

Massachusetts State Track Coaches Association

By-Laws

Approved October 25, 2021

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.

“Cabinet” means the group of officers hired by the Board of Trustees for the daily management and operation of the MSTCA. Those officers are: the Chief Financial Officer, the Directors of Communications, Marketing, Special Events, Logistics and Equipment, Timing, XC, Indoor, and Outdoor track. The MSTCA President is also a Cabinet member.

“Executive Committee” means a subordinate committee to the Board of Trustees with duties and responsibilities as defined in Section 3 of these bylaws..

“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 MSTCA President 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.

- 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 at 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 achievement by coaches, student-athletes and support personnel.
 - F. To promote and encourage good sportsmanship by athletes, coaches, officials, spectators, and all involved with the sports of Cross Country and Track & Field.
 - G. To recognize and award the outstanding achievement of coaches, student-athletes and support personnel.
 - H. To undertake effective public relations and communication to publicize and promote the MSTCA.

- I. To provide assistance to all people who make up the athletic community of cross country and Track & Field.
- 1.7 INDIVIDUAL MEMBERSHIP: Individual membership is available for 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 sports of track and field and cross country.
- 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.

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 conformity with the laws governing its incorporation.
- 2.2 COMPOSITION OF THE BOARD OF TRUSTEES: The Board of Trustees shall be composed 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 President and the Cabinet each have the right to appoint one (1) member to the Board of Trustees. At any time, additional nominees for the Board of Trustees may be nominated by the President, but must be voted in by the Executive Committee, and approved by the current Board of Trustees. All vacancies shall be filled as set forth 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 maximum. 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 maximum.
- 2.5 OFFICERS: The Board of Trustees shall elect a Chairperson, an Assistant Chairperson, and a Secretary. The election of officers shall take place each year at the June Board of Trustees' meeting, with no term maximum.
- 2.6 DUTIES OF THE BOARD OF TRUSTEES: The duties of the Board of Trustees shall be listed in APPENDIX A. These duties 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 4 times during the year. A special meeting of the Board of Trustees may be called by the Chairperson or MSTCA 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 for travel in excess of 100 miles or any other expenses for a Board of Trustees meeting.
- 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 and confidentiality with respect to the business 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 - At the expiration of a member's term, if that member was appointed by the President or the Cabinet, the appointing power will either reappoint the BOT member or replace the BOT member with a new appointee. If the member with the expiring term was selected by the original special committee or by the Executive Committee, a vote of the Executive Committee will be held to fill the seat. The election will be overseen by the Vice President in collaboration with the Chair of the BOT. Any member of the Executive Committee as well as the previous seat-holder may run for the current seat. The Executive Committee will select the winner of the election by plurality vote. The Board of Trustees will then vote to approve the selection of the Executive Committee. If the Board of Trustees does NOT approve the selection, the process will restart with another vote of the Executive Committee. Upon approval of the Board of Trustees, the new member will resign from the Executive Committee.

If a member of the BOT is unable to finish out his or her term, if that member was appointed by the President or the Cabinet, the appointing power will replace the BOT member with a new appointee to finish out the remainder of the term. If the member with the expiring term was selected by the original special committee or by the Executive Committee, the MSTCA President will select a member of the Executive Committee to

finish out the term of the departing member, subject to approval by the Executive Committee and Board of Trustees. Upon approval of the Board of Trustees, the new member will resign from the Executive Committee.

