

By-Laws Changes – Proposed

The OUSA Board has approved sending by-laws changes to the AGM that will occur at the Tahoe Orienteering Festival. The changes are important for our organization and will help us to move forward. Two proposals are “on the table” and these should be considered carefully. While they are not “minor” changes, they will help us protect ourselves from liability and also help to grow the sport.

The first change deals with changing the membership categories. This is in response to insurance issues where it may be that all people who are insured through OUSA must be “members” of OUSA. This may not be required under any particular insurance policy but in the interest of giving OUSA options for insurance, this by-laws change is needed. Most insurers want all participants to be members of their organization. Presently, our insurance policy requires that all people who go out on a course are members of the organization. This is associated with the recent requirement for all participants to sign a waiver of liability and also sign a statement that they are “day members” of OUSA. The intent of this by-laws change is to simplify this process for clubs and to give the ability of the board to continue with the kind of insurance that requires “membership” as well as working with insurers who will grant insurance to anyone who starts. The idea is that this gives flexibility to the Board to get the best possible rate for insurance coverage. It will not substantially change the way that we have done business in the past but will give us more options.

The intent of the by-laws change is to define three levels of membership, each with a different level of involvement in OUSA. The “Regular” membership refers to the present memberships that allow reduced fees at A-meets, ONA, eNewsletters and voting rights at the AGM. A new level of membership, the “Associate” membership, will be given to any person who is a member of an OUSA member club. This level of membership will have access to eNewsletters if they choose but none of the other benefits. However, if the insurance policy for OUSA requires “membership” in OUSA to be valid, this level of membership will be sufficient. The final membership level, the “Day Member”, is a new classification which allows any person who is not a member of any club or OUSA and shows up to a local or other meet, to be covered by the insurance policy if the policy requires membership rather than just participation in the meet. Depending on how the insurance policy is written, it may be that OUSA will need to have an increased fee associated with these individuals, but any change in fees will be done on an annual basis and with enough advanced warning so that the entry fees for non-club members can be adjusted. The intent is not to cause financial hardship to the clubs. If the insurance cost to OUSA is increased by a dollar for any “non-member” starts, this extra cost could be incorporated into the meet fees for non-members of clubs at their charter renewal. It should be emphasized, however, that any change in the fee structure will be given with enough advanced warning so that clubs can adjust accordingly.

This by-laws change also is specific about indicating that the “Day Memberships” and any associated extra fees to clubs may not be needed if the insurance policy that is most beneficial to OUSA doesn’t require membership. The change allows the Board to be flexible in its approach. It also will automatically have all member clubs not have to deal with any extra paperwork for their club members. Those club members will automatically be Associate Members of OUSA so they don’t need to sign anything extra. If this is passed at the AGM, this would take effect immediately. The only people who would need to sign anything extra would be the non-members who come to meets.

The second by-law issue is a very simple change to allow “for profit” organizations to become associated with OUSA. Previously, these groups have been excluded because of tax issues. Including them has a number of benefits although there are some problems associated with this change. The benefits include

the ability of OUSA to present itself to a larger group of people, people who might not come to a member club meet but might go to one of the well advertised events put on by “for profit” groups. This may potentially increase our membership base. The groups running these events are presenting our sport in a different way, perhaps a more exciting way, and this may draw in a new group of people. We are interested in growing our sport. The “for profit” groups will benefit from our insurance umbrella and this will help them to put on events more easily and will help them to reach more people. Of course, there are risks in this proposal because these “third party” groups may not have the same standards for safety or quality of orienteering events but the policy set forward to vet these third party operators is quite clear and thorough. It is part of the document associated with the by-laws change. There may be some tax consequences for this change and if OUSA makes \$100 from this association with for-profit clubs, they may have to pay some of that to the IRS but it would still be a net gain for the organization.

As with any changes, there will be questions about what really will happen if the changes are enacted. I would encourage anyone who has questions to ask them. You can address them to either the OUSA executive director or the OUSA president. Their email addresses are on the OUSA website for your convenience. (Go to the bottom of the home page and look in the left hand column for the “board”).

I thank you for your consideration of these issues and hope that they will be approved so we can continue moving forward.

