



Chattanooga Track Club

Bylaws

I. TITLE

The name of this organization shall be "The Chattanooga Track Club, Inc.", herein referred to as the "CTC".

II. OBJECTIVES

A. Defined

The Objectives of this organization shall be to:

1. Promote and encourage fitness through running and walking
2. Educate the public as to the benefits of fitness through running and walking; and
3. Contribute to the general good of the community.

B. Means of Furtherance

In furtherance of the Objectives of the CTC, the CTC shall:

1. Engage in public, community, and civic activities to publicize the benefits of running, jogging and walking as a means of physical fitness.
2. Sponsor and administer road races, track races, fun runs, lectures, seminars, camps, demonstrations clinic, meetings and other events to further in keeping with these objectives; and
3. Work with other civic and charitable organizations to assist them in achieving their fundraising and educational goals through sponsoring or cosponsoring events such as those listed in the previous paragraph.
4. Promote itself and communicate with the community through traditional media and through Social Media channels per guidelines established in the CTC Social Media and Communication Policy.

III. AFFILIATION

In furtherance of its Objectives, the CTC may affiliate from time to time with various national or regional organizations with similar or related objectives. The Bylaws shall establish and define affiliations. The CTC recognizes only those affiliations listed in the Bylaws.

- A. The CTC affiliates with the Road Runners Club of America.

B. The CTC affiliates with USA Track & Field.

IV. ENDORSEMENTS

The membership of the Chattanooga Track Club reflects the diversity of our community. Whenever possible, decisions by the CTC with regard to partnerships and endorsements will be made in a way that does not intentionally exclude or invalidate specific viewpoints or beliefs.

- a. In choosing partnerships as described above, the CTC will apply a narrow definition of the objectives of the CTC rather than a broad interpretation.
- b. The CTC will decline sponsorships, co-sponsorships and participation with organizations and events where CTC could be reasonably perceived as endorsing a specific (political, religious, etc.) viewpoint.
- c. The CTC will foster welcoming, inclusive relationships with our partners that positively reflect the diversity of our membership.
- d. The CTC will not campaign on behalf of candidates for public office, promote or oppose legislation or endorse a political party. CTC resources may not be used for the same.
- e. CTC equipment (sound, barriers, etc.) may not be used at events which are not legally permitted or where there is an expectation of public disruption or civil unrest.

V. MEMBERSHIP

The Chattanooga Track Club is an inclusive organization welcoming all members regardless of race, religion or views. The benefits of fitness are available to all people and it is the objective of the CTC to positively promote those benefits and to provide running and walking opportunities to as wide and diverse an audience as possible.

A CTC Member is anyone who has completed a current application for Membership, has timely paid the appropriate dues, and remains in good standing. Members desiring continued Membership shall annually pay dues required by the CTC, shall abide by these Bylaws, and shall abide by the rules at all CTC events. In the event any CTC member fails to do so, the Board may take such action as it deems appropriate.

A member shall be considered in 'Good Standing' when:

- A. Membership dues are current.
- B. The member has not violated permitted to be violated or assisted in actions that violate the by-laws of the Chattanooga Track Club or posted rules of a CTC event.

VI. GOVERNMENT

A. Board of Directors

1. Positions

The management of the CTC shall vest in a Board of Directors consisting of twelve Directors and eight officers. References to the "Board" shall mean the entire Board of Directors. References to "Directors" or "Officers" respectively.

a. Officers

The Officers of the CTC are as follows:

- (1) President
- (2) Vice President/President Elect
- (3) Vice President/Races & Equipment
- (4) Vice President/Communications
- (5) Vice President/Membership & Programs
- (6) Secretary
- (7) Treasurer
- (8) Past President

b. Directors

The twelve Directors shall serve two-year, staggered terms.

2. Duties

a. Officers

(1) President

The duties of the President are as follows:

- (a) Preside over meetings;
- (b) Execute a One-Year Plan for each of his or her year(s) in office;
- (c) Determine agenda of all Regular, Special and Emergency Meetings of the CTC;
- (d) Represent the CTC in any affiliated organization;
- (e) Call any Special Meetings;
- (f) Appoint committees and committee chairs;
- (g) Cast tie-breaking votes on matters coming before the Board.