- 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 18 members from across the Commonwealth of Massachusetts, using the MIAA District Alignments. Each of the 9 districts shall elect at least 1 member. The remaining 9 seats on the Executive Committee will be assigned to districts based on the fraction of MSTCA members who come from that district. Districts which are assigned these additional seats will elect members to fill those seats along with the initial one member per district. A detailed process for assigning these seats is given in Appendix B of these bylaws.
- 3.3 SELECTION OF EXECUTIVE COMMITTEE: Elections for the Executive Committee shall be held in May every two (2) years (2022, 2024, etc). In 2022 all 18 members of the Committee will be elected. All terms shall run for four (4) years, except that in 2024 the 9 positions assigned on the basis of MSTCA Membership will be re-elected. MSTCA members 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 MSTCA President, who shall verify and announce the results.
- 3.4 TERM: Members of the Executive Committee shall serve a term of 4 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 four years at the June Executive Committee meeting on election years (2021, 2025, etc).
- 3.6 DUTIES OF THE EXECUTIVE COMMITTEE: The duties of the Executive Committee shall be listed in APPENDIX A. The manual will be reviewed and updated by the Board of Trustees at its discretion. In addition, the President shall appoint each member of the Executive Committee to at least one (1) of the following subcommittees:
- a. the 3 seasonal committees (cross-country, indoor, and outdoor);
 - b. the special events committee
 - c. any other committee (communications, timing, marketing) established by the Cabinet.
- 3.6a DUTIES OF THE OFFICERS: The duties of the Executive Committee Officers are listed in the MSTCA 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 monthly during the year. Each meeting shall have a specific focus as outlined below, although other business may be introduced at the discretion of the President if time permits.

January:	General Business
February:	Final Preparation for the upcoming outdoor season
March:	(1) Vote to approve or modify the end-of-season report of the Director of Indoor Track (2) Vote to approve or modify the plans for the next indoor track season submitted by the Director of Indoor Track.
April:	General Business
May:	Discussion of and final preparations for the Banquet, Awards, Scholarships, and Camperships.
June:	Vote to approve or modify proposed budget for the next fiscal year
July:	(1) Vote to approve or modify the end-of-season report of the Director of Outdoor Track (2) Vote to approve or modify the plans for the next indoor track season submitted by the Director of Outdoor Track.
August:	Final Preparation for the upcoming cross-country season
September:	Vote to approve the financial report from the past fiscal year
October:	Final Preparation for the upcoming indoor season
November:	General Business
December:	(1) Vote to approve or modify the end-of-season report of the Director of Cross-Country (2) Vote to approve or modify the plans for the next indoor track season submitted by the Director of Cross-Country.

A special meeting of the Executive Committee may be called at any time by the President. 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. The Secretary shall publish the attendance at each Executive Committee meeting as part of the minutes of the meeting.

- 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 President. Members are entitled to one (1) vote on all matters submitted to a vote by the Executive Committee. With the exception of the President, no Cabinet member is a voting member of 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. With the exception of the President, no Cabinet member will count toward a quorum of the Executive Committee.

- 3.11 COMPENSATION: The MSTCA shall reimburse all Executive Committee members for gas mileage expenses due to travel in excess of 100 miles 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 director 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 the 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.
- 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

Seasonal Committees

- 4.1 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 Director of Meet Operations - Cross Country and shall report to the Executive Committee.
- A. SELECTION OF THE CROSS COUNTRY COMMITTEE: The Cross-Country Committee shall consist of:
 1. Executive Committee members selected by the President;
 2. Meet Directors of any MSTCA Cross-Country Meet;
 3. Any other member chosen by the Director of Meet Operations - Cross-Country.
 - B. TERM: Members shall serve at the discretion of the DMO.
 - C. OFFICERS: The Cross Country Committee Chairperson shall be the Director of Meet Operations, who will designate a Vice-Chair and Secretary. The selection of officers shall take place at the first Cross Country Committee meeting each year.
 - D. DUTIES OF THE CROSS COUNTRY COMMITTEE: The Committee is responsible for assisting the Director of Meet Operations in all tasks relevant to operating the MSTCA Cross Country season.
 - E. 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.
 - F. MEETINGS: The committee will meet at the discretion of the Director of Meet Operations.
 - G. COMPENSATION: The MSTCA shall reimburse all Cross Country Committee members for gas mileage expenses for travel in excess of 100 miles for a Cross Country Committee meeting. Additionally, the fee for the MSTCA New England Clinic will be waived for all Cross Country Committee members.
 - H. 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.
 - I. 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.

