

STATE OF INDIANA)
)
COUNTY OF MARION) IN THE MARION SUPERIOR/CIRCUIT COURT
) SS:
) CAUSE NO.

STANLEY F. COLLESANO, as
Board of Director, Executive Committee
Member and Member of Indiana
Association USA Track & Field, Inc.

Plaintiff,

v.

INDIANA ASSOCIATION USA
TRACK & FIELD, INC., LATASHIA
KEY, AS PRESIDENT OF INDIANA
ASSOCIATION USA TRACK & FIELD,
INC.; LATASHIA KEY,
INDIVIDUALLY; ROBERT THOMAS
AS TREASURER OF INDIANA
ASSOCIATION USA TRACK & FIELD,
INC.; AND ROBERT THOMAS
INDIVIDUALLY

Defendants.

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FILED

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JAN 20 2012

Elizabeth L. White
CLERK OF THE MARION CIRCUIT COURT

**PETITION FOR INSPECTION OF CORPORATE RECORDS AND REMOVAL OF
LATASHIA KEY AND ROBERT THOMAS AS BOARD OF DIRECTORS**

Plaintiff, Stanley F. Collesano ("Plaintiff") and pursuant to Ind. Code § 23-17-27-4,
hereby petitions the Court for an order requiring Defendant, Indiana Association USA Track &
Field, Inc., ("INUSATF") to make available for inspection and copying its corporate and
financial records. Furthermore, Plaintiff, Stanley F. Collesano, as a Member of INUSATF,
Board Member and Executive Committee Member of INUSATF and pursuant to Ind. Code § 23-
17-12-1 hereby petitions the Court for an order requiring Defendant INUSATF to make available
for inspection and copying its corporate and financial records. Additionally. Plaintiff, Stanley F.
Collesano and pursuant to Ind. Code § 23-17-12-13, hereby petitions the Court for an order

removing Defendants, Latashia Key and Robert Thomas as Board of Directors of INUSATF. In support of this petition, Plaintiff shows the Court as follows:

COUNT I

1. Plaintiff is an Indiana resident, Board of Director, Executive Committee Member and a Member of INUSATF.

2. INUSATF is an Indiana nonprofit corporation governed by the Indiana Nonprofit Corporation Act enacted in 1991 (Ind. Code § 23-17 *et. seq.*)

3. Pursuant to Ind. Code § 23-17-27-1(a), INUSATF is required to keep as permanent records the following documents:

- a. Minutes of meetings of the corporation's members and board of directors;
- b. A record of actions taken by the members or directors without a meeting; and
- c. A record of actions taken by committees of the board of directors as authorized under IC 23-17-15-6(d),

4. Pursuant to Ind. Code § 23-17-27-1(b), INUSATF is also required to maintain appropriate accounting and financial records.

5. Pursuant to Ind. Code § 23-17-27-1(c), INUSATF or its agent is further required to maintain "a record of the [INUSATF's] members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast."

6. Pursuant to Ind. Code § 23-17-27-1(e), INUSATF is also required to keep a copy of the following records at INUSATF's principal office:

- a. INUSATF's articles of incorporation or restated articles of incorporation and all amendments to the articles of incorporation currently in effect;
- b. INUSATF's bylaws or restated bylaws and all amendments to the bylaws currently in effect;

- c. Resolutions adopted by INUSATF's board of directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or a class or category of members;
- d. The minutes of all meetings of members and records of all actions approved by the members for the past three (3) years;
- e. Written communications to members generally within the past three (3) years, including the financial statements furnished for the past three (3) years under Ind. Code § 23-17-27-6;
- f. A list of the names and business or home addresses of INUSATF's current directors and officers; and
- g. INUSATF's most recent annual report delivered to the secretary of state under Ind. Code § 23-17-27-8.

7. Pursuant to Ind. Code § 23-17-27-2(a), members of INUSATF are entitled to inspect and copy, at a reasonable time and location specified by INUSATF, the records identified in paragraph 6 *supra* upon the written demand or notice provided at least five (5) business days before the date on which the requesting member desires to inspect and copy such records.

