

BYLAWS
U. S. TRACK & FIELD AND CROSS COUNTRY COACHES ASSOCIATION (USTFCCCA)

ARTICLE I
NAME, PURPOSE, AND PRINCIPLES OF THE ORGANIZATION

1.01 NAME. The name of the organization shall be the U.S. Track and Field and Cross Country Coaches Association (USTFCCCA).

1.02 CERTAIN DEFINED TERMS. Unless the context clearly requires otherwise, the capitalized terms defined below shall have the following meanings:

“Affiliated Members” means a certified nonprofit group or association (e.g. local sports authorities, conference offices, etc.) recognized by Section 501 *et seq.* of the Internal Revenue Service Code.

“Board of Directors” means the governing body of the USTFCCCA with all the rights powers and duties conferred upon it as defined herein.

“CEO” means the Chief Executive Officer responsible for the daily management and operation of the USTFCCCA as chosen by the Board of Directors.

“Code” means the Internal Revenue Service Code of 1986 as amended.

“Executive Committee” means the governing body of the USTFCCCA with all the rights powers and duties conferred upon it as defined herein.

“GAAP” means “Generally Accepted Accounting Principles” as set forth from time-to-time in the opinions and pronouncements of the Accounting Principles Board and the American Institute of Certified Public Accountants and statements and pronouncements of the Financial Accounting Standards Board (or agencies with similar functions of comparable stature and authority within the U.S. accounting profession), which are applicable to the circumstances as of the date of determination.

“General Election” means the election of the Officers of the USTFCCCA in accordance with their prescribed term of office.

“Honorary Membership” means membership bestowed by the Board of Directors or upon the recommendation of the CEO, in recognition of individuals who have demonstrated extraordinary support for track and field and/or cross country.

“IAAF” means the International Association of Athletic Federations.

[“Individual Member”](#) means any member of the USTFCCCA who is not already a member of a Program Membership Division or other classification of the USTFCCCA.

[“IRS”](#) means the Internal Revenue Service of the United States of America.

[“IRS Notice”](#) means written notice from the Internal Revenue Service of the United States that the tax-exempt status of the organization is called into question on the basis of its activities.

[“Legal Opinion”](#) means a legal opinion of counsel selected by or acceptable to the CEO indicating that interpretations of, or changes in, law could call into question the tax-exempt status of the USTFCCCA.

[“Members”](#) means all classes and subclasses of Membership of the USTFCCCA as defined herein.

[“Membership”](#) means all class of membership in the USTFCCCA.

[“Non-Program Membership Division”](#) means organizations or institutions other than Program Membership Divisions (e.g. high school associations, junior colleges, track clubs, or other NCAA division members) excluding Affiliated Members.

[“NCAA”](#) means the National Collegiate Athletic Association.

[“Officers”](#) means the duly elected or appointed President, Treasurer, and Secretary of the USTFCCCA.

[“Program Membership Division”](#) means institutions meeting the requirements of membership from the NCAA’s three major divisions (I, II, & III). Membership and its benefits and privileges shall extend to all active coaches at a qualifying institution.

[“Retired Coaches Membership”](#) means membership that meets the following criteria: over the age of sixty-five (65), retired, and have been a coach or assistant coach in high school, junior college, or the collegiate level for at least five (5) years.

[“USATF”](#) means USA Track and Field.

[“USOC”](#) means the United States Olympic Committee.

“USTCA” means the United States Track Coaches Association, the predecessor to the USTFCCCA.

“USTFCCCA” means the U.S. Track & Field and Cross Country Coaches Association.

- 1.03 PURPOSE AND PRINCIPLES. USTFCCCA has been established and is seeking status as a trade association under 501(c)6 of the United States Internal Revenue Code (Code). The USTFCCCA exists for and is dedicated for the following purposes:
- A. To provide an organization that represents the interests of coaches of Track and Field and Cross Country at all levels of competition equally;
 - B. To promote and foster Track and Field and Cross Country as an integral part of the education and athletic environment at all levels;
 - C. To develop increased student-athlete participation in the sports of Track and Field and Cross Country;
 - D. To endeavor to achieve and maintain the highest possible standards in Track and Field and Cross Country;
 - E. To promote leadership and support to coaches and their programs in the attempt to enhance coaching as a profession and provide opportunity for professional growth;
 - F. To recognize and award outstanding achievement of coaches, student-athletes, and support personnel.
 - G. To endeavor good public relations and communications in order to publicize and promote the sports of Track and Field and Cross Country; and
 - H. To provide assistance to and meet the needs of the body of people who make up the athletic community of Track and Field and Cross Country.
- 1.04 TAX STATUS OF THE USTFCCCA. Notwithstanding any other provision of these Bylaws, the USTFCCCA shall not carry on any activities not permitted to be carried on by an entity exempt from Federal Income Taxes under section 501(c) 6 of the Code.
- 1.05 INCOME NOT TO BENEFIT INDIVIDUALS. No part of the income of the USTFCCCA shall inure to the benefit of any individual of the organization.
- 1.06 DISTRIBUTION OF INCOME UPON DISSOLUTION. Upon the dissolution of the USTFCCCA, the Board of Directors, upon paying or making provision for the payment of all liabilities or debts of the USTFCCCA, shall distribute the remaining assets of the USTFCCCA in accordance with its Articles of Incorporation.

