

# **BYLAWS OF THE UNITED STATES ORIENTEERING FEDERATION**

(July 2013 edition)

Adopted: June, 1986. Based upon the original Bylaws, adopted August 1, 1971, revised 1974-1989, and upon the Requirements for Membership as provided in the Constitution of the United States Olympic Committee, and amended at the Annual Conventions/General Meetings on July 17, 1992, June 30, 1995, July 2, 1999, June 24, 2001, August 13, 2003, June 27, 2009, June 28, 2010, and July 27, 2013.

## **ARTICLE I: NAME**

The name of the organization is: United States Orienteering Federation, Incorporated, hereinafter referred to as the Federation.

## **ARTICLE II: AUTHORIZATION AND LOCATION**

*Section A.* The Federation is a not-for-profit corporation chartered in the Commonwealth of Virginia as a non-stock corporation and is exempt from federal income tax.

*Section B.* The Federation is recognized by the International Orienteering Federation as the authorized governing body of Orienteering in the United States of America. The Federation is an amateur sports organization intended to qualify for membership of the United States Olympic Committee ("U.S.O.C."), under an appropriate class designation in accordance with the Constitution of that organization pursuant to 36 USC } } 371 *et seq.* The Federation agrees to submit to binding arbitration conducted in accordance with the commercial rules of the American Arbitration Association in any controversy involving its recognition as a national governing body, as provided for in Article VIII of the USOC Constitution.

*Section C.* The Federation recognizes the International Orienteering Federation as the world governing body of Orienteering and shall abide by the Rules and Regulations of the International Orienteering Federation except where prevented by local conditions, laws, and customs.

*Section D.* The location of the principal offices of the Federation shall be at such address as determined by the Board of Directors of the Federation.

*Section E.* Branch Offices: Branch offices and temporary field offices may be established anywhere in the United States when required and authorized by the Board of Directors of the Federation.

## **ARTICLE III: OBJECTIVES AND PURPOSES**

*Section A.* Objectives: The objectives of the Federation shall be to promote and support Orienteering in the United States of America and internationally.

*Section B.* Purposes: The purposes of which the Federation is founded are:

1. To acquire, hold, manage, and distribute funds and other assets including real property in a manner that will further the other purposes of the Federation.
2. To advance amateur athletic competition in Orienteering, to maintain the managerial and financial capability to plan and execute this obligation, and to render services, assistance, and other support for the development and extension of Orienteering.
3. To promote Orienteering and to maintain a bureau of information regarding Orienteering activities in the United States of America.
4. To encourage and support the formation of Orienteering clubs throughout the United States of America and to secure new clubs as members in good standing of the Federation.
5. To establish and standardize the rules governing Orienteering competitions, and the classification of competitors.
6. To hold regular annual National Orienteering Championship Competitions of the kinds, at such times and place as may be selected by the Federation.
7. To provide incentives for performance and commendable achievements in Orienteering and other appropriate, associate activities.
8. To be affiliated with the International Orienteering Federation, and to actively participate and arrange for the selection of competitors to represent the United States of America, in regional, continental, international and world Orienteering competitions and championships.

9. To provide, upon request, for the arbitration of such differences as may arise between clubs holding membership in the Federation.
10. To approve all international Orienteering events in the United States of America.

#### *ARTICLE IV: MEMBERSHIP AND FEES*

Membership in the Federation shall be open (a) to any amateur athlete, coach, trainer, manager, administrator or official active in Orienteering, or any other interested person, or (b) to any amateur sports organization which conducts programs in the sport of Orienteering, and shall consist of the following categories:

- A. Club Memberships
  1. Regular Club Membership
  2. Associate Club Membership
- B. Individual Memberships
  1. Regular Individual Membership
  2. Associate Membership
  3. Day Membership
- C. Supporting Memberships
- D. Honorary Life Memberships