8. In addition, pursuant to Ind. Code § 23-17-27-2(b), members of INUSATF are entitled to inspect and copy excerpts from INUSATF's records identified in paragraph 3 *supra* as well as INUSATF's accounting records, including but not limited to all bank records and reports, financial statements and membership list, upon:

- a. A written demand or notice provided at least five (5) business days before the date on which the requesting member desires to inspect and copy;
- b. A description with "reasonable particularity" of both the member's purpose for the inspection and the records the member desires to inspect; and
- c. A showing that the demand is made in good faith, for a proper purpose and that the records requested are directly connected with that purpose.

9. Plaintiff, both written and orally, on several occasions, has requested to inspect and copy INUSATF's corporate records pursuant to Ind. Code § 23-17-27-2(a) and (b)

10. Plaintiff has complied with all the statutory prerequisites entitling Plaintiff to inspect and copy the requested corporate and financial records of INUSATF.

11. Plaintiff requested the INUSATF corporate and financial records in good faith and for a proper purpose.

12. Plaintiff described with reasonable particularity both the purpose and the INUSATF corporate and financial records Plaintiff desired to inspect and copy.

13. The INUSATF corporate and financial records requested by Plaintiff are directly connected to the purpose of Plaintiff's inspection.

14. As of the filing of this petition, INUSATF has refused to make available for inspection and copying the INUSATF corporate records requested by Plaintiff.

15. INUSATF's failure and refusal to fully comply with Plaintiff's Request is wrongful and finds no justification under Indiana law.

16. Additionally, INUSATF's failure and refusal to fully comply with Plaintiff's Request hinders Plaintiff's ability to act as an Executive Committee Member and Board of Director in making financial decision for the Association and denies his rights under Ind. Code § 23-17-27-4.

17. Ind. Code § 23-17-27-4(a) and (b) empowers this Court to issue an order to permit the inspection and copying of the INUSATF's corporate records requested by Plaintiff. In addition, Ind. Code § 23-17-27-4(b) provides that this Court "shall dispose of an application under this subsection on an expedited basis."

18. Plaintiff request that the order permitting Plaintiff to inspect the INUSATF corporate and financial records set forth in Plaintiff's Request also orders INUSATF to pay Plaintiff's costs, including reasonable attorneys fees, pursuant to Ind. Code § 23-17-27-4(c).

19. For the Court's convenience, a copy of the relevant Indiana Code Sections are attached hereto as Exhibit A.

WHEREFORE, Plaintiff, Stanley F. Collesano, pursuant to Ind. Code § 23-17 *et. seq.* respectfully requests this Court issue an order, on an expedited basis, as follows:

- A. To permit the inspection and copying of the Defendant Indiana Association USA Track & Field, Inc.'s corporate and any and all financial documents, including any and all bank records and financial statements;
- B. To award Plaintiff the costs, incurred to obtain the order; and
- C. To award all other appropriate relief.

Respectfully submitted,

Date: 1/19/2012

By: Stanley F. Collesano

COUNT II

20. Plaintiff hereby incorporates paragraphs 1 through 19 as if fully set forth herein and states as follows:

21. Plaintiff was elected as a Board of Director of INUSATF in September of 2010 and is currently in the middle of a three-year term.

22. Plaintiff was elected by the Board of Directors at a meeting on September 11, 2011 to the Executive Committee, in accordance with the INUSATF bylaws.

23. Article 9 Section G of the INUSATF bylaws allows for an Executive Committee to be in charge of the day to day business of INUSATF.

24. Plaintiff on several occasions, most recently in an email dated October 31, 2011 to Defendant, Robert Thomas as Treasurer, has requested to review the financial records of INUSATF, including but not limited to:

a. Monthly bank statements for the past 3 years (2009,2010 and 2011) for any and all checking and savings accounts of the association.

b. Monthly, quarterly, semi annual and/or yearly statements for any and all investments of the association, including but not limited to certificate of deposits, mutual funds or any other investment.

c. Check register for the past 3 years, including all copies of checks written, deposit slips, checks received as well as any other form of withdrawal and/or deposit.

d. A listing of all Indiana Association team clubs for the year 2009, 2010 and 2011.

e. A listing of all sanctions performed by the Indiana Associations for 2009, 2010 and 2011.

f. Any and all profit and loss statements (income statements), balance sheets, cash flow statements for 2009, 2010 and 2011.

g. Any and all budgets and/or proposed budgets for the years 2009, 2010 and 2011.

25. In an email dated November 3, 2011, and in response to Plaintiff's email of October 31, 2011, Defendant, Latashia Key, acted unreasonably and without justification denied the request for records. Attached as Exhibit B is a copy of the both emails.