ARTICLE II
MEMBERSHIP, PROFESSIONAL CONDUCT, AND RESIGNATIONS

2.01 MEMBERSHIP STRUCTURE. Any individual who was a member of the United States Track and Field Coaches Association (USTCA) at whatever classification prior to the establishment of the USTFCCCA shall automatically become a member in the USTFCCCA in the appropriate classification.

2.02 CLASSIFICATION OF MEMBERSHIP. The process for application and election to membership shall be governed by the policy subscribed by the Board of Directors. The members of the USTFCCCA shall be divided into the following classes and subclasses:

A. NCAA DIVISION I (PROGRAM MEMBERSHIP DIVISION).

- (i) Men's Program: Includes NCAA Division I institution program membership in the sport or sports of men's cross country, men's indoor track and field, and men's outdoor track and field;
- (ii) Men's Cross Country: Includes NCAA Division I institution membership in the sport of men's cross country only. This category of membership is open only to institutions that solely sponsor the sport of men's cross country;
- (iii) Women's Program: Includes NCAA Division I institution program membership in the sport or sports of women's cross country, women's indoor track and field, and women's outdoor track and field; and
- (iv) Women's Cross Country: Includes NCAA Division I institution membership in the sport of women's cross country only. This category of membership is open only to institutions that solely sponsor the sport of women's cross country.

B. NCAA DIVISION II (PROGRAM MEMBERSHIP DIVISION)

- (i) Men's Program: Includes NCAA Division II institution program membership in the sport or sports of men's cross country, men's indoor track and field, and men's outdoor track and field;
- (ii) Men's Cross Country: Includes NCAA Division II institution membership in the sport of men's cross country only. This category of membership is open only to institutions that solely sponsor the sport of men's cross country;
- (iii) Women's Program: Includes NCAA Division II institution program membership in the sport or sports of women's cross country, women's indoor track and field, and women's outdoor track and field; and

- (iv) **Women's Cross Country:** Includes NCAA Division II institution membership in the sport of women's cross country only. This category of membership is open only to institutions that solely sponsor the sport of women's cross country.

C. **NCAA DIVISION III (PROGRAM MEMBERSHIP DIVISION)**

- (i) **Men's Program:** Includes NCAA Division III institution program membership in the sport or sports of men's cross country, men's indoor track and field, and men's outdoor track and field;
- (ii) **Men's Cross Country:** Includes NCAA Division III institution membership in the sport of men's cross country only. This category of membership is open only to institutions that solely sponsor the sport of men's cross country;
- (iii) **Women's Program:** Includes NCAA Division III institution program membership in the sport or sports of women's cross country, women's indoor track and field, and women's outdoor track and field; and
- (iv) **Women's Cross Country:** Includes NCAA Division III institution membership in the sport of women's cross country only. This category of membership is open only to institutions that solely sponsor the sport of women's cross country.

D. **INDIVIDUAL MEMBERSHIP.** Individual membership is available to any individual cross country or track and field coach in Division I, II, or III of the NCAA whose school is not already a member of a Program Membership Division or to any other individual interested in being a member of the USTFCCCA. .

E. **GROUP OR ASSOCIATION MEMBERSHIP.** Group or association membership is open to any Non-Program Membership Division supporting indoor or outdoor track and field or cross country who would otherwise meet the general requirements of program membership except has not met the participation requirements to become a program member. All individual members of a recognized Non-Program Membership Division shall receive membership privileges and voting rights as Individual Members.

F. **AFFILIATED MEMBERSHIP.** Affiliated membership is available to any duly certified nonprofit groups or associations (e.g. local sports authorities, conference offices, etc.) whose function and purpose are related to at least one of the sports of cross country, indoor track and field, or outdoor track and field. Affiliated members shall not be entitled to vote on USTFCCCA matters.

