

USA TRACK AND FIELD OF OREGON BYLAWS

A current digital copy of these Bylaws shall be posted on the Association website.

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ARTICLE 1 - NAME

1. The name of this Association shall be USA Track and Field of Oregon, hereinafter referred to as “USATF Oregon” or this “Association” or “body.”

ARTICLE 2 - DEFINITIONS

1. “Athletics” means, inclusively, track and field, long distance running, cross country running, road running, race walking, para athletics, and any other sport discipline recognized by World Athletics.
2. The Association boundary is the State of Oregon.
3. “Board” means the Board of Directors of USATF Oregon as specified in Article 12.
4. The “Executive Committee,” as per Article 13, shall be composed of the Association officers (President, 1st Vice-President, 2nd Vice-President, Secretary, and Treasurer) with the additional positions of the Past President (if any) and the Executive Director (if any).

5. USATF Governance Handbook: means the current USATF Bylaws, Operating Procedures, other governing documents, and established policies, maintained and updated by USATF National.
 - A. “3-step compliant” means having USATF 3-step Safe Sport compliance, which requires individuals to be a current USATF member, pass a background screen, and complete Safe Sport training.
 - B. Refer to the current USATF Governance Handbook for all other definitions used in these Bylaws.
6. An “Active Athlete” is an individual who is actively engaged in athletics and who has indicated such on their USATF membership registration.
7. “Notification” means a documented email notice and the posting of the notice on the official USATF Oregon website.

ARTICLE 3 - PURPOSE

1. The purpose of this Association is to act as the local governing body for athletics in Oregon. In connection with such purpose, the following sections further define this Association's objectives.
2. Our Association's mission is to drive competitive excellence and widespread participation in athletics in a safe environment for all. We support athletes, parents, coaches, officials, volunteers, fans, and organizations to help grow track and field, cross country, race walking, long distance running, mountain ultra trail, and para athletics in Oregon.
3. This Association shall have the following purposes:
 - A. Developing interest and participation in athletics in its geographic area at all levels;
 - B. Promoting athletics and athletes by conducting competitions and other events, and by cooperating with and encouraging other organizations that may do the same; and
 - C. The Association is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
4. This Association shall have the following duties and responsibilities to its constituency (defined in Article 5):
 - A. Coordination of scheduling by minimizing, through coordination with other sports organizations, conflicts in the scheduling of all Association-hosted practices and competitions;
 - B. Communication with athletes by keeping active, eligible athletes informed of policy matters and reasonably reflecting the views of such athletes in the policy decisions of USATF and this Association;
 - C. Sanctioning of events and competitions in athletics in accordance with the provisions of these Bylaws, Association Policies and Procedures, and the USATF Governance Handbook;
 - D. Providing for the participation by eligible athletes in competition in athletics, in accordance with the provisions of these Bylaws, Association Policies and Procedures, and the USATF Governance Handbook;

- E. Support of diversity in athletics by providing equitable support and encouragement for participation by all persons, regardless of national origin, race, ethnicity, color, sex, age, marital status, religion, disability, sexual orientation, gender identification, political beliefs, or any other characteristic;
- F. Coordination of certification and education by providing the means for certification of coaches and officials throughout this Association in all disciplines and at all levels of athletics;
- G. Registration and certification of athletes, in conjunction with the USATF National Office, by registering eligible athletes as members and certifying such athletes as eligible for competition;
- H. Marketing by generating public awareness, appreciation, and support for athletics, USATF, and this Association, creating opportunities for athletes and athletics events, and generating sponsorships to aid this Association in fulfilling its purposes and duties; and
- I. Administration of athletics by performing all other duties necessary for the administration of athletics in this Association and to achieve this Association's purposes.