Peter Goodwin OUSA President

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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. Indirect Membership (members of local clubs)~~
- ~~2. Direct Membership (members at large)~~
 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

B. Individual Memberships

1. Indirect Membership (members of local clubs)

2. Direct Membership (members at large)

C. Supporting Memberships

1. Regular Individual Membership

2. Associate Membership

3. Day Membership

1. Indirect Membership.

~~a. Members in good standing of clubs chartered by the Federation are members of the Federation as soon as their names and membership fees have been registered with the Federation office by the individual. The individual voting rights of indirect members are handled by the club delegates as stated in Article VI, Section A.5.b and Article IXA, Section B.2. Club members who are not members of the Federation shall be Associates of the Federation. Thus, there are two categories of Indirect Membership, as listed in Section B.~~

~~b. Indirect membership fees paid directly to the Federation annually by the individual are determined by the Board of Directors.~~

~~c. 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.~~

~~d. Members of the Federation who belong to one club chartered by the Federation will have that club as their primary club. Members of the Federation who belong to more than one club chartered by the Federation must designate one club as their primary club.~~

2. Direct Membership.

~~a. Any person who resides in a locality where there is no club chartered by the Federation or any person who is a member of an associate club chartered by the Federation may become a member at large. If a person resides in a~~

~~locality where there is a chartered club but prefers to become a member at large, he or she may apply to the Federation giving the reasons for desiring direct membership. Voting rights are stated in Article VI, Section A.5.c and Article IXA, Section B.2.~~

~~b. Annual fees paid directly to the Federation are determined by the Board of Directors.~~

~~e. 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.~~

1. Regular 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 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. Day Members do not have voting rights in the Federation.

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 or 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 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 VI: MEMBERSHIP MEETINGS, FEDERATION REFERENDUMS, AND VOTING

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** and 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** ~~indirect individual membership, members of the Federation through their club membership,~~ is handled by the club delegates and alternates as per Section A.5.a above, except that **a Regular Member** ~~an indirect 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. ~~Junior members and associates have no voting rights.~~ **Regular members who are not members of a member club shall be entitled to vote directly with the number of votes as set forth in subsection c.**
 - c. Each ~~member at large paying dues~~ as Regular Member, whether a Student, Individual, or Life member as per Article IV, Section B.1 has one vote. Family membership 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** ~~and associates have no voting rights.~~
 - d. Supporting members, ~~associates,~~ **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.

Recommended by-laws change: Article IV. Section C. Supporting Memberships

Note: recommended change in italics and red type

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.

What follows is NOT to be part of the by-laws but is intended to be the policy that event promoters must follow to be Supporting Members.

Recommended Event Promoter Policy

Orienteering USA recognizes the opportunity to grow our sport by accepting Event Promoters as Supporting Member organizations of the federation. This is done with the understanding that the goal of accepting such organizations is not to replace or harm our club network in any way.

1. Acceptance:
 - a. Before an Event Promoter can be accepted as a Supporting Member, they must be approved by a majority vote of the board of directors. Criteria include but are not limited to past event history, financial solvency and input from any current OUSA clubs in the Event Promoter's operating area.
 - b. The board reserves the right to assign a mentor to work with the Event Promoter for a period of no longer than one year.
2. Acceptable events:
 - a. Orienteering, rogaining, trail running, adventure races and similar training activities.
 - b. Any other map & compass sports must be approved in advance by OUSA's Vice President of Club Development
3. Insurance: As Supporting Members,
 - a. Event Promoters will be provided the same insurance as OUSA member clubs.
 - b. In order for this insurance to be in force the Event Promoter must (1) secure a Certificate of Insurance from our insurance agent and (2) have all participants sign an approved-language event waiver that includes an event-only membership to Orienteering USA.
4. Fees:
 - a. Annual Fee: Consistent with the by-laws of the federation, the Event Promoter must pay an annual fee to federation of \$X. The initial fee will be

due upon acceptance and annual renewals are due by January 1 consistent with the federation's by-laws.

- b. Per-start Fee: In order to provide sufficient insurance coverage, Event Promoters will be required to pay the federation a fee of 2 times the local meet start fee for member clubs. This amount is to offer a competitive insurance fee to Event Promoters while acknowledging that they are event-based, not membership-based organizations. Fees for each event are due to the federation within 30 days of the event.
 - c. Failure of payment will result in probation, suspension or termination of membership by the federation.
5. Working Partnerships with the Local Club.
- a. As stated in point 1a, OUSA will solicit local club input before accepting an Event Promoter as a Supporting Member of the federation. While the club does not have the right to veto the membership, should there be a dispute dialogue between the three parties will occur to address any issues. OUSA holds the final decision in such matters.
 - b. The Event Promoter agrees to forward information from the federation and local club to all event entrants for a period of three months after the event.
6. A-meet Policy
- a. Event Promoters that become Supporting Members will hold the right to hold A-meets consistent with federation clubs, with no advance fees.
 - b. Event Promoters that are not Supporting Members are welcome to hold A-meets under the guidelines of the federation's A-meet policy.
7. Voting Rights
- a. This agreement does not provide federation voting rights to the Event Producer or its leadership.
8. Board of Directors' Positions
- a. Like all of our board positions, interested Event Promoters are encouraged to apply for a 3-year board of director's seat and be approved by the membership at the Annual General Meeting. Like all other constituent groups, Event Promoters are not guaranteed a seat on the federation's board of directors.
9. Termination
- a. Citing cause, both parties have the right to termination. Termination will take place 30 days after communication from the first party to the second party. All dues and fees must be paid prior to termination.