##### *Section A. Club Memberships*

1. Regular Club Membership is open to any amateur sports organization which operates on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur Orienteering competition, a national program or regular national amateur athletic Orienteering competition, or to other organizations meeting the qualifications herein.
  - a. Five or more persons may form a *Regular* Orienteering Club, (hereinafter, “club”) which may be chartered by the Federation upon receipt of an application signed by at least five individuals who endorse the objectives and purposes of the Federation and are members in good standing of the Federation. The application must be accompanied by the club membership fee.
  - b. The club membership fee for the initial year shall consist of an initial charter fee. The initial year is to be interpreted as the time until December 31 of the year the application is filed, unless the application is filed after October 1, in which case the initial year will conclude December 31 of the following year. The initial charter fee and liability insurance fee shall be as determined by the Board of Directors.
  - c. The annual club membership fee after the initial year shall consist of both a charter renewal fee and a liability insurance fee. The annual club membership fee is due and payable February 1 of each year. The charter renewal fee and liability insurance fee shall be as determined by the Board of Directors.
  - d. Any club that has not paid its annual club membership fee by two weeks prior to the Annual General Meeting shall pay the initial charter fee, as per Section A.1.b of this article, in addition to its annual club membership fee.
  - e. Each club is entitled to full use of the Federation services under procedures as established by the Board of Directors or the committees.
2. Associate Club Membership
  - a. Any person, persons, or entity may form an *Associate* Orienteering Club (hereinafter, “associate club”) which may be chartered by the Federation upon receipt of an application signed by such person, such persons, or representative of such entity. The application must be accompanied by the associate club membership fee.
  - b. The associate club membership fee for the initial year shall consist of an initial charter fee and shall be as determined by the Board of Directors. The initial year is to be interpreted as the time until December 31 of the year the application is filed, unless the application is filed after October 1, in which case the initial year will conclude December 31 of the following year.
  - c. The annual associate club membership fee after the initial year shall consist of both a charter renewal fee and a liability insurance fee. The annual associate club membership fee is due and

- payable February 1 of each year. The charter renewal fee shall be as determined by the Board of Directors.
- d. Any associate club that has not paid its annual associate club membership fee by two weeks prior to the Annual General Meeting shall pay the initial charter fee, as per Section A.2.B of this article, in addition to its annual associate club membership fee.
  - e. Each associate club is entitled to those Federation services as designated by the Board of Directors.
3. Each club and associate club may adopt a Constitution and Bylaws not inconsistent with the Federation Constitution and Bylaws, it may fix its own dues and remit Federation fees directly to the Federation Executive Director. Each club and associate club shall be the sole judge of its membership and shall determine whether its officers handling club or associate club funds shall be bonded. Each associate club, once its membership contains at least eight individuals who are members in good standing of the Federation must apply for club membership as provided for in Section A.1.a of the Article.
  4. Any amateur sports organization which conducts a national Orienteering program or regular national Orienteering amateur athletic competition, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competition, and ensures that such representation shall reflect the nature, scope, quality and strength of the programs and competitions of such amateur sports organization in relation to all other such Orienteering programs and competition in the United States, shall be entitled to membership as a Regular Club and shall be entitled to elect directly one member of the Board of Directors, who shall assume office at the next succeeding Annual General Meeting for a full term of office. At the end of said term, said organization shall be entitled to elect directly one member of the Board of Directors, provided it continues to meet the requirements specified hereinabove.
  5. Organizations which are by nature or are operated on a "for-profit" basis are not eligible for regular or associate club membership. They may become supporting members under Section C. of this Article or they may affiliate with the Federation as a "Business Affiliate" with such rights and privileges as designated by the Board of Directors.

#### *Section B. Individual Memberships*

1. *Regular Individual Membership.*
  - a. Membership initially becomes effective on the date of receipt of the application and fees at the Federation office and is renewable on each anniversary date thereafter.
  - b. Membership is available to any person, whether they are a member of a member club or not.
  - c. These members will have the full privileges provided by the Federation as determined by the Board of Directors.
  - d. Annual fees paid directly to the Federation are determined by the Board of Directors.
  - e. Regular individual members must choose one primary club if they are members of more than one member club.
2. *Associate Membership.*
  - a. As soon as names and local membership fees have been registered with a member club chartered by the Federation, those club members are automatically granted Associate Membership in the Federation at no additional cost to the member club. Associate Members do not have voting rights in the Federation.
  - b. Associate Members may pay the appropriate fees and become full members of the Federation and still retain membership in the member club.
  - c. Any individual can be a member of more than one club although one of those clubs must be designated as their primary club.
3. *Day Membership.*
  - a. Member clubs have the authority to extend Day Membership to non-members as part of event registration. They may do this at their discretion anytime but may be directed by the Federation to require it of all participants.

- b. Records of these Day Memberships must be kept by the Club for the same amount of time that waivers are kept. This includes a running total of Day Memberships given during the year, those people who are neither an Associate nor a Full member.
- c. The Board of Directors, with proper advanced notice, may change the fees that must be paid to the Federation for these Day Memberships.

