



# Twin City Track Club Bylaws

Proposed: Effective May 2, 2021

## **ARTICLE I: NAME**

The name of this Corporation is the Twin City Track Club, Inc. It is located in Winston-Salem, Forsyth County, North Carolina.

## **ARTICLE II: OBJECTS**

Section 1. The objects of this Corporation are:

- a. Promoting and encouraging amateur running, including training, road racing, track and cross country, trail running, and recreational exercise.
- b. Organizing competitive events and contracting with other organizations to assist them in conducting competitive events.
- c. Conducting lectures, clinics and demonstrations.
- d. Publicizing the benefits of running.
- e. Coordinating with other organizations advocating running as a method of achieving physical fitness with these same objectives.

Section 2. The objects of this Corporation are promoted directly and through the cooperation with other organizations advocating running as a means of physical fitness and are governed and qualified by the basic policies set forth in ARTICLE IV.

## **ARTICLE III: MISSION**

It is the mission of Twin City Track Club, Inc. to inspire and support all runners in our community.

## **ARTICLE IV: BASIC POLICIES**

The following are the basic policies of this Corporation:

- a. The Corporation shall be non-commercial, non-sectarian, and non-partisan.
  - i. Non-Commercial means not having a commercial objective; not intended to make a profit; not intended to make a profit for or provide income to any member, officer, director, other individual, or entity other than the Club.
  - ii. Non-sectarian means not involving or relating to a specific religious sect or political group
  - iii. Non-partisan means not biased, especially toward any particular political group
- b. The name of the Corporation or the names of any of the members in their official capacity shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the promotion of the objects of the Corporation.
- c. The Corporation may cooperate with other organizations and agencies concerned with physical fitness, but persons representing the Corporation in such matters shall make no commitment to bind the Corporation without the approval of the Board of Directors.



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- d. In the event of the dissolution of the Corporation, its assets shall be distributed, after all of its liabilities and obligations have been discharged or adequate provision made therefor, to the Wake Forest University Athletic Department in Winston-Salem, North Carolina, or if such organization does not exist, then to any association or associations organized for objects similar to those set forth in ARTICLE II herein so long as these objects are for exempt purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954, as from time to time amended.

### **ARTICLE V: MEMBERSHIP**

Section 1. QUALIFICATIONS. Membership in this Corporation shall be available to any individual who subscribes to the objects and basic policies set forth herein.

Section 2. INITIAL MEMBERSHIP. The membership shall consist of those persons who are received in or elected to membership as hereinafter provided.

Section 3. APPLICATION AND DUES. All persons who make proper application to the Corporation shall be eligible for membership without a vote of the Board of Directors. Such persons shall become members upon signing of an application for membership in the form provided by the Board and upon the paying of one year's dues.

Section 4. VOTING. Except as provided in Article VIII, Election of Directors and Officers, each member shall have one vote only at a meeting of the members.

### **ARTICLE VI: GOVERNMENT**

Section 1. BOARD OF DIRECTORS. The general management of the affairs of the Corporation shall be vested in the Board of Directors who shall be elected as provided in Section I of ARTICLE VIII of these Bylaws. The number of Directors shall be not less than six (6).

Section 2. OFFICERS. Each director shall also be an officer. The officers shall be: president; vice-president; treasurer; membership chairman; newsletter editor; activities director; race and equipment chairman; webmaster; social media and marketing chairman; member at large; race timing chairman; and ex-president.

Section 3. ELECTION OF DIRECTORS AND OFFICERS. The membership shall elect Directors and officers simultaneously, as provided in Article VIII.

Section 4. BOARD RESPONSIBILITIES. The Board, including all officers and directors, is entrusted by the members to carry out the mission and objects for which the Corporation is organized. The board:

- a. Provides fiduciary, legal, and strategic oversight, and guides the organization by adopting sound, ethical policies.
- b. Reviews all information provided by the President or the Board, as the case may be, and participates in all scheduled board meetings, unless excused for an absence.



