

# **NOTICE OF PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BYLAWS OF THE UNITED STATES ORIENTEERING FEDERATION, INCORPORATED**

At a meeting of the Board of Directors (Board) of the United States Orienteering Federation, Incorporated (Federation) held on January 17, 2009, the Board adopted and approved an amendment to section 7 of the Federation's Articles of Incorporation and several amendments to the Federation's Bylaws. These amendments will be submitted to the members of the Federation for their approval at the Federation's 2009 Annual General Meeting, to be held on June 27, 2009 in Salmon La Sac, Washington.

**The Board recommends that the members approve these amendments.** The amendment to the Articles of Incorporation must be approved by a vote of more than two thirds of all votes cast at that meeting, while the amendments to the Bylaws must be approved by a majority of the votes cast at that meeting.

## **AMENDMENT TO ARTICLES OF INCORPORATION**

**Purpose:** The purpose of this amendment is to establish uniformity in the term of office of directors of the federation. Currently the officers (who are also directors) serve for two (2) year terms, while other directors serve three (3) year terms. The proposed amendment would establish three (3) year staggered terms for all directors.

**Proposed Amendment:** Section 7 of the Articles of Incorporation currently states:

7. Members of the Board of Directors shall serve terms of three (3) years except that directors who are officers of the organization shall serve as directors for their term of office as officers, as set forth in the bylaws of the organization.

It is proposed that this section be amended to state as follows:

7. Members of the Board of Directors shall serve terms of three (3) years, with one-third (1/3rd) of the directors elected each year.

## **AMENDMENTS TO THE BYLAWS**

**Overview:** Proposed changes have been classified into three proposals.

- [Proposal #1](#) concerns amendments related to the restructuring of the Board of Directors.
- [Proposal #2](#) concerns amendments related to the Executive Director.
- [Proposal #3](#) concerns amendments related to committees.

Where sections of the Bylaws are being changed under the proposed amendments, the

language being deleted will appear in brackets and italics, and the language being added will appear in bold and underlined. When a section is being completely deleted, a brief summary of the section will be given but the entire deleted section will not be printed in full.

## **BYLAWS PROPOSAL # 1**

**Purpose:** Currently the Board of Directors is composed of three categories of members: a. officer/directors; b. regional representative directors; and c. at-large directors. Under this amendment, the first two categories would be eliminated and all directors would be elected at-large by the members at the Annual General Meeting for a term of three years. Four members would be elected every year so the size of the Board of Directors would be reduced to 12, although this would not occur immediately since, under Virginia corporate law, the term of office of incumbent directors cannot be reduced when reducing the size of a Board of Directors. Currently officer/directors are elected for two year terms by the membership, but under this proposal the members would only elect the directors, who would elect officers from among their membership for one year terms of office. Because of the elimination of regional representatives, all references to regions in the Bylaws would be eliminated, although this would not prevent clubs from agreeing to create regions for competition, mutual aid or other purposes.

### **Proposed Amendments:**

#### **Article VII: BOARD OF DIRECTORS**

Section A. Composition. The Board of Directors shall consist of *[the officers of the Federation, one representative for each region and four at-large members, one of whom shall represent the competitive interests of the Federation]* **twelve (12) members, except that members with an unexpired term of office at the time this provision was adopted shall serve the remainder of their term of office.** All members shall be selected without respect to race, color, religion, national origin or sex, except for reasonable representation of both males and females. *[The Board of Directors shall consist of no less than fifteen (15) and no more than nineteen (19) members.]*

#### Section B. Term of Office.

*[1. Officers of the Federation shall be members of the Board of Directors for their term of office as fixed in Article VIII.]*

*[2.] 1. Directors [representing regions and directors elected at-large] shall serve terms of three years [with one at-large director to be elected during each of the three years immediately following the adoption of this provision and with regular regional directors initially installed on the Board in accordance with the following schedule:*

*1992 Regions: Southeast, Midwest, Competitive At-Large*

*1993 Regions: Northeast, Heartland, Pacific*

*1994 Regions: Mid-Atlantic, Southwest, Northwest.]*

**with four (4) members to be elected each year.**

*[3] 2. A term of office commences as of the conclusion of the Annual Convention at which [an officer or director at-large] **a director** is elected [and at the conclusion of the first Annual*

*Convention after a regional director has been elected].*

[4.] **3.** There is no limit on the number of consecutive terms a director may serve.

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Section D. Nomination and Election.

[1. *Nomination and election of officers shall be as set forth in Article VIII.*]

[2. *Nomination and election of directors representing regions shall be as set forth in Article IXA.*]

[3.] Directors [*elected at-large*] may be nominated by submitting a nomination to the chairperson of the Nominating Committee or may be made from the floor at the Annual Convention and election shall be held during the Annual Convention with the **four (4)** nominees receiving the highest number of voted winning election. In the event of a tie **involving the nominees receiving the fourth (4th) highest number of votes**, a second ballot shall be taken among the tied nominees only.

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Section H. Vacancies.

[1. *Vacancies in any of the officer positions shall be filled as set forth in Article VIII.*]

[2. *Vacancies in the position of any of the directors representing regions shall be filled by the regional alternate as set forth in Article IXA.*]

[3.] Vacancies in the position of any [*at-large*] directors shall be filled by vote of the remaining directors for the period until the next Annual Convention, at which time an election will be held will be held in accordance with Section D. [3.] to fill the remaining term of office, if any, of such vacancy.

