

**Mission Statement:**

The Greenville Track Club is a community-based athletic organization dedicated to the advancement of running, fitness, and wellness in Greenville County and surrounding areas of Upstate South Carolina. Its mission is to help members reach personal fitness and athletic goals by providing quality road, trail, and track & field events. Additionally, the Greenville Track Club believes in providing its members with life enrichment opportunities through volunteering, education, officiating, and fitness programs for adults and youths of all ability levels. Dedicated to the community, the Greenville Track Club promotes wellness by contributing generously to community causes, especially those related to fitness, where deemed prudent.

**CONSTITUTION**

**OF THE**

**GREENVILLE TRACK CLUB**

**REVISED June 2022**

- I. Name**
- II. Purpose**
- III. Affiliation**
- IV. Place of Business**
- V. Board of Directors**
- VI. Use of Funding**
- VII. Sources of Funding**
- VIII. Amendments and Alterations to the Constitution**
- IX. Amendments and Alterations to the Bylaws**

## **ARTICLE I – NAME**

The name of the organization shall be the Greenville Track Club or Greenville Track Club, Inc. (GTC), a nonprofit and eleemosynary organization.

## **ARTICLE II – PURPOSE**

The purpose of this organization shall be to provide the running, road racing, walking, and fitness community with a schedule of top quality opportunities in which members can reach wellness, fitness, and life-enriching goals.

## **ARTICLE III – AFFILIATION**

The Club shall be a chapter of the Road Runners Club of America (RRCA), and all measures adopted by that body shall be considered by this organization. This Club shall pay annual dues as required by the RRCA.

## **ARTICLE IV – PLACE OF BUSINESS**

The principal place of business of the organization shall be 1619 East North Street, Greenville, South Carolina, 29607. The principal place of business is subject to change by board approval upon proposal of the Executive Committee, but shall always remain within the metropolitan area of the City of Greenville.

## **ARTICLE V – BOARD OF DIRECTORS**

The Board of Directors shall consist of officers and At-Large members elected by the membership, as well as GTC race directors and designated Program Coordinators, who will administer the affairs of the organization under the direction of the President and Executive Committee.

## **ARTICLE VI – USE OF FUNDS**

The funds of the organization shall be used exclusively in furtherance of the foregoing purposes. No part of the funds of the organization shall be paid or otherwise disbursed to any member of the organization except for the usual compensation for services actually rendered or reimbursement of expenses incurred and approved by the President and Treasurer.

## **ARTICLE VII – SOURCES OF FUNDING**

The funds of the organization shall be raised by various racing/walking events, sale of club merchandise, grants, voluntary contributions, sponsors' fees, membership dues, or any other activity agreed upon by the Board of Directors.

## **ARTICLE VIII – AMENDMENTS AND ALTERATIONS TO THE CONSTITUTION**

The Constitution may be altered or amended, either in whole or in part, at any regularly scheduled meeting of the members of the Board of Directors by an affirmative vote of not less than a majority of voting members of the Board of Directors. Amendments shall be added to this document as they are made, voted upon, and incorporated into this document as addenda.

## **ARTICLE XI – AMENDMENTS AND ALTERATIONS TO THE BYLAWS**

Bylaws may be altered or amended, either in whole or in part, at any regularly scheduled meeting of the members of the Board of Directors by an affirmative vote of a not less than a majority of a quorum of voting members of the Board of Directors. Amendments shall be added to this document as they are made, voted upon, and incorporated into this document as amendments to the bylaws.

### **BYLAWS**

#### **OF THE**

#### **GREENVILLE TRACK CLUB**

**REVISED JUNE 2022**

##### **1) Membership**

Memberships are open to all individuals supporting the purposes of the Greenville Track Club.

Applications for membership shall be in writing or via the internet on-line and shall be accompanied by dues.

