

**BYLAWS**  
**of**  
**ADAPTIVE TRACK & FIELD OF THE U.S.A.**  
**Version 8**  
**November 2019**



**Published by authority of the Board of Directors**  
**of**  
**Adaptive Track & Field of the U.S.A. Inc.**  
**Philip C. Galli, Chairperson**

T A B L E O F C O N T E N T S

INTRODUCTION.....	3
REVISION HISTORY.....	4
ARTICLE I OFFICES .....	6
ARTICLE II PURPOSES, AIMS AND OBJECTIVES .....	7
ARTICLE III MEMBERSHIP .....	8
ARTICLE IV MEETINGS.....	9
ARTICLE V BOARD OF DIRECTORS.....	10
ARTICLE VI OFFICERS.....	14
ARTICLE VII EXECUTIVE COMMITTEE .....	16
ARTICLE VIII COMMITTEES.....	16
ARTICLE IX CONTRACTS, CHECKS, DEPOSITS AND FUNDS.....	27
ARTICLE X CONFLICTS OF INTEREST .....	27
ARTICLE XI CERTIFICATES OF MEMBERSHIP .....	28
ARTICLE XII BOOKS AND RECORDS .....	28
ARTICLE XIII DUES.....	29
ARTICLE XIV CORPORATE SEAL .....	29
ARTICLE XV FISCAL YEAR.....	29
ARTICLE XVI INDEMNIFICATION AND INSURANCE .....	30
ARTICLE XVII WAIVER OF NOTICE .....	31
ARTICLE XVIII AMENDMENTS.....	31

## INTRODUCTION

This booklet contains the complete text of the Bylaws of Wheelchair Athletics of the United States Of America, Inc. (NWAA) doing business as Adaptive Track & Field of the U.S.A., Inc. (ATFUSA), the National Governing Body for Junior U14 and Master Athletes in the USA. To determine which version you have and the date, please refer to the table on the following page. As each revision is made, it will be added to the table.

The content of this booklet is the property of Adaptive Track & Field of the U.S.A., Inc.(ATFUSA), a State of Texas nonprofit Corporation. Adaptive Track & Field of the U.S.A., Inc. is a member organization of Adaptive Sports, U.S.A., a Group E member of the United States Olympic Committee. All rights are reserved under United States, Pan-American and International Copyright and Service Mark conventions. By virtue of possession of a complete and unaltered copy of these Bylaws, a limited license to copy is hereby granted to the possessor of this material under the following restrictions and conditions:

1. Absolutely no alterations are allowed in the content of these Bylaws except as authorized by authority of the Board of Directors of Adaptive Track & Field of the U.S.A., Inc.
2. All information contained in this booklet, including this page, must be copied and distributed exactly as it was received by the holder.
3. No charge may be made for the material contained in this booklet. A reasonable charge may be made to cover costs of copying and duplication costs.

A couple of final thoughts and explanation of terms:

1. This copy of our Bylaws should, by no stretch of the imagination, be considered a finished document. There are probably any number of mistakes and omissions. Almost all of us are volunteers, after all, and devote time and effort to adaptive sports as a labor of love, receiving no pay or compensation of any type. Unfortunately, this means that the effort gets shoehorned into any spare time left over from earning a living, taking care of the house and family, etc. If you note any errors, typos, omissions, etc., please jot them down and give or send them to the Chairperson or any member of the Board of Directors.
2. The term **Mail** in this document has changed with the years. It now means physical mailing or Electronic mailing if the intent to send and record “post marked” dates are available.
3. The term **Meeting** in this document can mean Physical, Conference Call, or Video Call.

We plan to update the Bylaws as time and effort permit and any errors reported will be corrected. Each member of the Board of Directors will receive a copy of the Bylaws. Athletes, coaches and other interested persons may receive a copy.

## REVISION HISTORY

- Version 1:** 1988 - Original Bylaws for the legal name - Wheelchair Athletics of the United States Of America, Inc. (NWAA) as filed with the State of Texas.
- Version 2:** May, 1989 - Added Nominations and Elections Committees as per request of NWAA Credentials Committee..
- Version 3:** November 1, 1990 - Added Standing Sport Committees and Standing Administrative Committees as per mail ballot approved by general membership. Added Article XVI, Section A as per mail ballot approved by general membership. Added general rewording for clarification. Added Section C to Article XVI as per B.O.D. under Article XVI, Section B.
- Version 4:** November 12, 1990 - Housekeeping Revisions. Changed references to ISMGF to ISMWSF to reflect name change, renumbered pages as necessary as per Article XVI, Section C.
- Version 5:** August, 1993 - Added NWAA Liaison Committee as per B.O.D. under Article XVI, Section 6. Renumbered pages as necessary as per Article XVI, Section C.
- Version 6:** May, 1997 - General Revision by Board of Directors under authority of Article XVIII, Section B. Changed 7 Athletics to Track & Field. Specified aims & objectives. Decreased size of B.O.D. from 25 to 15. Expanded descriptions of duties of Officers. Eliminated Nominations; Regional Officers; International Competition; Awards, Logos & Medals; Officials; Coaching Education committees. Added Juniors Committee, Realigned committee structure & duties. Renumbered pages & Articles, Sections, etc. as necessary under authority of Article XVIII, Section C.
- Version 7:** November 2007 - Update which changed the Doing Business As (DBA)name to wheelchair Track and Field USA
- Version 8:** November 2019 – General Revision by Board of Directors under authority of Article XVIII, Section B
- Eliminated roles no longer provided by ATFUSA.  
IE: Classification, International Team Management, ETC which are now governed by US Paralympics or ASUSA for the IWAS Junior Trips).
  - Global name change to Adaptive Track and Field USA.
  - Board Size adjusts from 15 to 11-15 and Roles.
  - Elimination of the second Vice-Chairman position which was not filled for the past 12 years,

- **Realigned years MAL roles are filled to align with the current actual years roles are filled.**
- **Moved Athlete Rep term to start in Year 4 of Quad. To align with current board terms.**

## BYLAWS OF ADAPTIVE TRACK AND FIELD USA, INC.

- A. 12/30/1988 Filing #109973601, Texas Domestic Nonprofit Corporation;;  
Tax ID #30113240912,  
hereinafter referred to as the "Corporation"  
Doing Business As; Adaptive Track & Field USA (ATFUSA)

### ARTICLE I OFFICES

- A. PRINCIPLE AND BUSINESS OFFICES. The principle office of the Corporation in the State of Texas:  
1475 W. Grey St. #161,  
Houston, County of Harris, Tx. 77019-4926.