[4. *If an at-large or regional director becomes an officer of the Federation, a vacancy is created in the position of at-large or regional representative which shall be filled as set forth herein.*]

[*Section I. Regional Alternates.*] This section is to be deleted in its entirety as under the proposed amendments there would no longer be regional representatives or alternates.

## Article VIII. OFFICERS

Section A. Designation and Eligibility.

1. The officers of the Federation shall be elected by the [*membership of the Federation*] **vote of the members of the Board of Directors** from among [*all members eligible to be directors under Article Vii, Section C., including, but not limited to,*] those serving as directors [and/or officers].

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Section B. Nomination and Election.

[1. *Nominations of officers may be made by submitting a nomination to the chairperson of the Nominating Committee or may be made from the floor at the Annual Convention.*]

[2.] Election of the officers shall be held at the Annual [*Convention*] **Meeting of the Board of Directors** with the nominee receiving the majority of votes cast winning the election. In the event no nominee receives a majority on the first ballot, a second ballot shall be taken among the top two vote-getters.

[3. *Election of Vice-Presidents shall occur in even years beginning in 1996 and the election of the President and Recording Secretary shall occur in odd years beginning in 1997.*]

Section C. Term of Office: The term of office of each officer shall be *[two years]* **one year** or until their successors are elected and qualified. There will be no limit on the number of consecutive terms an officer may serve.

## Article IX: COMMITTEES

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Section B. Standing Committees:

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2. Nominating Committee.

*[a.]* The Committee shall submit the names of nominees for election of *[officer and at-large]* directors to the membership at the Annual Convention of the Federation, in compliance with the membership and voting power requirements of Article VII, Section C.3. Nomination of a prospective candidate shall be by a majority vote of the members of the committee who are present.

*[b. Individual members of the Committee shall be designated as regional Nominating Committee representatives to the regions of the Federation and shall have the responsibility as set forth in Article IXA, Section B.2.e.]*

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*[Article IXA. REGIONS.]*

This [Article](#) is to be deleted in its entirety to eliminate regional representatives on the Board of Directors.

## BYLAWS PROPOSAL # 2

**Purpose:** Currently the Board of Directors is permitted to appoint an Executive Director, whose duties are limited to certain areas spelled out in the Bylaws. These proposed amendments would make clear that the Board of Directors can appoint administrative personnel in addition to the Executive Director, and would eliminate any reference to specific duties of the Executive Director but rather have him or her have such responsibilities and duties as are assigned by the Board of Directors.

### **Proposed Amendments:**

## ARTICLE VII: BOARD OF DIRECTORS

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Section G. Duties: The duties of the Board of Directors shall be to:

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3. Appoint: Appoint an Executive Director **and/or other administrative personnel** when the affairs of the Federation are better served by such appointments, and designate *[his or her]* **their** duties. The Board may modify the appointments by removing or replacing the Executive Director **and/or other personnel** or changing **their** designated duties.

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## ARTICLE VIII: OFFICERS

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### Section D. Duties:

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*[3. Executive Director: He or she shall have cognizance over the general policies that pertain to recording and recordkeeping of the affairs of the Federation and Board of Directors, exclusive of the accounting for funds. He or she shall be responsible for the operation of the principal officers of the Federation. He or she is the custodian of the Federation's funds and resources and shall supervise compliance with the policies pertaining to the accounting, managing and disbursing of Federation funds and resources. He or she shall be responsible for the preparation of such financial reports as are required by the Board of Directors and an annual financial report for inclusion in the annual report of the Federation.]*

*[4.] 3. Recording Secretary: The Recording Secretary shall be responsible for having a record kept of the proceedings of the meetings of the Federation, and meetings of the Board of Directors.*

## BYLAWS PROPOSAL # 3

**Purpose:** Currently non-standing committees can be created by and report to any officer, subject to approval of the Executive Committee. The proposed amendments would make creation and disbandment of such committees a power of the President and have such committees report to the President or his/her designee. The Sanctioning Committee (standing committee) chairperson would be appointed by the President rather than by a Vice-President. A provision would be added to make clear that, except for the Executive Committee, members of committees do not have to be directors.

### Proposed Amendments:

## ARTICLE IX: COMMITTEES

Section A. Types of Committees. There shall be two types of committees: Standing Committees as set forth in these Bylaws and other committees intended to meet the developing needs of the Federation. Committees not designated in these Bylaws may be created and/or disbanded by *[an officer of the Federation subject to the approval of the Executive Committee]* **the President**. The chairperson of each such committee shall be appointed by *[and report to the appropriate officer]* **the President and report to the President or his/her designee. Except for the Executive Committee, chairpersons and members of committees do not need to be members of the Board of Directors.**

### Section B. Standing Committees:

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4. Sanctioning Committee:

a. Members: The Sanctioning Committee shall be composed of seven (7) members. The *[responsible Vice-President]* **President** shall appoint the chairperson of the committee and such appointment shall be confirmed by the Board of Directors.

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Respectfully submitted,

United States Orienteering Federation Bylaws Committee