26. Defendant, Latashia Key, apparently was acting on behalf of INUSATF in her capacity as President.

27. Defendant, Latashia Key, while acting in her capacity as President has done so without the Board of Directors approval.

28. As a result of Plaintiff being denied his request for financial information of INUSATF, Plaintiff has been denied his right as a Board Member and Executive Committee Member under Ind. Code § 23-17-12-1.

WHEREFORE, Plaintiff, Stanley F. Collesano, by counsel and pursuant to Ind. Code § 23-17 *et. seq.* respectfully requests this Court issue an order, on an expedited basis, as follows:

- A. To permit the inspection and copying of the Defendant Indiana Association USA Track & Field, Inc.'s corporate and any and all financial documents as listed in paragraph 24 of Plaintiff's petition;
- B. To award Plaintiff the costs, incurred to obtain the order; and
- C. To award all other appropriate relief.

Respectfully submitted,

Date: 1/19/2012

By: Stanley Collesano

COUNT III

29. Plaintiff hereby incorporates paragraphs 1 through 28 as if fully set forth herein.

30. Defendants, Latashia Key and Robert Thomas have acted beyond the scope and authority granted to them bylaws of INUSATF.

31. Defendants, Latashia Key and Robert Thomas as a result of acting beyond the scope of the authority granted to them, have acted in their individual capacity, thus, being personally responsible for their acts.

32. As a result of Defendants, Latashia Key and Robert Thomas acting beyond their authority under the INUSATF have grossly abused their authority and discretion.

33. Defendants, Latashia Key and Robert Thomas have mishandled, not accounted for or used funds of INUSATF to the detriment of the membership of INUSATF.

34. Defendants, Latashia Key and Robert Thomas have acted on several occasions to bind or otherwise make decisions for the membership of INUSATF without proper authority to do so.

35. As a result of Defendants, Latashia Key and Robert Thomas, gross abuse of authority or discretion, Plaintiff requests that this Honorable Court, in accordance with Ind. Code § 23-17-12-13, remove Latashia Key as President and Board Member and Robert Thomas as Treasurer and Board Member.

WHEREFORE, Plaintiff [Name], by counsel and pursuant to Ind. Code § 23-17 *et. seq.* respectfully requests this Court issue an order, on an expedited basis, as follows:

- A. To permit the inspection and copying of the Defendant Indiana Association USA Track & Field, Inc.'s corporate and any and all financial documents described in ;
- B. To award Plaintiff the costs, incurred to obtain the order; and
- C. To award all other appropriate relief.

Respectfully submitted,

Date:

By: Stanley Collesano

Plaintiff
Stanley F. Collesano
10209 Creektree Lane
Fishers, IN 46038
317-430-7097

**Information Maintained by the Office of Code Revision Indiana Legislative Services Agency
IC 23-17-12**

Chapter 12. Directors

IC 23-17-12-1

Necessity of having board of directors; exercise of corporate powers; management of corporate business; delegation of powers

Sec. 1. (a) A corporation must have a board of directors.

(b) Except as otherwise provided in this article:

(1) corporate powers shall be exercised by or under the authority of; and

(2) the business and affairs of the corporation managed under the direction of;
the corporation's board of directors.

(c) Articles of incorporation may authorize a person or a group of persons or the manner of designating a person or a group of persons to exercise some or all of the powers that would otherwise be exercised by a board of directors. To the extent authorized:

(1) the person or group of persons has the duties and responsibilities of the directors;

(2) the directors are relieved to that extent from the duties and responsibilities; and

(3) the person or group of persons should be considered a director or directors for purposes of

IC 23-17-13 and IC 23-17-16.

As added by P.L.179-1991, SEC.1. Amended by P.L.96-1993, SEC.8.

IC 23-17-12-2

Qualifications

Sec. 2. (a) A director must be an individual.

(b) Articles of incorporation or bylaws may prescribe qualifications for directors.

As added by P.L.179-1991, SEC.1.

IC 23-17-12-3

Number of directors; increase or decrease in number

Sec. 3. (a) A board of directors must consist of at least three (3) individuals, with the number specified in or fixed in accordance with articles of incorporation or bylaws.

(b) The number of directors may be increased or decreased, but to not less than three (3), by an amendment to or in a manner prescribed in articles of incorporation or bylaws.