The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

- B. REGISTERED OFFICE. The Corporation shall have and continuously maintain in the State of Texas, a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

– The current Registered Agent mailing address is

ATFUSA  
c/o Wendy Gumbert  
14900 Ranch Road 12  
Wimberly Tx, 78676

## **ARTICLE II**

### **PURPOSES, AIMS AND OBJECTIVES**

- A. **PURPOSE.** Adaptive Track and Field USA is a non-profit corporation designed to foster and promote the development of the sports of track, field and long distance racing in both their recreational and competitive natures. The Corporation is organized and operated to foster National and International amateur sport competition within the meaning of section 501(c)3 of the Internal Revenue Code.
- B. **AIMS AND OBJECTIVES.**
1. To perpetuate, improve and extend the sports of track, field and long distance racing in the U.S.A.
  2. To stimulate the interest of people in healthy sports participation through track, field and long distance racing.
  3. To supervise and administer continuing track, field and long distance racing programs for all age groups for the purpose of stimulating interest and developing athletes through careful preparation and planning, utilizing new or existing facilities, resources and coaching.
  4. To unify and coordinate the efforts of those interested in promoting track, field and long distance racing and to permit all interested parties to have a vote in the development of these sports in the U.S.A.
  5. To develop programs to field competitive teams to represent the U.S.A. at International competitions with the express goal of maximizing the number of medals won in wheelchair track, field and long distance racing.

## **ARTICLE III MEMBERSHIP**

- A. **CLASSES OF MEMBERS.** The Corporation shall have two classes of members; Individual Members and Organizational Members.
- B. **ADMISSION OF MEMBERS.** Individual Members shall be admitted to the Corporation upon written application and payment of dues in such form and amount as from time to time may be determined by the Board of Directors. Organizational Members shall be admitted to the Corporation upon written application, a determination by the Board of Directors that admission of the prospective Organizational Member will further the purposes of the Corporation, and payment of dues in such form and amount as from time to time may be determined by the Board of Directors.
- C. **VOTING RIGHTS.** Each Individual and Organizational Member shall be entitled to one vote on each matter submitted to a vote of the members.
- D. **TERMINATION OF MEMBERSHIPS.** The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after notice and appropriate hearing, and may, after notice and hearing, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XI1 of these Bylaws.
- E. **RESIGNATION.** Any member may resign by filing a written resignation with the Secretary of the Corporation, but such resignation with the Secretary shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid, and the Corporation shall not be liable to return any dues, assessments or other charges in the event of such resignation.
- F. **REINSTATEMENT.** Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of all of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.
- G. **TRANSFER OF MEMBERSHIP.** Membership in this Corporation is not transferable or assignable.



## **ARTICLE IV MEETINGS**

- A. **ANNUAL MEETINGS.** An annual meeting of the members shall be held each year in conjunction with the Adaptive Sports USA Annual Member Assembly for the purpose of transacting such business as may come before the meeting. Such a meeting could be a meeting in one place with the Board members present or via telephone or via electronic communications with direct time capability. The Board of Directors shall set the date, time and place of the annual meeting. Election of a portion of the Directors shall take place yearly commencing with **1988**.
- B. **SPECIAL MEETINGS.** Special meetings of the members may be called by the Board of Directors, or not less than one-tenth of the members having voting rights.
- C. **PLACE OF MEETING.** The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any Corporate action may be taken.
- D. **NOTICE OF MEETINGS.** Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten **(10)** nor more than fifty **(50)** days before the date of such meeting, by or at the direction of the Chairperson, or the Secretary. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice if mailed. The notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.
- E. **INFORMAL ACTION BY-MEMBERS.** Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.
- F. **QUORUM.** The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

## **ARTICLE V BOARD OF DIRECTORS**

- A. **GENERAL POWERS.** The affairs of the Corporation shall be managed by its Board of Directors, and all the rights, and control of this Corporation's property and affairs are vested in the Board of Directors. These powers exist in the Directors meeting as a group and not in individual Directors, except as delegated by the Board. The Directors have a duty to exercise care and prudence in the administration of the affairs of this Corporation and are responsible for disbursing the funds and property received by the Corporation only for the purposes for which they were received. Directors need not be residents of the State of Texas. The Board shall:
1. Require a regular accounting of all funds disbursed by the Corporation;
  2. Transact the business and administer the affairs of the Corporation;
  3. Require all income from activities of the Corporation and all income from other sources, except as may be provided for in the Constitution and Bylaws, to be deposited into the general fund;
  4. Adopt a budget for the ensuing fiscal year prior to the end of any current fiscal year;
  5. Adopt regulations and procedures providing for expenditure of Corporation funds, conduct of all association sanctioned events and tournaments, and distribution of the income of the Corporation;
  6. Arrange for bonding of the Officers of the Corporation charged with the handling of funds;
  7. Provide for the various accounts and arrange for the auditing of them;
  8. Designate who shall represent the Corporation in any National or International association with which it may affiliate and
  9. Sanction the participation of any National team or individual to represent the U.S.A. in any track, field or long distance racing International competition.
- B. **NUMBER, TENURE AND QUALIFICATIONS.** The number of Directors shall be 11-15. The members of the Executive Committee (who shall be the Officers of the Corporation as specified in Article VI) shall consist of the Chairperson, Secretary, Treasurer, and ~~two (2)~~ Vice Chairpersons who shall be the Chairpersons of the Membership and Business Development Committees. These members of the Executive Committee shall be elected by mail ballot of the general membership.