(2) Vice President/President Elect

The duties of the Vice President/President Elect are as follows:

- (a) Assume duties of the president in his or her absence;
- (b) Take specific assignments of duties from the President;
- (c) Assume the office of President in the event the President is unable or unwilling to complete his or her term;
- (d) Assume the office of President upon conclusion of the annual meeting in conjunction with the completion of the incumbent President's term;
- (e) Serve as Co-Chair of Planning Committee

(3) Vice President/Races & Equipment

The duties of the Vice President/Races & Equipment are as follows:

- (a) Coordinate the activities and responsibilities of the Race Committee and the Equipment Committee to achieve CTC Objectives;
- (b) To consult with the President as requested regarding the Chair of the Races Committee and the Equipment Committee;
- (c) To carry out duties assigned to him or her by President;

(4) Vice President/Communications

The duties of the Vice President/Communications are as follows:

- (a) To coordinate the activities and responsibilities of the Communications Committee to achieve CTC Objectives, through Jogging Around, the CTC website, weekly enews as well as social and traditional media outlets;
- (b) To consult with the President as requested regarding the Communications Committee;
- (c) To carry out duties assigned to him or her by President;

(5) Vice President/Membership & Programs

The duties of the Vice President/Membership are as follows:

- (a) Serve as Chair of membership Committee and coordinate the activities and responsibilities of the Membership Committee to achieve CTC Objectives including growing and maintaining membership;
- (b) Ensures regular communication with existing and prospective members to communicate benefits, programs and events to ensure retention of existing members and encourage participation among prospective members;
- (c) Conduct at least 4 programs a year to facilitate and retain membership, such as, Election Social, Banquet, etc.

(6) Secretary

The duties of the Secretary are as follows:

- (a) Record Minutes at all meetings;
- (b) Keep a file of all Minutes;
- (c) Offer guidance on points of order and procedure during meetings;
- (d) Determine and decide issues of quorum;
- (e) Accept assignments of correspondence and keeping of records from the President.

(7) Treasurer

The Duties of the Treasurer are as follows:

- (a) Administer all financial duties, including, but not limited to:
 - (i) Regular financial reporting, including at least the following:
 - (a) Income Statement;
 - (b) Balance Sheet;
 - (c) Outstanding Invoices;
 - (d) Expenditures Detail;
 - (e) Deposits Detail;
 - (ii) Special financial reports as requested by the President or Board;
 - (iii) Maintain check register and reconcile monthly;
 - (iv) Payment of all obligations of the CTC;
 - (v) Collection of all debts owed to CTC, including Membership dues;
- (b) Maintain possession of the checkbook;
- (c) In cooperation with the Secretary, keep the official CTC Membership list;
- (d) File a form 990 with the IRS
- (e) Present an appropriate operating budget to the Planning Committee for inclusion in each One-year Planning Report.

- (f) The Treasurer shall be responsible for ensuring that all expenditures are valid and appropriate and shall set up and maintain a system to accomplish this goal. At minimum, the Treasurer is required to have some documented or verbal verification for all debts, obligations and expenditures of the CTC before paying them. The purpose of this provision is to prohibit the payment of bills and other obligations without first verifying that the obligation is a valid obligation of the CTC.

(8) Past President

The Duties of the Past President are as follows:

- (a) Take specific assignments of duties from the President;
- (b) Serve as member of the Planning Committee;
- (c) Serve as a member of the Nominating Committee;

(9) Directors

(1) The Directors shall be charged generally with the following responsibilities

- (a) ensuring that CTC funds are expended solely to meet CTC Objectives as set for in these by-laws;
- (b) ensuring that the Officers transact business in accordance with these Bylaws and with CTC objectives as set forth in these by-laws;

(2) Committee Chairs

- (a) Term and Appointment

The President shall appoint a Director to chair one of eight Standing Committees. The term of the chairmanship shall be on year. At the end of the one-year term, a Director who returns to office has the discretion to retain the chair of the Standing Committee on which they served the previous year.