As added by P.L.179-1991, SEC.1.

IC 23-17-12-4

Time and method of election

Sec. 4. (a) If a corporation has members, all the directors except the initial directors shall be elected at the first annual meeting of members and at each annual meeting after the first annual meeting, unless articles of incorporation or bylaws provide:

(1) another time or method of election; or

(2) that some of the directors are designated or appointed by another person.

(b) If a corporation does not have members, all the directors except the initial directors shall be elected, designated, or appointed as provided in articles of incorporation or bylaws. If a method of election, designation, or appointment is not set forth in articles of incorporation or bylaws, the directors other than the initial directors shall be elected by the board of directors.

As added by P.L.179-1991, SEC.1.

IC 23-17-12-5

Term

Sec. 5. (a) Articles of incorporation or bylaws must specify the terms of directors. Except for designated or appointed directors, the term of a director may not exceed five (5) years. In the absence of a term specified in articles of incorporation or bylaws, the term of a director is one (1) year.

Directors may be elected for successive terms.

(b) Subject to sections 8 through 11 of this chapter, a decrease in the number of directors or term of office does not shorten an incumbent director's term.

(c) Except as provided in articles of incorporation or bylaws:

(1) the term of a director filling a vacancy in the office of a director elected by members expires at the next election of directors by members; and

(2) the term of a director filling any other vacancy expires at the end of the unexpired term that the director is filling.

(d) Despite the expiration of a director's term, the director continues to serve until:

(1) a successor is elected, designated, or appointed and qualifies; or

(2) there is a decrease in the number of directors.

As added by P.L.179-1991, SEC.1.

IC 23-17-12-6

Staggered terms

Sec. 6. Articles of incorporation or bylaws may provide for staggering the terms of directors by dividing the total number of directors into groups. The terms of office of groups is not required to be uniform.

As added by P.L.179-1991, SEC.1.

IC 23-17-12-7

Resignation

Sec. 7. (a) A director may resign at any time by delivering written notice to one (1) of the following:

(1) The board of directors.

(2) The presiding officer of the board of directors.

(3) The president or secretary of the corporation.

(b) A resignation is effective when the notice is effective under

IC 23-17-28 unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date.

As added by P.L.179-1991, SEC.1.

IC 23-17-12-8

Removal of director by vote of members

Sec. 8. (a) Members may remove a director elected by the members with or without cause unless articles of incorporation provide otherwise.

(b) Except when otherwise provided in the articles of incorporation, if a director is elected by:

(1) a class, chapter, or other organizational unit; or

(2) region or other geographic grouping;

the director may be removed only by the members of the class, chapter, unit, or grouping entitled to vote.

(c) Except as provided in section 10 of this chapter, a director may be removed under subsection (a) or (b) only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.

(d) If cumulative voting is authorized, a director may not be removed if:

(1) the number of votes; or

(2) the director was elected by a class, chapter, unit, or grouping of members, the number of votes of the class, chapter, unit, or grouping; sufficient to elect the director under cumulative voting is voted against the director's removal.

(e) A director elected by members may be removed by the members only at a meeting called for the purpose of removing the director. The meeting notice must state that the purpose of the meeting is the removal of the director.

(f) In determining if a director is protected from removal under subsection (b), (c), or (d), it is assumed that the votes against removal are cast in an election for the number of directors of the class to which the director to be removed belonged on the date of the director's election.

(g) An entire board of directors may be removed under subsections (a) through (e).

As added by P.L.179-1991, SEC.1. Amended by P.L.96-1993, SEC.9.

IC 23-17-12-9

Removal of director by vote of directors

Sec. 9. A director elected by the board of directors may be removed with or without cause by the vote of a majority of the directors then in office, unless a greater number is set forth in articles of incorporation or bylaws.

However, a director elected by the board of directors to fill the

vacancy of a director elected by the members may be removed without cause by the members but not by the board of directors.

As added by P.L.179-1991, SEC.1. Amended by P.L.1-1992, SEC.118.

IC 23-17-12-10

Removal of director by vote of directors; reasons set forth in articles of incorporation or in bylaws

Sec. 10. If at the beginning of a director's term on the board of directors articles of incorporation or bylaws provide that the director may be removed for reasons set forth in the articles of incorporation or bylaws, the board of directors may remove the director for the reasons. The director may be removed only if a majority of the directors then in office votes for the removal.