Chairperson of the Athletes' Advisory Committee, who shall be elected by the athlete membership only.

Additional Directors shall include at-large Directors elected by mail ballot of the general membership.

- Chairpersons of the Track, Field, Pentathlon, Long Distance Racing, CP, High School, Classification, and Official Committees shall be appointed by the Chairperson, ATFUSA with the approval of the Board of Directors.
- The directors representing Juniors and Masters shall be appointed by the Chairperson, ATFUSA, with the approval of the Board of Directors. Directors must be members of the Corporation.

- C. **REGULAR MEETINGS.** A regular meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately before, and at the same place as, the annual meeting of the National Member Assembly of Adaptive Sports, U.S.A. The Board of Directors may provide by resolution of the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.
- D. **SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any two Directors. The person or persons calling a special meeting of the Board may fix any place, either within or without the State of Texas, as the place for holding any such special meeting.
- E. **ELECTION AND TERM OF OFFICE.** The Officers of the Corporation shall be elected between October **1** and December 31 each year with the elected Directors elected by a plurality of the returned ballots from the general membership. Each Director shall hold office for four **(4)** years beginning-January **1** of the year following the election. Officers shall serve staggered terms of four **(4)** years.

Election term starting by Olympic Quadrennium Year:

- 1) Chairperson, ATFUSA,  
Member-At-Large (MAL), Track,  
MAL, Field/Pentathlon,
- 2) Vice Chairperson  
(MAL) – High School  
MAL - ?
- 3) Secretary  
MAL – Records  
MAL - ?  
MAL - ?
- 4) Treasurer  
Athlete Rep  
MAL – CP  
MAL – HS  
MAL – Master

MAL positions not mentioned above for Long Distance Racing, Officials, Liaison to Classification, Liaison to ASUSA’s Junior Committee are filled by any board member depending on the year.

New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his all have been duly elected and shall have qualified.

- F. **NOTICE.** Notice of any special meeting of the Board of Directors shall be given at least seven **(7)** days previously There to by written notice delivered personally or sent by mail or electronic communication to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If

said notice is given by electronic communication, such notice shall be deemed to be delivered when the electronic communication is sent. Any Director may waive notice of any meeting. The attendance of a Director may constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

- G. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- H. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.
- I. VACANCIES. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.
- J. COMPENSATION. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.
- K. INFORMAL ACTION BY DIRECTORS. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.
- L. RESIGNATION AND REMOVAL. Any Director may resign at any time by delivering a written resignation to the Board of Directors. The acceptance of such a resignation shall not be necessary to make it effective (unless acceptance is made a condition of the resignation). Any Director may be removed at any time for cause, including conduct injurious to the best interests of the Corporation, by the affirmative vote of two-thirds of all of the Directors, provided that the notice of the meeting where such action is taken specifies that one of the items on the agenda for said meeting shall be the proposed removal of such Director
- M. ATTENDANCE AT BOARD MEETINGS. A Director who has missed three (3) consecutive regularly scheduled meetings of the Board without delivering a satisfactory explanation

through another Director to the Board prior to such meetings, may be removed by the affirmative vote of a majority of the Directors present at any meeting.

## **ARTICLE VI OFFICERS**

- A. OFFICERS. The Officers of the Corporation shall be the Chairperson, ~~two (2)~~ Vice Chairpersons (who shall serve as the Chairpersons of the Business Development Committee and of the Membership Committee), the Secretary, and the Treasurer.
- B. DUTIES OF THE OFFICERS.
1. Duties of the Chairperson, ATFUSA:
    - a. Preside as Chairperson of the Board at all meetings of the Board of Directors.
    - b. May call special meetings of the Board at any time with proper notification as specified in Article V, Section F.
    - c. Review any invoices or requests for expenditures of Corporation funds and verify that such invoices or requests for expenditures meet such guidelines as have been set by the Board of Directors and are consistent with the interests and goals of the Corporation.
    - d. Approve any requests for expenditure of Corporation funds and, once approved, shall forward such requests to the Treasurer for review, approval, payment, development or further action.
    - e. Monitor actions taken by the Board to determine if such actions have been implemented and shall inform the Board of any failure of implementation.
    - f. Preside at all National meetings of the general membership.
    - g. Annually shall present, a report regarding the condition of ATFUSA, and a report regarding business affairs, including a statistical report on membership.
    - h. Act as the communication link between ASUSA and the ATFUSA Board of Directors. Read the communications and attend to all correspondence Between ASUSA & ATFUSA or delegate such tasks as needed, but carefully preserve the same for his successor.
  2. Duties of the Vice Chairperson:
    - a. During the absence or inability of the Chairperson, ATFUSA to perform his duties or exercise powers, the same shall be executed and performed by the Vice Chairperson. When so doing, the Vice Chairperson shall have all the powers and be subject to all the responsibilities given to or imposed on the Chairperson, ATFUSA. Should the elected Vice Chairperson be unable to fulfill the duties of the Chairperson, ATFUSA, the task shall fall to either the Treasurer or the Secretary by approval of the Board
  3. Duties of the Secretary:
    - a. Serve as the Recording Officer for ATFUSA and is the nominal custodian of the records of the Corporation.
    - b. Keep records of the meetings of the Board of Directors and of the meetings of the Executive Committee.
    - c. Mail to each Board member a copy of the minutes of the meeting of the Board of Directors or the Executive Committee no later than thirty (30) days after the meeting.