*Section C. Supporting Memberships.*

A Person, corporation, or group (either for- or non-profit) desirous of supporting or assisting the Federation may be accepted by the Board of Directors as a Supporting Member by application and paying an annual fee as determined by the Board of Directors, payable at the time of application and then on January 1 of each year.

*Section D. Honorary Life Membership.*

1. Honorary Life Membership may be conferred on such persons as have rendered a special service to Orienteering as a mark of special distinction.
2. Nominations must be sent to the Board of Directors which will approve by majority vote (8).
3. An Honorary Life Member shall not be entitled to nominate, vote, or hold office. However, he or she may have voice at any general membership meeting if the Chairperson approves.
4. There shall be no fee for Honorary Life Membership.

*Section E. Delinquency and Suspension.*

1. A member club or associate club shall be considered delinquent if it has not paid its annual club or associate club membership fee on February 1 or two weeks prior to the general meeting, whichever comes first. The charter will be renewed during that same year upon payment of the delinquent fee. For a later renewal the Club has to pay a charter fee as stated in Article IV, Section A.1.b.
2. If a club becomes delinquent, its individual members shall become members-at-large upon written application and the payment of the fees as per Article IV, Section B.2.b.
3. An individual member shall be considered delinquent if he or she has not paid the annual fee within sixty (60) days after his or her anniversary date each year. When he or she becomes delinquent, he or she will be dropped from the Federation rolls and mailings. He or she may be reinstated by paying the required dues.
4. Any club, associate club, individual member, supporting member, or honorary life member that performs or allows to be performed, any act to bring the Federation into disrepute, may be suspended or revoked from membership by a majority vote of the Board of Directors voting at a regular or special meeting of the Board or by mail.

*ARTICLE V: COMPETITIONS*

The Federation provides an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, age, sex, or national origin, and with fair notice and opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate.

Such competition includes orienteering meets that may be sanctioned by the Federation ("Class A" meets) or held by one or more member clubs or associate clubs ("Class B" or "Class C" meets). Among the Class A sanctioned meets shall be one or more annual national championships, including championships as may be appropriate in regular, long or relay orienteering, as well as ski orienteering or other forms of the sport.

Eligibility criteria relating to amateur status in orienteering, if any, shall not be more restrictive than those of the International Orienteering Federation, as may be implemented from time to time. The Federation acting through appropriate committees, appointed and approved as provided in Article IX, shall provide for the selection of competitors to represent the United States in any International Orienteering competition or any other International or Regional Competition, subject to the rights of appeal and arbitration as provided in Article IX, Section B.9.

Each competitor eligible to be selected to represent the United States in International or Olympic competition shall fulfill the following criteria, provided they shall not be more restrictive than those of the International Orienteering Federation:

1. Each must respect the regulations of participation in and admission to IOF events.
2. To be eligible for participation in Olympic Games, each must observe the rules and regulations of the International Olympic Committee (IOC).
3. Each is not allowed to receive any financial rewards or material benefit in connection with his participation in Orienteering, except as permitted by the IOF or by amateur regulations implemented by the USOF Board of Directors.
4. Each may:
  - A. Be a physical education or sports teacher who gives elementary instruction.
  - B. Accept during the period of preparation and actual competition:
    1. Assistance by the member federation of the IOF.
    2. This assistance is limited to:
      - food and lodging during the training and the competition
      - sports clothing and equipment
      - cost of transport
      - pocket money determined by the member federation of the IOF
      - cost of medical treatment, physiotherapy and medical services
    3. Compensation of proved loss of income by the member (in no circumstances payment made under this provision shall exceed the sum which the competitor would have earned in the same period).
    4. Honorary prizes won in competitions, which however shall not exceed the value of US \$500.
  - C. Each may be a paid employee in an administration of a sports federation or club. Salary shall be in accordance with the local scale of remuneration for such work.
5. Each must not:
  - A. Be or have been a professional athlete in any sport, or contracted to be so before the official closing of the competitions.
  - B. Have acted as a professional coach or trainer in any sport.
  - C. Have allowed his person, name, date, picture or sports performance to be used for advertising, except when his member federation of the IOF or the national Olympic committee enters into a contract for equipment or sponsorship.
  - D. Carry advertising material on his sports clothing or other equipment in the Olympic Games, world or continental championships and games under the patronage of the IOC, except trademarks on sports clothing and equipment, as agreed by the IOF with the IOC.

