

# **OAK RIDGE TRACK CLUB, INC. CONSTITUTION AND BYLAWS**

## **I. Title**

The name of the association shall be "Oak Ridge Track Club" hereinafter referred to as "the Corporation" or "this association."

## **II. Object**

A. The prime object of the association shall be the promotion and encouragement of the associated sports of jogging for health and fitness, fun runs, road races, cross country, and track and field at all levels.

B. In furtherance of objective "A" this association may hold championships, races on the road, cross country, or track, time trials, social runs, lectures, demonstrations, and social events; print and publish books, magazines, and newsletters; make awards; and do all other things to encourage running.

## **III. Membership**

A member is anyone who has paid the membership dues within the past one (1) year period and has executed a membership application form at some time during his current continuous membership. Each member will help organize or provide support for at least one club sponsored event during each year of membership.

## **IV. Government**

A. The management of this organization shall be vested in a Board of Directors (five) and Officers of the association (nine) whose duties and terms of office are described in Appendix A, Personnel of the Corporation. The terms of office listed shall begin with or at the close of the first meeting held within the calendar year, and in no case beginning later than March 31.

### **B. Meetings and Procedures**

1. Election committee. There shall be an election committee of two (2) members which shall normally consist of one of the outgoing members of the Board of Directors and the Corporate Secretary. If either of these persons have been nominated for a position, the Board of Directors shall appoint a member who is not so nominated and who does not currently hold any position in the corporation.

The election committee shall run the election in accordance with these Bylaws, validate the ballots, and certify the results to the members.

2. Procedure. Elections are to be held annually at the regularly scheduled meeting of the Corporation in the month of February. Any person who is a member on the election date may cast one (1) ballot which can be delivered to the election committee prior to the election, given to another member in a sealed envelope to take to the meeting, or presented in person at said meeting. A plurality of votes cast in this meeting shall be

sufficient for election. No person may simultaneously hold more than (1) position described in these Bylaws. (An exception is the election committee.) Nominations shall not be restricted in those persons nominated by the Nominating Committee.

3. Meetings of General Membership. There is to be a regular meeting of the members on the first Tuesday of February and August. The President may call a meeting at any time by any of the following means:

- a. announcement at a previous meeting
- b. announcement at a Corporate event
- c. publication in the newsletter
- d. notice delivered to all members
- e. local newspapers.

All meetings of the membership are open to the public but only members may vote. Parliamentary procedure will be carried on at meetings and every effort will be made to discuss any measures coming before the group. A majority vote of the members present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a constitutional amendment. No official meeting shall be held unless a quorum is present. A quorum shall consist of twice the number of elected officers plus one.

4. Meetings of the Officers. Meetings of the Board of Directors shall be semi-annual and at any other time called by the chairman. Notices of these meetings shall be published in the newsletter and local newspapers, and the meetings are open to any members. However, only the Directors may vote at these meetings. Any Director may request the presence of any of the Officers at a meeting. The Corporate Officers are to meet quarterly and at any other time called by the President.

5. Constitutional Amendments. These Bylaws may be amended by a two-thirds (2/3) vote of the members present at a regularly scheduled meeting of the membership. All proposed Bylaws changes should be submitted in writing to the Secretary, prior to said meeting. These suggested changes must be published in the newsletter soon enough that the members will have had time to consider them before coming to the meeting.

6. Other Club Business. Any member may present a proposal to be voted on by the membership at a meeting.

## **V. Finances**

This is a non-profit organization. Dues, entry fees, and other monies received by the organization will be spent entirely for carrying out the stated purposes of the organization. No part of the net earnings of the association shall inure to the benefit of its individuals. No costs may be incurred which would deplete the Treasury. In the event of interpretation difficulties the Board of Directors will decide.

A. Dues shall be as determined by a majority of the members present at a business meeting and shall not be changed more often than once per year. The billing date for dues shall be the first of each month. This date will apply to all members whose membership anniversary occurs during the month. A late charge fee of 20% of the annual dues will be effective two months following the due date. Any member who has not paid dues prior to the first day of the third month after the billing month will be dropped from the roster. Changes in the dues structure must be ratified by at least two-thirds (2/3) vote of the members present at a regularly scheduled meeting of the membership.

B. Checks. Corporate checks may be signed by the Treasurer, President, or a member of the Board. However, in no case should there be more than three (3) authorized signees at the same time.

C. This association shall be empowered to participate in fund-raising activities.

D. This association will submit a portion of the annual dues to the RRCA as membership in that body shall require.

## **VI. Dissolution**

In the event of dissolution of this association, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America.

## **VII. Affiliation**

This association shall be a chapter of the Road Runners Club of America, and all measures adopted by that body must be considered by this association.

## **APPENDIX A**

Personnel Positions of the Corporation

### **1. Board of Directors.**

Composition: Five (5) members of the Corporation.

Terms: Three (3) years, rotational. Two new directors will be elected each year, except every third year when one will be elected.

Elected by the members.

No right of succession.

Chairman: Elected by the board.

A quorum to conduct the business of the board shall consist of three (3) members of the board, decisions will be by a majority of those present.

Responsibilities:

(1) To appoint a Newsletter Editor within four (4) weeks of their election.

(2) To appoint a Publicity Coordinator not sooner than two (2) weeks nor later than four (4) weeks after the election if the position is vacant.

(3) To recommend dues structures to the members.

(4) Approve newsletter rates for non-members to approximate the publishing and distribution costs per copy as recommended by the Newsletter Editor.

