

Massachusetts State Track Coaches Association

Proposed Amended By-Laws

Revised September 10, 2018

Section 1

1.1 NAME: The name and purpose of the organization shall be Massachusetts State Track Coaches Association (MSTCA).

1.2 CERTAIN DEFINED TERMS: Unless the context clearly requires otherwise, the terms defined below shall have the following meaning:

“Affiliated Members” means a certified non-profit group or association (for example, local sports authorities, conferences, offices, etc.) recognized by Section 501(c)3 et seq. of the Internal Revenue Service Code.

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

“Board of Trustees” means the Board of Trustees described in Section 2 of these MSTCA by-laws, the governing body of MSTCA with all the rights, powers and duties conferred upon it as defined herein.

“Executive Director” means the Executive Director as chosen by the Board of Trustees responsible for the daily management and operation of the MSTCA.

“Assistant Executive Director” means the Assistant Executive Director as chosen by the Executive Director and responsible to the Executive Director for daily management and the operation of the MSTCA.

“Executive Committee” means a subordinate committee to the Board of Trustees to address Cross-Country and Track and Field issues as delegated by the Board of Trustees.

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

“Honorary Membership” means membership bestowed by the Board of Trustees or upon the recommendation of the Executive Director in recognition of individuals who have demonstrated extraordinary support for the MSTCA.

“Individual Member” means any member of the MSTCA who is in good standing.

“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.

“MIAA” means Massachusetts Interscholastic Athletic Association.

“NFHS” means National Federation of High Schools.

“Retired Hall of Fame Membership” means inducted MSTCA Hall of Fame members who are granted lifetime membership with full rights.

“USATF” means USA Track & Field.

“USATF-NE” means USA Track & Field – New England Association.

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

- 1.3 Articles of Organization: The name and purposes of the corporation shall be as set forth in its Articles of Organization. These Bylaws, the powers of the corporation and of its directors and officers and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.
- 1.4 Location: The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.
- 1.5 Corporate Seal: The directors may adopt and alter the seal of the corporation.
- 1.6 The MISSION STATEMENT of the MSTCA has been established and is a non-profit membership organization incorporated as a 501(c)3 corporation as by CODE. Its purpose and principles are:
 - A. To provide an organization that represents the interests of high school coaches of Cross-Country and Track & Field.
 - B. To promote and foster Cross-Country and Track & Field as an integral part of education in the high school level.
 - C. To develop and increase student-athlete participation in Cross-Country and Track & Field.
 - D. To promote leadership and support for coaches and their programs through coaching education and certification.
 - E. To promote, achieve, and maintain the highest standard of outstanding achievement of coaches, student-athletes and support personnel with sportsmanship.
 - F. To recognize and award outstanding achievement of coaches, student- athletes and support personnel.
 - G. To undertake good public relations and communication to publicize and promote MSTCA.
 - H. To provide assistance to the body of people who make up the athletic community of Cross-Country and Track & Field.

- 1.7 **INDIVIDUAL MEMBERSHIP:** Individual membership is available for any MIAA-recognized school to any individual cross-country or track & field coach who has on-field responsibilities for developing student-athletes or individuals who help benefit and enhance the student-athletes involved through the MSTCA.
- A. If an individual member is not affiliated with an MIAA member school, that member will be consider a “Guest Membership” with all rights and privileges except not be eligible for the Board of Trustees, Executive Director, Assistant Executive Director, or serving as an officer for the MSTCA.
- 1.8 **SUSPENSION, EXPULSION AND CENSURE:** The Board of Trustees shall have the power to suspend, expel or censure any member who fails to pay dues or no longer possesses the qualifications necessary for membership.
- 1.9 **MEMBERSHIP DUES:** Dues are payable on an annual yearly basis as established by the MSTCA Board of Trustees. The Vice President shall publish annually the cost of all membership dues and shall update the membership list on the MSTCA website.
- 1.10 **BENEFITS OF MEMBERSHIP:** MSTCA members become members of the NFHS and USTFCCCA and automatically will receive liability insurance and will receive quarterly magazines of USTFCCCA technique magazine, a discount price to the MSTCA Coaches Clinic and Do It Student-Athlete Clinics annually as well as other benefits.

Management of the Association

Section 2

Administration - Board of Trustees

- 2.1 **BOARD OF TRUSTEES:** The control of MSTCA shall be vested in the Board of Trustees, who shall be directors and shall govern and manage the affairs of the MSTCA in accordance with the purposes and principles and other requirements of these Bylaws and in the conformity with the laws governing its incorporation.
- 2.2 **COMPOSITION OF THE BOARD OF TRUSTEES:** The Board of Trustees shall be comprised of a minimum of 5 members from across the Commonwealth of Massachusetts.
- 2.3 **SELECTION OF THE BOARD OF TRUSTEES:** The President shall appoint a special committee to select five (5) of the initial members of the Board of Trustees. Additionally, the Executive Director and the President have the right to appoint one (1) member each to the Board of Trustees. At any time, additional nominees for the Board of Trustees may be nominated by the President, but must voted in by the Executive Committee, and approved by the current Board of Trustees. All vacancies shall be filled as set for in Section 2.17 of these Bylaws.
- 2.4 **TERM:** Members of the Board of Trustees shall serve a term of three (3) years, with no term minimum. However, four (4) of the seven (7) initial members of the Board of Trustees shall serve a term of five (5) years, with no term minimum.
- 2.5 **OFFICERS:** The Board of Trustees shall elect a Chairperson and a Secretary. The election of officers shall take place each year at the June Board of Trustees' meeting, with no term minimum.
- 2.6 **DUTIES OF THE BOARD OF TRUSTEES:** The duties of the Board of Trustees shall be listed in the MSTCA Board of Trustees' Manual in APPENDIX A. The manual will be reviewed and updated by the Board of Trustees at its discretion.
- 2.7 **NOTICE OF MEETINGS:** Physical or electronic notice stating place, day and hour of each meeting of the Board of Trustees shall be delivered to each Board of Trustees' member entitled to vote at such meeting not less than ten (10) days prior to such meeting.
- 2.8 **MEETINGS:** At a minimum, the Board of Trustees shall meet bi-monthly during the year. A special meeting of the Board of Trustees may be called by Chairperson or President.
- 2.9 **VOTING AT BOARD OF TRUSTEES MEETINGS:** In order to have voting rights, a member must have been present at the previous meeting, unless excused by the Board of Trustees Chairperson. Members are entitled to one (1) vote on all matters submitted to a vote by the Board of Trustees.