- G. RETIRED COACHES MEMBERSHIP. Retired membership status is available to any retired track and field or cross country coach. To receive the retired coaches rate applicants must be over the age of sixty-five (65), retired, and have been a coach or assistant coach in high school, junior college, or the collegiate level for at least five (5) years. Retired members will receive membership privileges and voting rights as individuals.
- H. HONORARY MEMBERSHIP. Honorary membership is bestowed by the Board of Directors or upon the recommendation of the CEO, in recognition of individuals who have demonstrated extraordinary support for track and field and/or cross country. Honorary members shall not be entitled to vote on USTFCCCA matters.
- 2.03 APPLICATION AND ELECTION. The Membership Committee shall proscribe all necessary forms for application to the USTFCCCA and establish a procedure to verify and admit all prospective Members. It shall be the duty of the Executive Committee to act on the recommendations of the Membership Committee with respect to all applications for membership under any applicable category. The decision of the Executive Committee shall be final, except that an appeal may be taken from any decision of the Executive Committee to an open meeting of the Board of Directors. An affirmative vote of at least three-fourths (3/4) of the voting members present shall be necessary to reverse the decision of the Executive Committee.
- 2.04 ORGANIZATIONS SEEKING PROGRAM MEMBERSHIP. Non-Program Membership Divisions may petition to be recognized as a Program Membership Division of the USTFCCCA if at least fifty percent (50%) of the Non-Program Membership Divisions members support the application for admission. Any newly admitted Program Membership Division must maintain a fifty percent (50%) participation rate during its first year after admission. Any newly admitted Program Membership Division failing to maintain a fifty percent (50%) participation rate may be placed on probation, stripped of its program status and/or lose all voting rights and representation to the Board of Directors. Any sanctions or revocation of status must be approved by a majority vote of Board of Directors..
- 2.05 SUSPENSION, EXPULSION AND CENSURE. The Board of Directors shall have the power to suspend or expel or censure any Member who fails to pay dues or who no longer possesses the qualifications necessary for membership. Each active Program Membership Division shall be entitled to representation on the Board of Directors and full-voting privileges as described in the USTFCCCA's Articles of Incorporation and By-Laws. A Program Membership Division failing to meet the fifty percent (50%) membership requirement for a period of two (2) consecutive years may be suspended from Program Membership Division status by a majority vote of the Board of Directors. Suspended status will result in the revocation of voting privileges and representation on the Board of Directors. Furthermore, the

Board of Directors by majority vote may suspend or deny any or all membership benefits for any Member who is in suspended status.

**ARTICLE III
DUES AND ASSESSMENTS**

- 3.01 MEMBERSHIP DUES. Dues and any fees, penalties and/or special assessments for each classification of Membership shall be established by the Membership Committee and approved by a majority vote the Board of Directors. The Secretary shall publish annually the costs of all membership dues, fees, penalties, and/or assessments as applicable for each class or subclass of Membership. Membership shall be determined on an annual basis beginning January 1st of year.
- A. NCAA Division I. Includes membership in the sport or sports of cross country, indoor track and field, and outdoor track and field and is **\$300** for the men's program per calendar year and **\$300** for the women's program per calendar year.
 - B. NCAA Division I Cross Country. Includes membership in cross country only, this category of membership is open only to institutions that solely sponsor the sport of cross country. The membership dues are **\$200** for the men's program per calendar year and **\$200** for the women's program per calendar year.
 - C. NCAA Division II. Includes membership in the sport or sports of cross country, indoor track and field, and outdoor track and field and is **\$200** for the men's program per calendar year and **\$200** for the women's program per calendar year.
 - D. NCAA Division II Cross Country. Includes membership in cross country only, this category of membership is open only to institutions that solely sponsor the sport of cross country. The membership dues are **\$150** for the men's program per calendar year and **\$150** for the women's program per calendar year.
 - E. NCAA Division III. Includes membership in the sport or sports of cross country, indoor track and field, and outdoor track and field and is **\$150** for the men's program per calendar year and **\$150** for the women's program per calendar year.
 - F. NCAA Division III Cross Country. Includes membership in cross country only, this category of membership is open only to institutions that solely sponsor the sport of cross country. The membership dues are **\$100** for the men's program per calendar year and **\$100** for the women's program per calendar year.
 - G. Individual Membership. Individual membership dues are **\$60** per person per calendar year.
 - H. Group or Association Membership. Group or association memberships' dues shall be determined on an individual basis from a recommendation from the CEO and approved by the Board of Directors.
 - I. Affiliated Membership. Affiliated membership dues are **\$300** per organization per calendar year.
 - J. Retired Coaches Membership. Retired coaches membership dues are **\$30** per person per calendar year.
 - K. Honorary Membership. No dues assessed.
- 3.02 BENEFITS OF MEMBERSHIP. A copy of each issue of the USTFCCCA's official publication "*Techniques*" shall be sent to each Member of USTFCCCA and that \$10 of each Member's applicable annual dues shall be for a year's subscription to

“Techniques”. Furthermore, the CEO may elect to issue a certificate of membership or identification card to all Members annually.