ARTICLE 4 - AUTHORITY

- 1. This Association shall be the governing body for athletics in the State of Oregon and shall:
 - A. Represent this Association at USATF National Annual Meetings, on its active committees, and on the Board of Directors when appropriate;
 - B. Establish Association goals and encourage the attainment of these goals in athletics;
 - C. Serve as the coordinating body for activity in athletics;
 - D. As appropriate, exercise jurisdiction over, sanction, and conduct international athletic activities, and national, regional, and Association championships held in Oregon approved in accordance with the appropriate governing regulations in the USATF Governance Handbook; and
 - E. Formulate membership regulations for individuals and competitive organizations in accordance with the USATF Governance Handbook.
- 2. If any member organization wishes to conduct a USATF-sanctioned athletic competition to be held in the geographical boundaries of this Association, it shall obtain a sanction from this body as herein provided.
- 3. These provisions shall not be construed as preventing this body from contracting with third parties for administrative assistance and support in connection with its purposes.

ARTICLE 5 - CONSTITUENCY

- 1. The constituency of this Association shall consist of members from the following categories:
 - A. Any athlete, coach, trainer, manager, administrator, official, or other individual who has registered through USATF and has paid fees accordingly, or belongs to a member organization which has active headquarters in this Association, and is active and interested in athletics; and

- B. Any sports organization that regularly sponsors or arranges programs of competitions in athletics, within the boundaries of this Association.
- 2. In order to be a member of this Association, an individual must apply using the USATF National website and submit payment of the established dues.
- 3. In order for a club, or other group, to be a member of the Association, the following requirements must be met:
 - A. Payment of annual dues established by this Association;
 - B. Submission of a club membership application via the USATF National website and approved by this Association;
 - C. Submission of the club's current officers, coaches, and administrators for each year the organization applies for membership;
 - D. Compliance with all regulations in the USATF Governance Handbook pertaining to clubs; and
 - E. Documentation that shows in which discipline the organization presently has active athletes.
- 4. This Association's constituency shall be bound by the disciplinary authority provisions established in Article 15.

ARTICLE 6 - VOTING DELEGATES

- 1. Every current USATF Oregon Association member shall be entitled to participate as a voting delegate at each Annual and General meeting of this Association:
 - A. All eligible voting delegates must be members of this Association at least thirty (30) days prior to the election and must be at least eighteen (18) years of age on the day of the election. The 30-day deadline does not apply to renewing members. The renewal should be submitted prior to any upcoming vote in sufficient time to record the renewal and the eligibility of the renewing member; and
 - B. Any person representing USATF Oregon in Association voting matters must be a member of this Association.
- 2. Notification of the meeting in which voting will occur shall be sent to each Association member, member organization, Board Member, officer, and committee member at least fourteen (14) days prior to the meeting.

ARTICLE 7 - NOMINATIONS, VOTING, AND ELECTIONS

- 1. The following shall govern the procedures for nomination and election of Association officers, Executive Committee members, and Board of Directors members (standing committee chairs):
 - A. The offices of President and 2nd Vice-President shall be elected in even-numbered Years. The offices of Treasurer, Secretary, and 1st Vice-President shall be elected in odd-numbered years. All positions are elected for a two-year term;
 - B. The role of Past President is awarded to the previous Association president;

- C. Additional details and modifications to the nomination and election process of Board Members are located in Article 14;
 - D. At least one hundred and twenty (120) days prior to the Annual Meeting of this Association, the President shall appoint, with the approval of the Executive Committee, an ad hoc Nominating Committee of three (3) Association members, at least one of whom shall be an active athlete, to collect nominations for the various elected officers of this Association. Upon appointment, the names of Nominating Committee members shall be submitted to the Board;
 - E. No member of the Nominating Committee, unless nominated from the floor, shall be eligible for election to office in this Association in the years for which they are a part of the Nominating Committee;
 - F. The Nominating Committee will provide the Board with monthly progress reports. The reports of the committee shall be distributed with the Secretary's notice of the Annual Meeting of this Association;
 - G. Nominations may be made from the floor at the Annual Meeting; and
 - H. To be a nominee, the candidate must be a member of the Association, 3-step compliant, and at least eighteen (18) years of age at the time of nomination.
- 2. Any notice of a meeting change or a change in the election process must be communicated at least fourteen (14) days prior to the meeting.
 - 3. This Association shall use an open meeting ballot where all present members (attending in-person or virtually) of the Association are eligible to vote.
 - A. Membership, voting, and nominee eligibility disputes must be resolved by the Executive Committee before the election process is started with nominations and/or the report of the Nominating Committee;
 - B. Uncontested elections may be voted by acclamation; and
 - C. A secret ballot shall be used for contested elections. Ballots may be in written or electronic form.
 - 4. The following shall govern the procedures for elections and filling vacancies:
 - A. Only present members (attending in-person or virtually) may vote for the election of officers, Board Members, on amendments to the Bylaws, and on motions and resolutions;
 - B. Each member shall have one (1) vote. Voting rights are not transferable from one member to another. No voting member may vote in more than one capacity;
 - C. The elections of officers will take place at the Annual Meeting of this Association as outlined in accordance with Article 8 and must be elected by a simple majority (plurality) of the counted ballots;
 - D. In the event of a tie for first place, voting will be conducted again during the same meeting with only those tied nominees who received the most votes;
 - E. Election of officers shall be by written or electronic secret ballot, tabulated by the Nominating Committee composed of three (3) non-candidate Association members at least one of whom shall be an active athlete;