- 2.10 QUORUM: A majority of the members of the Board of Trustees must be present to constitute a quorum for the transaction of any business at any meeting of the Board of Trustees.
- 2.11 COMPENSATION: MSTCA shall reimburse all Board of Trustees' members for gas mileage or any other expenses for a Board of Trustees meeting. Additionally, the MSTCA shall pay a compensation stipend to any Executive Committee member for services rendered to the MSTCA in their capacity as a directors or MSTCA representative.
- 2.12 AGENDA & MINUTES: The Secretary shall make any meeting agenda available to all Board of Trustees members five-to-seven (5 - 7) business days in advance. The Secretary shall make all meeting minutes available to all Board of Trustees members within five-to-seven (5 - 7) business days of said meeting.
- 2.13 CONFIDENTIALITY: All Board of Trustees' members are held to the highest standard of accountability in proceedings that are sensitive to the professionalism and conduct of the MSTCA. All Board of Trustees' members shall refrain from public activities, including social media, from publicizing the business of the MSTCA unless deemed by the Board of Trustees and its officers that information can be made public.
- 2.14 SUBCOMMITTEES: The Board of Trustees may duly adopt or establish one or more subcommittees which may be comprised of members of the Board of Trustees, members of the Executive Committee, and/or active members.
- 2.15 RESIGNATIONS: Resignations by an Officer or member of the Board of Trustees shall be submitted in writing to the Secretary and deemed effective thirty (30) days after receipt.
- 2.16 REMOVAL OF BOARD OF TRUSTEES MEMBERS OR OFFICERS: Any Board of Trustees member or Officer may be removed by the Board of Trustees by a majority vote of the Board of Trustees at any time, provided ten (10) days' advance notice of such removal has been given, for any reasons as deemed necessary by the Board of Trustees for conduct unbecoming of an Officer or Board of Trustees member.
- 2.17 BOARD OF TRUSTEE VACANCY - Any member of the Executive Committee may run for a position on the Board of Trustees when there is a vacancy on the Board of Trustees. The Executive Committee member must be 1) elected by the Executive Committee, and 2) approved by a majority vote of the current Board of Trustees' members in order to be appointed to the Board of Trustees. If the vacated seat belonged to an Executive Director/Presidential appointee, then the Executive Director/President shall have the right to fill the seat without any further approval.
- 2.18 SAVING CLAUSE: Failure of literal or complete compliance with the provisions of these By-laws with respect to dates and times of notice or the sending or receipt of same or errors in phraseology of notice of proposals that in the judgment of the members at meetings held do not cause substantial injury of the rights of members shall not invalidate the actions or proceedings of the members at any meeting.

Section 3

Administration - Executive Committee

- 3.1 EXECUTIVE COMMITTEE: All members on the Executive Committee must be currently employed as a recognized cross-country and/or track & field coach at an MIAA member school, OR be a retired cross-country and/or track & field coach at an MIAA member school who coached for a minimum of fifteen (15) years.
- 3.2 COMPOSITION OF THE EXECUTIVE COMMITTEE: The Executive Committee shall be comprised of members from across the Commonwealth of Massachusetts, using the MIAA District Alignments, as follows:
- A. District A – up to 4 members
 - B. District B – up to 3 members
 - C. District C – up to 6 members
 - D. District D – up to 3 members
 - E. District E – up to 4 members
 - F. District F/G – up to 3 members
 - G. District H – up to 3 members
 - H. At Large – up to 2 members nominated by the Executive Director
- Each district's percentage of the general membership shall determine the district's number of representatives on the committee. The percentages will be recalculated every three years prior to the Executive Committee elections.
- 3.3 SELECTION OF EXECUTIVE COMMITTEE: Elections for the Executive Committee shall be held in May every three (3) years (2019, 2022, 2025, etc). Membership shall vote within their respective district. The Vice-President shall issue a nomination ballot to all current MSTCA members during the spring prior to the election, and then set the deadline for nominations for members of the Executive Committee. The Vice-President shall also issue the ballot, set the deadline, and report the results to the Executive Director, who shall verify and announce the results.
- 3.4 TERM: Members of the Executive Committee shall serve a term of 3 years.
- 3.5 OFFICERS: The Executive Committee shall nominate from its members a President, a Vice President, and a Secretary. The election of officers shall take place every three years at the June Executive Committee meeting on election years (2018, 2021, 2024, etc).
- 3.6 DUTIES OF THE EXECUTIVE COMMITTEE: The duties of the Executive Committee shall be listed in the MSTCA Executive Committee Manual in APPENDIX A. The manual will be reviewed and updated by the Board of Trustees at its discretion. In addition, the President shall appoint members of the Executive Committee to at least one (1) subcommittee.
- 3.6a DUTIES OF THE OFFICERS: The duties of the Executive Committee Officers shall be listed in the MSTCA Executive Committee Officer Manual in APPENDIX A.