- 3.03 [SPECIAL ASSESSMENT OR ADDITIONAL FEES](#). The Board of Directors shall have the right to impose general or special assessments on the Membership.
- 3.04 [LATE FEES](#). Any individual Program Division Member who has not paid dues in full by the assessment date shall be assessed a \$50 late membership charge. The CEO in his/her sole discretion may waive any late membership fee on the determination of good cause. Any such determination by the CEO shall be final.

**ARTICLE IV
MANAGEMENT OF THE ASSOCIATION**

- 4.01 **OFFICERS.** The Membership of the USTFCCCA shall elect, from its members, a President, a Secretary, and a Treasurer. The election of officers shall take place at the annual convention of the USTFCCCA.
- 4.02 **DUTIES OF THE OFFICERS.**
- A. **President.** The President shall exercise general supervision and control over all activities of the USTFCCCA including but not limited to (1) preside over all meetings of the Board of Directors or the Executive Committee; (2) execute all legal instruments including deeds, mortgages, bonds, contracts, and other instruments, which have been authorized by the Board of Directors or the Executive Committee; (3) ensure all meetings of the Board of Directors are called in a timely manner to conduct USTFCCCA business; (4) establish all committees of the USTFCCCA and select committee members; (5) serve as an ad hoc member on all committees; (6) serve as chair of the Executive Committee; and (7) perform any other duty as may be necessary to carry out the directives of the Articles of Incorporation and Bylaws of the USTFCCCA.
- B. **Treasurer.** The Treasurer shall supervise and exercise general control over all monetary funds and/or securities of the USTFCCCA in accordance with GAAP. The Treasurer shall perform any duty that may be necessary fulfill the responsibilities of the office of the Treasurer, including any duty the President, the Board of Directors or the Executive Committee may from time to time assign. Furthermore, the Treasurer shall be responsible for supervision of an outside audit, the type and frequency of which shall be determined by the Board of Directors. Finally, if required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors may deem appropriate.
- C. **Secretary.** It shall be the duty of the Secretary: (1) to keep a true record of the proceedings of the meetings of the USTFCCCA; (2) to keep a register of the membership of the USTFCCCA with the date of admission and the place of residence of each member; (3) to send proper notice of all meetings to all members in accordance with these Bylaws; (4) to notify all board members of any committee appointments or duties assigned to them; (5) to be knowledgeable in matters of parliamentary procedure and advise the other Officers or members in such matters; and (6) to carry out any other duties the President, the Board of Directors or the Executive Committee may from time to time assign.
- 4.03 **BOARD OF DIRECTORS.** The control of the USTFCCCA shall be vested in a Board of Directors, composed of fourteen (14) voting members and two (2) non-voting members, who shall govern and manage the affairs of the USTFCCCA in

accordance with the purposes and principles and other requirements of these Bylaws and in conformity with the laws governing its incorporation. All powers not specifically delegated to others or that are prohibited from being delegated by law shall be retained by the Board of Directors, however the Board of Directors shall have exclusive power to (1) control and manage the affairs, funds and property of the USTFCCCA; (2) disburse the USTFCCCA's monies and dispose of its property in the fulfillment of its stated purposes; and (3) merge or dissolve the USTFCCCA.