- F. There shall be no order of succession to any office; and
- G. In the event of an officer vacancy, this Association's voting members may elect a replacement to fill the vacant term as per Article 7 at the next general meeting.

ARTICLE 8 - NATIONAL VOTING DELEGATES

1. National voting delegates shall be selected in accordance with the sections in this Article to represent this Association at the annual USATF National Meeting.
2. Candidates must submit an application to be a national voting delegate to the Association Secretary no later than the deadline specified in the established national voting delegate subsidy criteria outlined in the Association Policies and Procedures;
3. The Executive Committee will review submitted applications guided by the number of allocated delegates allowed in the USATF Governance Handbook;
4. The Executive Committee shall cull the list of applications adhering to established guidelines and criteria. The Executive Committee shall share all received applications with the Board of Directors and provide a list of qualified delegates prior to the August board meeting;
5. From the list submitted by the Executive Committee, the Board of Directors shall vote to select national voting delegates and alternates at the August board meeting; and
6. Selected national voting delegates will be informed of their selection no later than the conclusion of the Association's Annual Meeting.

ARTICLE 9 - MEETINGS

1. The Association conducts four (4) types of governance meetings: Annual Association Meeting, General Membership Meetings, Board of Directors Meetings, and Executive Committee Meetings.
 - A. Board Meetings, General Membership Meetings, and the Annual Meeting may be combined, in any combination, as one meeting with proper notice to the membership. Members are allowed and encouraged to attend these meetings except for meeting portions held in closed, executive session. If there are matters in any of these meetings that require a vote of the general membership, notice of the meeting shall be provided in accordance with Article 6.
 - B. The Association Annual Meeting shall be held each year at such date, time, and place as determined by the Board of Directors, so as to precede the USATF Annual Meeting. Notification of such meeting shall be sent to each Association member, member organization, Board Member, officer, and committee member at least sixty (60) days prior to the meeting date;
 - C. The Association shall hold at least one (1) General Membership Meeting as determined by the Board of Directors. Notification of the meeting date, time, and location shall be sent to each Association member, member organization, Board Member, officer, and committee member at least fourteen (14) days prior to the meeting date;
 - D. Meetings of this Association's Board of Directors (Board Meetings) shall be called, as deemed necessary, by the President, by a majority of the Executive Committee, or by three

- (3) members of the Board of Directors. The Secretary shall notify each member of the Board of such meeting at least fourteen (14) days prior to the meeting and must contain a statement of the purpose of the meeting;
- E. Meetings of this Association's Executive Committee (Executive Committee Meetings, or Executive Meetings) shall be called, as deemed necessary, by the President or by any voting member of the Executive Committee. The Secretary shall notify each member of the Executive Committee of such meeting at least two (2) days prior to the meeting and must contain a statement of the purpose of the meeting, barring extenuating circumstances or emergency situations;
2. All types of meetings shall be held virtually and/or in person;
3. Suggested order of business at meetings shall be:
- A. Roll call (Note: at meetings when voting by delegates takes place, the roll call will include verification of voting delegates);
 - B. Approval of minutes of the preceding meeting;
 - C. Approval of the agenda;
 - D. Reports (financial report, officer reports, committee reports);
 - E. Report of Executive Director (if any);
 - F. Old business;
 - G. New business;
 - H. Date and time of next meeting;
 - I. Adjournment.
4. The President shall preside at, and chair, all Association Annual Meetings, General Meetings, Board Meetings, and Executive Committee Meetings. In the absence of the President or at the request of the President, the 1st Vice-President shall serve as chair.
5. Questions on the Rules of Order shall be decided by the President in general accordance with "Robert's Rules of Order" (newly revised), unless otherwise provided in these Bylaws. The President may designate a qualified Parliamentarian for any meeting who, if designated, shall make the final decision regarding points of order.
6. Quorum:
- A. Annual Meeting and General Meetings: A quorum shall consist of those eligible members present (in-person or virtual) and voting.
 - B. Board of Directors Meetings: A quorum shall consist of fifty percent (50%) of the total members of the Board of Directors.
 - C. Executive Committee Meetings: A quorum shall consist of fifty percent (50%) of the total members of the Executive Committee, excluding the Executive Director (who shall not have a vote in Executive Committee decisions).