- 3.7 NOTICE OF MEETINGS: Physical or electronic notice stating place, day and hour of each meeting of the Executive Committee shall be delivered to each Executive Committee member entitled to vote at such meeting not less than ten (10) days prior to such meeting.
- 3.8 MEETINGS: The Executive Committee shall meet a minimum of 6 times during the year. A special meeting of the Executive Committee may be called by President or Executive Director. In order to remain on the Executive Committee, a member must be present for at least two-thirds of the meetings from the previous year.
- 3.9 VOTING AT EXECUTIVE COMMITTEE MEETINGS: Each Executive Committee member shall have voting rights. All members must maintain attendance to be eligible to vote, unless excused at the sole discretion of the Executive Director or President. Members are entitled to one (1) vote on all matters submitted to a vote by the Executive Committee.
- 3.10 QUORUM: At least two-thirds of the members of the Executive Committee must be present to constitute a quorum for the transaction of any business at any meeting of the Executive Committee.
- 3.11 COMPENSATION: The MSTCA shall reimburse all Executive Committee members for gas mileage expenses due to travel for an Executive Committee meeting. Additionally, the MSTCA shall pay a compensation stipend to any Executive Committee member for services rendered to the MSTCA in their capacity as a directors or MSTCA representative. This includes reimbursement for reasonable expenses incurred in the performance of their duties to the MSTCA including, but not limited to, payment for legal and accounting services and any other service deemed reasonable and necessary.
- 3.12 AGENDA & MINUTES: The Secretary shall make any meeting agenda available to all Executive Committee members five-to-seven (5 - 7) business days in advance. The Secretary shall make all meeting minutes available to all Executive Committee members within five-to-seven (5 - 7) business days of said meeting.
- 3.13 CONFIDENTIALITY: All Executive Committee members, Officers, Executive Director, and Assistant Executive Director are held to the highest standard of accountability in proceedings that are sensitive to the professionalism and conduct of the MSTCA. All Executive Committee members shall refrain from public activities, including social media, from publicizing the business of the MSTCA unless deemed by the Board of Trustees and its officers that information can be made public.
- 3.14 SUBCOMMITTEES: The President may duly adopt or establish one or more subcommittees which may be comprised of members of the Executive Committee and active members. Such subcommittees, to the extent provided by such resolution, shall have and exercise the authority of the Executive Committee in management of the MSTCA provided, however, that the designation of such subcommittees and delegations of authority thereto shall not operate to relieve the Executive Committee 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 of MSTCA shall be as follows:
- A. Athletes' Hall of Fame Subcommittee
 - B. Frank Kelley Student-Athlete Adversity Award Subcommittee
 - C. College Scholarship Subcommittee
 - D. Camp Scholarship Subcommittee
 - E. Bill O'Connor Humanitarian Award Subcommittee

- 3.15 RESIGNATIONS: Resignations by an Officer or member of the Executive Committee shall be submitted in writing to the Secretary and deemed effective thirty (30) days after receipt.
- 3.16 REMOVAL OF EXECUTIVE COMMITTEE MEMBERS OR OFFICERS: Any Executive Committee member or Officer may be removed by the Executive Committee by a majority vote of the Executive Committee at any time, provided ten (10) days' advance notice of such removal has been given, for any reasons as deemed necessary by the Executive Committee for conduct unbecoming of an Officer or Executive Committee member.
- 3.17 EXECUTIVE COMMITTEE VACANCY - In the case of an unexpected vacancy during a term on the Executive Committee, an appointment shall be made by the President for the remainder of the term.
- 3.18 SAVING CLAUSE: Failure of literal or complete compliance with the provisions of these Bylaws with respect to dates and times of notice or the sending or receipt of same or errors in phraseology of notice of proposals that in the judgment of the members at meetings held do not cause substantial injury of the rights of members shall not invalidate the actions or proceedings of the members at any meeting.

Section 4

Administration -

Executive Director & Assistant Executive Director

- 4.1 EXECUTIVE DIRECTOR: The Board of Trustees shall appoint or elect an Executive Director. The Executive Director shall act under the immediate direction of the Board of Trustees, and shall implement the policies and actions of MSTCA. The Board of Trustees shall determine the annual salary of the Executive Director. The Executive Director shall serve at the will of the Board of Trustees. All of the duties of the Executive Director shall be listed in the MSTCA Executive Director and Assistant Executive Director's Manual which can be found in APPENDIX A.

- 4.2 ASSISTANT EXECUTIVE DIRECTOR: The Executive Director shall nominate an Assistant Executive Director who must be approved by the Board of Trustees. The Assistant Executive Director shall act under the direction of the Executive Director, and shall implement the policies and actions of the MSTCA. The Board of Trustees shall determine the salary of the Assistant Executive Director. The Assistant Director will serve at the will of both the Board of Trustees and the Executive Director. The duties of the Assistant Executive Director shall be listed in the MSTCA Executive Director and Assistant Executive Director's Manual which can be found in APPENDIX A.

Section 5

Seasonal Committees

5.1 CROSS-COUNTRY COMMITTEE: A committee shall be established to oversee the MSTCA Fall events in the academic year. Committee members may serve on a maximum of 2 of the 3 seasonal committees. The Cross Country Committee shall work in conjunction with the Assistant Executive Director in charge of Cross Country and shall report to the Executive Committee.