Classes of Membership: Individual \$15 annually

Family \$25 annually

Supporting Members \$10\* annually

Students, including those attending college full time \$10 annually

\*Former members, who live out of state; former members who no longer run or walk in organized races and others as approved by the Executive Committee. Supporting Members are not entitled to race entry discounts.

Changes in membership dues can only be made by a quorum of the full board at monthly board meetings.

## **2) RRCA ANNUAL DUES**

Annual dues to the Road Runners Club of America (RRCA) shall be paid no later than March 1 in accordance with current by-laws of RRCA. Dues are calculated by the RRCA based on the number of member households in the GTC as of September 30 of the previous year.

## **3) REGULAR MEETINGS**

Regular GTC member and guest meetings shall take place at 7 PM on the first Monday of months August through June, with the exception of October. Changes in date and time of regularly meetings shall be provided to the membership by the President or Vice President at least ten (10) days before the meeting.

## **4) ANNUAL MEETING**

The annual meeting and election shall take place during the first Monday of October at 7:00 PM. Changes in date and time shall be made by a consensus of the Executive Committee with notification to the membership by the GTC President or Vice President at least ten (10) days in advance.

All members in attendance at the Annual meeting shall be entitled to one (1) vote for the election slate being proposed by the Nominating Committee.

## **5) BOARD OF DIRECTORS MEETINGS**

With the exception of July, Monthly meetings shall take place monthly at a date, time and place to be specified by the President. Proposal to cancel or postpone meetings by the President shall first be approved by the Executive Committee and secondly by a majority of voting board members at least seven (7) days before the scheduled meeting.

Agendas for Board of Directors meetings shall be distributed at least 48 hours in advance.

## **6) EXECUTIVE COMMITTEE MEETINGS**

Executive Committee meetings shall be permitted to be called by the GTC President at any time, but ordinarily shall be scheduled prior to the monthly Board of Directors meetings. Date, time and place shall be specified by the President.

## **7) SPECIAL MEETINGS**

The President, Executive Committee or board members, with prior notification to the President, may request special meetings of the board at any time. Special meetings by individual board members shall require quorum approval. Notice of special meetings shall be given at least seven (7) days in advance, stating the time, place, objective, and the general nature of the business to be discussed.

## **8) PLACE OF MEETINGS.**

The President, Executive Committee or the Board of Directors may hold regular or special meetings, anywhere they may designate.

## **9) QUORUM.**

A majority of the voting members of the Board of Directors shall constitute a quorum at any meeting.

## **10) VOTING**

Each member of the Board of Directors, in good standing and not in default or violation of any of the rules and regulations of the organization, shall be entitled to one vote in person, or by advance notification on all motions other than those affecting the Constitution or Bylaws. Votes may be conducted via e-mail by decision of President, Vice President or Executive Committee. Proxy votes may be allowed on certain issues by consensus of the Executive Committee. Proxy votes may be allowed on certain issues by consensus of the Executive Committee, but must be submitted by electronic or voice communication to the President prior to the vote in question.

## **11) MEMBERSHIP**

The Board of Directors may establish the qualifications for membership, as well as the basis on which membership may be terminated. Termination of a membership shall require a majority vote of the full board of directors. Member may be permitted to refute termination in a manner to be determined by the board on a case-by-case basis.

## **12) NOMINATING COMMITTEE**

A Nominating Committee Chair shall be appointed annually by the current President or Vice President in the President's absence.

In addition to the Nominating Committee Chair, the President shall appoint a minimum of three (3) other members to the Nominating Committee. The Nominating Committee shall be composed of current or past Board Members.

Members of this Nominating Committee shall be prohibited from nominating themselves for At-large Director or Officer positions. A Nominating Committee member, nominated by a GTC member for an Executive Committee position shall excuse him/herself from the Nominating Committee.

The Nominating Committee shall be responsible for evaluating nominations for At-Large Board Members and Officers from nominations by the GTC membership.

The Nominating Committee, by consensus of its members, shall select one (1) candidate for each open At-Large Director position and each Officer position to be placed on the slate for formal election at the Annual Meeting. If the Nominating Committee cannot reach a consensus on a single candidate for a position, the Nominating Committee may place two (2) candidates on the election slate.