ARTICLE 10 - OFFICERS

1. The elected officers of this Association shall be: President, 1st Vice-President, 2nd Vice-President, Treasurer, and Secretary.

2. All officers, unless excused prior to any meeting, should be in attendance at all meetings of this Association.
3. The officers shall perform the duties and all other responsibilities prescribed in the Association Policies and Procedures document
4. Any officer of this Association may be removed for good cause by a majority vote of those members of the Association present and voting at any Association meeting, provided the requisite notice for such a meeting and vote is provided as required by Article 6.

ARTICLE 11 - EXECUTIVE DIRECTOR

1. The following are guidelines related to the position of Executive Director:
 - A. The Executive Committee may hire or contract for the services of an Executive Director who shall be responsible to the Board of Directors and shall be overseen by the President.
 - B. The Executive Director is selected by the Executive Committee via an interview process from a pool of qualified applicants and presented to the Board of Directors for approval.
 - C. The Executive Director may be a paid position. Any salary for this position shall be determined by the Executive Committee of this Association.
 - D. The Board of Directors of this Association shall have the power to dismiss and replace the Executive Director.
 - E. The Executive Director shall be a non-voting, ex officio member of the Executive Committee, the Board of Directors, and all Standing Committees. The Executive Director may vote in general membership affairs, provided they meet the membership requirements in Article 5 and the voting requirements in Article 7.
 - F. The Executive Director shall be bonded.
 - G. There may be an Association Office, which may be managed by an Executive Director.
2. The Executive Director shall perform the duties outlined in their contract and as prescribed in the Association Policies and Procedures document.

ARTICLE 12 - BOARD OF DIRECTORS

1. The Association shall be governed by the Board of Directors. Per Oregon state law, the Board shall exercise, or delegate or otherwise authorize the exercise of, all corporate powers and shall direct the management of the corporation's affairs, subject to any limitation set forth in the Articles of Incorporation.
2. The Board of Directors of this Association shall be composed of the following:
 - A. The officers of this Association (Article 10);
 - B. The Executive Director of this Association (if any, Article 11);
 - C. The chair(s) of each Standing Sport Committee of this Association (Article 14);
 - D. The chair(s) of each Standing Administrative Committee of this Association (Article 14); and
 - E. Past President (if any, Article 7).

3. The Board of Directors shall perform the duties and responsibilities as described in the Association Policies and Procedures document.

ARTICLE 13 - EXECUTIVE COMMITTEE

1. The Executive Committee shall be composed of the President, 1st Vice-President, 2nd Vice-President, Treasurer, Secretary, Past President (if any), and Executive Director (if any).
2. The Executive Committee shall manage and supervise the affairs of USATF Oregon between meetings and perform other duties as described in the Association Policies and Procedures document.