A. COMPOSITION OF THE CROSS COUNTRY COMMITTEE: The Cross Country Committee shall be comprised of up to 18 voting members from across the Commonwealth of Massachusetts, using the MIAA District Alignments, as follows:

- A. District A – up to 2 members
- B. District B – up to 3 members
- C. District C – up to 4 members
- D. District D – up to 2 members
- E. District E – up to 3 members
- F. District F/G – up to 2 members
- G. District H – up to 2 members

Additionally, up to two (2) Executive Committee members, shall be appointed to the Cross Country Committee by the President and/or Executive Director, and shall have voting rights.

Additionally, all current-year Cross Country Meet Directors are automatically appointed to the Cross Country Committee and shall have voting rights.

Each district's percentage of the general membership shall determine the district's number of representatives on the committee. The percentages will be recalculated every three years prior to the Seasonal Committee elections.

B. SELECTION OF THE CROSS COUNTRY COMMITTEE: Elections for the Cross Country Committee shall be held in May every three (3) years. Membership shall vote within their respective district. The Vice-President shall issue a nomination ballot to all current MSTCA members during the spring prior to the election, and then set the deadline for nominations for members of the Cross Country Committee. The Vice-President shall also issue the ballot, set the deadline, and report the results to the Executive Director, who shall verify and announce the results.

C. TERM: Beginning with the 2019 elections, members shall serve for three (3) years.

D. OFFICERS: The Cross Country Committee shall elect a Chairperson, a Vice-Chairperson, and a Secretary. The election of officers shall take place year at first Cross Country Committee meeting each year.

- E. **DUTIES OF THE CROSS COUNTRY COMMITTEE:** The Committee is responsible for 1) revising and updating MSTCA Cross Country meet forms and entry information, 2) discussing and addressing issues which arose within the season, 3) selecting the Cross Country Coaches of the Year for the prescribed regions, 4) selecting the Frank Mooney Athletes of the Year, 5) all other duties as directed by the President, Executive Director, and/or Assistant Executive Director.
- F. **NOTICE OF MEETINGS:** Physical or electronic notice stating place, day and hour of each meeting of the Cross Country Committee shall be delivered to each Cross Country Committee member entitled to vote at such meeting not less than ten (10) days prior to such meeting.
- G. **MEETINGS:** The committee will meet 3 times during each year (preseason, mid-season, and postseason). Committee members must attend a minimum of two (2) of the three (3) annual meetings in order to maintain their committee membership.
- H. **VOTING AT CROSS COUNTRY COMMITTEE MEETINGS:** Each Cross Country Committee member shall have voting rights. All members must maintain attendance to be eligible to vote, unless excused at the sole discretion of the Executive Director or President. Members are entitled to one (1) vote on all matters submitted to a vote by the Cross Country Committee.
- I. **QUORUM:** At least two-thirds of the members of the Cross Country Committee must be present to constitute a quorum for the transaction of any business at any meeting of the Cross Country Committee.
- J. **COMPENSATION:** The MSTCA shall reimburse all Cross Country Committee members for gas mileage expenses due to travel for an Cross Country Committee meeting. Additionally, the fee for the MSTCA New England Clinic will be waived for all Cross Country Committee members.
- K. **AGENDA & MINUTES:** The Secretary shall make any meeting agenda available to all Cross Country Committee members five-to-seven (5 - 7) business days in advance. The Secretary shall make all meeting minutes available to all Cross Country Committee members within five-to-seven (5 - 7) business days of said meeting.
- L. **CROSS COUNTRY COMMITTEE VACANCY:** In the case of an unexpected vacancy during a term on the Cross Country Committee, an appointment shall be made by the President for the remainder of the term.

5.2 INDOOR TRACK AND FIELD COMMITTEE: A committee shall be established to oversee the MSTCA Winter events in the academic year. Committee members may serve on a maximum of 2 of the 3 seasonal committees. The Indoor Track and Field Committee shall report to the Executive Committee.

A. COMPOSITION OF THE INDOOR TRACK AND FIELD COMMITTEE: The Indoor Track and Field Committee shall be comprised of up to 18 voting members from across the Commonwealth of Massachusetts, using the MIAA District Alignments, as follows:

- A. District A – up to 2 members
- B. District B – up to 3 members
- C. District C – up to 4 members
- D. District D – up to 2 members
- E. District E – up to 3 members
- F. District F/G – up to 2 members
- G. District H – up to 2 members

Additionally, up to two (2) Executive Committee members, shall be appointed to the Indoor Track and Field Committee by the President and/or Executive Director, and shall have voting rights.

Additionally, all current-year Indoor Track and Field Meet Directors are automatically appointed to the Indoor Track and Field Committee and shall have voting rights.

Each district's percentage of the general membership shall determine the district's number of representatives on the committee. The percentages will be recalculated every three years prior to the Seasonal Committee elections.

B. SELECTION OF THE INDOOR TRACK AND FIELD COMMITTEE: Elections for the Indoor Track and Field Committee shall be held in May every three (3) years. Membership shall vote within their respective district. The Vice-President shall issue a nomination ballot to all current MSTCA members during the spring prior to the election, and then set the deadline for nominations for members of the Indoor Track and Field Committee. The Vice-President shall also issue the ballot, set the deadline, and report the results to the Executive Director, who shall verify and announce the results.