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- c. Ensures the Corporation has adequate resources and financial sustainability, which requires fundraising support and engagement by all directors.
- d. Holds itself and the organization accountable for its on-going commitment to diversity, equity, and inclusion (DEI) as follows:
  - i. Diversity is pursued by promoting equity and inclusion in the organization.
  - ii. Equity ensures that people of marginalized identities have the opportunity to join, contribute, and provide leadership to the Corporation, regardless of their identity.
  - iii. Inclusion is the culture of actively incorporating the contribution and participation of all people.
- e. Serves as ambassadors for the organization, and board members serve on committees as outlined in these Bylaws or as appointed by the President or the Board, as the case may be.
- f. Recruits candidates for board service.
- g. Delegates duties provided for in these bylaws to race directors, club members and committees provided that the Board maintains oversight of such activities.

### **ARTICLE VII: DUTIES OF OFFICERS**

Section 1. PRESIDENT. The president shall preside at all meetings of the Corporation and the Board of Directors and shall coordinate the work of the officers to promote the objects and policies of the corporation. It shall be the duty of the president to enforce the Bylaws as well as the policies set forth herein.

Section 2. ADMINISTRATIVE VICE PRESIDENT. The administrative vice president shall act as an aide to the president; perform the duties of the president in the absence or inability of that officer to serve; record the minutes of the meetings of the Corporation; conduct the correspondence of the Corporation; keep the minute book; and coordinate and monitor volunteers.

Section 3. TREASURER. The treasurer shall keep all monies of the Corporation and shall keep an accurate record of the receipts and expenditures and shall pay out of funds in accordance with the approved budget as authorized by the Corporation. The treasurer shall present a financial statement at each meeting of the Corporation and at other such times as requested by the president and shall make a full report at the annual meeting.

Section 4. MEMBERSHIP CHAIRMAN. The membership chairman shall administer all matters related to membership in the Corporation, including the brochure, fees, renewals, and the roster.

Section 5. NEWSLETTER EDITOR. The newsletter editor shall coordinate the writing, assembly, and mailing of the Corporation's newsletter.

Section 6. ACTIVITIES DIRECTOR. The program director shall coordinate all the educational and social affairs of the Corporation, including seminars, fun runs, clinics, and parties.



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Section 7. RACE AND EQUIPMENT CHAIRMAN. The race and equipment chairman shall supervise and coordinate all competitive running events organized by the Corporation or for which the Corporation has been retained; he/she shall also maintain the equipment related to competitive events.

Section 8. MEMBERS AT LARGE. Members at large shall perform such tasks as are assigned them by the president from time to time.

Section 9. EX-PRESIDENT. The ex-president shall be the immediate past president. He/she shall provide advice and assistance as requested by the Board.

Section 10. WEBMASTER. The webmaster shall maintain and manage the club's website, including the calendar of races and socials events, the database of members and race participants, race registration, and e-mail.

Section 11. SOCIAL MEDIA / MARKETING CHAIRMAN. The social media / marketing chairman shall promote the Corporation and its activities on-line, in print, and by email, and shall assist in the creation of promotional materials for the Corporation's activities and races.

Section 12. RACE TIMING CHAIRMAN. The race timing chairman shall recruit, train, assign, and supervise members who electronically time Club and contract races and shall maintain and purchase the Club's electronic and computer timing equipment.

### **ARTICLE VIII: MEETINGS**

Section 1. ANNUAL MEETING OF THE MEMBERS. The annual meetings of the members shall be held in May of each year. Notice of the time and place of holding the annual meetings shall be given to each member at least ten (10) days prior thereto.

Section 2. SPECIAL MEETINGS OF THE MEMBERS. Special meetings of the members may be called by the president at any time on his/her own initiative or upon the request of five (5) members made in writing.

Notice of the meetings shall be mailed to each member at least ten (10) days prior to the meetings, and at such special meetings there shall only be considered such business as specified in the notice of the meetings.