## **13) NOMINATIONS FOR OFFICERS AND AT-LARGE BOARD MEMBERS**

Nominations shall be solicited from the membership by notice on the Greenville Track Club website or via social electronic media at least three (3) weeks in advance of the Annual Meeting. In the event At-Large Director or Officer positions have insufficient nominations before the Annual meeting, the current Executive Committee, by consensus of the GTC officers, who make up the committee, shall have the authority to appoint members to occupy unfilled positions.

For an At-Large Board Position, nominees shall have been club members for a minimum of one (1) continuous year prior to the Annual Meeting and have volunteered for at least two (2) GTC events within the two (2) years prior to the Annual Meeting.

For an Officer position, nominees shall have been club members for a minimum of two (2) continuous years prior to the Annual Meeting and have substantially volunteered for at least three (3) GTC events within the two (2) years prior to the Annual Meeting.

In special cases, the Nominating Committee shall have the option to waive the above requirements.

Job Descriptions shall be made available to prospective nominees, distributed to the Board at the first board meeting of the calendar year and to newly elected board members and officers.

#### **14) ELECTION OF AT-LARGE DIRECTORS**

Eight (8) At-Large Directors shall be elected by the membership of the GTC at its Annual meeting to terms of two (2) years, and shall be elected in such a manner as to rotate off the Board after two (2) years, unless elected to an additional term. Four (4) two (2) year terms will be filled at the Annual Meeting. Directors shall be placed on the election slate from nominations received by the Nominating Committee.

The newly-elected At-Large Directors shall assume office January 1 of the following year following the Annual Meeting.

At-Large Directors may be nominated for multiple terms not to exceed five (5) consecutive terms.

At-Large Directors shall commit to attending a minimum of seven (7) board meetings annually.

In the event of a vacancy of an At-Large position through death, resignation, or otherwise prior to the Annual meeting, the President shall have the authority to appoint an interim At-Large Director for the remainder of the calendar year. As a courtesy, the President may seek majority approval of the remaining Directors. The remaining year of a vacated two (2) year At-Large Director position shall be filled by membership vote at the Annual Meeting from nominations received by the Nominating Committee. The new director shall take office upon appointment if filling an unexpired term.

#### **15) NON-ELECTED DIRECTORS**

Non-Elected directors shall include race directors, webmaster, membership director, program coordinators, and activity coordinators. Program and activity coordinators shall be appointed by the club president.

#### **16) DUTIES OF THE BOARD OF DIRECTORS**

The Board of Directors, including elected officers, past president, elected and non-elected board members shall have charge of the general affairs of the organization. They shall determine the policies and activities of the organization within the provisions of the Constitution and Bylaws, approve the budget, name the depository for funds of the organization, provide for a bond or bonds for all persons entrusted with funds of the organization, and if deemed advisable, take general counsel with the officers and committees of the organization and exert general management of the business of the organization.

## **17) MOTIONS AND PROPOSALS**

Duties of the Board of Directors shall include voting on and approval of motions. Motions shall be made in general accordance with Robert's Rules of Orders on specific GTC templates prepared for that purpose.

Board members shall be entitled to make motions on spending issues, additions of races or other activities, rules and regulations, Constitution and By-Laws, policy changes, sponsorships and charitable contributions. Prior to presenting a motion or proposal to the full Board of Directors, makers of motions shall obtain consensus from the Executive Committee prior to making a motion to the full board. The Executive Committee shall respond to Board member motion/proposal requests within fourteen (14) calendar days.

For motions not requiring expenditures, board members, upon being recognized by the Chair, shall be permitted to make verbal motions. All other motions shall be made using the board approved template.

Except as approved by the President for unusual issues requiring prompt action by the Board, all motions after Executive Committee approval shall be submitted to the full board at least seven (7) days in advance of the regular monthly board meeting.

