



## **By-Laws of the Southwestern Track & Field Officials Association, Incorporated**

### **Article 1**

#### **Purpose**

The purpose of the Association shall be to foster, assist, connect, recognize, and advocate for the officials in the USA Track & Field Southwestern Association, by:

1. Advancing the ideals of good sportsmanship and fair competition through qualified and quality officiating in track and field, race walking, road running and cross country, and respect for the authority of said officials at all levels of competition.
2. Providing certification and advancement opportunities for individuals who desire to become and thrive as *USA Track & Field* officials.
3. Conducting educational programs to advance the skills of certified officials.
4. Providing a body of certified *USA Track & Field* officials for track and field, race walking, road running and cross country events needing or requiring such officials.
5. Conducting public information programs that will encourage appreciation for the skill and competence of said officials.
6. Placing special emphasis on developing concepts and practices of good sportsmanship among individuals, both as competitors and as spectators.
7. Conducting studies and analysis of competition rules to identify sources of officiating problems and seek solutions in cooperation with appropriate rule making bodies.
8. Developing and maintaining a membership of experienced and capable officials whose integrity is above reproach and who are actively engaged each year in officiating events.
9. Fostering a high standard of ethics encouraging fair competition, sportsmanship, cooperation, tolerance, and better understanding among officials, athletic representatives, coaches, athletes, competition directors, and the public.

### **Article 2**

#### **Geographical Area of Operation**

The geographical area of operation shall be the geographical limits of the Southwestern Association as defined by USA Track & Field and shall consist of all certified USA Track & Field officials residing within these geographical limits along with those certified officials who do not reside within these geographical limits but have been granted approval to be part of the Southwestern Association.

### **Article 3**

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### **Board of Directors**

1. The number of directors shall be not less than three (3) or more than ten (10).
2. Each director shall serve for 3 year(s) or until a successor has been elected and qualified. Any vacancy on the board may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the Board of Directors.
3. Any need to increase the number of directors shall be fulfilled by election at an annual meeting or at a special meeting of the membership called for that purpose.
4. The business affairs of the corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not prohibited by statute, or by the Articles of Incorporation, or by these By-Laws.
5. No director shall receive any compensation for being a director. No director shall be entitled to any assets of the corporation upon dissolution.
6. All directors may be reimbursed for expenses actually incurred, subject to approval by the Board of Directors.

### **Article 4**

#### **Meetings of the Board of Directors**

1. Meetings of the Board of Directors, regular or special, may be held either within or outside the State of Texas, either in person, or through electronic means, or a combination of both.
2. The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the Board at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present, or it may convene at such place and time as shall be fixed by the consent in writing of all the directors.
3. Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and at such place as shall, from time to time, be determined by the Board.
4. Special meetings of the Board of Directors may be called by the president on two-day notice to each director, either personally, by mail or by electronic means. Additionally, special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors.
5. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at any regular or special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.
6. A majority of the directors shall constitute a quorum for the transaction of business unless a greater number is required by law or by the Articles of Incorporation. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present.

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7. A director may vote by proxy executed in writing by the director. No proxy shall be valid after 3 days from the date of its execution.

### **Article 5**

#### **Action without Meeting or By Electronic Means**

1. Any action permitted or required by law, these By-Laws or by the Articles of Incorporation of the Corporation, to be taken at a meeting of the Board of Directors or any committee designated by the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors or committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting and may be stated as such in any document or instrument filed with the Secretary of State.
2. Subject to the requirement for notice of meetings, members of the Board of Directors, may participate in and hold a meeting of the Board of Directors or committee, as the case may be, by electronic means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

### **Article 6**

#### **Notices**

1. Whenever, under the provisions of the statutes or of the Articles of Incorporation or of these By-Laws, notice is required to be given to any director, it shall not be construed to mean verbal notice, but such notice may be given in writing, by mail or by electronic means, addressed to such director at his or her address, phone, or email as it appears on the records of the corporation, with certified postage prepaid if applicable, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail or sent electronically.
2. Whenever any notice whatsoever is required to be given under the provisions of the statutes or under the provisions of the Articles of Incorporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **Article 7**

#### **Officers**

1. The officers of the corporation shall be chosen by the Board of Directors and shall be composed of a president, a vice-president, a secretary and a treasurer. The Board of Directors may, also, choose additional vice-presidents, and one or more assistant secretaries and assistant treasurers. Any two or more offices may be held by the same person, except the offices of president and secretary. The Board of Directors at its annual meeting, or no later than it's following board meeting approximately a month later shall choose a president, one or more vice-presidents, a secretary and a treasurer.

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2. The Board of Directors may appoint such other officers and agents as it shall deem necessary that shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.
3. No officer shall receive any compensation for being an officer. No officer shall be entitled to any assets of the corporation upon dissolution.
4. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time by an affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.
5. In the event of an occurrence that would prevent the election of any director at the annual meeting, the board shall have the right extend the terms of sitting directors until a future election date, determined by the board, is established.

### *The President*

6. The president shall be the chief executive officer of the corporation, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.
7. He or she shall execute bonds, and other contracts except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

### *The Vice-President*

8. The vice-president, or vice-presidents in the order determined by the Board of Directors, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties and have such other powers as the Board of Directors may, from time to time, prescribe.

### *The Secretary*

9. The secretary, or assistant secretaries in the order determined by the Board of Directors, shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He, she, or they shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he, she, or they shall be.

### *The Treasurer*

10. The treasurer and assistant treasurers shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

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11. He, she, or they shall disburse the funds of the corporation as may be ordered by the Board of Directors, the president, or any other authorized officer, taking proper vouchers for such disbursements, and shall render to the president and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all transactions as treasurer and of the financial condition of the Corporation.

