

**AMENDED BY-LAWS OF BIRMINGHAM TRACK CLUB**  
**(Proposed June 22, 2013)**

**ARTICLE I: GENERAL PROVISIONS**

A. Name and Duration

The name of the organization shall be the Birmingham Track Club (herein "the organization"). The period of duration of the organization shall be perpetual.

B. Purpose and Objective

The primary purpose of this organization shall be the education and training of individuals in and around the community of Birmingham, Alabama, as to the benefits of jogging and running for fitness, health and recreation.

C. Not-for-Profit Operation

The organization shall at all times be operated on a not-for-profit basis. No Director, officer, member, or employee of, or person connected with the organization, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the organization, provided that this shall not prevent the payment of any such person of such reasonable compensation for services rendered to or for the organization in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the organization.

**ARTICLE II: MEMBERSHIP**

Membership in the organization shall be controlled by rules established by the Directors. All members will pay annual dues in the amount set by the Directors. Dues shall be paid upon joining the organization and thereafter on an annual basis. Applications shall be filed with the organization secretary or his/her designee. The dues structure shall be published annually in the Newsletter. The Directors shall have the right to refuse membership or expel members for actions inconsistent with the purposes of the organization. Only members in good standing shall be allowed to vote at annual and special meetings of the membership, serve on the Board of Directors or committees, or represent the organization at external events or to other organizations.

## **ARTICLE III: MEMBERSHIP MEETINGS**

### **A. Annual Meeting**

An annual meeting of the members shall be held on the first Saturday in the month of December in each year, or as soon as practicable thereafter, for the purpose of electing officers and directors and for the transaction of such business as may come before the meeting.

### **B. Special Meetings**

Special meetings of the members, for any purpose or purposes, not otherwise prescribed or prohibited by law or statute, may be called by the President or the Board of Directors. Roberts Rules of Order shall serve as the guideline for conduct of meetings in any matters not specifically covered by these by-laws.

### **C. Notice**

Meetings shall be held in the State of Alabama. Notice stating the place, day and hour of the meeting and in the case of special meeting, the purpose or purposes for which the meeting is called, shall be posted not less than thirty days before the date of the meeting. Said notice shall be normally published in the organization Newsletter and distribution of the newsletter shall be sufficient notice in all cases. Such notice shall also be deemed to be delivered when communicated through appropriate utilization of electronic means. A good faith effort shall be made to deliver notice to members without access to electronic communication via the United States mail, addressed to such members at addresses as they appear on the records of the organization, with postage thereon prepaid. Those members present at the meeting of members who are entitled to vote at such meeting shall constitute a quorum. Each member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members.

## **ARTICLE IV: OFFICERS**

### **A. Officers and Directors**

The four officers of the organization shall be: President, Vice President, Secretary and Treasurer. The officers shall be elected at the annual meeting and shall serve as Directors along with the Past-President who shall also be a Director, collectively, the Board of Directors. The elected officers shall be elected at each annual meeting from a list of candidates proposed by the Nominating Committee and from any candidates nominated from the floor. A majority of those voting shall control and if no candidate receives a majority, the two candidates receiving the highest number of votes shall

immediately be voted on with the candidate receiving the highest number of votes elected. Votes may be by secret ballot.

B. Powers and Duties

The Board of Directors (herein the "Directors") may designate an Executive Committee which will function as provided in Article V. The Directors shall have the exclusive right to act on behalf of the organization. The management of the organization, however, shall be by the Executive Committee as provided at Article V. The right of the Directors to act includes but not limited to exercise of the following powers. The Directors shall designate one or more committee heads for the various committees as hereinafter provided in Article V. The committee heads shall have, and may during intervals between the meetings of the Directors and the Executive Committee exercise, the powers delegated to them by the Directors and the Executive Committee in the management of the business and affairs of the organization and may have power to bind the organization when specifically authorized to do so. The designation of any such committee head and the delegation thereto of authority shall not operate to relieve the Directors, or any member thereof, or the Executive Committee of any responsibility imposed upon it or him by law. The Directors shall have the authority to veto, by a majority vote, any decision by the Executive Committee or any committee head.

C. Terms

Each officer and director shall hold office until the next annual meeting of members or until his successor shall have been elected and qualified. Except as otherwise provided in these by-laws, a vacancy in any office shall be filled by the President with the approval by the Executive Committee for the unexpired portion of the term. Any officer elected or appointed by the members may be removed by the Directors (Subject to reinstatement by 2/3 of the members) whenever in its judgment the best interest of the organization will be served thereby.

D. President

The President shall:

- 1) be the principal executive officer of the organization, and unless otherwise determined by the members of the Board of Directors, shall preside at all meetings of the Board of Directors;
- 2) sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or by the by-laws to some other officer or agent of the organization, or shall be required by law to be otherwise signed or executed; and

- 3) In general perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

E. Vice President

In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

F. Secretary

The Secretary shall:

- 1) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose;
- 2) see that all notices are duly given in accordance with these by-laws or as required by law;
- 3) be custodian of the corporate records and of the seal of the organization and affix the seal of the organization to documents, the execution of which on behalf of the organization under its seal is duly authorized in accordance with the provisions of these by-laws;
- 4) Keep a register of the names and post office addresses of all Directors;
- 5) Keep on file at all times a complete copy of the Articles of Incorporation and by-laws of the organization containing all amendments thereto (which copy shall always be open to the inspection of any Director), and at the expense of the organization, forward a copy of the by-laws and all the amendments thereto to each Director.