In order to facilitate planning nominations, a Director who intends not to retain the chair of his or her current Standing Committee shall inform the Vice President/President Elect as early as possible.

3. Eligibility

a. Generally

- (1) Officers and Board members must be CTC members in good standing.
- (2) No member who has served five consecutive years as either an Officer or a Director within seven years preceding the annual meeting shall be eligible for election or appointment to any position.
- (3) Except as provided for the Nominating and Election Committee, no Member may simultaneously serve in any two positions under these by-laws.
- (4) No full-time, paid employees may serve on the board, as it is a conflict of interest.

b. Vice-President/President Elect

To be eligible as a candidate for the office of Vice President/President Elect, a member must have served within the last three years as an Officer or Director unless there are no eligible

CTC members willing to be candidates.

4. Responsibilities of Directors and Officers of the Chattanooga Track Club

- A. Fulfill the duties of the position as described in the CTC by-laws.
- B. Maintain strict confidentiality of members' and event participants' personal information.
- C. Participate and attend CTC board meetings and committee meetings or consistently communicate through alternate means when personal attendance is not possible.
- D. Maintain the confidentiality of CTC business and financial information as appropriate with regard to the Chattanooga Track Club's status as a non-profit organization.
- E. Be positive ambassadors of the CTC to the community.

5. Failure to Perform

a. Removal of officers

Any Officer may be removed from office for failure to perform the duties of office by a vote of two-thirds of the Directors.

b. Removal of Directors

Any Director may be removed from office for failure to perform the duties of office by a vote of two-thirds of the Officers.

c. Failure to attend Meetings

Failure to attend three or more consecutive Regular Board Meetings or to attend any four Regular Board Meetings in any one-year period shall constitute a failure to perform. Any Officer or Director subject to such a presumption should consider voluntarily removing himself or herself from office in order to allow a suitable replacement.

6. Term of Office

a. All Positions

- i. The term of offices filled upon resignation or other failure to complete a regular term shall expire as if completed by the member elected to the position.
- ii. Officers and Directors members may succeed themselves once

b. Officers

All terms of office shall be one year extending from the end of the first Annual Meeting after the election to the end of the second Annual Meeting after the election,

c. Directors

Directors shall serve staggered terms of two years with a panel of six elected each year. The term of office for each Director shall run from the end of the first Annual Meeting after the election to the end of the third Annual Meeting after election.

7. Vacancies

if any office becomes vacant prior to the end of the term of that office, the President shall nominate a qualified CTC member to hold the office until the next election or the end of the term, whichever comes first. The Board shall appoint or reject the nominee by simple majority.

B. Committees

1. Nominating Committee

a. Members

The Nominating Committee shall consist of the President, Past President, President-Elect and three members as elected by Membership to serve one year terms.

b. Responsibilities

The Nominating Committee has the following responsibilities:

- i. Encourage eligible CTC members interested in holding office to run for office;
- ii. Solicit names of interested and eligible CTC members to run for office;
- iii. Verify eligibility of CTC members as candidates for each position up for election;
- iv. To the extent possible, ensure that the CTC shall have more than one choice for each position, especially in circumstances where member(s) of nominating committee appear on the ballot;
- v. Obtain permission from each potential candidate prior to nominating him or her; and
- vi. Deliver a blank ballot to each member of the CTC no later than two weeks prior to the Annual Meeting at which the election is to be held.

2. Election Committee

An Election Committee consisting of the Secretary and an outgoing Director as appointed by the Board shall govern elections. If the Secretary is running for any position on the Board, the Board shall appoint another outgoing Director. If there is not a sufficient number of outgoing Directors to fill the two positions, the Board shall appoint CTC Members in good standing to complete the tasks of the Election Committee. The Board shall designate one of the two members as Chair of the Election Committee.

3. Standing Committees

Each Committee Chair shall be responsible for recruiting Committee members. Each chair shall submit to the appropriate Vice President a Committee roster no later than the February Regular Board Meeting each year.

a. Races Committee

The Races Committee shall be responsible for all CTC races. The duties of the Committee shall include the following:

- i. Prepare a one-year schedule of races, including race directors, for submission to the Planning Committee no later than the December Regular Board Meeting.