- 4.04 DUTIES OF THE BOARD OF DIRECTORS. The duties of the Board of Directors shall include but not be limited to the following: (1) respond to the needs of the membership; (2) be empowered to hire and supervise the CEO; (3) evaluate the performance of the CEO; (4) to terminate or renew the contract of the CEO; (5) to replace Board of Directors position(s) that become vacant for any reason; and (6) to propose, amend, or establish the Bylaws of the USTFCCCA.
- 4.05 EXECUTIVE COMMITTEE. The Executive Committee shall consist of five (5) members of the Board of Directors. The Executive Committee is authorized to transact any and all business of the USTFCCCA between regular meeting, making decisions which cannot wait for regular board meetings; provided, however that the Executive Committee shall have no powers with regard to the following matters: (1) filling of vacancies on the Board of Directors; (2) amendment or repeal of the USTFCCCA's Bylaws or the adoption of any new Bylaws; (3) the fixing or determination of compensation of the CEO; and (4) merger or dissolution of the USTFCCCA.
- 4.06 CEO. The Board of Directors shall appoint or elect a CEO. The CEO shall act under the immediate direction of the Board of Directors and/or the Executive Committee and shall implement the policies and actions of such bodies.
- 4.07 DUTIES OF CEO. The duties of the CEO shall include but not be limited to the following: (1) raise the visibility and credibility of the USTFCCCA for the purpose of securing increased memberships to a minimum of fifty percent (50%) of each Program Membership Division in order to establish a membership-based association that operates primarily on the dues of its members; (2) raise the visibility and credibility of USTFCCCA from a marketing position for the purpose of securing corporate sponsorships; (3) oversee and direct a national office, inclusive of hiring and dismissal of national office staff, which would fulfill the day-to-day operations to service the membership and the Board of Directors; (4) develop for Board approval an annual financial plan, which is fiscally sound, meets the yearly expectations of member services, increases the national visibility of USTFCCCA, and maintains the operations of a national office; (5) supervise from the national office a multi-media service, which would include but not be exclusive of a website and monthly e-newsletter with links to all divisional groups as well as coordinate and promote the numerous honor

programs supported by USTFCCCA; (6) establish or enhance appropriate programs, which would further professional growth for the membership such as journals, clinics, international exchange, or certification programs; (7) serve as an agent of USTFCCCA with the NCAA, USATF, the IAAF, and the USOC as well as other organizations, which have governance over or influence public opinion related to the sport of track and field, cross country, both nationally and internationally; (8) prepare and deliver to the Board of Directors a proposed budget for each fiscal year for its approval at the annual meeting of the Board of Directors; (9) select the annual convention site at which the annual meeting will be held; and (10) execute any documents legal or otherwise as duly authorized necessary to carry out the daily responsibilities of the USTFCCCA including the execution of all deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors or Executive Committee.

4.08 BOARD COMPOSITION. The Board of Directors shall be comprised of fourteen (14) voting individuals and two (2) non-voting members, and the number thereafter may be modified from time to time by a vote of the majority of the Board of Directors. The Board of Directors shall be comprised of the following individuals:

- A. Officers. The three (3) elected officers of the USTFCCCA (President, Treasurer, and Secretary), who shall be elected by the full Membership of the USTFCCCA;
- B. NCAA Division I. Four (4) members, comprised of the NCAA Division I Track and Field President, NCAA Division I Cross Country Representative, and two (2) at large members who shall be elected by members of Division I Program Membership Division;
- C. NCAA Division II. Three (3) members, comprised of the NCAA Division II Track and Field President, NCAA Division II Cross Country President, and one (1) at large member who shall be elected by members of the Division II Program Membership Division;
- D. NCAA Division III. Three (3) members, comprised of the NCAA Division III Track and Field President, NCAA Division III Cross Country President, and one (1) at large member who shall be elected by members of the Division III Program Membership Division;
- E. At Large. One (1) member at large from the USTFCCCA Membership who shall be elected by all eligible voting members who are not members of a Program Membership Division of the USTFCCCA;
- F. Non-voting. Two (2) non-voting members; the CEO and the past president of the USTFCCCA.

4.09 EXECUTIVE COMMITTEE COMPOSITION. The Executive Committee shall be composed of five (5) members of the Board of Directors and shall include two (2) members of the Division I Program Membership Division and one (1) member each from the Division II and III Program Membership Divisions. No Program Membership Division may have more than two (2) representatives on the

Executive Committee. Members of the Executive Committee shall be appointed by the President.

- 4.10 TERM. Officers, members of the Board of Directors and the Executive Committee shall serve two (2) year terms, with the exception of the Treasurer who shall serve a four (4) year term. Any Officer may serve a subsequent term or terms, however no Officer shall serve more than three (3) consecutive terms. Officers, members of the Board of Directors, and the Executive Committee's terms of the office shall begin at the conclusion of the summer Board of Directors meeting.
- 4.11 REMOVAL OF OFFICERS. Any Officer elected or appointed may be removed by a majority vote of the USTFCCCA Membership at any general or special meeting; or removal may be accomplished with or without cause by a vote of not less than three-fourths (3/4) of the members of the Board of Directors, at any time which a quorum is present and ten (10) days advance notice of such removal has been given.
- 4.12 RESIGNATIONS. Resignations by an Officer or member of the board shall be submitted in writing to the Secretary and be deemed effective (30) thirty days after receipt.
- 4.13 VACANCIES. The Board of Directors may fill a vacancy in any office for the unexpired portion of the term, whether due to death, resignation, removal, disqualification, or otherwise. In the event of a vacancy, a replacement Officer may be elected at any regular or special meeting of the Board of Directors, who shall elect a replacement by majority vote of the voting members present. Each officer shall hold office until his qualified successor has been duly elected at regular meeting.
- 4.14 OFFICER TRANSITION. Officers and members of the Board of Directors shall take office at the close of any regular or special meeting of the USTFCCCA at which they have been elected. Officers and members of the Board Directors shall serve until their term of office is completed or until a successor is elected. Newly elected officers are expected to attend the summer Board of Directors meeting immediately prior to their terms as non-voting members.