- d. Keep a current list of members' names/addresses/Emails and provide a copy of the same to the Chairperson, ATFUSA.
4. Duties of the Treasurer:
- a. Have care and custody of all the Corporation's funds.
  - b. Keep accurate records of all monies received and disbursed and shall immediately deposit any monies received.
  - c. At the annual meeting of the Board of Directors as specified in Article V, Section C, he shall present to the Board a complete list of transactions of his office for the preceding year.
  - d. Review any invoices' or requests for expenditures of Corporation funds received from the Chairperson of ATFUSA and verify that such invoices or requests for expenditures meet such guidelines as have been set by the Board of Directors and are consistent with the interests and goals of the Corporation.
  - e. After such review, the Treasurer shall approve any invoices or requests for expenditures of Corporation funds and shall pay or arrange for payment of such obligations.
- C. REMOVAL AND RESIGNATION. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in it's judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed. Any Officer may resign at any time by giving written notice to the Corporation.
- D. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

## **ARTICLE VII EXECUTIVE COMMITTEE**

- A. **Composition:** The Executive Committee shall consist of the Officers of the Corporation as specified in Article V.
  
- B. **Duties of the Executive Committee:** The Executive Committee shall function between meetings of the Board of Directors to act on those emergency matters which are ordinarily within the purview of the Board of Directors and which require resolution prior to the next regularly scheduled meeting of the Board of Directors. In addition to emergency matters, the Executive Committee shall be authorized to:
  - 1. Approve variations in expenditures within the annual budget and approve expenditures of budgeted contingency funds;
  - 2. Approve submissions of grant applications;
  - 3. Approve the agenda for all meetings of the Board of Directors notwithstanding any provisions of the Constitution or of these Bylaws;
  - 4. Perform other duties as may be assigned by the Constitution or Bylaws or by the Board of Directors.
  
- C. **Review by the Board of Directors:** Actions of the Executive Committee shall be reviewed by the Board of Directors at the annual meeting held before and at the same place as the National Member Assembly of Adaptive Sports USA (ASUSA). The Board of Directors may ratify or amend any decision of the Executive Committee.
  
- D. **Meetings:** The Executive Committee shall meet at a time and place as determined by the Chairperson, ATFUSA, with the approval of a simple majority of the members of the Executive Committee. The Executive Committee may meet via teleconference or electronic communication with direct time capability.

## **ARTICLE VIII COMMITTEES**

The Board of Directors may establish such committees as it deems necessary to carry out the duties of the Board. No committee thus appointed shall have the authority to amend, alter or repeal the Bylaws; to elect, appoint or remove any Officer or Director; to amend the Articles of Incorporation; to adopt a plan of merger, consolidation, or dissolution; or to amend, alter or repeal any resolution of the Board of Directors which by its terms provide that it shall not be amended, altered or repealed by such committee. The members of each committee shall be appointed by the Chairperson of ATFUSA subject to the approval of the Board of Directors. The Board of Directors shall, by resolution, provide for the rules of operation for each committee established. In addition to the membership requirements as stated hereinafter, the Chairperson of each committee shall, with the approval of the Chairperson of ATFUSA, have the authority to appoint such additional members as may be necessary to carry out the responsibilities of the committee.



- A. STANDING SPORT COMMITTEES. The following committees are recognized as Standing Sport Committees:
1. Men's & Women's Track
  2. Men's & Women's Field/Pentathlon
  3. Men's & Women's Long Distance Racing
1. Duties: Each of the above Standing Sport Committees shall operate in the following manner:
- a. Regional Competitions: Each Standing Sport Committee shall:
    - 1) Actively encourage ASUSA to further develop local and Regional events;
    - 2) Assist Local Organizing Committees (LOC) with technical aspects of events as requested;
    - 3) Assist in publicizing and promoting the programs, activities and operations of ATFUSA at the Regional level.
  - b. Championships: Each Standing Sport Committee shall:
    - 1) Have jurisdiction over the National Championships in the particular sport it controls, and shall institute, locate, conduct and manage all such Championships via the Local Organizing Committee (and the Site Selection Committee of ASUSA if the ATFUSA National Championships are held in a multisport event);
    - 2) Award Championship events for its sports in competitions;
    - 3) Have the right to reject any official or entries for competitions (if deemed objectionable) at any National Championship, and may delegate this right to a subcommittee;
    - 4) Have the right to appoint subcommittees, whose members need not be members of the Standing Sport Committee, to manage, but not conduct the various Championships;
    - 5) Work with the Support Personnel Committee to approve officials for Championships and International meets involving its sport;
    - 6) Work with the Support Personnel Committee to develop guidelines for Championship events and
    - 7) Review National qualifying times, distances and performances on an annual basis as compared to actual performances for that year and to formulate qualifying standards which shall be available no later than December 15 for the following year.
  - c. International Competition Activities: Each Standing Sport Committee shall:
    - 1) Coordinate, in cooperation with the International Games Preparation Committee (IGPC) of ASUSA, International multisport events;
    - 2) Recommend candidates to US Paralympics for nomination to serve on World Para Athletics or National Technical Committee;
  - d. Executive Committee: Each Standing Sport Committee shall have the right to establish an Executive Committee to perform its duties between annual

meetings. The constituency of such Executive Committees shall be within the discretion of that Standing Sport Committee. However, at least one-third **(1/3)** of its membership shall consist of individuals whose vocation includes the administration or coaching of track and field.

- e. General: Each Standing Sport Committee shall:
  - 1) Except upon majority vote of those present, allow the attendance at its meetings of adaptive track & field coaches, officials, or representatives of any group engaged in the sport, allowing such invitees voice but no vote.
  - 2) Promote and develop activities related to its sport.
- 2. Chairperson: Each standing Sport committee shall have a Chairperson appointed by the Chairperson, ATFUSA with the approval of the Board of Directors.
- 3. Composition: The makeup of the Committee should include an active athlete (involved in the sport in the past five (5) years as well as input from a cross section of the members, i.e. Elite, Juniors, Masters and Support Personnel Committee.