- ii. The Committee shall conduct a Race Administration Orientation and Training Meeting each year. This Meeting shall communicate to all Race Directors CTC race procedures, standards and general use of equipment.
- iii. Select and recruit all race directors who shall serve according to the following terms:
 - (1) Only CTC members in good standing who have attended a Race Administration Orientation and Training Meeting may direct CTC races.
 - (2) The Board may waive this requirement for any member who has successfully directed a CTC race prior to the adoption of this provision.
 - (3) Each Race Director shall present a report to the Races Committee for submission to the Board within 60 days after the completion of his or her event.
- iv. The Director Chairing the Races Committee shall not serve as race director of any race during his or her term as Races Committee Chair unless there are no eligible CTC members willing to serve.

b. Equipment Committee

The Equipment Committee shall be responsible for all equipment owned by the CTC. The duties of the Committee shall include the following:

- i. Maintain a written inventory of all race equipment owned by CTC;
- ii. Maintain all equipment in the CTC equipment inventory in good working order;
- iii. Coordinate with the Races Committee to ensure that each race director has access to needed equipment from the CTC inventory;
- iv. Monitor the borrowing or leasing of equipment for CTC events so as to make appropriate purchase recommendations to the Board.
- v. Procure equipment as approved and directed by the Board.

c. Communications Committee

The Communications Committee shall be responsible for communication of the CTC with its Membership. The duties of the Committee shall include the following:

- i. Ensure the communication of CTC events, schedules, and actions to the members and friends of the CTC, and where appropriate, to the general public;
- ii. Regularly publish a newsletter for CTC Members and friends;
- iii. Maintain a world wide website containing information of interest to CTC members and friends;
- iv. Maintain social media accounts such as Facebook, Twitter, Instagram to communicate information to CTC members and friends;
- v. Distribute direct mail and use such other means within its budget as deemed appropriate and necessary by the Committee or the Board to accomplish the communication needs of the CTC.
- vi. The Newsletter may be used to notify the Membership of any event, Meeting, or vote where these by-laws require notice to the membership.

d. Programs Committee

The Programs Committee shall be responsible for administration of non-race programs conducted by the CTC. Administration of programs includes making arrangements to ensure

appropriate facilities and amenities to properly conduct Meetings and social events. The duties of the Committee shall include the following:

- i. Administer all Regular Membership Meetings and other meetings as called by the President;
- ii. Administer all programs related to the Annual Meeting;
- iii. Administer any social events related to or independent of Membership Meetings.

e. Membership Committee

The Membership Committee shall be responsible for increasing or maintaining the Membership of the CTC. The duties of the Committee shall include the following:

- i. Maintain applications for Membership;
- ii. Annually update and publish the Membership directory;
- iii. Routinely issue reminders of membership renewals.

f. Planning Committee

The Planning Committee shall develop goals and objectives for the CTC through consultation with each Committee chair and officers.

i. Chair

The Planning Committee shall be chaired by the Vice President/President Elect and a Director appointed by the President.

ii. Membership

In addition to the co-chairs, the Planning Committee shall include the Past President. All Members interested in serving as a Director or Officer shall be encouraged to join the Planning Committee. To the extent reasonably possible, at the discretion of the co-chairs, the Planning Committee shall include all interested members.

iii. Planning Reports

No later than the July Regular Board Meeting each year, the Planning Committee shall submit to the Board a three-year plan beginning with the following January.

No later than December Regular Board Meeting each year, the Planning Committee shall submit to the Board a one-year plan beginning with the following January. The one-year plan shall include a budget prepared in conjunction with the Treasurer and a race schedule prepared in conjunction with the Race Committee.

iv. Composition and Action

Each planning report shall be submitted for the Board's review, comment and consideration. The Board may reject and provision of a planning report by a two-thirds vote. Any provision not rejected is accepted. Any rejected provision may be revised and submitted for approval at any subsequent Board Meeting.