- 4.2 INDOOR TRACK AND FIELD COMMITTEE: A committee shall be established to oversee the MSTCA Indoor Track and Field events in the academic year. Committee members may serve on a maximum of 2 of the 3 seasonal committees. The Indoor Track & Field Committee shall work in conjunction with the Director of Meet Operations - Indoor Track & Field and shall report to the Executive Committee.
- A. SELECTION OF THE INDOOR TRACK AND FIELD COMMITTEE: The Indoor Track & Field Committee shall consist of:
 - 1. Executive Committee members selected by the President;
 - 2. Meet Directors of any MSTCA Indoor Track & Field Meet;
 - 3. Any other member chosen by the Director of Meet Operations - Indoor Track & Field.
 - B. TERM: Members shall serve at the discretion of the DMO.
 - C. OFFICERS: The Indoor Track & Field Committee Chairperson shall be the Director of Meet Operations, who will designate a Vice-Chair and Secretary. The selection of officers shall take place at the first Indoor Track & Field Committee meeting each year.
 - D. DUTIES OF THE INDOOR TRACK AND FIELD COMMITTEE: The Committee is responsible for assisting the Director of Meet Operations in all tasks relevant to operating the MSTCA Indoor Track & Field season.
 - E. NOTICE OF MEETINGS: Physical or electronic notice stating place, day and hour of each meeting of the Indoor Track & Field Committee shall be delivered to each Indoor Track & Field Committee member entitled to vote at such meeting not less than ten (10) days prior to such meeting.
 - F. MEETINGS: The committee will meet at the discretion of the Director of Meet Operations.
 - G. COMPENSATION: The MSTCA shall reimburse all Indoor Track & Field Committee members for gas mileage expenses for travel in excess of 100 miles for an Indoor Track & Field Committee meeting. Additionally, the fee for the MSTCA New England Clinic will be waived for all Indoor Track & Field Committee members.
 - H. AGENDA & MINUTES: The Secretary shall make any meeting agenda available to all Indoor Track & Field Committee members five-to-seven (5 - 7) business days in advance. The Secretary shall make all meeting minutes available to all Indoor Track & Field Committee members within five-to-seven (5 - 7) business days of said meeting.
 - I. INDOOR TRACK AND FIELD COMMITTEE VACANCY: In the case of an unexpected vacancy during a term on the Indoor Track & Field Committee, an appointment shall be made by the President for the remainder of the term.

- 4.3 OUTDOOR TRACK AND FIELD COMMITTEE: A committee shall be established to oversee the MSTCA Outdoor Track and Field events in the academic year. Committee members may serve on a maximum of 2 of the 3 seasonal committees. The Outdoor Track & Field Committee shall work in conjunction with the Director of Meet Operations - Outdoor Track & Field and shall report to the Executive Committee.
- A. SELECTION OF THE OUTDOOR TRACK AND FIELD COMMITTEE: The Outdoor Track & Field Committee shall consist of:
 - 1. Executive Committee members selected by the President;
 - 2. Meet Directors of any MSTCA Outdoor Track & Field Meet;
 - 3. Any other member chosen by the Director of Meet Operations - Outdoor Track & Field.
 - B. TERM: Members shall serve at the discretion of the DMO.
 - C. OFFICERS: The Outdoor Track & Field Committee Chairperson shall be the Director of Meet Operations, who will designate a Vice-Chair and Secretary. The selection of officers shall take place at the first Outdoor Track & Field Committee meeting each year.
 - D. DUTIES OF THE OUTDOOR TRACK AND FIELD COMMITTEE: The Committee is responsible for assisting the Director of Meet Operations in all tasks relevant to operating the MSTCA Outdoor Track & Field season.
 - E. NOTICE OF MEETINGS: Physical or electronic notice stating place, day and hour of each meeting of the Indoor Track & Field Committee shall be delivered to each Outdoor Track & Field Committee member entitled to vote at such meeting not less than ten (10) days prior to such meeting.
 - F. MEETINGS: The committee will meet at the discretion of the Director of Meet Operations.
 - G. COMPENSATION: The MSTCA shall reimburse all Outdoor Track & Field Committee members for gas mileage expenses for travel in excess of 100 miles for an Outdoor Track & Field Committee meeting. Additionally, the fee for the MSTCA New England Clinic will be waived for all Outdoor Track & Field Committee members.
 - H. AGENDA & MINUTES: The Secretary shall make any meeting agenda available to all Outdoor Track & Field Committee members five-to-seven (5 - 7) business days in advance. The Secretary shall make all meeting minutes available to all Outdoor Track & Field Committee members within five-to-seven (5 - 7) business days of said meeting.
 - I. OUTDOOR TRACK AND FIELD COMMITTEE VACANCY: In the case of an unexpected vacancy during a term on the Outdoor Track & Field Committee, an appointment shall be made by the President for the remainder of the term.