## B. STANDING ADMINISTRATIVE COMMITTEES

### 1. ATHLETES' ADVISORY COMMITTEE

- a. Duties and Responsibilities. The committee shall:
  - 1) Serve as a source of reference, opinion, and advice to the Chairperson, ATFUSA, the ASUSA Office and the Board of Directors about current and contemplated policies of ATFUSA and in all matters relating to athletes and athletes' rights;
  - 2) Appoint or elect athletes' representatives to ATFUSA committees when empowered to do so by these Bylaws;
  - 3) Encourage and foster the representation and active participation of athletes at the meetings of ATFUSA, its Board of Directors and its committees, and at all other levels of decision-making within ATFUSA and in the sports of Track & Field;
  - 4) Actively seek input from active athlete members;
  - 5) Provide input to other Committees to enhance athletes' abilities to achieve their maximum performance in athletic competition and
  - 6) Adopt operating rules to assist the committee in carrying out its duties and responsibilities.
- b. Elections: The committee Chairperson shall be elected by the athlete members of ATFUSA at the same time as the Chairperson of ATFUSA.
- c. Officers: The Committee may elect other officers as it deems necessary.
- d. Composition: The committee, appointed by the Chairperson, should consist of at least one (1) active athlete in each of the following categories:
  - 1) Track (100 m. through 1500 m.)
  - 2) Field/Pentathlon
  - 3) Long Distance Racing (over 5000 m. through Marathon)
  - 4) Masters representative
  - 5) Juniors representative (Class D)

6) Other at-large members as the Chairperson deems necessary.

2. ATHLETE DEVELOPMENT COMMITTEE

- a. Duties and Responsibilities. The committee shall:
  - 1) Investigate, stimulate, plan, and promulgate programs on a broad basis to provide for the overall development of (a) training and competitive facilities and (b) equipment and skills
  - 2) Perform the above activities to develop the maximum number of athletes from the novice to world-class levels.
- b. Term: The Chairperson of the Committee shall be appointed by the Chairperson of ATFUSA. The members of the Committee shall serve for the four (4) years of the Olympic quadrennium
- c. Composition: The committee shall consist of at least one (1) representative from each of the following categories:
  - 1) Track
  - 2) Field/Pentathlon
  - 3) Long Distance Racing
  - 4) Masters representative
  - 5) Juniors representative
  - 6) Other at-large members as the Chairperson deems necessary.

3. BUSINESS DEVELOPMENT COMMITTEE

- a. Duties and Responsibilities: The committee shall:
  - 1) Promote and publicize ATFUSA as an organization;
  - 2) Advise the officers and Board with respect to current marketing and media practices and policies and recommend new concepts for the development of sources of revenue;
  - 3) Establish quality control standards in connection with licensing of ATFUSA marks on any merchandise and/or Track & Field equipment supplied to ATFUSA under a sponsorship or supplier agreement;
  - 4) Prepare and distribute press releases and articles about ATFUSA athletes and their performances;
  - 5) Supervise development and execution of all collateral pieces developed by ATFUSA;
  - 6) Be responsible for fostering the closest relationships between ATFUSA and public or private organizations such as corporations, government agencies and academic institutions which may assist in the development of Adaptive Sports through contributions of cash, facilities, personnel or the provision of programs which benefit ATFUSA;
  - 7) Recommend fundraising policies and policy changes to the Board of Directors which address such issues as ATFUSA image projected through fundraising activities, variety of funding sources and acceptable methods and sources of solicitation and
  - 8) Identify potential sources of support and introduce key corporation and foundation contacts to the organization and/or Executive Director.

- b. The Chairperson of the Business Development Committee will also serve as a Vice Chairperson of the Corporation and shall be elected by the general membership to begin serving the second year of the quadrennium.
  - c. Composition: The makeup of the Committee should include an active athlete (involved in the sport within the past five (5) years) as well as input from a cross section of the members, i.e. Elite, Juniors, Masters, and Support Personnel Committee.
4. COMMUNICATIONS COMMITTEE:
- a. Duties and Responsibilities: The Committee shall:
    - 1) Work with the Business Development Committee to promote and publicize ATFUSA as an organization;
    - 2) Work with the Business Development Committee to prepare and distribute press releases and articles about ATFUSA athletes and their performances;
    - 3) Edit and produce a newsletter;
    - 4) Act as Official Spokesperson for ATFUSA.
  - b. Composition: The Chairperson shall be appointed by the Chairperson of ATFUSA with the approval of the Board of Directors. The makeup of the Committee should include an active athlete (involved in the sport within the past five (5) years as well as input from a cross section of the members, i.e. Elite, Juniors, Masters and Support Personnel Committee.
5. MEMBERSHIP COMMITTEE
- a. Duties and Responsibilities: The committee shall:
    - 1) Consider, develop and recommend to ATFUSA proposals concerning types of members, qualification criteria for membership and fees and other related matters;
    - 2) All applications for membership in ATFUSA shall be maintained by the committee and shall be subject to its review;
    - 3) Provide certification of members through the creation of membership applications in cooperation with ASUSA;
    - 4) The committee shall be empowered to require periodic updating of such applications for ensuring that members maintain the minimum membership standards during the period of their membership in ATFUSA. If any member fails to maintain such standards, the committee shall report that to ATFUSA and may include in such a report a recommendation of appropriate action and
    - 5) Work with the Athletes' Advisory Committee for generation and retention of members.
  - b. Composition: The makeup of the Committee should include an active athlete (involved in the sport within the past five (5) years) as well as input from a cross section of the members, i.e. Elite, Juniors, Masters and Support Personnel Committee.