All requests for GTC monetary commitments shall first be made to the Executive Committee for approval. All requests of \$1000 or greater, including contractual commitments shall require full Board approval.

## **18) RECORDS AND DOCUMENTATION**

The GTC shall maintain records as required by Chapter 31 - South Carolina Nonprofit Corporation Act. Records shall include records of actions taken by the Executive Committee, Board of Directors, accounting and tax records, listing of all members and addresses.

Example - Minutes shall be taken at all Executive Committee meetings and Board meetings.

Meeting minutes shall be printed and maintained at the GTC office and shall be available electronically to the membership.

Executive Committee and Board Meeting minutes shall be made available to the full board at least one (1) week in advance of regularly scheduled meetings.



## **19) OFFICERS**

The officers of the organization, who shall be considered the Executive Committee, shall consist of the President, Past President, Vice-President, Treasurer, and Secretary. The election of officers shall take place at the Annual meeting. If there are no nominees for a specific officer position at the annual meeting, those positions may be filled in an election at the next regular monthly meeting. Officers shall be elected from nominations received and evaluated by the Nominating Committee. The newly-elected officers shall assume office January 1 of the following year.

Officer positions shall be for a term of one (1) year. Officers may be nominated for multiple terms not to exceed five (5) consecutive terms.

If the President vacates her/his position after the Annual Meeting, the position of President shall be filled by the President-elect for the remainder of the term.

## **20) CONFLICTS OF INTEREST AND BOARD MEMBER RESTRICTIONS**

Members of the Board, including Officers, Race and Event Directors, Activity Chairs shall avoid conflicts of interest, including incentives from sponsors and vendors.

Checks related to reimbursement of expenses shall be paid only by the Treasurer(s) unless otherwise approved by the Executive Committee.

Use of club equipment and services by board members for economic gain shall only be permitted by approval of the Executive Committee. Full rental fees shall apply.

Use of club equipment and services by board members for charity shall be permitted by approval of the Executive Committee. Approval shall be obtained from the President and equipment coordinator for personal use.

## **21) NEW EVENTS AND ACTIVITIES AND CANCELLATION OF ACTIVITIES OR EVENTS**

Addition of activities or races to the GTC calendar of events shall be approved by the Board of Directors.

Cancellation of existing activities or races shall be approved by the Board of Directors. Cancellation or postponement of activities in the event of lightning, inclement weather, emergency of safety concerns shall be permitted by the event director.

## **22) DUTIES OF THE OFFICERS**

The duties and powers of the officers of the organization shall be as follows:

### **PRESIDENT:**

Presides over all meetings of the organization (keeps order, follow rules - Modified Roberts Rules of Order).

Leads & supervises the activities of the organization while working closely with the Board.

Appoints such committees and their chairs as they may deem necessary and advisable, and serves as an ex-officio member of such committees.

Responsible for the agenda for all Board and "Executive Committee" meetings. Shall take input from other Executive Committee members and Board members into consideration.

Main contact for city/county or other affiliated organizational relations.

Delegates responsibilities to other Board members as required.

Along with other members of the Executive Committee performs yearly performance review of all paid positions within GTC.

Ensures all "Executive Committee" members are aware of their responsibilities as members of the "Executive Committee".

Ensures timely updates are given to Board on all committee and GTC activities

### **PAST-PRESIDENT:**

Serve as an advisor to the President and the Board of Directors for the sake of organizational continuity

Serves as chair of transition team consisting of the incoming and outgoing President, Vice-President, Secretary and Treasurer(s) in order to ensure continuity of leadership.

### **VICE-PRESIDENT:**

During the absence of the President, performs the duties of the President.

Assists the President in directing the activities of the organization.

Coordinates the speakers/programs for the monthly membership meeting (or as otherwise specified by the current president)

**TREASURER(S):**

Receive and deposit all monies of the organization.

Pay all approved bills under the direction of the President.

Provide all necessary financial statements in a timely manner.