ARTICLE 14 - COMMITTEES

1. Committees shall be designated as standing committees or ad hoc committees. Standing committees are divided into two groups: sport committees and administrative committees. The President, or their designee, shall be an ex officio, non-voting member of each standing committee.
2. The standing committees (sport and administrative committees) of the Association shall carry out the functions specific to their charge as listed in the Association Policies and Procedures document.
3. Ad hoc committees shall be appointed by the President as needed. These committees are subject to the approval of the Board of Directors. They shall cease to function once they have completed their specified task(s).
4. Standing committee chairs (Board Members as per Article 12) shall be elected at the Association's Annual Meeting. Voting shall be conducted as per Article 7 with the following exceptions:
 - A. Committee chairs shall be elected every other year (sport committees during even-numbered years, administrative committees during odd-numbered years);
 - B. Nominations for committee chairs may be made during the Annual Meeting or submitted in advance to the Secretary; not to be handled by the ad hoc Nominations Committee;
 - C. The elections of committee chairs will take place at the Association's Annual Meeting and must be elected by a simple majority (plurality) of the counted ballots;
 - D. Ballots will be counted by a panel of three (3) individuals selected by the Executive Committee;
 - E. In the event of a tie for first place, voting will be conducted again during the same meeting with only those tied nominees who received the most votes;
 - F. In the event of a standing committee chair vacancy, this Association's voting member delegates may elect a replacement to fill the vacant term at the next general meeting.
5. General provisions governing committee operation:
 - A. Meetings of each committee shall be held upon a call of the chair or as directed by the committee. Unless otherwise specified by the committee, a one (1) week notice of meetings shall be given to the committee members;
 - B. The duties of all chairs of standing and ad hoc committees shall be as described in the Association Policies and Procedures document.

- C. A committee may have the right to develop its own set of policies or operating procedures; however, such document(s) and any proposed revisions must be reviewed and approved by the Board of Directors prior to action by the committee and before they can go into effect. No provisions of such documents may be contrary to the Association Bylaws or Policies and Procedures.
- 6. Chairs may be removed for good cause by a majority vote of those members of the Association present and voting at any Association meeting, provided the requisite notice for such meeting and vote is provided as required by Article 6.

ARTICLE 15 - DISCIPLINARY AUTHORITY

- 1. The Association shall have the authority to discipline any Association member who, by neglect or by conduct,
 - A. Acts in a manner detrimental to the purposes of the Association;
 - B. Has violated any of the Association Bylaws or Policies and Procedures, provisions established in the USATF Governance Handbook, or the USATF Rules of Competition; or
 - C. Has violated the rules of eligibility.
- 2. The Association may recommend to the USATF National Board of Directors, pursuant to the authority conferred within this Article and the procedures set forth in Article 16, to discipline any Association member
- 3. Any member (individual, club, or other group recognized by this Association) which violates any of the provisions of these Bylaws, Association Policies and Procedures, USATF Governance Handbook, any operating policy approved by the USATF Board of Directors, or any operating policy approved by this Association may be suspended, after due notice and an opportunity to be heard by the body designated (as selected by the Executive Committee) to conduct such hearings, until the next meeting of this Association, to which action of suspension shall be reported by the Secretary. At such a meeting, the suspension may be rescinded by a majority vote, or such individual or group may be expelled by a two-thirds vote as outlined herein.
- 4. A grievance may be any matter within the cognizance of the Association other than doping offenses described in the USATF Governance Handbook, which shall be referred to the USATF National Board of Directors. Grievances shall be filed and administered in accordance with Article 16 of these bylaws.

ARTICLE 16 - GRIEVANCES AND DISCIPLINARY PROCEEDINGS

- 1. This Association shall have jurisdiction over all disciplinary and formal grievance proceedings relating to matters that arise within the boundaries of the Association, except sexual misconduct allegations and doping violations, which shall be under the jurisdiction of USATF National (Article 15). All penalties imposed by this Association shall be effective only within the jurisdiction of this Association.

2. Any Association member who alleges that they have been denied an opportunity to participate in Athletic competition shall be entitled to fair notice and opportunity for a hearing conducted pursuant to the grievance procedure outlined in this Article.
3. The formal grievance and disciplinary policies for this Association shall be included in the Association Policies and Procedures document.

