

May 1, 2008

**By Laws
For
Tri City Track Club
Morgan City, LA**

Article I – Name

This organization shall be known as the Tri City Track Club, Inc.

Article II – Objectives

The objectives of this organization shall be:

1. The primary purpose of this organization shall be the education, training and support of individuals in and around the community of Morgan City, Louisiana, as to the benefits of long distance running, jogging and race walking for fitness, health, recreation and competition.
2. To promote road race events both as a competitive sport and as one of the best athletic activities for achieving physical fitness
3. To adhere to the objectives of the Road Runners Club of America.

Article III – Nonprofit Status

This organization is a not-for-profit organization

Article IV – Tax Exempt Requirements

1. No part of the net income of the organization shall inure to the benefit of or be distributable to its directors, officers, members, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objectives set forth in Article II.
2. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
3. Notwithstanding any other provision of these Articles, the organization shall not conduct or carry on any activities not permitted to be conducted or carried on by

any organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributors are then deductible under Section 170(c)(2) of such Code.

Article V – Affiliation

The Executive Committee of this organization shall consider and act to affiliate this organization with national organizations and other bodies when it is deemed to be in the best interest of the organization membership to further the purposes and objectives set forth in Article II.

Article VI – Membership

The members of this organization shall consist of all persons who are in acceptance with the objectives of the Road Runners Club of America regardless of age, race, or sex.

1. Membership

- i. Classes of Membership. There shall be four classes of membership: single, family, VIP single, and VIP family.
- ii. Votes of Membership. There shall be one vote per membership regardless of the number of individuals covered under a class of membership. Voting by class shall not be required unless there is an issue to be voted on specific to only one class.
- iii. Qualifications of Membership. Qualifications for membership shall be: payment of annual dues in a timely fashion and compliance with the Bylaws and Rules and Regulations of the Tri City Track Club, Inc.
- iv. Dues of Membership. Dues shall be set annually by the Board of Directors
- v. Rights and Privileges of Members. The Board of Directors shall issue a resolution setting forth the rights and privileges of each class of membership. The Board of Directors may change or amend this resolution by giving the members at least thirty (30) days written notice prior to the changes becoming effective.

2. The tax payer identification number of the corporation is: 33-1213131

Article VII – Dues

1. The Board will set the dues annually based upon the budget for that current year.
2. Membership dues are due annually.
3. To qualify for membership and eligibility of benefits of this Club, dues must be paid.

Article VIII – Directors

1. The Board of Directors shall consist of ten directors to include all officers, immediate Past President; five elected Members-At-Large, and any Directors appointed to fill a vacancy prior to the next election.
2. Standing Committees: Public Relations, Race Day Registration, Results/Scoring, Race Site/Safety, Race Walking, Race Course, Start/Finish Line, Volunteers, Awards, Merchandise, T-Shirt Distribution, Children's Race Events, Aid Stations. The President shall appoint the chairman of standing committees and shall have the authority to create or eliminate committees he/she deems necessary. Term of office shall be for one year.
3. A minimum of 3 elected Members-At Large shall assume the duties of a standing committee. The President shall appoint chairpersons for the remaining committees.
4. The Board of Directors shall advise the President upon his/her request on any Club business matters; approve the annual budget; approve any unbudgeted extraordinary expenses in excess of \$250.00; attend Scheduling Meetings, approve the Club's race schedule and scheduling changes as developed in the Scheduling Meetings; attend the scheduled Board Meetings each month; attend the Race Planning Meetings; attend the General Meetings; and assume the duties of his/her committee.
5. The individual Board Member and committee chairpersons may receive additional benefits or privileges for their services to the club. The Board of Directors shall establish such benefits and privileges annually by resolution. Such privileges and benefits shall not include monetary compensation other than reimbursement for out-of-pocket expenses incurred in conducting Tri City Track Club business.
6. All resignations of officers, board members and committee chairpersons must be submitted to the President in writing. The president shall have the authority to appoint any active member to fill a vacancy until the end of the unexpired term with the majority approval of the Executive Board. The appointed member filling a vacancy, in an elected position, shall have voting privileges at board meetings.
7. No member of the Board of Directors shall conduct or work other races that are in conflict with the Tri City Track Club.
8. All requests for the use of any Tri City Track Club equipment must be submitted in writing for Board approval. Only charitable organizations such as churches, schools, etc will be considered. All parties will be responsible for loss or damage as noted in the written agreement.
9. All elected and appointed Board of Directors shall submit a committee report summarizing their activities, from the beginning to the end of the term, and turn it over to the President following the elections at the first scheduled board meeting for outgoing and incoming Board of Directors.
10. The TCTC Administration shall consist of the Executive Race Director and Administrative Assistant. The Executive Race Director and the Administrative Assistant receive the same privileges as the Board of Directors but not have voting privileges and only serve in an advisory position. The Executive Race