As added by P.L.179-1991, SEC.1.

IC 23-17-12-11

Religious corporations; removal of directors

Sec. 11. The articles of incorporation or bylaws of a religious corporation may do the following:

- (1) Limit the application of this section.
- (2) Set forth the vote and procedures by which the board of directors or a person may remove with or without cause a director elected by the members or the board of directors.

As added by P.L.179-1991, SEC.1.

IC 23-17-12-12

Removal of designated or appointed directors

Sec. 12. (a) A designated director may be removed by an amendment to articles of incorporation or bylaws deleting or changing the designation.

(b) Except as provided in articles of incorporation or bylaws, an appointed director may be removed with or without cause by the person appointing the director. The person removing the director must do so by giving written notice of the removal to the following:

- (1) The director.
- (2) The presiding officer of the board of directors or the corporation's president or secretary.

A removal is effective when the notice is effective under this article unless the notice specifies a future effective date.

As added by P.L.179-1991, SEC.1.

IC 23-17-12-13

Removal by court order

Sec. 13. (a) The circuit court or superior court of the county where a corporation's principal office is located may remove a director of the corporation from office in a proceeding commenced by the corporation or at least ten percent (10%) of the members of a class entitled to vote for directors, if the following conditions exist:

- (1) The court finds that:

(A) the director engaged in:

- (i) fraudulent or dishonest conduct; or
 - (ii) gross abuse of authority or discretion;
- with respect to the corporation; or

(B) a final judgment has been entered finding that the director has violated a duty under

IC 23-17-13.

- (2) Removal is in the best interests of the corporation.

(b) The court that removes a director may bar the director from serving on the board of directors for a period prescribed by the court.

(c) If members commence a proceeding under subsection (a), the corporation shall be made a party defendant.

(d) The articles of incorporation or bylaws of a religious corporation may limit or prohibit the application of this section.

As added by P.L.179-1991, SEC.1.

IC 23-17-12-14**Filling vacancies**

Sec. 14. (a) Unless the articles of incorporation or bylaws provide otherwise and except as provided in subsections (b) and (c), if a vacancy occurs on a board of directors, including a vacancy resulting from an increase in the number of directors, one (1) of the following may occur:

(1) The members entitled to vote for directors, if any, may fill the vacancy. If the vacant office was held by a director elected by a class, chapter, other organizational unit, or by region or other geographic grouping, only members of the class, chapter, unit, or grouping are entitled to vote to fill the vacancy if it is filled by the members.

(2) The board of directors may fill the vacancy.

(3) If the directors remaining in office constitute fewer than a quorum of the board of directors, the remaining directors may fill the vacancy by the affirmative vote of a majority of the directors remaining in office.

(b) Unless articles of incorporation or bylaws provide otherwise, if a vacant office was held by an appointed director, only the person who appointed the director may fill the vacancy.

(c) If a vacant office was held by a designated director, the vacancy must be filled as provided in articles of incorporation or bylaws. In the absence of an applicable article of incorporation or bylaw, the vacancy may not be filled by the board of directors.

(d) A vacancy that will occur at a specific later date because of a resignation effective at a later date under section 7(b) of this chapter or otherwise may be filled before the vacancy occurs. However, the new director may not take office until the vacancy occurs.

As added by P.L.179-1991, SEC.1.

IC 23-17-12-15**Compensation**

Sec. 15. Unless articles of incorporation or bylaws provide otherwise, a board of directors may fix the compensation of

directors.

As added by P.L.179-1991, SEC.1.



**Information Maintained by the Office of Code Revision Indiana Legislative Services Agency
IC 23-17-27**

Chapter 27. Records and Reports

IC 23-17-27-1

Required records

Sec. 1. (a) A corporation shall keep as permanent records a record of the following:

- (1) Minutes of meetings of the corporation's members and board of directors.
- (2) A record of actions taken by the members or directors without a meeting.
- (3) A record of actions taken by committees of the board of directors as authorized under

IC 23-17-15-6(d).

(b) A corporation shall maintain appropriate accounting records.

(c) A corporation or the corporation's agent shall maintain a record of the corporation's members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast.

(d) A corporation shall maintain the corporation's records in written form or in another form capable of conversion into written form within a reasonable time.