Section 5

General Membership

- 5.1 ANNUAL MEETING: MSTCA shall hold an annual meeting in March of each year 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 Chairperson of the Cabinet shall write the agenda of the meeting together.
- 5.2 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.
- 5.3 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.

Section 6

Indemnification

6.1 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 section 6.2.

6.2 INDEMNIFICATION, General: Except as otherwise expressly provided by this section 6.2, 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, an Indemnitee and his or her heirs and personal representatives shall not be entitled to indemnification under this Section 6.2B 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 6.2B 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 6.2 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 6.2 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 6.2, 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 6.2 shall limit any lawful rights to indemnification existing independently of this Section 6.2. Nothing in this Section 6.2 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 6.2 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 9 of these Bylaws provided that no alteration, amendment or repeal of this Section 6.2 shall adversely affect the rights and protection afforded to an Indemnitee and his or her heirs and personal representatives under this Section 6.2 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 Chair of the Cabinet 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 Chair of the Cabinet, CFO, or Board of Trustees designee.
- 7.4 CONTRIBUTIONS, GIFTS & BEQUESTS: On behalf of the MSTCA, the President and/or the Chair of the Cabinet 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 Chair of the Cabinet shall consult MSTCA legal counsel for a legal opinion and/or IRS if the MSTCA receives an IRS Notice.
- 7.5 BONDING: The Chief Financial Officer, and any other members determined by the President, shall be bonded by legal authorities.
- 7.6 FINANCE COMMITTEE: The MSTCA Finance Committee shall assist the Chief Financial Officer in managing 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 Chief Financial Officer, but must be voted in by the Executive Committee, and approved by the current Board of Trustees. The Chief Financial Officer shall be an ex-officio chair of the Finance Committee.
- C. TERM: Members of the Finance Committee shall serve a term of 4 years.
- D. OFFICERS: The Finance Committee shall choose from its members a Secretary.
- 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 the President, Chair of the Cabinet, 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 Committee Chair 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 in excess of 100 miles 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 and confidentiality with respect to the business 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 MSTCA Cabinet will consist of the following ten positions: the President, the Chief Financial Officer, three Directors of Meet Operations (Cross Country, Indoor Track & Field, Outdoor Track & Field), the Director of Communications, the Director of Marketing, the Director of Timing, the Director of Logistics & Equipment, and the Director of Special Events. The President is the only member of the Cabinet who does not have a vote in Cabinet meetings.
- 8.2 These positions, with the exception of the President, will be appointed by the Board of Trustees for a term of two years after an application and interview process. The President will be elected by the Executive Committee. The Chief Financial Officer, the Director of Communications, the Director of Marketing, the Director of Timing, and the Director of Logistics & Equipment will have terms which begin in an odd-numbered fiscal year, while the Directors of Meet Operations and the Director of Special Events will have terms which begin in an even-numbered fiscal year. No member may hold two Cabinet positions simultaneously except if authorized by a vote of the Board of Trustees for a period of not more than one year.
- 8.3 The duties and responsibilities of all MSTCA positions are given in Appendix A.
- 8.4 Interim Appointments: If any member of the Cabinet is unable to continue with the full performance of their duties during the period of their contract, the President, in consultation with the Cabinet Chair, may appoint an interim Cabinet member to perform those duties for the duration of the contract.

Section 9

Revision of Bylaws

9.1 AMENDMENTS: These Bylaws may be altered, amended or repealed at any meeting of the Board of Trustees. Notice of such meeting shall specify the subject matter of the proposed alteration, amendment or repeal of the sections to be affected thereby. Approval of any alteration, amendment, or repeal will be made by vote of a majority of the Board of Trustees then in office.

Section 10

Dissolution

10.1 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

[Executive Committee Assignment Process](#)