(5) To insure the Corporate funds are expended solely to carry out the purposes of the corporation.

(6) To determine frequency of the newsletter.

(7) To be responsible for the safekeeping of the Charter.

(8) To insure that changes of the Bylaws are in accordance with the charter.

(9) To insure that Officers of the Corporation transact business of same in accordance with the Charter and these Bylaws.

(10) To work in conjunction with the President in carrying out the objectives of the Corporation.

## **2. President**

Term: One (1) Year.

Elected by the Members.

Responsibilities:

(1) To appoint a Vice-President and a Secretary within (2) two weeks of his appointment.

(2) To make all other appointments necessary to carry out function of the Corporation.

(3) To recommend to the Board of Directors a Newsletter Editor and a Publicity Coordinator within two (2) weeks if such positions are vacant.

(4) To initiate any actions necessary to carry out the purpose of the Corporation.

(5) To conduct meetings of the general membership and the Officers.

(6) To authorize expenditures of corporate funds as necessary to carry out the purpose of the Corporation, subject to adherence to the guidelines of the Board of Directors.

(7) To provide general guidance to other officers and members in carrying out programs of the Corporation.

(8) To work in conjunction with the Board of Directors.

## **3. Vice-President**

Term: One (1) Year.

Appointed by the President.

Responsibilities:

(1) To carry out all reasonable duties assigned to him by the President.

(2) To execute any duties of the President when the latter is unable to do so.

(3) To assume the Presidency upon resignation of the President.

#### **4. Treasurer**

Term: One (1) Year.

Elected by the Members.

Responsibilities:

(1) Keep the money accounts of the Corporation.

(2) To bill members for dues and keep current status of same.

(3) To notify the Secretary of dues received from the new members and of old members to be dropped from the roster for lack of dues payment.

(4) To make disbursements from the Corporate Treasury to carry out the purposes as stated in the Charter subject to guidance from these Bylaws and in accordance with the guidelines of the Board of Directors.

(5) To submit to the members an oral report of the financial condition of the Corporation at all meetings of the general membership.

(6) To execute checking account signature cards as required no later than two (2) weeks after the election.

(7) To submit a complete written report to the membership at the end of his term to include a balance sheet as of the election date and a statement of cash flow for the past year.

(8) To submit an oral financial report at all meetings of the Officers.

(9) To submit to the President a written financial report of receipts and disbursements for each event conducted by the corporation within one (1) week of all transactions being consummated.

(10) To submit an oral report to the Board of Directors or President when requested.

#### **5. Secretary**

Term: One (1) Year.

Appointed by the President.

Responsibilities:

(1) To keep all non-financial records of the Corporation.

(2) To record and preserve minutes of all meetings and submit same for approval at the following meeting.

(3) To provide all members with a current roster at least once a year.

- (4) To maintain a current roster at all times and notify other Corporate officers and the Newsletter Editor of changes in the membership.
- (5) To provide the nominating committee with a current roster not later than three (3) weeks nor sooner than four (4) weeks prior to the designated election date.
- (6) To provide all new members with a current roster within (1) month of their becoming a member.
- (7) To provide all members with a copy of the bylaws and any subsequent amendments of same.
- (8) To keep statistics of all events sponsored by the Corporation.
- (9) To mail notices to members as required.
- (10) To summarize the proceedings of all meetings for publication in the Newsletter.
- (11) To attend and record the minutes of meetings of the Board of Directors if requested.

## **6. Newsletter Editor**

Term: One (1) Year.

Appointed by the Board of Directors.

Responsibilities:

- (1) To publish and distribute to the members a newsletter in accordance with the purposes of the corporation, these Bylaws and the policies of the Board of Directors.
- (2) Newsletter to include the following:
  - (a) Changes in the Bylaws
  - (b) Minutes of meetings of the Board of Directors (or a summary of items discussed and actions taken).
  - (c) Reports on events conducted by the Corporation or to be conducted by same.
  - (d) Notices of meetings.
  - (e) Listing of new members.
  - (f) Notices of election results and appointments.
  - (g) Spotlight of achievements of members.
  - (h) A calendar of upcoming events.
  - (i) Listing of information on who runs where, when, and how far.
  - (j) Listing of all known nominees in the last issue that will reach the members prior to the election date.

- (k) Race results of interest to the membership.
- (3) To solicit news and information from members and other outside interests.
- (4) To recommend to the Board of Directors Newsletter rates.

## **7. Publicity Coordinator**

Term: Two (2) Years.

To be recommended by the President and appointed by the Board of Directors.

Responsibilities

- (1) To coordinate publicity for the Corporation.
- (2) To develop strong ties of communication with representatives of newspapers, radio and T.V.
- (3) To insure that all events of the Corporation are publicized by the media both before and after their occurrence.

## **8. Nominating Committee**

Three (3) members.

Elected by members.

May not nominate themselves or succeed themselves.

Responsibilities:

- (1) To nominate at least one (1) member for each of the following positions:
  - (a) Current vacancies on the Board of Directors.
  - (b) President.
  - (c) Treasurer.
  - (d) Three vacancies on the Nominating Committee.
- (2) To determine before making nominee known that all such nominees are willing to serve in the position for which they are being nominated.
- (3) To deliver one ballot to each current member no later than two (2) weeks prior to the election date.
- (4) To insure that nominees are published in the last issue of the newsletter that will reach the members prior to the election date.
- (5) To insure the nominations represent the county-wide nature of the club.