(e) A corporation shall keep a copy of the following records at the corporation's principal office:

- (1) The corporation's articles of incorporation or restated articles of incorporation and all amendments to the articles of incorporation currently in effect.
- (2) The corporation's bylaws or restated bylaws and all amendments to the bylaws currently in effect.
- (3) Resolutions adopted by the corporation's board of directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or a class or category of members.
- (4) The minutes of all meetings of members and records of all actions approved by the members for the past three (3) years.
- (5) Written communications to members generally within the past three (3) years, including the financial statements furnished for the past three (3) years under section 6 of this chapter.
- (6) A list of the names and business or home addresses of the corporation's current directors and officers.
- (7) The corporation's most recent annual report delivered to the secretary of state under section 8 of this chapter.

(f) Except as otherwise provided in articles of incorporation or bylaws, ballots must be retained by a corporation until the earlier of the following:

- (1) The date of the next annual meeting.
- (2) One (1) year after the date the ballot was received.

As added by P.L.179-1991, SEC.1. Amended by P.L.110-2008, SEC.8.

IC 23-17-27-2

Member's right to inspect and copy records

Sec. 2. (a) Subject to subsection (e) and section 3(c) of this chapter, a member is entitled to inspect and copy, at a reasonable time and location specified by the corporation, the records of the corporation described in section 1(e) of this chapter if the member gives the corporation written notice or a written demand at least five (5) business days before the date on which the member desires to inspect and copy.

(b) Subject to subsection (e), a member may inspect and copy, at a reasonable time and reasonable location specified by the corporation, the following records of the corporation if the member meets the requirements of subsection (c) and gives the corporation written notice at least five (5) business days before the date on which the member desires to inspect and copy:

(1) Excerpts from records required to be maintained under section 1(a) of this chapter, to the extent not subject to inspection under subsection (a).

(2) Accounting records of the corporation.

(3) Subject to section 5 of this chapter, the membership list.

(c) A member may inspect and copy the records identified in subsection (b) only if the following conditions exist:

(1) The member's demand is made in good faith and for a proper purpose.

(2) The member describes with reasonable particularity the purpose and the records the member desires to inspect.

(3) The records are directly connected with the purpose.

(d) This section does not affect the following:

(1) The rights of a member to inspect records under IC 23-17-11-1 or, if the member is in litigation with the corporation, to the same extent as any other litigant.

(2) The power of a court, independently of this article, to compel the production of corporate records for examination.

(e) The articles of incorporation or bylaws of a religious corporation may limit or abolish the right of a member under this section to inspect and copy a corporate record.

(f) The articles of incorporation of a corporation may limit or abolish the following:

(1) The right of a member to obtain from the corporation information as to the identity of contributors to the corporation.

(2) The right of a member or the member's agent or attorney to inspect or copy the membership list if the corporation provides a reasonable means to mail communications to other members through the corporation at the expense of the member making the request.

As added by P.L.179-1991, SEC.1.

IC 23-17-27-3**Inspection by member's agent or attorney; copies; costs; list of members**

Sec. 3. (a) A member's agent or attorney, if authorized in writing,

has the same inspection and copying rights as the member the agent or attorney represents.

(b) The right to copy records under section 2 of this chapter includes, if reasonable, the right to receive copies made by photographic, xerographic, or other means.

(c) A corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records.

(d) A corporation may comply with a member's demand to inspect the record of members under section 2(b)(3) of this chapter by providing the member with a list of the corporation's members that was compiled not earlier than the date of the member's demand.

As added by P.L.179-1991, SEC.1.

IC 23-17-27-4

Court order for inspection and copying; payment of costs by corporation; restrictions on use of records

Sec. 4. (a) If a corporation does not allow a member who complies with section 2(a) of this chapter to inspect and copy records required under section 2(a) of this chapter to be available for inspection, the circuit court or superior court of the county where:

(1) the corporation's principal office is located; or

(2) if the principal office is not located in Indiana, the corporation's registered office is located; may order inspection and copying of the records demanded at the corporation's expense upon application of the member.

(b) If a corporation does not within a reasonable time allow a member to inspect and copy any other record, a member who complies with section 2(b) and 2(c) of this chapter may apply to the circuit court or superior court of the county where:

(1) the corporation's principal office is located; or

(2) if the principal office is not located in Indiana, the corporation's registered office is located; for an order to permit inspection and copying of the records demanded. The court shall dispose of an application under this subsection on an expedited basis.