C. TERM: Beginning with the 2019 elections, members shall serve for three (3) years.

D. OFFICERS: The Indoor Track and Field Committee shall elect a Chairperson, a Vice-Chairperson, and a Secretary. The election of officers shall take place year at first Indoor Track and Field Committee meeting each year.

E. DUTIES OF THE INDOOR TRACK AND FIELD COMMITTEE: The Committee is responsible for 1) revising and updating MSTCA Indoor Track and Field meet forms and entry information, 2) discussing and addressing issues which arose within the season, 3) selecting the Indoor Track and Field Coaches of the Year for the prescribed regions, 4) selecting the Frank Mooney Athletes of the Year, 5) all other duties as directed by the President, Executive Director, and/or Assistant Executive Director.

- F. NOTICE OF MEETINGS: Physical or electronic notice stating place, day and hour of each meeting of the Indoor Track and Field Committee shall be delivered to each Indoor Track and Field Committee member entitled to vote at such meeting not less than ten (10) days prior to such meeting.
- G. MEETINGS: The committee will meet 3 times during each year (preseason, mid-season, and postseason). Committee members must attend a minimum of two (2) of the three (3) annual meetings in order to maintain their committee membership.
- H. VOTING AT INDOOR TRACK AND FIELD COMMITTEE MEETINGS: Each Indoor Track and Field Committee member shall have voting rights. All members must maintain attendance to be eligible to vote, unless excused at the sole discretion of the Executive Director or President. Members are entitled to one (1) vote on all matters submitted to a vote by the Indoor Track and Field Committee.
- I. QUORUM: At least two-thirds of the members of the Indoor Track and Field Committee must be present to constitute a quorum for the transaction of any business at any meeting of the Indoor Track and Field Committee.
- J. COMPENSATION: The MSTCA shall reimburse all Indoor Track and Field Committee members for gas mileage expenses due to travel for an Indoor Track and Field Committee meeting. Additionally, the fee for the MSTCA New England Clinic will be waived for all Indoor Track and Field Committee members.
- K. AGENDA & MINUTES: The Secretary shall make any meeting agenda available to all Indoor Track and Field Committee members five-to-seven (5 - 7) business days in advance. The Secretary shall make all meeting minutes available to all Indoor Track and Field Committee members within five-to-seven (5 - 7) business days of said meeting.
- L. INDOOR TRACK AND FIELD COMMITTEE VACANCY: In the case of an unexpected vacancy during a term on the Indoor Track and Field Committee, an appointment shall be made by the President for the remainder of the term.

5.3 OUTDOOR TRACK AND FIELD COMMITTEE: A committee shall be established to oversee the MSTCA Spring events in the academic year. Committee members may serve on a maximum of 2 of the 3 seasonal committees. The Outdoor Track and Field Committee shall report to the Executive Committee.

A. COMPOSITION OF THE OUTDOOR TRACK AND FIELD COMMITTEE: The Outdoor Track and Field Committee shall be comprised of up to 18 voting members from across the Commonwealth of Massachusetts, using the MIAA District Alignments, as follows:

- A. District A – up to 2 members
- B. District B – up to 3 members
- C. District C – up to 4 members
- D. District D – up to 2 members
- E. District E – up to 3 members
- F. District F/G – up to 2 members
- G. District H – up to 2 members

Additionally, up to two (2) Executive Committee members, shall be appointed to the Outdoor Track and Field Committee by the President and/or Executive Director, and shall have voting rights.

Additionally, all current-year Outdoor Track and Field Meet Directors are automatically appointed to the Outdoor Track and Field Committee and shall have voting rights.

Each district's percentage of the general membership shall determine the district's number of representatives on the committee. The percentages will be recalculated every three years prior to the Seasonal Committee elections.

B. SELECTION OF THE OUTDOOR TRACK AND FIELD COMMITTEE: Elections for the Outdoor Track and Field Committee shall be held in May every three (3) years. Membership shall vote within their respective district. The Vice-President shall issue a nomination ballot to all current MSTCA members during the spring prior to the election, and then set the deadline for nominations for members of the Outdoor Track and Field Committee. The Vice-President shall also issue the ballot, set the deadline, and report the results to the Executive Director, who shall verify and announce the results.

C. TERM: Beginning with the 2019 elections, members shall serve for three (3) years.

D. OFFICERS: The Outdoor Track and Field Committee shall elect a Chairperson, a Vice-Chairperson, and a Secretary. The election of officers shall take place year at first Outdoor Track and Field Committee meeting each year.

E. DUTIES OF THE OUTDOOR TRACK AND FIELD COMMITTEE: The Committee is responsible for 1) revising and updating MSTCA Outdoor Track and Field meet forms and entry information, 2) discussing and addressing issues which arose within the season, 3) selecting the Outdoor Track and Field Coaches of the Year for the prescribed regions, 4) selecting the Frank Mooney Athletes of the Year, 5) all other duties as directed by the President, Executive Director, and/or Assistant Executive Director.