ARTICLE V
ADMINISTRATION-GENERAL MEMBERSHIP

- 5.01 ANNUAL MEETING. The USTFCCCA shall hold an annual meeting at the annual convention at a time designated by the President.
- 5.02 SPECIAL MEETINGS. Special meetings of the members of the USTFCCCA may be called by the Board of Directors, the President, any two Officers, or by the call of not less than thirty-five percent (35%) of the active Membership of the USTFCCCA.
- 5.03 PLACE OF MEETINGS. Meetings shall be held either within or outside the State of Louisiana, for any annual or special meeting of all members of the USTFCCCA, the Board of Directors, or the Executive Committee.
- 5.04 NOTICE OF MEETINGS. Written or printed notice stating place, day, and hour of meeting of the members shall be delivered either personally, by mail, or email to each active member entitled to vote at such meeting, not less than ten (10) days, nor more than ninety (90) days prior to the date of such meeting, by or at the direction of the President, Secretary, or such officers or persons that are calling the meeting. In case of special meetings, or when required by these Bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States Mail, postage prepaid, addressed to the member at his or her address as it appears on the records of the USTFCCCA at the time of mailing.
- 5.05 QUORUM. Fifty one percent (51%) of the members who are in good standing, attending and registering at any regular or special meeting shall constitute a quorum of the Membership of the USTFCCCA.
- 5.06 VOTING. Each individual Member who holds a classification of membership, which is entitled to vote, shall be entitled to one (1) vote on all matters submitted to a vote by the Board of Directors and in the General Election of Officers.

ARTICLE VI
ADMINISTRATION-BOARD OF DIRECTORS

- 6.01 MEETINGS. The USTFCCCA Board of Directors shall meet at least two (2) times a year at a time and place designated by the President or CEO. Such meetings may be conducted by video or teleconference if the President determines that a quorum for a physical meeting is unfeasible. Any video or teleconference must conform to the notice requirements of these Bylaws.
- 6.02 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President, the CEO, or any two Officers, or by the call of not less than fifty percent (50%) of the Board of Directors.
- 6.03 NOTICE OF MEETINGS. Written or printed notice stating place, day, and hour of meeting of the Board of Directors shall be delivered either personally, by mail or email to each active member entitled to vote at such meeting, not less than ten (10) days, nor more than ninety (90) days prior to the date of such meeting, by or at the direction of the President or CEO. In case of special meetings, or when required by these Bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States Mail, postage prepaid, addressed to the member at his or her address as it appears on the records of the USTFCCCA at the time of mailing.
- 6.04 QUORUM. At least eight (8) members of the Board of Directors must be present to constitute a quorum for the transaction of any business at any meeting of the Board of Directors.
- 6.05 VOTING BY THE BOARD. Each Board member shall be entitled to one vote on each matter submitted to a vote by the Board of Directors. Unless a greater requirement shall be specified in the Articles of Incorporation or Bylaws, each matter shall be decided by a majority of votes cast by members of the Board of Directors participating in the vote.
- 6.06 COMPENSATION. No member of the Board of Directors shall receive compensation from the USTFCCCA for serving as a board member, although out of pocket expenses may be reimbursed. Notwithstanding the preceding sentence the CEO may elect to provide a nominal stipend for extraordinary time commitments to any member of the Board of Directors if approved by the Executive Committee and available in the budget.
- 6.07 MINUTES. The Secretary shall keep accurate minutes of all Board of Directors proceedings in the form of a certified agenda, which shall be made from the taped proceedings of any meeting. The Secretary at the direction of the President or any

board member shall produce a certified transcript of any meeting within ten (10) business days of such request.