(c) If the court orders inspection and copying of the records demanded, the court shall also order the corporation to pay the member's costs, including reasonable attorney's fees, incurred to obtain the order unless the corporation proves that the corporation refused inspection in good faith because the corporation had a reasonable basis for doubt about the right of the member to inspect the records demanded.

(d) If the court orders inspection and copying of the records demanded, the court may impose reasonable restrictions on the use or distribution of the records by the demanding member.

As added by P.L.179-1991, SEC.1.

IC 23-17-27-5

Membership list; use

Sec. 5. Without the consent of a board of directors, all or part of a membership list may not be obtained or used by a person for a purpose unrelated to a member's interest as a member. Without the consent of the board of directors, all or part of a membership list may not be:

(1) used to solicit money or property unless the money or property will be used solely to solicit the votes of the members in an election to be held by the corporation;

(2) used for a commercial purpose; or

(3) sold to or purchased by a person.

As added by P.L.179-1991, SEC.1.

IC 23-17-27-6

Annual financial statements; furnishing to members

Sec. 6. (a) Except as provided in articles of incorporation or bylaws of a religious corporation, a

corporation upon written demand from a member shall furnish the member the corporation's latest annual financial statements, which may be consolidated or combined statements of the corporation and the corporation's subsidiaries or affiliates, as appropriate, that include a balance sheet as of the end of the fiscal year and statement of operations for that year. If financial statements are prepared for the corporation on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis.

(b) If annual financial statements are reported upon by a certified public accountant, the accountant's report must accompany the statements. If annual financial statements are not reported upon by a certified public accountant, the statements must be accompanied by the statement of the president or the person responsible for the corporation's financial accounting records that does the following:

(1) States the president's or other person's reasonable belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describes the basis of preparation.

(2) Describes any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

As added by P.L.179-1991, SEC.1.

IC 23-17-27-7

Indemnification or advance of expenses to director; report to members

Sec. 7. If a corporation indemnifies or advances expenses to a director under IC 23-17-16-1 through IC 23-17-16-11 in connection with a proceeding by or in the right of the corporation, the corporation shall report the indemnification or advance in writing to the members with or before the notice of the next meeting of members.

As added by P.L.179-1991, SEC.1.

IC 23-17-27-8

Annual report; requirements

Sec. 8. (a) An annual report accompanied by the filing fee must be filed with the secretary of state by all nonprofit domestic and foreign corporations incorporated under this article or a previous statute. However, this section does not apply to a corporation that is already required to file an annual report with the secretary of state.

(b) A domestic corporation and each foreign corporation authorized to transact business in Indiana shall deliver to the secretary of state an annual report on a form prescribed and furnished by the secretary of state that sets forth the following:

(1) The name of the corporation and the state or country under whose law the corporation is incorporated.

(2) The street address of the corporation's registered office and the name of the corporation's registered agent at the office in Indiana.

(3) The address of the corporation's principal office.

(4) The names and business or residence addresses of the corporation's directors, secretary, and highest executive officer.

(c) The information in the annual report must be current on the date the annual report is executed on behalf of the corporation.

(d) The first annual report must be delivered to the secretary of state in the year following the year in which a domestic corporation was incorporated or a foreign corporation was authorized to transact business. The report is due during the same month as the month in which the corporation was incorporated or authorized to transact business. Subsequent annual reports must be delivered to the secretary of state during that same month in the following years. The secretary of state may accept annual reports during the two (2) months before the month that the corporation was incorporated or authorized to transact business.

(e) If an annual report does not contain the information required by this section, the secretary of state shall promptly notify the reporting domestic or foreign corporation in writing and return the report to the corporation for correction. If the report is corrected to contain the information required by this section and delivered to the secretary of state within thirty (30) days after the effective date of notice, the report is considered to be timely filed.

(f) The secretary of state may mail the annual report form to an address shown for the corporation on the last annual report filed with the secretary of state. The failure of the corporation to receive the annual report form from the secretary of state does not relieve the corporation of the corporation's duty to deliver an annual report to the office as required by this section.

(g) A domestic or foreign corporation may deliver to the secretary of state for filing an amendment to the annual report if a change in the information set forth in the annual report occurs after the report is delivered to the secretary of state's office for filing and before the next due date. This subsection applies only to a change that is not required to be made by an amendment to the articles of

incorporation. The amendment to the annual report must set forth the following:

- (1) The name of the corporation as shown on the records of the secretary of state's office.
- (2) The information as changed.