- F. **NOTICE OF MEETINGS:** Physical or electronic notice stating place, day and hour of each meeting of the Outdoor Track and Field Committee shall be delivered to each Outdoor Track and Field Committee member entitled to vote at such meeting not less than ten (10) days prior to such meeting.
- G. **MEETINGS:** The committee will meet 3 times during each year (preseason, mid-season, and postseason). Committee members must attend a minimum of two (2) of the three (3) annual meetings in order to maintain their committee membership.
- H. **VOTING AT OUTDOOR TRACK AND FIELD COMMITTEE MEETINGS:** Each Outdoor Track and Field Committee member shall have voting rights. All members must maintain attendance to be eligible to vote, unless excused at the sole discretion of the Executive Director or President. Members are entitled to one (1) vote on all matters submitted to a vote by the Outdoor Track and Field Committee.
- I. **QUORUM:** At least two-thirds of the members of the Outdoor Track and Field Committee must be present to constitute a quorum for the transaction of any business at any meeting of the Outdoor Track and Field Committee.
- J. **COMPENSATION:** The MSTCA shall reimburse all Outdoor Track and Field Committee members for gas mileage expenses due to travel for an Outdoor Track and Field Committee meeting. Additionally, the fee for the MSTCA New England Clinic will be waived for all Outdoor Track and Field Committee members.
- K. **AGENDA & MINUTES:** The Secretary shall make any meeting agenda available to all Outdoor Track and Field Committee members five-to-seven (5 - 7) business days in advance. The Secretary shall make all meeting minutes available to all Outdoor Track and Field Committee members within five-to-seven (5 - 7) business days of said meeting.
- L. **OUTDOOR TRACK AND FIELD COMMITTEE VACANCY:** In the case of an unexpected vacancy during a term on the Outdoor Track and Field Committee, an appointment shall be made by the President for the remainder of the term.

Section 6

General Membership

- 6.1 ANNUAL MEETING: MSTCA shall hold an annual meeting in March of each year (unless that day may be a legal holiday at the place where the meeting is to be held in which case the meeting shall be held at the same hour on the next succeeding day not a legal holiday) or at such other earlier or later date and time as shall be determined from time to time by the Executive Committee. The President and the Executive Director shall write the agenda of the meeting together.
- 6.2 NOTICE OF MEETINGS: Physical or electronic notice stating place, day and hour of each meeting of the General Membership shall be delivered to each member not less than ten (10) days prior to such meeting.
- 6.3 SAVING CLAUSE: Failure of literal or complete compliance with the provisions of these Bylaws in respect to dates and times of notice or the sending or receipt of same or errors in phraseology of notice of proposals that in the judgment of the members at meetings held do not cause substantial injury of the rights of members and shall not invalidate the actions or proceedings of the members at any meeting.
- 6.4 AMENDMENTS: These Bylaws may be altered, amended or repealed at any meeting of the Board of Trustees or any Bylaw Committee appointed by the President; notice of which shall specify the subject matter of the proposed alteration, amendment or repeal of the sections to be affected thereby, by vote of a majority of the Board of Trustees then in office.
- 6.5 INDEMNIFICATION: Definitions: For purposes of this Section 6, the following terms shall have the following meanings:
- A. "Indemnitee" means any person who serves or has served as a member of the Board of Trustees of the corporation, any person who serves or has served as an officer of the corporation or in any other office filled by election or appointment by the Board of Trustees and any person who serves or has served as an employee of the corporation.
 - B. "Proceeding" means any action, lawsuit or proceeding, whether civil, criminal or investigatory, brought or threatened in or before any court, tribunal or administrative or legislative body or agency.
 - C. "Expense" means any liability fixed by a judgment, order, decree or award in a Proceeding, any fine or penalty, any liability reasonably incurred in connection with the settlement of a Proceeding and any professional fees and other expenses reasonably incurred in connection with a Proceeding or the settlement thereof.
 - D. "Enforcement proceeding" means a Proceeding initiated by an Indemnitee or by his or her heirs or legal representatives in which he or she successfully enforces his or her rights to indemnification under this section 6.6.

6.6 INDEMNIFICATION, General: Except as otherwise expressly provided by this section 6, the corporation shall indemnify each Indemnitee and his or her heirs and personal representatives to the extent legally permissible against all Expenses incurred by such Indemnitee in connection with any Proceeding in which he or she is involved as a result of serving or having served as a director, officer or employee of the corporation or, at the request of the corporation, as a director, officer, employee or other agent of any other organization or in any capacity with respect to any employee benefit plan.

- A. No indemnification shall be provided to an Indemnitee or his or her heirs or personal representatives with respect to any matter as to which it shall have been adjudicated in any Proceeding that (i) such Indemnitee did not act in good faith in the reasonable belief that his or her action was in the best interest of the corporation or, to the extent that such matter related to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan or (ii) such Indemnitee derived an improper personal benefit.
- B. Notwithstanding any other provision of this Section 6.6, an Indemnitee and his or her heirs and personal representatives shall not be entitled to indemnification under this Section 6.6B with respect to acts or omissions occurring during any period in which such Indemnitee was not a director of the corporation except to the extent expressly approved by vote of the Board of Trustees of the corporation.
- C. To the extent authorized by a majority of the Directors, indemnification under this Section 6.6B shall include payment by the corporation of Expenses incurred by an Indemnitee or his or her heirs or personal representatives in defending a Proceeding in advance of the final disposition of such Proceeding; provided, however, that the corporation has first received an undertaking from such Indemnitee or such heirs or personal representatives to repay to the corporation all such advance payments if such Indemnitee, heirs or personal representatives shall be adjudicated in any proceeding to be not entitled to such indemnification.
- D. An Indemnitee and his or her heirs and personal representatives shall be entitled to indemnification under this Section 6.6 against all Expenses incurred by him or her in connection with any Enforcement Proceeding.
- E. An Indemnitee and his or her heirs and personal representatives shall not be entitled to indemnification under this Section 6.6 against Expenses incurred by any of them in connection with any Proceeding initiated by any of them other than an Enforcement Proceeding unless the initiation of such Proceeding was expressly approved in advance by vote of the Board of Trustees of the corporation.
- F. In any Enforcement Proceeding and in any other Proceeding which involves, or in which is sought, a determination as to whether or not an Indemnitee or any of his or her heirs or personal representatives is entitled to indemnification under this Section 6.6, the party or parties seeking a determination that he or she is not so entitled shall bear the burden of proving the same.
- G. Nothing in this Section 6.6 shall limit any lawful rights to indemnification existing independently of this Section 6.6. Nothing in this Section 6.6 shall be construed as limiting in any manner the power of the Board of Trustees of the corporation to provide indemnification to any person who is not a director of the corporation and who serves as an officer, employee or other agent of the corporation who serves

at the corporation's request as a director, officer, employee or other agent of another organization or who serves at the corporation's request in any capacity with respect to any employee benefit plan.