Director shall work under contract approved by the Board of Directors; the Executive Race Director and Administrative Assistant shall be paid a salary approved by the Board of Directors.

11. Contract and temporary help, hired to assist with Tri City Track Club administrative work and, the payment, thereof, must have board approval.

Article IX - Officers

1. The officers of this Club shall be:
 - President
 - Vice-President
 - Recording/Corresponding Secretary
 - Treasurer
2. The elected Officers and Immediate Past President shall constitute the Executive Board.
3. Only those members who have served at least one year on the Board of Directors shall be eligible to hold the office of President.
4. All officers shall be elected at the December meeting every year by a majority vote of each membership present and voting.
5. The term of office shall be one year or until their successors have been elected.

Article X – Duties of Officers

1. The President shall preside at all meetings; shall be a member ex-officio of all committees; shall appoint the chairmen of standing committees; shall create or eliminate committees he/she deems necessary to promote the welfare of the Club; shall have the authority to appoint any active member to fill a vacancy in office until the end of the unexpired term with the approval of the Executive Board; shall have the authority to remove an elected or appointed board member when a situation deems necessary due to just causes with the approval of the Executive Board; authorize all disbursements from the Club's treasury; and shall perform such duties as are incumbent on this office.
2. The Vice-President shall assume the duties of the President in his/her absence, resignation, or death. He/she shall assist and encourage the President in the discharge of Club duties; assist at races where needed; shall serve on the Race Planning Committee; and assume the duties of the Membership Chairman.
3. The Recording/Corresponding Secretary shall record and keep accurate minutes of all meetings of the Club and send a copy of these minutes to the Board of Directors, in a timely manner, prior to the next meeting; he/she shall notify the Board of Directors of board meetings, regular meetings, and special meetings; and shall handle correspondence as deemed necessary by the Board of Directors.
4. The Treasurer shall oversee the receipt and deposit of all Club funds to the proper accounts and oversee payment of all Club bills; shall oversee the proper recording of all transactions to the financial statements; shall prepare and insure the accuracy of the monthly financial statements; shall present consolidated and race specific financial statements to the Board of Directors at each board meeting;

shall give an annual report; and shall prepare an annual budget, with the assistance of the President, Immediate Past President, Vice-President, and Executive Race Director, to be presented at the November board meeting. The Treasurer shall be responsible for making the necessary arrangements for check signing signatures; President and Treasurer.

5. The Immediate Past President may serve for one term in an advisory position. This non-voting position will receive the same privileges of an appointed Board Member.