As added by P.L.179-1991, SEC.1. Amended by P.L.96-1993, SEC.15; P.L.11-1996, SEC.24.

Re: Financials

Thu 11/3/2011 11:29 PM

From: Latashia Key
To: stan@stanclaw.com
Cc: Robert Thomas

Hi Stan,

I want to respond to your request below and I want to remind you that a review will be conducted and shared with the entire board of the results. At that point, we will meet and discuss the findings and address concerns, if any, raised by the board.

Therefore, your request for information prior to the review will not be accommodated.

Thank you and see you on Saturday!

Latashia
USATF Indiana, President

On Mon, Oct 31, 2011 at 11:45 AM, Stan Collesano <stan@stanclaw.com> wrote:
Robert,

I would like to have copies of and review the following documents on or before November 11, 2011:

1. Monthly bank statements for the past 3 years (2009,2010 and 2011) for any and all checking and savings accounts of the association.
2. Monthly, quarterly, semi annual and/or yearly statements for any and all investments of the association, including but not limited to certificate of deposits, mutual funds or any other investment.
3. Check register for the past 3 years, including all copies of checks written, deposit slips, checks received as well as any other form of withdrawal and/or deposit.
4. A listing of all Indiana Association team clubs for the year 2009, 2010 and 2011.
5. A listing of all sanctions performed by the Indiana Associations for 2009, 2010 and 2011.
6. Any and all profit and loss statements (income statements), balance sheets, cash flow statements for 2009, 2010 and 2011.
7. Any and all budgets and/or proposed budgets for the years 2009, 2010 and 2011.

Please note that I may request additional information prior to November 11, 2011 or after I have had a chance to review the documents.

Stan

Stanley F. Collesano

President
Profitable Business Strategies
10209 Creektree Lane
Fishers, IN 46038
Phone: 317-430-7097
Fax: 206-309-9463

Return-Path: <rttrack@hotmail.com>

Received: from bay0-omc4-s18.bay0.hotmail.com (bay0-omc4-s18.bay0.hotmail.com [65.54.190.220]) by maila42.webcontrolcenter.com with SMTP;

Wed, 26 Oct 2011 17:29:08 -0700

Received: from BAY162-W45 ([65.54.190.199]) by bay0-omc4-s18.bay0.hotmail.com with Microsoft SMTPSVC(6.0.3790.4675);

Wed, 26 Oct 2011 17:29:08 -0700

Message-ID: <BAY162-W45CF4F92ED6F8113D4A513CCD20@phx.gbl>

Return-Path: rttrack@hotmail.com

Content-Type: multipart/alternative;

boundary="_de0ed387-fa4e-466e-a4c2-d52e10f5178e_"

X-Originating-IP: [99.99.28.105]

From: Robert Thomas <rttrack@hotmail.com>

To: Stan Collesano <stan@stanclaw.com>

Subject: RE: Financials

Date: Thu, 27 Oct 2011 00:29:08 +0000

Importance: Normal

In-Reply-To: <2ee63e42\$7e5410c7\$49d2558a\$@com>

References: <2ee63e42\$7e5410c7\$49d2558a\$@com>

MIME-Version: 1.0

X-OriginalArrivalTime: 27 Oct 2011 00:29:08.0732 (UTC) FILETIME=[710B53C0:01CC943F]

X-SmarterMail-Spam: Commtouch 0 [value: Unknown], SPF_Pass, DK_None, DKIM_None

X-CTCH-RefId: str=0001.0A010209.4EA8A5F5.0062,ss=1,fgs=0

X-SmarterMail-TotalSpamWeight: 0

What would you like to review.

Robert

From: stan@stanclaw.com

To: rttrack@hotmail.com

CC: trackgirl4ever@gmail.com

Subject: Financials

Date: Tue, 25 Oct 2011 17:49:44 -0700

Robert,

Do you have confirmation that the JO track check has been deposited in the USATF Indiana bank account?
Please advise.

Also, I would like to review the financials for the association as soon as is possible. Please advise when we can accomplish this. Also, if it would help I would be happy to provide you with a list of what I would like to review.

Stan

Stanley F. Collesano
President
Profitable Business Strategies
10209 Creektree Lane
Fishers, IN 46038
Phone: 317-430-7097
Fax: 206-309-9463

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Latashia :)