6. SUPPORT PERSONNEL COMMITTEE

a. Coaches Development Sub Committee

- 1) Duties and Responsibilities: The Sub Committee shall:
  - a) Define and develop curricula for the training and education of coaches in the sports of Track & Field;
  - b) Develop and monitor a certification program to augment the educational system;
  - c) Create the appropriate materials and manuals to assist the instructors and trainees;
  - d) Coordinate, develop and administer the seminars and clinics to train the necessary instructors for the educational system;
  - e) Evaluate methods of the educational system;
  - f) Coordinate the above activities with all interested committees of ATFUSA, including, but not limited to, the Athlete Development Committee;
  - g) Serve as a liaison between ATFUSA and US Paralympics, USATF, the ACEP and other coaching education programs and
  - h) Have the right to create sub committees and an executive committee to carry out it's duties and responsibilities.
- 2) Composition: The Sub Committee shall consist of the Chairperson as appointed by the Chairperson of ATFUSA with the approval of the Board of Directors and other members as the Chairperson deems necessary.

b. Officials Development Sub Committee

- 1) Duties and Responsibilities: The Sub Committee shall:
  - a) Certify, train and generally supervise Officials of Track & Field;
  - b) Establish and monitor the overall requirements for the training and certification of officials;
  - c) Develop and encourage the use of standardized uniform attire to be worn when officiating;
  - d) Request, when appropriate, advice and reports from Regional Officials' Committees concerning the training, certification and other activities that they are conducting;
  - e) Provide each Regional Officials' Committee with forms, examinations, clinic programs and other materials or "know-how" to assist the Regional Officials' Committee in carrying out it's duties;
  - f) Develop criteria for the ATFUSA Site Selection Committee for specific requirements for hosting National Championships;
  - g) Work with the Standing Sports Committees to develop and make available forms to be used when applying to have competitions sanctioned by ATFUSA;
  - h) Review and recommend either approval or disapproval of all applications for sanctioning of meets by ATFUSA;
  - i) Supply the ASUSA National office with copies of all approved as well as all disapproved applications for sanctioning;

- j) Work with the Local Organizing Committee of the National Championships to provide qualified officials for each sport area and
  - a. Work with International referees to ensure that USA National Level Officials are afforded the opportunity to advance to International ranking. - Composition: The Chairperson shall be appointed by the Chairperson of ATFUSA with the approval of the Board of Directors. The makeup of the Committee should include an active athlete (involved in the sport within the past five (5) years) as well as input from a cross section of the members, i.e. Elite, Juniors, Masters, and Support Personnel Committee.

## 7. MASTERS COMMITTEE

- a. Duties and Responsibilities: The Committee shall:
  - 1) Have jurisdiction over the National and Regional Championships in the age group it controls and shall institute, locate, conduct and manage all such Championships. These Championships may take place as part of the ATFUSA adult Championships;
  - 2) Award Championships events for its sports;
  - 3) Have the right to reject any entries for competitions (if deemed objectionable) at any National Championship, and may delegate this right to a sub committee;
  - 4) Have the right to appoint sub committees, whose members need not be members of the Master's Committee to manage, but not to conduct, the various Championships and
  - 5) Recommend officials for Championships and International meetings involving its age group.
- b. Domestic competition: The Master's Committee shall approve, based on the recommendation of the Sanctioning Committee, sanctioning of competitions and take appropriate action in the case of any sanctioning dispute.
- c. General: The Masters Committee shall:
  - 1) Except upon majority vote of those present, allow the attendance at its meetings of Adaptive track & field coaches, officials or representatives of any group engaged in the sport, allowing such invitees voice but no vote and
  - 2) Promote and develop activities which relate to its age group.
- d. Composition: The Chairperson shall be appointed by the Chairperson of ATFUSA with the approval of the Board of Directors. The makeup of the Committee should include members from both the medical (physicians, nurses and occupational and physical therapists) and technical (coaches and officials) aspects of the sport.

- e. Jurisdiction: Master athletes shall be those athletes who, being members of ATFUSA, are at least Thirty-Five (35) years of age on the date of competition. Athletes who choose to compete as Adults (Open) must uniformly do so throughout a competition.

8. JUNIORS COMMITTEE

- a. Duties and Responsibilities: The Juniors Committee shall:
  - 1) Have jurisdiction over the National and Regional Championships in the age group it controls and shall institute, locate, conduct and manage all such Championships. These Championships may take place as part of the ATFUSA adult Championships;
  - 2) Award Championships events for its sports;
  - 3) Have the right to reject any entries for competitions (if deemed objectionable) at any National Championship, and may delegate this right to a sub committee;
  - 4) Have the right to appoint sub committees, whose members need not be members of the Juniors Committee to manage, but not to conduct, the various Championships and
  - 5) Recommend officials for Championships and International meetings involving its age group.
- b. Domestic competition: The Juniors Committee shall approve, based on the recommendation of the Sanctioning Committee, sanctioning of competitions and take appropriate action in the case of any sanctioning dispute.
- c. General: The Juniors Committee shall:
  - 1) Except upon majority vote of those present, allow the attendance at its meetings of Adaptive track & field coaches, officials or representatives of any group engaged in the sport, allowing such invitees voice but no vote and
  - 2) Promote and develop activities which relate to its age group.
- d. Composition: The Chairperson shall be appointed by the Chairperson of ATFUSA with the approval of the Board of Directors. The makeup of the Committee should include members from both the medical (physicians, nurses and occupational and physical therapists) and technical (coaches and officials) aspects of the sport.
- e. Jurisdiction: Junior athletes shall be those athletes who, being members of ATFUSA, are less than Twenty-Three (23) years of age on January 1 of the competitive year. Athletes who choose to compete as Adults (OPEN) must uniformly do so throughout a competition.

9. LIAISON COMMITTEE

- a. Duties and Responsibilities: The committee shall provide a forum for communication between ATFUSA and other affiliating organizations by:

- 1) Soliciting input from the membership and Board of Directors of ATFUSA, tabulating and condensing any concerns, questions and suggestions thus accumulated and presenting them to the other organizations and
  - 2) Appraising the Chairman and Board of Directors of ATFUSA of decisions and pending actions by other organizations which would affect ATFUSA and it's members.
- b. Term: The members of the committee shall serve for four (4) years beginning January 1 of the first year of the Olympic quadrennium and until such members' successors shall have been appointed by the Chairperson of ATFUSA and approved by the Board of Directors.
- c. Composition: The committee may consist of:
- 1) One (1) representative to ASUSA,
  - 2) Two (2) representatives to USATF,
  - 3) One (1) representative to the IWAS when the USA has representation to the IWAS and
  - 4) Other representatives as deemed necessary by the Board of Directors.