Be responsible for the preparation and timely filing of all appropriate tax returns.

Receive and review Race Director Budgets with other members of the Executive Committee.

Ensure proper paperwork/payments are submitted to the RRCA to retain RRCA and non-profit status.

Work with other Board members to create annual operating budget

**SECRETARY:**

Records accurate minutes and actions noted of all meetings of the Board of Directors, Executive Committee, and other special meetings. In the event the Secretary is not available, shall be responsible for delegating the recording of minutes.

Properly distribute/store all club meeting minutes and actions noted below and as directed and/or required by state law.

Coordinate the gathering of information for various events and activities in which the club may engage.

**ADMINISTRATOR:**

The club administrator may be a paid or contract position in the club, serving the Executive Committee and Board of Directors. Except for routine duties, major decisions will be made only in concert with the President and Vice President. The Administrator shall directly report to the President. Administrator and other paid positions shall require full board approval.

Administrator and other paid positions shall not have voting privileges and shall not hold another board position.

His/her duties include the following:

Ensures club is following governmental rules, including – payment of insurance, RRCA and USATF dues, office rent, other monthly expenses, etc. to include proper documentation and insurance, reporting to government agencies, and other regulatory entities, including the RRCA and USATF membership administration. Reports to club president in a timely manner the conditions of each.

Ensuring that all club events are registered with RRCA for insurance purposes, and providing updates when complete.

Provides administrative support for Club and management of club offices and storage locations. This duty will include cleaning and maintaining an organized office and other storage facilities.

Serve as a liaison between various Coordinators and Board of Directors as directed by the club President.

Support race directors and other coordinators as needed or as directed by the President and Vice President.

Provide a monthly report updating current activities & functions performed in prior month.

The Administrator shall not commit the Greenville Track Club supporting outside activities without the permission of the Executive Committee.

### **23) GENERAL DUTIES OF EXECUTIVE COMMITTEE**

The Executive Committee shall be responsible for overseeing the day-to-day operations of the club, and for reporting to the Board of Directors through committee reports at Board meetings. The Executive Committee reserves the right to redact proprietary information from the minutes of Executive Committee meetings prior to publication in public or semi-public sources.

The Board of Directors and the general membership of the club place a high level of trust in the members of the Executive Committee to execute the affairs of the club in a manner that is ethical, in accordance with recognized standards of professionalism, and in keeping with the reputation of the club in the community. The Executive Committee shall have the right to remove a fellow member from the Executive committee whose activities violate any rule or regulation of the organization, any provision of the Constitution or Bylaws of the organization, or whose behavior is disruptive to the conduct of club business. A 100% consensus of other Executive Committee members shall be required; that decision shall be final. If there is not a 100% consensus by other members of the Executive Committee, a majority vote by all Board members shall be required. An officer, prior to final removal, may request of the President an audience with the full board for a period not to exceed 15 minutes. Immediately following or at a later date determined by the President, the full board may discuss privately and vote. To avoid the appearance of division among the full board in front of the officer being removed, other board members shall be discouraged from speaking in front of the officer being removed.

## **24) RULES AND REGULATIONS**

The Board of Directors shall make and promulgate such rules and regulations in the furtherance of and consistent with the Constitution and Bylaws of the organization.

## **25) REVOCATION OF MEMBERSHIP**

The Board of Directors shall have the right to revoke the membership of any member whose activities violate any rule or regulation of the organization or any provision of the Constitution or Bylaws of the organization, or whose behavior is disruptive to the conduct of club business.

## **26) LIMITATIONS ON ACTIVITIES**

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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activity not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, or (b) by a corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future revenue law of the United States).

## **27) DISSOLUTION**

Under the dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purpose of the organization, or to such organization or organizations which are organized and operated exclusively for charitable, educational, religious, or scientific purposes, and as shall at the time qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Greenville County exclusively for such purposes or to such organizations as the court shall determine which are organized and operated exclusively for such purpose.