#### *ARTICLE VI: MEMBERSHIP MEETINGS, FEDERATION REFERENDUMS, AND VOTING*

The Annual General Meeting of the Federation membership is the supreme body of the Federation. The Board of Directors is responsible to the Annual General Meeting and shall conduct all business between the Annual General Meetings. Between the Annual General Meetings the Board of Directors may, upon its own initiative or on matters which require membership approval, submit proposals to a Federation-wide ballot (a Federation Referendum).

##### *Section A. Annual General Meeting*

1. The Annual General Meeting of the Federation membership shall be held once each calendar year at a time and place determined by the Board of Directors. No Annual General Meeting shall be held within six months of the preceding Annual General Meeting.
2. The organization of the Annual General Meeting shall be allotted to a member club offering to organize the convention. Candidates for the general meeting organization shall preferably send their invitations to the Federation office no later than one month prior to the preceding Annual General Meeting.
3. The invitation to a general meeting shall contain complete information about facilities for participants and meetings, possible costs for the Federation, suggested extra programs, etc., and also state two or three alternate dates for the convention with the time limits as per Section A.1 above.

4. The Federation membership has the right to participate in the Annual General Meeting as follows:
  - a. Each member club shall be entitled to one delegate and an alternate. In addition thereto, each club shall be entitled to an additional delegate and alternate delegate for each block of 25 members of its USOF members in good standing, excluding junior members and associates, as of the end of the second calendar month preceding the convention. Upon written application by a club at least 30 days prior to the opening date of the Annual General Meeting, the President of the Federation may authorize the club to send more delegates than specified above.
  - b. Any club delinquent two weeks prior to a general meeting shall be disenfranchised at that convention.
  - c. All individual members, associates, supporting members, and honorary life members are entitled to attend the general meeting.
5. The voting rights at the Annual General Meeting are intended to provide for reasonable direct representation of member clubs on the Board and to ensure that such representation shall reflect the nature, scope, quality and strength of the programs and competitions of the clubs on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international orienteering competition or regular national orienteering championships.
  - a. Each member club has a number of votes corresponding to the number of members of the club (Family membership—two members) registered with the Federation as Regular Members in good standing as of the end of the second calendar month preceding the general meeting.
  - b. The voting rights of the Regular Members of the Federation are handled by the club delegates and alternates as per Section A.5.a above, except that a Regular Member in attendance at the convention who wishes to vote directly on general meeting issues rather than through his club delegate(s) may do so if approved by the credentials committee as outlined in Section A.5.e below. In this case the vote of the club delegate(s) shall be reduced by one.
  - c. Each Regular Member, whether a Student, Individual, or Life member as per Article IV, Section B.1, has one vote. Family memberships are entitled to two votes if at least two family members are present. If only one is present, family membership gives only one vote. Junior Members, Associate Members, and Day Members have no voting rights.
  - d. Supporting Members, Associate Members, and Honorary Life Members have voice during the Annual General Meeting if the Chairperson approves, but they cannot submit proposals and they have no voting rights.
  - e. The list of votes shall be worked out by the Federation office prior to the convention and approved and corrected by a Credentials Committee at the Annual General Meeting. This committee shall consist of three members of the Federation present at the convention and appointed by the Board of Directors. One of them shall be a Director and he or she shall chair the committee.
  - f. A quorum of the membership of the Federation shall be deemed to be present when not less than ten percent of the members listed by the Credentials Committee as per Section A.5.e above are present at an Annual General Meeting and available to vote on any motions brought before the Federation membership. This ten percent shall not be construed to include proxy votes but will include club voting by delegate as per Section A.5.a and b above.
6. Direction of the deliberations: The Federation President directs the deliberations at the Annual General Meeting. He or she is entitled to take part in the discussions and to make proposals. If the President is absent, one of the Vice-Presidents shall preside.
7. The minutes of the Annual General Meeting shall be kept by the Recording Secretary and shall be verified by two certifiers elected at the beginning of the Annual General Meeting.
8. The Agenda of the Annual General Meeting:
  - a. The Agenda of the Annual General Meeting shall include the following items:
    1. Opening of the general meeting.
    2. Roll-call of delegates and members-at-large present and certification of the report by the Credentials Committee as to the number of votes and voting rights.
    3. Approval of agenda.
    4. Election of two certifiers of the minutes.
    5. The minutes of the previous Annual General Meeting and possible reports or any Federation Referendum since then.
    6. Report on the accounts: Treasurer's report for the preceding year; report of the Auditor.