### C. AD HOC COMMITTEES

#### 1. NATIONAL GAMES COMMITTEE

- a. Duties and Responsibilities; The committee shall:
- 1) Work with the ATFUSA Site Selection Committee to develop and distribute bid guidelines to host National Championships;
  - 2) Review and recommend to the ATFUSA Board of Directors on all bids received to host National Championships;
  - 3) With the approval of the Board of Directors, develop the contract that shall exist between ATFUSA and the LOC (Local Organizing Committee) for single sport (Track, Field/Pentathlon and Long-Distance Racing) National Championships;
  - 4) Act as liaison between ATFUSA and the Local Organizing Committee to aid in preparation and execution of National Championships and
  - 5) In the case of combined multi sport National Championships will provide a technical delegate to ASUSA and the Local Organizing Committee for the conduct of the Track & Field portion of the ATFUSA Adult National Championships.
- b. Composition: The committee shall consist of the Chairpersons of the Standing Sports Committees (Track, Field/Pentathlon and Long-Distance Racing), the Chairperson of the officials Sub Committee and the Chairperson of the Athletes Advisory Committee or their respective designees.

#### 2. ELECTIONS COMMITTEE

- a. Duties and Responsibilities: Each year the Elections Committee shall propose a slate of Officers and Directors at least equal in number to the number of Officers and Directors whose terms of office expire in that year. The Chairperson of the Elections Committee shall ensure that all such nominees selected by his committee will be available to serve in the office for which they have been nominated if elected. At least forty-five (45) days prior to the date of the election, the Chairperson of the Elections Committee shall also cause nominations for office to be solicited from the general membership of ATFUSA



by direct mail or electronic solicitation, by insertion of such solicitation in newsletters received by the general membership or by such other method or methods approved by the Board of Directors which ensures that all members of ATFUSA have the opportunity to submit nominations.

- 1) Nominations from the general membership must be received by the Chairperson of the Elections Committee, properly seconded, at least thirty (30) days prior to the date of the election. Timely receipt of nominations from the general membership shall be determined by examination of the postmark there on, or by evidence of delivery to the Chairperson or his designee by hand, delivery service or electronic communication by the due date. Each nominator must ensure that his nominee has consented to accept the nomination and that said nominee will serve in the capacity for which he was nominated if duly elected.
- 2) The Chairperson of the Elections Committee shall be empowered, for reasons which to him seem sufficient, to accept nominations bearing a postmark date no later than five(5) calendar days after the due date as specified above. Upon receipt of all nominations in proper form, the Chairperson of the Elections Committee shall cause them to be tabulated and recorded. The Chairperson of the Elections Committee shall take steps, as necessary, to ensure that all nominations are treated alike with no distinction to be made between those nominees proposed by the Elections Committee and those nominations received from the general membership.
- 3) At least twenty-one(21)days prior to the stated date of election, the Chairperson of the Elections Committee shall cause mail ballots to be prepared and sent to each member entitled to vote. Such ballot shall be deemed to be delivered when ~~deposited in the United States Mail~~ addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid. All members are charged with the responsibility of voting their ballots promptly and returning them in such fashion as prescribed by the Chairperson of the Elections Committee. Timely receipt of members' mail ballots shall be determined by examination of the postmark thereon. The Chairperson of the Elections Committee shall be empowered to accept mail ballots bearing a postmark no later than fourteen (14) days after the stated date of election if he has knowledge that such ballots were mailed late or otherwise delayed in reaching members. The Chairperson of the Elections Committee must be prepared to defend to the Board of Directors any such delay or extension granted under this paragraph and be prepared to prove that denial of such extension would have been unfair to the membership. If such delay or extension proves necessary, the results of said election shall be ratified as if such election and tabulation of results took place as originally scheduled. The Chairperson of the Elections Committee shall appoint tellers from the membership of the committee or an independent law or accounting firm or CPA to tabulate and count

the ballots received and shall forward the results thereof to the Chairperson of ATFUSA and the Board of Directors. The original ballots received shall be sealed in the presence of or with the knowledge of no fewer than two members of the Elections Committee or by the independent firm or CPA and shall be retained in seal by the Chairperson of the Elections Committee for no less than one (1) year. The Chairperson of ATFUSA, shall, upon receipt of the election results in proper form, publish and declare the results as soon as may be practical, in no event later than thirty (30) days following receipt of the results.

- b. Composition: The Chairperson and one other member of the organization shall be appointed by the Chairperson of ATFUSA with the approval of the Board of Directors.

### **3. LAW AND LEGISLATION COMMITTEE**

- a. Duties and Responsibilities: The committee shall:
  - 1) Receive recommendations and proposed amendments to the Bylaws from the general membership during the membership year;
  - 2) Consider and present, in proper form for action, all proposed amendments- to the Bylaws and Operating Regulations of ATFUSA and may make recommendations thereon;
  - 3)** Review such proposals for amendments and, where such proposals would cause these Bylaws to conflict with any State and/or Federal law or to be in conflict with any stated goal or proxy of the IPC, the US Paralympics, IWAS, Adaptive Sports USA (ASUSA) or ATFUSA, shall be empowered to return such proposals to the proposers with no action taken. It is to be explicitly understood that the Law and Legislation Committee has no absolute veto authority in this situation. The committee must state specific reasons for rejection of the proposal and must be prepared, where appropriate, to offer suggestions to the proposer which would allow the proposer to rewrite his proposal in a more appropriate fashion. Proposals meeting the criteria - discussed herein shall be forwarded to the Chairperson, ATFUSA to be handled in accordance with the provisions of Article XVIII of these Bylaws.
  - 4) Have the authority to propose amendments to the Bylaws and Operating Regulations of ATFUSA.
- b. Composition: The Committee shall consist of the Chairperson as appointed by the Chairperson of ATFUSA with the approval of the Board of Directors and such other members as the Chairperson deems necessary.