### *Succession*

12. In the absence or disability of any officer, or officers other than the president, a replacement officer, or officers shall be chosen by the Board of Directors.

### *Reimbursement of Expenses*

13. All officers may be reimbursed for expenses actually incurred, subject to approval by the Board of Directors.

## **Article 8**

### **Amendments to the By-Laws**

Any proposed amendment shall be made available to the entire membership in advance of voting at a meeting called where such an item is on the agenda. A two-thirds (2/3) affirmation vote of the membership present at a duly called meeting of the membership must be obtained to amend the By-Laws.

## **Article 9**

### **Membership**

The corporation operates as a committee within the USA Track & Field Southwestern Association, shall have one class of members, and will be made up of all USA Track & Field Officials who are members of the Southwestern Association as defined by USA Track & Field, who are in good standing with USA Track & Field, and whose annual dues, if any, are current with the corporation.

## **Article 10**

### **Registration**

1. If registration and dues are required for association membership, the membership and fiscal year begins on January 1 and ends on December 31 of each year.
2. The Board of Directors must approve the reinstatement of any expired membership.

## **Article 11**

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### **Uniforms**

1. The Board of Directors shall defer enforcement of uniforms to either national USATF guidelines or the applicable athletic venue being worked. Members shall be required to wear said uniform at any event for which the Association provides officials unless the event has another designated uniform.
2. Any member who fails to comply with the provisions of this article shall be considered not in good standing.

### **Article 12**

#### **Officiating Procedures**

All members shall conform to the mechanics and procedures prescribed by the Board of Directors and these By-laws.

### **Article 13**

#### **Meetings of Membership**

The Annual Meeting shall be held in September at which time such business as the budget, elections and other association business shall be discussed and voted on if needed.

### **Article 14**

#### **Committees**

##### **Establishment of Committees**

1. The Board of Directors may adopt a resolution establishing one or more committees to assist the board and function under its authority. A committee shall include, at least, one director and may include persons who are not directors. Every committee member must be a certified official in good standing with USA Track & Field. The establishment of a committee, or the delegation of authority to a committee, shall not relieve the Board of Directors, or any individual director, of any responsibility imposed by the By-Laws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:
  - a. Amend the Articles of Incorporation.
  - b. Adopt a plan of merger or a plan of consolidation with another corporation.
  - c. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation.
  - d. Authorize the voluntary dissolution of the Corporation.
  - e. Revoke proceedings for the voluntary dissolution of the Corporation.
  - f. Adopt a plan for the distribution of the assets of the Corporation.
  - g. Amend, alter, or repeal the By-Laws.
  - h. Elect, appoint, or remove a member of a committee or a director or officer of the Corporation.
  - i. Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as described in Article 15.4.
  - j. Take any action outside the scope of authority delegated to it by the Board of Directors.

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2. The Board shall, by majority vote, remove a committee chair, vice-chair, or member if the Board has determined this person has acted against the best interests of the corporation or its members.

### *Term of Office*

3. Each member of the committee shall continue to serve on the committee until resignation or replacement. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. The person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the original appointment.

### *Chair and Vice-Chair*

4. One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and the vice-chair shall be appointed by the president of the Corporation. The chair shall call and preside over all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair acts in place of the chair. The vice-chair shall have all the powers of and be subject to all the restrictions placed upon the chair.

### *Notice of Meetings*

5. Written or printed notice of a committee meeting shall be delivered to each member of the committee not less than seven (7) or more than thirty (30) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

### *Quorum*

6. One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting in which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during the meeting, the chair may adjourn and reconvene the meeting at any time without further notice.

### *Actions of Committees*

7. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the By-Laws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

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### *Proxies*

8. A committee member may vote by proxy executed in writing by the committee member. No proxy shall be valid after 3 days from the date of its execution.

## **Article 15**

### **Transactions of the Corporation**

1. The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

### *Deposits*

2. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors select.

### *Gifts*

3. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or plan for the purposes of the Corporation.

### *Potential Conflicts of Interest*

4. The Corporation shall not make any loan to a director or officer of the Corporation. A director, officer, or committee member of the Corporation may transact business with the Corporation except as otherwise provided by the By-Laws, Articles of Incorporation, and all applicable laws. A person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not transact business with a director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not transact business with a director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction. The Corporation shall not borrow money under any circumstances.

## **Article 16**

### **General Provisions**

#### **Legal Authorities Governing Construction of By-Laws**

1. The By-Laws shall be interpreted in accordance with the laws of the State of Texas. All references in the By-Laws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.



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### *Legal Construction*

2. If any By-Law provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the By-Laws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the By-Laws.

### *Headings*

3. The headings used in the By-Laws are used for convenience and shall not be considered in construing the terms of the By-Laws.

### *Parties Bound*

4. The By-Laws shall be binding upon and inure to the benefit of the directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the By-Laws.

### *Indemnification*

5. Any present or future director or officer of the Corporation shall be indemnified by the Corporation against reasonable costs, expenses and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such director or officer or his legal representative may be made a party by reason of being or having been such director or officer; provided, (1) said action, suit or proceeding shall be prosecuted against such director or officer or against his legal representative to final determination, and it shall not be finally adjudged in said action, suit or proceeding that he or she had been derelict in the performance of his duties as such director or officer; or (2) said action, suit or proceeding shall be settled or otherwise terminated as against such director or officer or his legal representative without a final determination on the merits, and it shall be determined by a majority of the Board who are not parties to such action, suit or proceeding, though less than a quorum (or at the option of the Board, by a disinterested person or persons selected by the Board for that purpose) that said director or officer had not in any substantial way been derelict in the performance of his duties as charged in such action, suit or proceeding.