- 6.08 COMMITTEES. The President may duly adopt or establish one or more committees, which may be comprised of the members of the Board of Directors. Such committees, to the extent provided by such resolution, shall have and exercise the authority of the Board of Directors in the management of the USTFCCCA provided, however, that the designation of such committees and delegations of authority thereto shall not operate to relieve the Board of Directors of any responsibility imposed on it by these Bylaws or by state or federal law. Unless modified by subsequent amendment to the Bylaws, the standing committees and subcommittees of the USTFCCCA shall be as follows:
- A. Awards Committee. This committee shall assume the responsibility for items which may include, but are not limited to, awards and recognition for the Program Membership Division members or any other Member of the USTFCCCA;
 - B. Budget and Audit Committee. This committee shall assume responsibility for inspecting the general books and financial records of the USTFCCCA and shall see to it that an annual audit of the USTFCCCA directed by the Treasurer and an outside entity is completed in a timely fashion. This committee shall submit an annual budget with line item expenditures to the Board of Directors for approval. All proposed budgetary requests for an upcoming year must be submitted in writing to the CEO by the summer Board of Directors meeting or within thirty (30) days of the conclusion of that meeting. The CEO shall serve as an ex-officio member of this committee without the right to vote;
 - C. Convention Committee. This committee is to serve as the disseminator of information and coordinator of operations as they pertain to the efficient running of the annual convention, which is to take place at the annual meeting each year;
 - D. Law and Legislation Committee. This committee shall have the responsibility to review, interpret, and maintain the Bylaws of the Corporation;
 - E. Membership Committee. This committee shall review membership and fee structure and explore guidelines for future program membership; and
 - F. Nominations and Election Committee. This committee shall determine procedure for voting and eligibility of candidates for the election of Officers and the at large board member. This committee shall be comprised of at least one (1) member from each Program Membership Division.

**ARTICLE VII
FISCAL MATTERS**

- 7.01. FISCAL YEAR. The fiscal year of the USTFCCCA shall be January 1st through December 31st of each year.
- 7.02. DEPOSITS. All monies received by the USTFCCCA shall be deposited promptly to the credit of the USTFCCCA in such banks, trust companies, or other depositories that are insured by the Federal Deposit Insurance Corporation (FDIC) as the Board of Directors, Executive Committee, or CEO may select.
- 7.03. PAYMENTS. All checks, drafts, or other orders for payment of money notes or other evidence of indebtedness issued in the name of the USTFCCCA may be signed by one of the following: the President, the CEO, the Treasurer, or the Board of Director's authorized designee.
- 7.04. CONTRIBUTIONS, GIFTS, AND BEQUESTS. The President or the CEO may accept contributions, gifts, or bequest from any individual or corporation so long as the acceptance of such gift does not violate or jeopardize the USTFCCCA's tax-exempt status or contravene its specific purposes. Before accepting any contribution gift or other bequest the CEO shall consult with USTFCCCA's legal counsel for a Legal Opinion and/or the Internal Revenue Service if the USTFCCCA receives an IRS Notice.
- 7.05. ANNUAL BUDGET. The CEO in consultation with the Budget and Audit Committee and the Treasurer shall prepare an annual projected budget for each fiscal year. The CEO must prepare and deliver a proposed budget to the Board of Directors for the next fiscal year by November 1st of each year. The annual projected budget shall be presented for approval at the Board of Directors meeting prior to December 31st of each fiscal year. Thereafter, the Executive Committee may approve supplemental increases or reductions to the original budget.
- 7.06. FINANCIAL RESERVES. The CEO at the direction of the Board and after consultation with the Treasurer shall establish sufficient reserves to ensure the continued operations of the USTFCCCA. Such reserves may be established in any liquid financial vehicle. If at such time the reserve funds are at \$30,000.00 or less any further use of funds must be approved by the Executive Committee.