7. Report of the committees.
  8. Report of the president.
  9. Proposals from committees and Board of Directors.
  10. Proposals from member clubs.
  11. Questions related to the Constitution and Bylaws.
  12. Questions related to the Competition rules.
  13. Questions related to competition meets both national and international.
  14. Questions related to USOF publications.
  15. Questions related to the membership situation.
  16. Questions related to membership fees and other financial matters.
  17. Budget for the next financial period.
  18. Any other business.
  19. Election of the new Board of Director members.
  20. Closing of the general meeting.
- b. The Agenda of the Annual General Meeting—based on the text above and with additional details as may be required—shall be made known to members of the Federation at least two weeks before the opening of the general meeting.
9. Notice of the Annual General Meeting shall be sent to the Secretary/Treasurer and President of each chartered club, each individual member, and honorary life member, except junior members and associates, at the address of record filed and kept current by the members at the Federation office. Such notice shall be sent not less than ninety (90) days before the date and time of the convention.
10. Proposals to be submitted to the Annual General Meeting.
- a. Proposals to be submitted to the Annual General Meeting may be from:
    1. Member clubs—submitted no later than 4 months before the general meeting.
    2. The Federation committees—submitted no later than 3 months before the general meeting.
    3. The Board of Directors—decided upon no later than one month before the date of the general meeting.
  - b. The Board of Directors shall inform the membership of the submitted proposals at the time the agenda is being distributed as per Section 8.b above.
  - c. New proposals submitted from the floor at the Annual General Meeting shall be submitted to a Federation Referendum if they achieve a 33% favorable vote at the convention.
11. Voting by Proxies at the Annual General Meeting.
- a. Members-at-large may assign their proxies to another member-at-large. If a member club has no member present at an Annual General Meeting, it may assign a proxy to another member club delegation or to a member-at-large present at the general meeting.
  - b. Proxy statements shall indicate from whom and to whom the proxy is assigned and must be received by the Executive Director of the Federation two weeks in advance of the general meeting date. The Executive Director will verify all proxies and hand them over to the Credentials Committee with his or her report at the time of the General Meeting.
  - c. Members-at-large may submit group proxies if the proxy has been signed by each voting member. The club proxies need only be signed by the club President and Secretary/Treasurer.
12. The Annual General Meeting normally makes its decisions by a majority vote, that is, by more than half of the votes cast, blank votes or abstentions ignored.

*Section B. Federation Referendums.*

1. The Board of Directors may, between Annual General Meetings, submit proposals which they deem require membership approval to a Federation-wide ballot (a Federation Referendum).
2. Those proposals from the floor of the Annual General Meeting which gain a 33% favorable vote shall be submitted by the Board to a Federation Referendum within one month after the Annual General Meeting. This section does not apply to those proposals, with previous modification, submitted by the Board, the committees, or member clubs. These last named proposals are voted on and approved or disapproved at the Annual General Meeting.
3. The Board of Directors shall mail proposals and ballots for a Federation Referendum in the same way as for notices of the Annual General Meeting as per Section A.9 above. They shall be acted upon by

the membership and returned to the Federation Headquarters within 30 days—the final deadline to be specified.

- a. The ballots returned must have a legible copy of the name and be signed. Family membership entitled to two votes if the ballot is signed by two family members. Junior members and associates have no voting rights.
  - b. Group member-at-large ballots may be submitted if they are signed by each voting member.
  - c. Club ballots shall be submitted with three signatures. These signatures shall be from the club president, the club secretary, and a different club member for each ballot.
4. The Board of Directors appoints two certifiers to count the votes at the Federation Office and to make a result report. The membership shall be advised about the results within 30 days after the deadline specified in Section B.3 above.

#### *ARTICLE VII: BOARD OF DIRECTORS*

*Section A. Composition.* The Board of Directors shall consist of 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.

*Section B. Term of Office.*

1. Directors representing shall serve terms of three years with four (4) members to be elected each year.
2. A term of office commences as of the conclusion of the Annual General Meeting at which a director is elected.
3. There is no limit on the number of consecutive terms a director may serve.