## **ARTICLE IX**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

- A. **CONTRACTS.** The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- B. **CHECKS, DRAFTS, ETC.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall:
  - i. Be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
  - ii. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and "countersigned by the Chairperson or a Vice chairperson of the Corporation.
- C. **DEPOSITS.** All funds of the Corporation shall be deposited from-time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.
- D. **GIFTS.** The Board of Directors may accept on behalf of the Corporation any donation, contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.
- E. **COMPENSATION OF EMPLOYEES OF THE BOARD.** The Board of Directors or a duly authorized committee of the Board of Directors shall fix the salaries and other compensation of the employees or other agents of the Corporation.

## **ARTICLE X**

### **CONFLICTS OF INTEREST**

No Officer or Director of the Corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by the Corporation, nor in any contract for furnishing services or supplies to the Corporation, unless such contract is authorized by a majority vote of the Board of Directors at a meeting at which the presence of such interested person is not necessary for establishing a quorum or for obtaining a majority vote, and the fact and nature of such interest is fully disclosed or known to the Directors present at the meeting at which such contract shall be authorized.

## **ARTICLE XI**

### **CERTIFICATES OF MEMBERSHIP**

- A. **CERTIFICATES OF MEMBERSHIP.** The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. This provision shall not be construed to require such issuance. Such certificates, if authorized, shall be signed by the Chairperson or Vice Chairperson and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the Corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.
  
- B. **ISSUANCE OF CERTIFICATES.** When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section A of Article XI.
  
- C. Currently the membership is being managed by Adaptive Sports USA. Becoming a member of Adaptive Sports USA and designating Track and Field signifies a membership to ATFUSA. Member certificates are issued by ASUSA.

## **ARTICLE XII**

### **BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time during customary hours of operation of the principal office of the Corporation.

## **ARTICLE XIII DUES**

- A. **ANNUAL DUES.** The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members.
  
- B. **PAYMENT OF DUES.** Dues shall be payable in advance on the anniversary date of the member's membership in the Corporation, determined as of the first day of the month in which -- such member's application for membership, with which such member's application for membership, with accompanying dues, is received and accepted by the office of the Corporation. Regardless of when dues are received, the membership year is January 1 through December 31.
  
- C. **DEFAULT AND TERMINATION OF MEMBERSHIP.** When any member shall be in default in the payment of dues for a period of three months from the date upon which such dues became payable, his membership may thereupon be terminated by the Board of Directors in the manner provided for in Article I1 of these Bylaws.

## **ARTICLE XIV CORPORATE SEAL**

The Corporate Seal shall be in such form as shall be approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by either the Secretary or an Assistant Secretary for the authentication of contracts or other papers requiring the seal.

## **ARTICLE XV FISCAL YEAR**

The fiscal year of the Corporation shall be determined by the Board of Directors.

## **ARTICLE XVI**

### **INDEMNIFICATION AND INSURANCE**

- A. **INDEMNIFICATION.** No Officer or Director of the Corporation shall be personally liable for any obligations of the Corporation or for any duties or obligations arising out of any acts or conduct of said Officer or Director performed for or on behalf of the Corporation. The Corporation shall and does hereby indemnify and hold harmless each person and his or her heirs and personal representatives who shall serve at any time hereafter as a Director or Officer of the Corporation from and against any and all claims, judgments and liabilities to which such persons shall become subject by reason of either heretofore or hereafter serving as Director or Officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or refrained from by any such Director or Officer and shall reimburse each such Director or Officer for all legal and other expenses reasonably incurred in connection with the defense of any such claim or liability; including the power to defend such person from all suits or claims as provided for under the provisions of the Texas Nonprofit Corporation Act or the corporation laws of any state in which the Corporation transacts business; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of such person's own negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other rights to which such person may lawfully be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case, even though not specifically provided for herein. The Corporation, its Directors, Officers, employees and agents shall be fully protected in taking any action or making payment or in refusing so to do in reliance upon the advice of counsel. The indemnification herein provided shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members or disinterested Directors, or otherwise, both as to action in an official capacity while holding such office, and shall continue as to such person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person.
- B. **INSURANCE.** The Corporation may purchase and maintain insurance on behalf of any person who is, or was, a Director, Officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a Director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify him against liability under the provisions of this section or of the Texas Nonprofit Corporation Act.

## **ARTICLE XVII WAIVER OF NOTICE**

Whenever any notice is required to be given under the 7 provisions of the Texas Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, 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 waiver.

## **ARTICLE XVIII AMENDMENTS**

These Bylaws may be amended in any of the following fashions:

- A. These Bylaws may be amended once annually (following the annual meeting) by a two-thirds (2/3) majority of the votes cast by ATFUSA members, provided that such proposed amendments shall have been submitted to the board at least 45 days prior to the date ballots must be received by tellers to be valid.
  
- B. These Bylaws may be amended at any time by a two-thirds (2/3) vote of the Board of Directors present at a regular or special meeting of the Board, provided that a quorum of more than half of the current Board of Directors is present. At least fifteen (15) days prior notice must be given, including the language proposed to be changed, in accordance with the notice requirements of these Bylaws.
  
- C. Corrections to these Bylaws may be made by action of the Law and Legislation Committee or, alternatively, by an individual or committee empowered by the Board of Directors. Such corrections need not meet the requirements of Article XVIII, Sections A and B if said corrections are made for the obvious purposes of the organization. Such purposes may include, but are not necessarily limited to, the following:
  - 1. Changes to the numbering of the various Articles, Sections, Subsections, Paragraphs, Subparagraphs, etc. of these Bylaws where such numbering changes are necessary due to amendments to these Bylaws.
  - 2. Changes to the wording of these Bylaws where such changes shall eliminate or minimize any possible confusion or make the meaning clearer without changing the intent or meaning of these Bylaws.
  - 3. Changes to the wording of these Bylaws where such changes are necessary to conform to any changes or interpretations of any State or Federal law, are necessary to conform to rulings or interpretations of the International Paralympic Committee (IPC), World Para Athletics (WPA), US Paralympics, International Wheelchair & Amputee Sports Federation (IWAS) or Adaptive Sports, USA (ASUSA).