- H. This Section 6.6 shall be deemed for all purposes to constitute a written agreement between the corporation and each Indemnitee which may be altered, amended or repealed in accordance with Section 6.5 of these Bylaws provided that no alteration, amendment or repeal of this Section 6.6 shall adversely affect the rights and protection afforded to an Indemnitee and his or her heirs and personal representatives under this Section 6.6 for acts or omissions occurring before such alteration, amendment or repeal.

Section 7

Fiscal Matters and Finance Committee

- 7.1 FISCAL YEAR: The fiscal year of MSTCA shall be from July 1 to June 30 of each year.
- 7.2 DEPOSITS: All monies received shall be deposited promptly to the credit of MSTCA in such banks, trust companies, or other depositories that are insured by the Federal Deposit Insurance Corporation (FDIC) as the Executive Director or Board of Trustees may select.
- 7.3 PAYMENTS: All checks, drafts or other orders of money, notes or other of indebtedness issued in the name of MSTCA may be signed by the Executive Director, Assistant Executive Directors, President, Bookkeeper, or Board of Trustees designee.
- 7.4 CONTRIBUTIONS, GIFTS & BEQUESTS: On behalf of the MSTCA, the President and/or the Executive Director may accept contributions, gifts or bequests to the MSTCA from any individual, organization or corporation so long as the acceptance of such gift does not violate or jeopardize MSTCA tax exempt status or contravene its specific purposes. Before accepting a contribution, gift or bequest, the President and/or the Executive Director shall consult MSTCA legal counsel for a legal opinion and/or IRS if the MSTCA receives an IRS Notice.
- 7.5 BONDING: The Executive Director, the Assistant Executive Director, and any other members determined by the President shall be bonded by legal authorities.
- 7.6 FINANCE COMMITTEE: The MSTCA Finance Committee shall govern and manage the financial affairs of the MSTCA in accordance with the purposes and principles and other requirements of these Bylaws and in the conformity with the laws governing its incorporation.
- A. COMPOSITION OF THE FINANCE COMMITTEE: The Finance Committee shall be comprised of a minimum of five (5) members from across the Commonwealth of Massachusetts.
- B. SELECTION OF FINANCE COMMITTEE: The President shall appoint the initial members of the Finance Committee. At any time, additional nominees for the Finance committee may be nominated by the Executive Director or President, but must voted in by the Executive Committee, and approved by the current Board of Trustees.
- C. TERM: Members of the Finance Committee shall serve a term of 3 years.
- D. OFFICERS: The Finance Committee shall nominate from its members a Chairperson and a Secretary. The election of officers shall take place every 3 years at the June Finance Committee meeting on election years (2018, 2021, 2024, etc).
- E. DUTIES OF THE FINANCE COMMITTEE: The duties of the Finance Committee shall be listed in APPENDIX A.

- F. NOTICE OF MEETINGS: Physical or electronic notice stating place, day and hour of each meeting of the Finance Committee shall be delivered to each Finance Committee member entitled to vote at such meeting not less than ten (10) days prior to such meeting.
- G. MEETINGS: The Finance Committee shall meet monthly throughout the year. A special meeting of the Finance Committee may be called by President, Executive Director, or Finance Chairperson. In order to remain on the Finance Committee, a member must be present for at least two-thirds of the meetings from the previous year.
- H. VOTING AT FINANCE COMMITTEE MEETINGS: Each Finance Committee member shall have voting rights. All members must maintain attendance to be eligible to vote, unless excused at the sole discretion of the Finance Director or President. Members are entitled to one (1) vote on all matters submitted to a vote by the Finance Committee.
- I. QUORUM: A majority of the members of the Finance Committee must be present to constitute a quorum for the transaction of any business at any meeting of the Finance Committee.
- J. COMPENSATION: The MSTCA shall reimburse all Finance Committee members for gas mileage expenses due to travel for a Finance Committee meeting.
- K. AGENDA & MINUTES: The Secretary shall make any meeting agenda available to all Finance Committee members five-to-seven (5 - 7) business days in advance. The Secretary shall make all meeting minutes available to all Finance Committee members within five-to-seven (5 - 7) business days of said meeting.
- L. CONFIDENTIALITY: All Finance Committee members are held to the highest standard of accountability in proceedings that are sensitive to the professionalism and conduct of the MSTCA. All Finance Committee members shall refrain from public activities, including social media, from publicizing the business of the MSTCA unless deemed by the Board of Trustees and its officers that information can be made public.
- M. RESIGNATIONS: Resignations by an Officer or member of the Finance Committee shall be submitted in writing to the Secretary and deemed effective thirty (30) days after receipt.
- N. REMOVAL OF FINANCE COMMITTEE MEMBERS OR OFFICERS: Any Finance Committee member or Officer may be removed by the Finance Committee by a majority vote of the Finance Committee at any time, provided ten (10) days' advance notice of such removal has been given, for any reasons as deemed necessary by the Finance Committee for conduct unbecoming of an Officer or Finance Committee member.
- O. FINANCE COMMITTEE VACANCY - In the case of an unexpected vacancy during a term on the Finance Committee, an appointment shall be made by the President for the remainder of the term.