In devising these plans, the Planning Committee shall refer to the three previous three-year plans and the previous one-year plan.

g. Development & Community Relations Committee

The Development & Community Relations Committee shall be responsible for establishing, building and maintaining relationships club supporters, community partners and investors. The committee shall be chaired by a Board appointed member in good standing and shall report to the Executive Committee. The duties of the committee shall include the following:

- i. Coordinating annual review and presentation of club activity for prior year to key stakeholders and potential investors no later than first Regular Board Meeting prior to Annual Meeting;
- ii. Developing marketing and promotional material to be utilized for the purposes of educating supporters, partners and the community in general;
- iii. Developing and maintaining relationships with community partners and club/race sponsors;
- iv. Determining and setting financial objectives in conjunction with the Treasury and planning committee;
- v. Identifying internal and external revenue opportunities and achieving financial objectives to ensure club sustainability.

h. Youth Programs Committee

The Youth Programs Committee shall be responsible for establishing, building and maintaining opportunities and events specifically geared toward the youth running community. The committee shall be chaired by a Board appointed member in good standing and shall report to the Membership Committee. The duties of the committee shall include the following:

- i. Assist youth-event race directors (for example: elementary & high school cross country series) with identifying opportunities to promote, improve or expand youth running events and activities;
- ii. Identify opportunities to include young runners and/or integrate youth running opportunities within existing club events and activities;
- iii. Work in conjunction with Membership & Programs Committee and Communications Committee to seek opportunities for CTC presence at youth events to promote running and fitness and build awareness of club.

C. Membership

The CTC will conduct appropriate business by vote of the Membership at Regular and Special Membership Meetings. Regular Membership Meetings are open to the general but only CTC Members may make motions or vote.

D. Elections

a. Time

Officers and Directors, elected committee members, and any other elected positions shall be elected by a plurality of the ballots cast at the fall Regular Membership Meeting.

b. Balloting

A plurality of the votes cast shall determine the winner or winner of each election.

Each CTC Member may cast one ballot. The Member shall deliver the ballot to the Election Committee in one of the following manners:

- i. In person prior to the Meeting.
- ii. In person during the Meeting as part of the program of that Meeting devoted to collecting the ballots.
- iii. In a sealed envelope delivered by another Member at the Meeting.
- iv. Electronically on the day of elections, provided CTC is able to utilize a voting platform capable of ensuring member authenticity and preventing duplication of votes.

VII. PROCEDURES

A. Meetings

In general, all meetings of the Board, Officers, Directors, Committees, the Membership or any other Regular or Special Meeting of or within the CTC shall be open to any CTC member. Subject to rules of order and procedure and these by-laws, any CTC Member may bring forth any CTC business at any Regular Membership Meeting.

a. Executive Meetings

Executive Committee shall be chaired by the President. Committee meetings shall occur at least once every quarter with additional meetings held at the discretion of the President.

b. Membership Meetings

The CTC will hold Regular Membership Meetings at least once every quarter. There shall be a regular Membership Meeting in January and in November and at two other times as determined by the Board on the recommendation of the Programs Committee. The January Regular Membership Meeting shall be designated as the Annual Meeting. Other Regular Membership Meetings will be held as called by the President.

c. The Annual Meeting

The Annual Meeting may include a banquet. The program at the Annual Meeting shall include the presentation of annual awards. Officers and Directors elected in the previous election will assume office at the conclusion of the Annual Meeting.

d. Board Meetings

The Board shall conduct Regular Board Meetings on a monthly basis as determined by the Board. The Secretary shall issue notices of Board Meetings in the CTC Newsletter and in any other appropriate manner. Any Member or invited guest may attend, but only members of the Board may make motions or vote.

e. Special Meetings

i. Definition

Special Meetings are Meetings not regularly scheduled according to the provisions of these Bylaws.

ii. Establishment

The President, and only the President, may call Special Meetings of the CTC as he or she deems necessary and appropriate.

iii. Notice

Notice of Special Meetings shall be sufficient if made by mail delivered to the possession of the US Postal Service a week prior to the Special Meeting. Actual

notice five days prior to a Special Meeting of the Board shall be deemed sufficient notice. To conduct business at a Special Board Meeting, sufficient notice of the Meeting must be given to all Officers and Directors. Before or after any Special Meeting, but not during the Meeting in question, the Board may waive all notice requirements (but not any quorum requirements) for any Special Meeting called by the President. Waiver of the notice requirements for Special Meetings shall terminate questions of the validity of any business conducted at any Special Meeting.

iv. Emergency Board Meetings

The President may in his or her discretion conduct Emergency Board Meetings by telephone, email, facsimile, or any other appropriate manner in order to address issues requiring immediate attention. Business conducted thorough such Meetings shall be specific and narrow, addressing only those issue requiring immediate attention.