*Section C. Qualifications.*

1. Any member of the Federation except Honorary Life Members may be a director.
2. A person chosen as a director:
  - a. must have been a member of the Federation for at least one (1) year.
  - b. must have been active in orienteering either by active involvement in a local club or prominent Federation work such as committee membership, publication work, etc.
  - c. shall not be an officer of any other amateur sports organization which is recognized as a national governing body.
3. The Board shall at all times include among its voting members individuals who are actively engaged in amateur orienteering or who have represented the United States in international competition within the preceding ten (10) years, and that membership and voting power held by such individuals is not less than 20% of such membership and voting power held in the Board.

*Section D. Nomination and Election.* Directors may be nominated by submitting a nomination to the chairperson of the Nominating Committee or may be made from the floor at the Annual General Meeting and election shall be held during the Annual General Meeting with the four (4) nominees receiving the highest number of votes winning election. In the event of tie involving the nominees receiving the fourth (4<sup>th</sup>) highest number of votes, a second ballot shall be taken among the tied nominees only.

*Section E. Removal:* Any Director can be removed from office for cause by a two-thirds (2/3) vote of the entire remaining members of the Board of Directors. For this purpose, voting may be performed by registered mail.

*Section F. Meetings.*

1. Annual Meetings: There shall be an Annual Meeting of the Board of Directors held immediately following the regular Annual General Meeting of the Federation membership. The date and place shall be designated by the Board, but shall be held in the same locale as the Annual General Meeting of the Federation membership.
2. Called Meetings: Special meetings may be called by the President or by action in concert of any three (3) Directors in their own initiative. Any call or notice of a special meeting shall indicate the purpose(s) for which called and no business other than that indicated in the notice shall be transacted at



that meeting. Notice of all called meetings will be given at least ten days before the day of the meeting is scheduled. Any positive means of communication may be utilized to give notice of a special meeting, but it must be confirmed in writing by mail.

3. Emergency Meetings: Should urgency demand it the Board of Directors may be called into session at the earliest time a quorum can be assembled, but the first order of business shall be the confirmation of the necessity for the degree of haste being invoked by the authority that called the meeting.
4. Quorum: A quorum of the Board of Directors shall be deemed to be present when not less than five Directors shall be deemed to be present at a meeting and available to vote on any motions sought before the Board, provided that at least one thereof be an individual qualified under Section C.3 above.

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

1. Supervise: Supervise operation.
2. Solicit: Solicit support for the Federation by means of activities that are consistent with the objectives and purposes of the Federation and consistent with the laws and regulations of local, state, and national authority.
3. Appoint: Appoint an Executive Director and/or any other administrative personnel when the affairs of the Federation are better served by such appointment, and designate their duties. The Board may modify the appointments by removing or replacing the Executive Director and/or other personnel or changing their designated duties.
4. Formulate: Formulate policy.
5. Other: buy, sell, lease, mortgage, manage, and otherwise encumber, deal in, acquire or dispose of real property or real estate of every kind and character, and in any interest therein for any corporate purpose designated by the Board of Directors. These powers with respect to real estate or property shall not require for their exercise and ratification or further authorization from members of the Federation, but are vested solely in the Board of Directors. However, the role of President as chief executive officer empowers him or her to require that any consequent action be subjected to a review before the full Board of Directors, and, in the event the President persists in his or her objections, a two-thirds (2/3) majority vote shall be required prior to the implementation of the resolution in question.

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

## ARTICLE VIII: OFFICERS

*Section A. Designation and Eligibility.*

1. The officers of the Federation shall be elected by the vote of the members of the Board of Directors from among those serving as directors, except that the Registered Agent need not, but may be, a member of the Board of Directors.
2. The officers of the Federation shall consist of:
  - (a) President,
  - (b) Vice Presidents, and
  - (c) Recording Secretary and
  - (d) Registered Agent.
3. the number of Vice Presidents shall be determined by a majority vote of the Board of Directors.

*Section B. Nomination and Election.* Election of officers shall be held at the Annual 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.

*Section C. Term of Office:* The term of office of each officer shall be 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.