G. Treasurer

- 1) keep general charge of the books of the organization;
- 2) have charge and custody of and be responsible for all funds and securities of the organization;
- 3) be responsible for the receipt and the issuance of receipts for all moneys due and payable to the organization and for the deposit of all such moneys in the name of the organization in such bank or banks as shall be selected by the Board of Directors.

H. Past-President

In addition to his/her duties as a Director, the Past President shall chair the Nominating Committee and assist with the organization's annual awards and recognitions. The Nominating Committee shall consist of at least three members of the Executive Council and two Members-at-large. It shall meet within sufficient time in order to provide a slate of officers for the Annual Meeting.

I. Bonds

The Treasurer and any other officer or agent of the organization charged with the responsibility for the custody of any of its funds or property may give bond in such sum and with such surety as the Directors shall determine. The Directors in their discretion may also require any other officer, agent or employee of the organization to give bond in such amount and with such surety as it shall determine.

J. Prohibitions

Notwithstanding any other provision of these by-laws, no Director, officer, member, employee, or representative of this organization shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulation.

## **ARTICLE V: COMMITTEES**

A. Executive Committee

The business and affairs of the organization shall be managed by its Board of Directors to the extent set out in Article IV, Section B. Except as so limited, the Executive Committee shall be allowed by the Directors to exercise management authority of the organization and shall vote on all business decisions except those left to the specific discretion of the Directors. Any decision or actions of the Executive Committee is subject to veto by a vote of the majority of the Directors.

B. Composition of Executive Committee

The Executive Committee shall consist of the five members of the Board of Directors, the Parliamentarian, and the heads of the following Committees: the Road Race Coordinator(s), the Social Committee, Vulcan Run Race Director, the Volunteer Coordinator, the Newsletter Editor, and the Membership Committee. The committee heads may appoint track organization members to serve on their committee. The

committee heads shall attend monthly business meetings along with the other members of the Executive Committee and each shall be allowed to vote on any business authorized to be conducted by the Executive Committee. A majority of those present shall control in any vote by the Executive Committee, subject to the veto of the Directors as set forth in Article IV, Section B.

C. Meetings

The Executive Committee may hold a business meeting once a month but must hold such a meeting once a quarter. Unless notices to be secret by a majority of the Directors, these meetings shall be open. Business needs that arise between meetings may be conducted remotely through other means of communication; however, the committee shall make a good faith effort to review the interim business at its next held meeting.

D. Special Committees

The Executive Committee shall have the power to set up certain special committees whenever it may be deemed necessary and in the best interest of the organization. Committees may be combined or otherwise modified where this action will better accomplish the purpose and objective of the organization.

## **ARTICLE VI: AFFILIATION**

The organization shall be affiliated with, and be a chapter of, the Road Runners Organization of America, and all measures adopted by that body must be considered by the organization. The organization shall pay such fees as are necessary to such organization, and shall take part in their programs whenever it is feasible to the organization's membership.

## **ARTICLE VII: FINANCIAL TRANSACTIONS**

A. Contracts

Except as otherwise provided by these by-laws, the Board of Directors may authorize any officer or officers, any committee head or any agent or agents, to enter into contracts, or execute and deliver any instruments in the name and on behalf of the organization and such authority may be general or confined to specific instances; provided, however, that any contract, transaction or act on behalf of the organization in a matter in which a member, Director, or an officer, is personally interested shall be at arm's length, and provide further that no contract, transaction or act shall be taken on behalf of the organization if such contract, transaction or act is a prohibited transaction,

or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction or other action.

B. Checks and Drafts, etc.

All checks, drafts or other orders for the payment of moneys, and all notes, bonds or other evidence of indebtedness issued in the name of the organization shall be signed by such officer or officers, agent or agents, employee or employees of the organization and in such manner as shall from time to time be determined by resolution of the Directors.

C. Fiscal Year

The fiscal year of the organization shall begin on the first day of January of each and every year and shall end on the last day of December of the year.

## **ARTICLE VIII: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

In addition to and not in limitation to any other rights of indemnification and advancements of expenses, the organization shall indemnify and hold harmless each member, Director, officer and each committee member, now or hereafter serving the organization, from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being, or having heretofore been, a member, Director, officer, committee member of the organization or by reason of his alleged acts or omissions, whether or not he continues to occupy such office on behalf of the organization at the time when any such claim or liability is asserted, and shall reimburse each such member, Director, officer, or committee member for all legal and other expenses reasonably incurred by him in connection with defending against any such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board of Directors, whether or not he continues to be such a member, Director, officer, or committee member at the time such expenses are incurred.

## **ARTICLE IX: MISCELLANEOUS**

### A. Rules and Regulations

The Board of Directors shall have the power to make and adopt such rules and regulations not inconsistent with law, the Article of Incorporation or these by-laws, as it may deem advisable for the conduct of the affairs of the organization.

### B. Dissolution

In the event of dissolution of this organization, the funds in the treasury, after all creditors have been paid, shall only go to another non-profit tax exempt organization authorized with a 501 (c) (3) exemption as provided in the Articles of Incorporation of the organization.

## **ARTICLE X: AMENDMENTS**

The Board of Directors may not alter, amend, or repeal these by-laws of the organization or adopt new by-laws of the organization unless the members approve.