Section 3. QUORUM OF MEMBERS MEETING. At all meetings of the Corporation, either regular or special, a quorum shall consist of the number of Board of Directors present plus ten (10) members.

Section 4. LACK OF QUORUM If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by him/her.

Section 5. MEETINGS OF THE BOARD. Meetings of the Board of Directors shall be called by the president *on his/her own* initiative whenever, in his/her judgment, it may be deemed necessary, or by the administrative vice-president upon request of any two (2) members of the Board of Directors. Five (5)



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days' notice of such meeting shall be given to all Directors and shall be deemed sufficient notice of such meetings.

Section 6. QUORUM AT A BOARD MEETING. A majority of the Board of Directors shall constitute a quorum.

### **ARTICLE IX: ELECTION OF DIRECTORS AND OFFICERS**

Section 1. NOMINATING COMMITTEE. The Directors shall appoint a nominating committee comprised of the president, the treasurer, the activities director, and two members who are not Directors. The nominating committee shall nominate a slate of members for election to the officer positions listed in Article VI, and the Directors shall give the membership notice of the slate not later than 45 days before the annual meeting. The Directors may not alter the slate nominated by the nominating committee.

Section 2. SEPARATE NOMINATIONS. Any member may nominate a member or members for election to an officer position by delivering a written and signed nomination to the president not later than 30 days before the annual meeting. The Directors shall give the membership notice of all such nominations no later than 10 days before the annual meeting.

Section 3. ELECTION OF DIRECTORS AND OFFICERS. The members shall elect the Directors and officers simultaneously at the annual meeting. A member is eligible to vote if he/she has been a member for at least 30 days as of the day of the election and has paid the dues of a "primary" member. A member eligible to vote may cast one vote for each officer position. The nominee receiving the majority of votes cast is elected. If no nominee receives a majority of votes, the nominees shall be reduced to those nominees who received the greatest number of votes which, when added together, equal at least a majority of the votes cast; and the eligible members shall vote again. The president or his/her designee shall conduct the election. The Board of Directors shall decide any question or dispute related to the election.

Section 4. TAKING OFFICE. Subject to the resolution of any dispute related to the election, Directors/officers shall assume their duties at the close of the annual meeting and shall serve until their successors are elected.

### **ARTICLE X: PARLIAMENTARY AUTHORITY**

Section 1. AMENDMENT OF BYLAWS. These Bylaws may be amended at any regular meeting of the Corporation by a two-thirds vote of the membership present and voting providing that notice of the proposed amendment shall have been given at least thirty (30) days prior to the meeting at which the amendment is voted upon.

### **ARTICLE XI: VACANCIES IN OFFICE**

If a vacancy occurs among the Board of Directors, the vacancy shall be filled for the unexpired term by the Board of Directors.



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### **ARTICLE XII: DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

Section 1. MANAGEMENT OF THE CORPORATION. The Board of Directors shall have general charge and management of the affairs, funds and property of the Corporation. The Board shall have full power and it shall be the Board's duty to carry out the objects of the Corporation according to the Articles of Incorporation and these Bylaws; to determine whether the conduct of any member is detrimental to the welfare of the Corporation; and to fix the Penalty for such misconduct or any violation of the Bylaws.

Section 2. RULE MAKING. The Board of Directors may make rules for the conduct of the members and use of the Corporation's property not inconsistent, however, with anything set forth in these Bylaws.

Section 3. APPOINTMENT OF COMMITTEES. The Board of Directors may appoint such committees as it deems necessary; it may vote the expenditures of money consistent with a duly authorized budget so long as it deems these expenditures necessary and advisable.

Section 4. PLACE OF DIRECTORS MEETINGS. The meetings of the Directors may be held in Winston-Salem, Forsyth County, North Carolina, or at any such place in such County but they shall not be held outside the State of North Carolina.

### **ARTICLE XIII: NOTICES**

A notice to members shall be made by posting the notice on the main page of the Corporation's website, and such notice shall constitute presumptive evidence of service thereof.