*Section D. Duties:*

1. President: The President shall be the chief executive officer of the Federation and Chairperson of the Board of Directors. He or she shall be Chairperson of the Executive committee and ex-officio member

of all committees of the Federation except the Nominating Committee. It shall be the duty of the President to preside at meetings of the Federation and the Board of Directors. He or she shall call special meetings of the Federation Board of Directors. He or she shall exercise supervision over both the Board of Directors and the membership as a body to insure that both are functioning in accordance with these Bylaws, approved policies, amendments, and approved resolution of those two bodies. He or she shall, at the Annual General Meeting for the Federation or at meetings of the Board of Directors or at other times as he or she deems proper, communicate to the membership of the Board of Directors such matters and make such suggestions as may, in his or her opinion tend to increase the usefulness of the Federation, and shall perform such duties as are necessary and incident to the office of the President.

2. Vice-Presidents: In case of disability or absence of the President, or his or her inability from any cause to act, one of the Vice-Presidents, designated by the Board, shall perform the duties of the President's office. The Vice-Presidents shall carry out such responsibilities and exercise such authority as are delegated to them by the President.
3. Recording Secretary: The Recording Secretary shall be responsible for having a record kept of the proceedings of meetings of the Federation, and meetings of the Board of Directors.
4. Registered Agent: The Registered Agent shall have such duties as required by the law of the state where the Federation is incorporated. The Registered Agent shall not have any more voting rights than any other member of the Federation unless he or she is also elected as a member of the Board of Directors.

*Section E. Removal.* An officer can be removed from office for cause by a two-thirds (2/3) vote of the entire remaining members of the Board of Directors. For this purpose voting may be performed by registered mail.

*Section F. Vacancy.* A vacancy in the position of any officer shall be filled by vote of the Board of Directors for the remaining term of office. The individual chosen shall be an eligible member of the Federation and may, but need not be, a director.

## 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 the President. The chairperson of each such committee shall be appointed by 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:*

1. Executive Committee:
  - a. Members: The members of the Executive Committee shall be the President, Vice-Presidents, and Recording Secretary, and Executive Director, as a non-voting ex-officio member, and shall include among its membership sufficient such that its membership and voting power shall comply with that of the Board as a whole under Section c.3 of Article VII.
  - b. Terms of Office: The term of office shall be one year corresponding to the terms of the Officers and Directors who comprise the committee.
  - c. Duties: The Executive Committee shall meet as required on the call of the President. The Executive Committee is the principal administrative body of the Federation with primary responsibility for implementation of the policies and goals set by the Board. It may act upon policy matters and other matters which arise in the interim between Board meetings. It shall also review the annual report of the current year and formulate the budget for the forthcoming year prior to their submission to the Board of Directors for alternation, adoption, or rejection.
2. Nominating Committee.

The Committee shall submit the names of nominees for election of directors to the membership at the Annual General Meeting 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.

3. Finance Committee. Duties: The duties of the committee shall be to formulate the financial development plans and to supervise the execution of the plans, the annual audit and fund-raising activities
4. Sanctioning Committee:
  - a. Members: The Sanctioning Committee shall be composed of seven (7) members. The President shall appoint the chairperson of the committee, and such appointment shall be confirmed by the Board of Directors.
  - b. Duties: Review, process, and approve/disapprove all requests for sanctioning of "Class A" meets as prescribed by the Board of Directors—approve rules and regulations governing this subject.
5. Bylaws Committee:
  - a. Members: The Bylaws Committee shall be composed of three (3) members. The President shall appoint the chairperson of the committee, and such appointment shall be confirmed by the Board of Directors.
  - b. Duties: The duties of the committee shall be to:
    1. Study all proposed Bylaw amendments.
    2. Submit these proposals to the Annual General Meeting with a recommendation for adoption or rejection.
6. Grievance Committee:
  - a. Members: The Grievance Committee shall be composed of not less than three (3) nor more than five (5) members. The President shall appoint the chairperson of the committee, and such appointment shall be confirmed by the Board of Directors.
  - b. Duties: the duties of the Grievance Committee shall be to implement procedures for the prompt and equitable resolution of grievances of Federation members, to hear any grievances regarding the selection of a U.S. team, and alternates, for representation at any International Orienteering competition and to resolve protests and other questions concerning a Federation-sanctioned meet which have not been satisfactorily resolved by the meet jury.
  - c. Procedures:
    1. A grievance should be made, in writing, to the Chairperson of the Grievance Committee within one week (7 days) after (a) the ruling of the local meet protest committee, (b) the selection for representation or (c) the other action complained of, has occurred.
    2. The Grievance Committee will report their findings and decision to the complainant, the defendant, and the Board of Directors, within sixty (60) days after receiving the grievance.
    3. All parties, members and clubs shall be bound by the majority vote of the Grievance Committee; however, an appeal to the Board of Directors may be made in writing, with notice to all parties involved, who shall be identified in such appeal as having been given notice within thirty (30) days following receipt of the committee opinion. The Board shall act on any timely appeal at its next regular meeting and report its decision to the appellant and other parties. Any party dissatisfied with such decision, or with any action denying a party the opportunity to compete in any protected competition, as defined in Article II, Section 2(g) of the Constitution of the U.S.O.C., shall be entitled to submit its grievance to binding arbitration as provided in Article IX, Section 2, of said Constitution, and the Federation shall be bound by the arbitrators' award as a result thereof.
    4. In the event the action taken by the Grievance Committee may involve disciplinary action or the selection or disqualification for a U.S. team, and alternates, or representation at any International Orienteering competition, the procedure to be taken by the Grievance Committee in reference to such action shall be as follows:
      - a. The person or entity charged shall be notified in writing sent to the last known address by either certified or registered mail, or by personal service, of the charges in detail, or of the circumstances which require answer, explanation or clarification. In each case where notice is mailed to a Federation member, it is sufficient to mail the notice to the address given in application for membership, or, if a written notice of change of address has been filed with the Federation Office, than a such changed address.

