority, then the top two candidates and ties for second will have an immediate runoff election. Election in the second round requires a simple plurality. The election count shall be held at the time fixed regardless of the presence of a quorum. Each member of the Board may cast only one vote, no matter how many positions the member holds.

(1) Balanced mail or electronic (e.g. email or fax) ballot: The minimum provisions for a balanced mail or electronically distributed ballot, where only members of the Association's Board of Athletics are eligible to vote are:

i. The minimum number of available votes is determined by the currently configured Association's Board of Athletics in compliance with the provisions of these bylaws;

ii. Article 9 of these bylaws explains how 100 percent of the available votes are divided among the following five constituencies: active athletes, coaches, officials, organizational members, and other members (which may include elected officers of the Association);

iii. In determining how 100 percent of the available votes are divided per Article 9 of these bylaws, each constituency listed in ii above will be guaranteed to have at least ten percent (10%) of the votes, except that active athletes must receive a minimum of twenty (20%);

iv. Individuals who are eligible to cast a ballot on more than one constituency must choose one constituency in which to vote;

v. Constituencies with more individuals than votes allowed will determine before the election the voters or apportionment of votes; and

vi. In the active athlete constituency, youth (18-year old), open (non-international ages 19-39), international (ten-year rule regardless of age), and Masters (40-and above) athletes must each be represented if member athletes are available. In such a case, the number of votes granted to a division above shall be as equal as possible.

(g) A panel of at least three (3) individuals, at least one (1) of whom must be an athlete, shall count the ballots and sign the tally. All panel members shall be of voting age. The panel shall not include any individual who is a candidate for a contested office. Ballots (mail or electronic) shall only be opened in the presence of the entire panel. If circumstances prevent the appointed panel from convening in a timely manner, a new panel meeting the above criteria may be convened to count the ballots. The results for each round will be published at the meeting. The ballots will be kept by the office for two weeks following the election meeting and then destroyed.

(h) Regardless of whether a mail ballot is used, the President, Secretary and other Officers of the Association must be elected by a majority of the ballots cast. If a run-off election is necessary, the notification requirement shall be the same.

(i) Current employees and independent contractors (working within the past ninety days) shall not participate in any part of the elections process (nominations or campaigning), but may, at the discretion of the Association's Board of Athletics, be permitted to vote if they are members and otherwise eligible.

(j) If a committee does not have an election procedure in their operating procedures then the procedure outlined in this article will be used in so far as it complies. All committee chairs, whether elected or appointed, must be at least 18 years of age and members of the Association. Chairs shall be elected or appointed for specific terms which are determined prior to the voting for the position.

ARTICLE 6. DUTIES OF THE OFFICERS

The officers shall perform the following duties and any other duties prescribed by the Board of Athletics or ~~Board of Directors~~ the normally consider functional duties of these offices:

(a) President:

The President shall preside at all meetings of the Board of Directors and the Board of Athletics, and shall be a non-voting ex officio member of all committees. Subject to the direction of the Board of Athletics, the President shall oversee the affairs of this Association and appoint interim chairpersons for committees that don't have procedures for replacing open chair positions or for non-functioning committees

(b) Vice-President:

The Vice-President shall be a nonvoting ex officio member of all committees and, in the case of disability of the President, shall also perform the duties of that office until a successor is named. The Vice-President will assume such roles as assigned by the President.

(c) Treasurer:

The Treasurer shall:

- (1) Keep or cause to be kept a correct and complete record of accounts, showing accurately at all times the financial status of this Association.
- (2) Be responsible for the accounting and security of all funds, notes, securities, and other assets of this Association.
- (3) Deposit or cause to be deposited all funds of this Association, with such depositories as the Board of Athletics shall designate.
- (4) Furnish at meetings of the Board of Athletics, or whenever requested, a statement of the financial condition of this Association.
- (5) Report at least quarterly to the Board of Athletics the current status of the account of each sport committee.
- (6) Prepare, or cause to be prepared, an annual budget to include the anticipated income and expenses of this Association, and submit such budget to the Board of Athletics at or prior the first meeting in the fall (usually the September meeting).
- (7) Perform, or cause to be performed, an audit of the financial records of this Association as may be directed by the Board of Athletics.
- (8) Review and confirm each time the accuracy of financial reports generated by the office under the direction of the Executive Director.
- ~~(89)~~ File, or cause to be filed, annual tax returns.
- ~~(910)~~ Be the chairman of the Financial and Audit Committee.
- (11) Perform or cause to be performed such fiscal duties that are the normal part of this office.