Article XI – Nominations and Elections

1. The President shall appoint the Chairman of the Nominating Committee or shall serve as the Chairman, if one is not appointed. A Nominating Committee shall be appointed by the Nominations Chairman at the November board meeting; it shall consist of two (2) members from the Board of Directors and four (4) from the General Membership. The Nominations Chairman and members of the Nominating Committee shall secure nominations and present a ballot for the elections.
2. Nominations from the general membership must be submitted in writing to the Nominating Committee five days prior to the election meeting. The nominating committee will be instructed to present a slate of candidates for Office and Members-At-Large at the December meeting who will be voted on at that time. All nominees must be current members of the Tri City Track Club, Inc. in good standing.
3. Nominations may be made from the floor at the election meeting provided the persons suggested for office have given their consent and are current members of the Tri City Track Club, Inc.
4. Elections shall be by ballot. All dues must be paid for the current year and no later than five (5) days prior to the election to have voting privileges. A signature from each member is required at the meeting to confirm current membership status, receive one ballot, and have one vote which must be cast in person. A current membership list must be submitted to the Nominations Chairman five (5) days prior to the election.
5. The Nominating Committee shall conduct all business related to nominations and elections; not limited to, but, including: signing in members, handing out ballots, tabulating votes, and accepting ballots of members who must leave before the general assembly vote. No campaigning is allowed by the Nominating Committee during the process of the election.
6. Nominating Committee members accepting a nomination for election will be dismissed from the duties as stated in Article XI, Section 5. Additional tellers shall be appointed by the Chairman, if deemed necessary, to assist in the election process.

Article XII – Special Committees

1. The Summer Series Race Committee and the Atchafalaya Bridge Race Committee shall consist of the Tri City Track Club Executive Race Director, President, Vice President and two elected board members appointed by the President. This Committee shall arrange and handle all aspects of the Club's annual races; develop a race budget, race course and the race sponsors with the approval of the Board of Directors.
2. The Summer Series Race and Atchafalaya Bridge Race Executive Committees shall represent the Tri City Track Club whenever deemed necessary and shall report all information to the Board of Directors for approval.
3. The Race Planning Committee shall consist of the TCTC Executive Race Director, The Board of Directors and selected Club members. This committee shall assist in the planning of the production of the Summer Series Race and The Atchafalaya Bridge Race with ideas, suggestions, and reports; and shall be assigned designated work areas.

Article XIII - Meetings

- General Membership Meetings shall be held two times during the year. The time and place will be determined by the President. Notice of a general meeting must be given to all members "not less than" ten days "nor more than" 50 days prior to the meeting.
- Board Meetings shall be held on the first Monday of each month. Board Members must notify the President of an absence, and, if pertinent to the agenda, submit a report on his/her committee.
- Special meetings may be called by the President whenever the occasion demands or at such other time as determined by a majority of the Executive Board.
- Scheduling Meetings shall be held two times a year to develop a racing schedule, suggestions for awards and prizes, and locations for the calendar year. The Executive Race Director shall preside over this meeting with attendance by the President, Vice President, and three members-at-large appointed by the President. All Board Members are encouraged to attend. The race schedule and any changes must be approved by the Board of Directors.
- Summer Series Race and Atchafalaya Bridge Race Planning Meetings shall be held as determined by the TCTC Executive Race Director. The Race Planning Committee shall be notified of the day, time, and place.

Article XIV – Quorum

1. The presence in person of a majority of the members entitled to vote on a matter shall constitute a quorum.

2. The voting memberships present at a duly organized meeting shall constitute a quorum, and may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum as fixed in Paragraph (1) of this Section, or the Articles or Bylaws, or the refusal of any membership present to vote.
3. If a meeting cannot be organized for lack of a quorum, those present may adjourn the meeting to the time and place which they determine. Notice of the second meeting shall again be attempted pursuant to the notice provisions set forth above. However, in the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum as fixed in Paragraph (1) of this Section, or in the articles or bylaws, shall nevertheless constitute a quorum for the purpose of electing directors. In the case of a second such meeting called after the lack of a quorum for a purpose other than or in addition to the election of directors, including amendments of the articles of incorporation or dissolution of the corporation, any number of members present shall constitute a quorum, notwithstanding any other provision of law to the contrary.

Article XV – Amendments

These Bylaws can be amended by any general or special meeting called for that purpose, by a majority vote of the members present and voting, provided written notice of such proposed amendments is presented not less than ten days preceding the meeting.

Article XVI – Parliamentary Authority

The President will specify the rules for speaking, presenting motions, and voting if the formality of these rules is required.

Article XVII – Dissolution

Upon the dissolution of the organization or the winding up of its affairs, after all creditors have been paid, the assets of the organization shall be distributed exclusively for charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code on 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code.