Section 8

Positions of the MSTCA

- 8.1 The following positions of the MSTCA shall be filled each year in order to enhance the MSTCA.
- A. **MEET DIRECTOR:** The Executive Director shall appoint a Meet Director for each MSTCA Cross Country or Track & Field Meet who will be paid a stipend determined by the Board of Trustees. The Meet Director shall have final say on every decision regarding the particular meet. The duties of the Meet Director shall be listed in the MSTCA Meet Director's Manual which can be found in APPENDIX A.
 - B. **MEET REPRESENTATIVE:** The Executive Director shall appoint a Meet Representative for each MSTCA Cross Country or Track & Field Meet who will be paid a stipend determined by the Board of Trustees. The Meet Representative shall a) briefly update the attending coaches of upcoming MSTCA events during the Meet Director's pre-competition meeting, b) assist the Meet Director as needed throughout the competition.
 - C. **SOCIAL MEDIA COMMUNICATIONS DIRECTOR:** The Board of Trustees shall appoint a member to direct the content of the MSTCA's social media feeds. The Board of Trustees shall determine compensation for this position. The duties of the Director can be found in APPENDIX A.
 - D. **DIRECTOR OF ONLINE ENTRIES:** The Executive Director shall appoint an Online Entry Director who shall interact with the online company (DirectAthletics.com or other) which administers online entry registration for MSTCA meets. The Board of Trustees shall determine compensation for this position. The duties of the Director can be found in APPENDIX A.
 - E. **FUNDRAISING/MARKETING DIRECTOR:** The Board of Trustees shall appoint a member to direct all fundraising/marketing events for the MSTCA. The Board of Trustees shall determine compensation for this position. The duties of the Director can be found in APPENDIX A.
 - F. **NEW ENGLAND CLINIC DIRECTOR:** The Executive Director shall appoint a Clinic Director from the membership. The Board of Trustees shall determine compensation for this position. The duties of the Clinic Director shall be listed in the MSTCA New England Clinic Director's Manual which can be found in APPENDIX A.
 - G. **DO IT CLINIC DIRECTOR:** The Executive Director shall appoint a Clinic Director from the membership. The Board of Trustees shall determine compensation for this position. The duties of the Clinic Director shall be listed in the MSTCA Do It Clinic Director's Manual which can be found in APPENDIX A.
 - H. **AWARDS BANQUET DIRECTOR:** The Executive Director shall appoint an Awards Banquet Director from the membership. The Board of Trustees shall determine compensation for this position. The duties of the Awards Banquet Director shall be listed in the MSTCA Awards Banquet Director's Manual which can be found in APPENDIX A.

- I. **BOOKKEEPER:** The Board of Trustees shall appoint a Bookkeeper from the membership. The Board of Trustees shall determine compensation for this position. The duties of the Bookkeeper shall be listed in APPENDIX A.
- J. **DIRECTOR OF ACCOUNTS PAYABLE/RECEIVABLE:** The Executive Director shall appoint a Director of Accounts Payable/Receivable who shall be responsible for collecting all entry fees for MSTCA meets. The Board of Trustees shall determine compensation for this position. The duties of the Director shall be listed in APPENDIX A.
- K. **DIRECTOR OF THE COACHES' HALL OF FAME:** The Executive Director shall appoint a Director of the Coaches' Hall of Fame from the membership. The Board of Trustees shall determine compensation for this position. The duties of the Director shall be listed in APPENDIX A.
- L. **DIRECTOR OF THE ATHLETES' HALL OF FAME:** The Executive Director shall appoint a Director of the Athletes' Hall of Fame Committee from the membership. The Board of Trustees shall determine compensation for this position. The duties of the Director shall be listed in APPENDIX A.
- M. **DIRECTOR OF THE SCHOLARSHIP COMMITTEE:** The Executive Director shall appoint one or more Directors for the Scholarship Committee from the membership. The Board of Trustees shall determine compensation for this position. The duties of the Director shall be listed in APPENDIX A.
- N. **DIRECTOR OF THE CAMP SCHOLARSHIP COMMITTEE:** The Executive Director shall appoint a Director for the Camp Scholarship Committee from the membership. The Board of Trustees shall determine compensation for this position. The duties of the Director shall be listed in APPENDIX A.
- O. **ADDITIONAL MEET MANAGEMENT POSITIONS:** The Executive Director shall appoint any number of members, as necessary, to additional Meet Management positions for each event the MSTCA holds throughout the year. The Board of Trustees shall determine compensation for each of these various positions. The duties of each position will be relayed from the Executive and Assistant Executive Directors to the members prior to the event.

Section 9

Dissolution

- 9.1 Upon dissolution of the organization that shall be by a vote of two-thirds of the members attending a duly called meeting and acting on the recommendation of the Board of Trustees, if there is no clear successor organization, any funds remaining after payment of all obligations shall be dedicated to another purpose — to be determined by vote of the membership — that supports the sport of Track and Field in Massachusetts. The determination of any remaining funds shall be by vote of the Board of Trustees made no sooner than six months after the vote of dissolution.

Appendix A
Job Descriptions

Appendix B
Evaluation Documents