(d) Secretary:

The secretary shall keep or shall cause to be kept all records of this Association, and all minutes of meetings of this Association, Board of Directors and Board of Athletics; and, in general, shall perform all duties normally pertaining to the office of Secretary. The minutes of all meetings except any closed portion will be posted on the Pacific Association website within thirty days of such meetings.

ARTICLE 7. EXECUTIVE DIRECTOR

(a) The Board of Directors may hire or contract for the services of an Executive Director who shall be responsible to the Board of Directors, and whom the President shall oversee.

(b) The Executive Director shall have the following duties:

- (1) Conduct the office operations of this Association.

- (2) Appoint and supervise such additional staff persons as may be authorized by the Board of Directors.
- (3) Maintain the records of the Association, including current membership and financial records.
- (4) Disburse such funds as may be authorized by the Treasurer, Board of Directors, Board of Athletics, or other proper authority.
- (5) Serve as a nonvoting ex officio member of the Board of Directors. If the Executive Director is not otherwise a member of the Board of Athletics, the Executive Director shall serve as a nonvoting ex officio member of the Board of Athletics.
- (6) Implement the strategic plan.
- (7) Server as a non-voting ex officio member of the Financial and Audit Committee.
- (8) Such other duties as may be prescribed by these by-laws or by the Board of Directors.

ARTICLE 8. BOARD OF DIRECTORS

(a) The Board of Directors shall be composed of the following:

- (1) The President, Vice-President, Treasurer and Secretary of the Association.
- (2) The Immediate Past President of the Association as an ex-officio member.
- (3) Athlete Members will comprise at least 20% of the Board of Directors. The chairperson of the Athletes Committee will be one of these members. Other athletes to make up the remainder of the 20% will be elected by the Athletes Committee at their annual meeting by a majority vote of the members present regardless of the presence of a quorum.
- (4) The Executive Director of the Association who will serve as a consultant and non-voting member of the Board of Directors.

(b) The Board of Directors shall be responsible for reporting annually to the Board of Athletics on the status of the strategic plan for this Association.

(c) The Board of Directors shall be responsible for preparing the annual budget for approval to the Board of Athletics.

(d) The Board of Directors shall perform the duties of the Board of Athletics between meetings of the Board of Athletics and such duties as may be directed by the Board of Athletics, and shall, unless otherwise provided in these by-laws, perform the duties normally performed by the Board of Directors of a not for profit corporation organized in accordance with the laws of the State of California.

(e) The Board of Directors may hire or contract for and is ultimately responsible for the evaluation of the Executive Director and staff. Input should be solicited from a representative sample of all segments of the constituency of the organization. This should include, but not be limited to, the Board of Athletics and those entities that request sanctions.

(f) The Board of Directors shall be responsible for over viewing all grievances and the proposed action that results and presenting the Board's recommendation on the Grievance Panels' recommendation for action by the Board of Athletics.

(g) At the discretion of the President, meetings may be conducted by phone, e-mail or private electronic chat room.

(h) All action taken by the Board of Directors shall be reported to the Board of Athletics at the next regularly scheduled meeting of the Board of Athletics.

(i) At least one Board of Directors meeting each year will be conducted as a formal Board of Directors meeting for the corporation as determined by the Board of Directors. Normally this will be the September meeting. Meeting notice for that annual meeting may be made by phone, mailed or electronically transferred normally no later than (7) days prior to the scheduled date of each meeting. At or before that meeting a copy of the agenda and the minutes of the last annual meeting will be made available. The Board of Directors may conduct any association and/or Board of Athletics business at any Board of Directors meeting held between the meetings of the Board of Athletics. A hard copy of the agenda for such non-annual meetings can be made available at the meeting if it has been previously communicated.

(j) At the discretion of the President, meetings may be conducted by phone.

(k) A majority of the members shall constitute a quorum.

(l) If any vacancy occurs for any officer position, that position shall be filled by appointment by the most senior officer (President, Vice President, Treasurer and/or Secretary) with the approval of the Board of Directors until the next regular election or until the next appropriate election. If a vacancy occurs for the Immediate Past President's position, the previous Immediate Past President shall fill that position.

(m) The Board of Directors gets its authority to act from the Board of Athletics. The members of the association elect representatives to the Board of Athletics who in turn elect the officers who make up the Board of Directors. The Board of Directors is made up of officers of the association as defined in Article 5 and 6, the Executive Director (Article 7), the immediate past president plus the appropriate number of athlete representatives in order that there are at least 20% of the Board of Directors are athletes.

The remainder of the document starting with Article 9 remains the same.