B. Parliamentary Procedure

Except as otherwise stated explicitly in these Bylaws, procedures as set forth in Roberts Rules of Order will govern the conduct of all CTC Meetings. Each member participating will make every effort to appropriately discuss all issues within these rules.

C. Quorum

a. Presumptions

At all Membership Meetings, a quorum shall be presumed unless a quorum count is called. Any member may issue a call for a quorum count at any meeting.

b. Membership Meetings

A quorum for Regular and Special Membership Meetings shall consist of twice the number of elected positions plus one.

c. Board Meetings

A quorum for Board Meetings shall consist of no fewer than five, at least one of which shall be either the President or the Vice President/President Elect.

D. Bylaws

These Bylaws may be amended only by a majority vote of the membership at the Annual Meeting after notice of the proposed Bylaws change to the CTC members. Any CTC members may propose a Bylaw change by submitting the proposed change to the Board no later than the December Board Meeting. The Board must either endorse or oppose the proposed change, and the Board's position shall be included with the notice of the proposed Bylaw change.

VIII. FINANCES

A. Non-Profit

The CTC is a non-profit organization. Dues, entry fees and other moneys received by the organization will be spent entirely for carrying out the stated purpose of the organization. No part of the net resources of the CTC shall inure to the benefit of any individual members as such.

B. Dues

a. Administration

The Membership Committee shall issue dues notices on an ongoing basis throughout the year as rolling members terminate. Members failing to pay within thirty days will become ineligible for member benefits.

b. Dues Changes

Changes in the amount of annual dues shall be determined by a two-thirds vote at a Regular Board Meeting and shall not be increased more than once in any two-year period. The Board may waive the dues, in part or in whole, of any CTC member who is not currently serving on the Board. Motions to change dues must be made and seconded at the Regular Board Meeting preceding the vote on the motion to change dues. Each Officer or Director unable to attend the vote on a motion to change dues may tender a written and signed vote or designation of proxy to the President prior to the vote. Neither motions nor votes to raise dues shall be valid at any Special meeting.

C. Treasury

a. Accounting

The CTC will operate on a cash accounting basis.

b. Expenditures

CTC funds shall be expended only if the furtherance of CTC Objectives as set forth in these Bylaws. The CTC shall make no expenditure that completely depletes its funds. The CTC is prohibited from taking on debt. The Treasurer shall report all expenditures at each Regular Board Meeting>

Those making obligations on behalf of the CTC shall provide the Treasurer with the verification that he or she requires to fulfill his or her obligations under these Bylaws. The purpose of this provision is to ensure that bills received from third parties are valid obligations of the CTC. This provision shall be construed with this objective in mind.

c. Spending Limits

The President may authorize expenditures necessary for club business within spending limits without prior approval from the Directors. All expenditures above spending limits require approval of the Directors. At the first Regular Board Meeting each year, the Directors shall establish spending limits.

d. Unauthorized Expenditures

If the President authorizes expenditure in violation of this provision, he or she may be personally liable to the extent of the excess. If any person spends money without proper authorization or beyond amounts authorized, he or she may be personally liable to the extent of the excess.

e. Signatories

The signatures of the Treasure, President, Vice President/President Elect, Club Manager / Executive Director shall be exclusive authorized signatures for the disbursement of CTC funds. The Executive Committee shall annually determine disbursement amount above which dual signatures will be required. Such amount is to be noted annually upon renewal of bank signatory paperwork reflecting addition of new officers and removal of prior year officers.

D. Fund Raising

The CTC may participate in fund-raising activities for purposes of funding itself or the civic activities of other organizations.

IX. DISSOLUTION

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