ARTICLE 17 - CODE OF ETHICS

1. It is of major importance to USATF Oregon that its leadership create a "tone at the top" that promotes ethical conduct throughout USATF Oregon.
 - A. This requires that "Responsible Persons" (as defined below) maintain their independence when conducting USATF Oregon business and not use their positions to further their own or a friend's or "Family Member's" (as defined below) personal interest. To ensure continued confidence in USATF Oregon leadership in the sport of athletics in the State of Oregon, and because the Association operates in the public spotlight, there is an expectation to conduct Association affairs on a basis consistent with the great trust that has been placed in the Association.
 - B. This requires that behavior conforms to the highest ethical principles. For these reasons, USATF Oregon requires all members, volunteers, and responsible persons to conduct business with integrity and to maintain a standard of ethical conduct consistent with the laws and regulations of the state of Oregon and jurisdictions in which USATF Oregon conducts business, as well as, all of USATF Oregon's established Policies and Procedures.
 - C. Furthermore, because the appearance of impropriety can be just as damaging as actual impropriety, conduct that appears to be improper is also unacceptable. The policies set forth in the following provisions are intended to guide the conduct and business activities and other matters involving, directly or indirectly, USATF Oregon.
 - D. The Code of Ethics is intended to inspire all to be at their best: encourage voluntary compliance, disclosure of actual or potential conflicts, and informal resolution. The code is not all-inclusive, as not every expectation or circumstance respecting proper and ethical business conduct can be anticipated; however, it should be used as a guide by all responsible persons associated with or representing this Association when conducting business.
2. Special definitions used throughout this Article include:
 - A. A "responsible person" is any USATF Oregon member, volunteer, or person serving as a Board Member, officer, Executive Director, independent contractor, or member of a committee, sub-committee, council, task force, or any other decision-making body of USATF Oregon.
 - B. A "family member" is any member of the immediate family or household of a responsible person.

- C. A “transaction” is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind; the providing or receipt of a loan or grant or anything of value; the selection of any venue; or any other type of financial relationship.
 - D. A “third party” is any entity that does, or is seeking to do, business with USATF Oregon, including but not limited to: sponsors, vendors, and meet organizers. This definition also includes any entity that is a competitor of USATF Oregon or any of its sponsors, vendors, meet promoters, or other business partners.
 - E. A “conflict” is any circumstance or behavior that is inconsistent with, or in violation of, any provision of this Article.
 - F. A “conflict of interest” exists when a responsible person’s activities interfere with, influence, or may be perceived to interfere with or influence their ability to be impartial and make decisions in the best interest of the Association. As defined below, a conflict of interest may be actual, potential, or perceived:
 - i. An “actual (or existing) conflict of interest” exists when a responsible person has an active relationship with a person or organization that may influence their decision-making in their affiliation with the Association.
 - ii. A “potential conflict of interest” exists when an actual conflict of interest has not yet been established, but there is reasonable cause to believe that a future event may create a conflict of interest. An example of a potential conflict of interest is when a responsible person has an active relationship with a person or organization that is under consideration for a vendor contract with the Association.
 - iii. A “perceived conflict of interest” exists when a responsible person does not have an active relationship with a person or organization, but it may appear to another individual that a connection between the two exists and could influence decisions made by the responsible person. Such perceived conflict of interest with a person or organization, which has not actively existed in the preceding two (2) years, shall not be considered a perceived conflict. A perceived conflict of interest may also exist if a responsible person has disclosed a conflict of interest and has recused themselves from decision making but then takes actions that make it appear that they were involved in the decision (e.g., the conflicted person recused themselves from a discussion about a particular decision, but remained in the room while the discussion was ongoing).
 - G. “Recuse” means to remove oneself from participation to avoid a conflict. One who recuses themselves should not participate in, or be permitted to hear, the discussion of the matter except to disclose pertinent facts and to respond to questions; and shall not attempt to exert their personal influence with respect to the matter.
3. The following is intended to be a guide for the conduct of business activities and other matters involving, directly or indirectly, USATF Oregon. The basic principles applicable to all responsible persons:

- A. Maintenance of honesty and integrity in all actions taken while representing USATF Oregon.
 - B. Exhibition to the highest degree of ethical standards when developing and executing programs for the advancement of track and field in Oregon.
 - C. Fair treatment of everyone and respect of basic human rights regardless of a person's national origin, race, ethnicity, color, sex, age, marital status, religion, disability, sexual orientation, gender identification, political beliefs, or any other characteristic.
 - D. Recognition of the contribution of each individual and their right to freedom from all forms of harassment.
 - E. Prohibition from any attempt to direct or influence any other responsible person to assist in obtaining a position, volunteer or paid, or financial or other benefit from USATF Oregon, for themselves or any family member or friend.
 - F. Prohibition from hiring a relative or cohabitant as staff or determining or influencing their promotion, pay, or any financial or other benefits.
 - G. Fair play is mandatory and more than playing within the rules of the sport. It is a way of thinking and acting.
4. The Association's conflict of interest policy is designed to help responsible persons of USATF Oregon identify and disclose situations that present potential conflicts of interest and to provide USATF Oregon with procedures to address conflicts of interest. The conflict of interest policy is stated in the Association Policies and Procedures document.

ARTICLE 18 - SAVINGS CLAUSE

1. At any meeting, any failure to literally or completely comply with these Bylaws or Association Policies and Procedures regarding dates, times, notification deadlines, procedures, or errors in phraseology of notice of proposals shall not invalidate the proceedings, if the failure or error, in the judgment of the members present, has not substantially prejudiced or injured the members' rights.
2. In addition to the savings clause, the members present at the Association's Annual Meeting each year shall be asked to approve the following standard resolutions for the good of the order:
 - A. The membership approves the acts and actions of the Executive Committee, the Board of Directors, and the Executive Director (if any) from the previous year;
 - B. The standard bank resolutions be approved for opening, closing, and changing signatures on bank accounts and signing notes; and
 - C. That these resolutions be made an official part of the minutes.

ARTICLE 19 - DISSOLUTION

1. Upon dissolution, the net assets of USATF Oregon will not insure to the benefit of any private shareholder, individual, or corporation, but will be distributed to a charitable, tax-exempt organization as determined by the Board of Directors to be used exclusively for education or charitable purposes, or fostering national or international sports competition.

ARTICLE 20 - AMENDMENTS

1. These Bylaws may be amended at the Annual Meeting of this Association, with the exceptions outlined in sub-sections F and G below. The following procedures govern the submission of proposed Bylaws amendments and the passage of amendments.
 - A. Proposed amendments shall be submitted to the chair of the Bylaws & Governance Committee at least one hundred twenty (120) days prior to the Annual Meeting at which they are to be considered.
 - B. Proposed amendments may be submitted by any Association member.
 - C. Proposed amendments shall be submitted in such a form as to show the entire section, sub-section, or paragraph, as the case may be, as it will be read if adopted, with all the proposed additional language underlined, and all proposed deleted language struck out, or other suitable format that easily distinguishes changes.
 - D. Written notification of proposed amendments must be sent to Association members at least sixty (60) days prior to the Annual Meeting at which they are to be considered.
 - E. Amendments to the Bylaws shall require for passage a two-thirds vote of the Association members present and voting.
 - F. Notwithstanding these requirements above, amendments may be acted upon at any meeting of the Association in any of the following circumstances and provided notification to the membership is provided at least thirty (30) days prior to the meeting at which they are to be considered:
 - i. Previously tabled amendments may be acted upon at any subsequent meeting without redistribution of the proposal;
 - ii. To make the Bylaws conform with the federal, state, and/or local law;
 - iii. To make the Bylaws conform with the requirements in the USATF Governance Handbook; and/or
 - iv. To unify the Bylaws for conformity.
 - G. Notwithstanding these requirements above, the Board may approve and adopt non-material, housekeeping, or clerical changes to these Bylaws as necessary.
2. The Association Policies and Procedures document may be amended by the Board of Directors and become effective upon ratification by the Board with a majority vote at any Association meeting.

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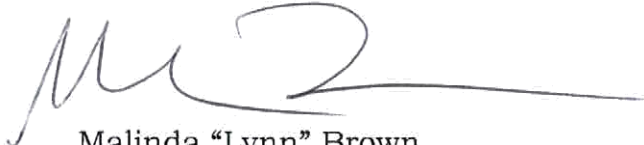
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Revised and adopted: September 16, 2018
Revised and adopted: October 9, 2023
Revised and adopted: September 21, 2025

A handwritten signature in dark ink, appearing to read 'MLB', with a long horizontal flourish extending to the right.

Malinda “Lynn” Brown

USATF Oregon President