The written statement of charges shall set out the penalties which may ensue if such charges are proved and shall set a date and time of hearing with the request that the person charged shall appear before the Grievance Committee with the right to have counsel at the hearing. The date of hearing shall be not less than 30 days nor more than

60 days after the date of mailing of notice or date of personal service with the demand that the person or entity charged shall file a written answer with the Chairman of the Grievance Committee to all the charges set forth in the notice. The answer shall be delivered to the Chairman by either certified or registered mail not later than 10 days prior to the date of hearing. The notice shall also set forth the right of appeal to the Board of Directors if the decision is rendered against the person or entity charged.

The rules of evidence generally accepted in administrative proceedings shall be applicable in the hearing.

The decision shall be rendered at the time of the hearing or within 24 hours thereafter, and written notice shall be mailed by either certified or registered mail to all parties attending the hearing promptly thereafter.

- b. If the foregoing procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Grievance committee is authorized, upon such notice to the parties concerned as time and circumstances may reasonably dictate, to hear and decide a matter relating to a scheduled competition or competitive event. The hearing may be conducted at the site of athletic competition or by telephone conference if necessary, but in any event under such circumstances as to fully protect the rights of procedural due process of the individual or entity charged. The notice may be oral, or in writing, and shall in every instance contain all notice requirements set forth in subparagraph a., including notice of the rights of appeal.
- c. The decision of the Grievance Committee shall be final in all cases, subject only to appeal to the Board of Directors. A petition to the Board of Directors must be filed with the Federation Office within 30 days after mailing of written notice of the decision of the Grievance Committee. Any person representing a real party in interest may appeal. Upon timely petition to the President, and upon showing of good cause therefor, the time of appeal from the decision of the Grievance Committee may be extended.

*Section C. Approval:* All decisions and recommendations of all committees shall be subject to approval by the Board of Directors.

#### *ARTICLE X. SECURITY BONDS*

Each Officer, Director, member, or employee of the Federation who may have responsibility for handling of funds of the Federation may be required to give a security bond to be furnished at the expense of the Federation for the faithful discharge of his or her duties, if so required by the Board of Directors. Such bonds shall be in such amounts and with securities as the Board of Directors shall approve or direct.

#### *ARTICLE XI: AUDITS*

The books and the accounts of the Federation shall be audited at least annually by a committee of three (3) Federation members or a certified public accountant and reviewed by the Board of Directors. Financial and operating statements shall be submitted to the Federation membership at the Annual General Meeting.

#### *ARTICLE XII: FISCAL YEAR*

The Fiscal Year of the Federation shall begin on January 1 and terminate on December 31, annually.

#### *ARTICLE XIII: AMENDMENTS*

Amendments to these Bylaws require a simple majority at the Annual General Meeting, by any Federation Referendum, or at any Special Meeting of the Federation that may be called by the Board of Directors on application in writing to the Executive Director supported by ten percent (10%) of the voting membership of the Federation.

#### *ARTICLE XIV: PARLIAMENTARY AUTHORITY*

The rules contained in the current edition of Robert's revised Rules of Order shall govern the Federation in all cases in which they are applicable and in which they are not inconsistent with the Bylaws and special rules of order the Federation may adopt.