ARTICLE VIII
NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

- 8.01 [BOARD MEMBERS: NOMINATIONS & ELECTIONS.](#) The election of board members shall be held every two (2) years or as required to fill a vacancy. All Program Membership Divisions shall nominate and elect their representative(s) to the Board of Directors at the USTFCCCA annual convention. Program Membership Divisions shall elect members to the Board of Directors under their own rules governing such elections. The Secretary shall obtain from an appropriate election officer of each Program Membership Division an election certification of each prospective board member elect.
- 8.02 [USTFCCCA OFFICERS.](#) The election of USTFCCCA Officers shall be held every two (2) or four (4) years as appropriate or as required to fill a vacancy at the USTFCCCA annual convention. All prospective candidates must be in good standing within the USTFCCCA to be placed on any ballot or slate.
- 8.03 [OFFICER NOMINATIONS.](#) The Nominations and Elections Committee (Committee) shall develop, evaluate, and bring forth a slate of Officers to present for a vote to the Membership at the annual convention. However, the Committee shall not bring forth any slate of candidates that would allow any one Program Membership Division to exceed five (5) members of representation on the Board of Directors. The Committee may consider any eligible member of the USTFCCCA for an Officers position. The Committee shall solicit individual members who possess exceptional skills and attributes which would enable them to carry out the goals and mission of the USTFCCCA. Any member of the USTFCCCA may propose a prospective Officer candidate to the Committee. To be eligible to be placed on the slate for an Officers position any member under consideration must submit any information reasonably requested by the Committee in a form acceptable to the Committee.
- 8.04 [ELECTION OF OFFICERS.](#) Members eligible to vote and registering at the annual convention shall be entitled to vote on the slate of Officers proposed by the Nominations and Elections Committee. The slate of candidates shall be voted up or down as determined by a majority of those voting. If the slate of candidates is voted down any individual member may move on the floor to nominate a replacement slate of candidates. However, any slate of proposed candidates must not allow any one Program Membership Division to exceed five (5) members on the Board of Directors. No Officer may be elected as an individual (i.e. not part of a slate) unless the election is to fill a vacancy.
- 8.05 [AT LARGE BOARD MEMBER: NOMINATIONS & ELECTIONS.](#) The at large board member election shall be held every two (2) years or as required to fill a vacancy. The Nominations and Elections Committee (Committee) shall develop, evaluate, and bring forth a list of qualified candidates to present for a vote. The Committee

shall solicit individual members from the Non-Program Membership Divisions who possess exceptional skills and attributes which would enable them to carry out the goals and mission of the USTFCCCA. Any member of the USTFCCCA may propose an eligible prospective candidate to the Committee. The at large board member may not be a member of any Program Membership Division. Only Members may vote for the position of the at large board member.

- 8.06 VACANCY. If a vacancy occurs for any reason (death, resignation or removal) the vacant position may be filled as provided for elsewhere in these Bylaws. Any vacant position or position filled shall be placed on the ballot for a vote at the next annual convention.

ARTICLE IX
INDEMNIFICATION, LIABILITY, AND AMENDMENTS

9.01 INDEMNIFICATION. The USTFCCCA shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the USTFCCCA) by reason of the fact that the person is or was a director, officer, employee, or agent of the USTFCCCA, or committee member of the USTFCCCA acting on behalf of the USTFCCCA, or who is or was serving at the request of the USTFCCCA as director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in accordance with such action, suit, or proceeding, if the person acted in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interest of the USTFCCCA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe said conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which the person reasonably believed to be in, or not opposed to, the best interest of the USTFCCCA, or with respect to any criminal action or proceeding, that the person had reasonable cause to believe that said conduct was unlawful. To the extent that a director, officer, committee member, employee, or agent of the USTFCCCA has been successful, on their merits or otherwise, in the defense of any action, suit, or proceeding referred above, or in defense of any claim, issue, or matter therein, the person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith. Any indemnification under this Article (unless ordered by a court) shall be made by the USTFCCCA only as authorized in the specific case, upon a determination that indemnification of the director, officer, committee member, employee, or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in this Article. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members entitled to vote, if any. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the USTFCCCA in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, committee member, employee, or agent to repay such amount, unless it shall ultimately be determined that the person is entitled to be indemnified by the USTFCCCA as authorized under this Article. The indemnification provided by this Article 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 the person's official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

- 9.02 [LIABILITY FOR DEBTS.](#) The Officers, the Board of Directors, the CEO, and the employees of the USTFCCCA shall not be personally liable for its debts, liabilities, or other obligations.
- 9.03 [AMENDMENTS.](#) Any amendments to these Bylaws must be proposed in writing by the Law and Legislation Committee or proposed and signed by at least three (3) voting members of the Board of Directors to be considered for approval. Such approval must be made under a quorum of the Board of Directors who has received proper notice as provided for under these Bylaws.
- 9.04 [INSURANCE.](#) The CEO shall annually review and purchase insurance in the appropriate amounts to cover any aspect of the USTFCCCA's operations including Officers and Directors Liability Insurance.

ARTICLE X
ELECTRONIC VOTING & PARLIMENTARY PROCEDURE

- 10.01 ELECTRONIC VOTING. Anywhere in these Bylaws where notices are required or voting is conducted, it may be done by electronic means, in whole or in part, under terms approved by the President so long as the procedure ensures the right of all to vote and reasonably protects the confidentiality of each member's vote.
- 10.02 PARLIAMENTARY AUTHORITY. *Robert's Rules of Order, Newly Revised* shall govern the USTFCCCA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, any special rules of order the President or the Board of Directors may adopt, and are not in conflict with the Articles of Incorporation of the USTFCCCA.