

## FLORIDA TRACK CLUB CONSTITUTION

1. NAME:  
The name of the corporation shall be Florida Track Club, Inc.
2. PURPOSES:  
Said corporation is organized exclusively for charitable, educational and scientific purposes, and for the promotion of recreational and competitive amateur athletics, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501( c )(3) of the Internal Revenue Code of 1954. Its primary goals are the promotion, encouragement and education of runners and striving for national and worldwide excellence in track, field and road running.
3. MEMBERSHIP:  
Membership is open to all, regardless of age, race, sex, religion or country of origin.
4. BOARD OF DIRECTORS:  
The Board of Directors is the final authority of the organization. **The number of members and their terms of office shall be specified in the bylaws. Nominations shall be taken at the regularly scheduled October meeting, with elections at the November meeting.** The Board will operate with a quorum. It will be the policy making body and final authority of all matters in dispute within the organization. It will have final authority on all financial matters.
5. BYLAWS:  
The Board of Directors has the authority to enact the bylaws of the corporation. Two-thirds of the members of the Board must concur in the adoption or amendment of any bylaw. **Any changes to the bylaws that are adopted by the Board of Directors shall be printed in the next monthly newsletter.** A petition to rescind such action may be filed by any member upon obtaining the signature of 20% of the membership. Upon receipt of a valid petition, the question shall be put to the membership in the newsletter and voted on at the next monthly meeting. A majority of those members present and voting at the meeting and by the incumbent secretary or treasurer and a board member elected by the board prior to the membership vote. Results of the ballot shall be forwarded to the Board of Directors of the FLORIDA TRACK CLUB, INC. and published in the next monthly newsletter.

## FLORIDA TRACK CLUB CONSTITUTION (Continued)

6. AMENDMENTS:

Amendments to the Constitution may be presented to the Board of Directors by any member of the organization. Two-thirds of the full Board must agree to the adoption of any amendment, with ratification by two-thirds of those members present at the next regularly scheduled meeting and by absentee ballot of the membership at large. Members shall be given notice that a constitutional amendment will be considered by notification in the monthly newsletter prior to the regularly scheduled meeting.

7. FINANCES:

Dues shall be set and assessed by the Board. **Memberships shall be assessed annually during the month of last membership payment.** No money is to go to any member except upon approval of the Board.

8. LIMITATIONS:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributive to, its members, directors, officers, or other private person, except as set forth in Article VII above, and to pay reasonable compensation for services rendered, and to make distributions and payments in furtherance of the purposes set for the Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) 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 activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501 ( c )(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170( c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

9. DISSOLUTION:

Upon dissolution of the corporation, the Board of Directors may present a petition therefore to the circuit court of the county in which the principle office of the corporation is located. Notice shall be published as the circuit judge directs. After paying or making provision for the payment of all the liabilities of the corporation, the Board of Directors shall be authorized to dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 ( c )(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the circuit court shall direct.

**BYLAWS OF  
FLORIDA TRACK CLUB, Inc.**

1. MEMBERSHIP CRITERIA:  
Membership is open to all regardless of age, race, sex, religion or country of origin. There shall be two classes of membership: (A) **Regular membership – which shall commence upon a person’s payment of his or her’s annual dues** and (B) Honorary membership may be granted by a majority of the Board.
  
2. TERM OF MEMBERSHIP:  
Membership is for a period of one year commencing in the month of dues payment.
  
3. DUES:  
Dues are payable on or before the month of original dues payment of each membership year in accordance with the fee schedule set forth by the Board of Directors and published in the newsletter.
  
4. VOTING RIGHTS:  
Every general and student member shall be entitled to one vote on each matter submitted to a vote of the members. Each person in a family or student family that belongs to the organization shall be entitled to one vote. **Honorary members are not voting members.**
  
5. TRANSFER OF MEMBERSHIP:  
Membership is not transferable or assignable.

Article II  
Meetings of Members

1. ANNUAL MEETINGS:  
**An annual meeting of the members shall be held on the first Thursday in November of each year for the purposes of electing Officers and Directors, amending the bylaws or constitution, and for the transaction of any other business as may come before the meeting. Notice will be given in the October newsletter announcing the annual meeting, petitions for consideration, and the slate of officer and director vacancies. **If the meeting cannot be held on that date, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.** A majority of those members present and voting at the meeting (member ballots) and by absentee ballot, shall decide the questions on the agenda. Absentee ballots shall be postmarked no later than 5:00 pm of the day of the November meeting. **Absentee ballots shall be tallied by the incumbent secretary or treasurer and a board member elected by the board prior to the membership vote.** Results of the ballot shall be forwarded to the Board of Directors of the FLORIDA TRACK CLUB< INC> and published in the next monthly newsletter.**

**BYLAWS OF  
FLORIDA TRACK CLUB, Inc. (Continued)**

2. SPECIAL MEETINGS:  
Special meetings of the members may be called by the President or the Board of Directors.
3. PLACE OF MEETING:  
The President or the Board of Directors shall designate the place of the annual meeting or any special meeting.
4. NOTICE OF MEETING:  
**Written notice stating the place and the time of the monthly and annual meeting shall be given by mailing a notice thereof (usually in the newsletter) at least three days prior to the meeting to each member entitled to vote.**
5. QUORUM:  
A quorum shall be those in attendance at any meeting called in accordance with the bylaws.

Article III  
Board of Directors

1. GENERAL POWERS:  
The affairs of the corporation shall be managed by its Board of Directors.
2. NUMBER, TENURE AND QUALIFICATIONS:  
The Board shall be comprised of 11 members of the Florida Track Club which shall consist of six directors and five officers. **The Secretary and three board members shall be elected for two-year terms in even number years. The Treasurer and three board members shall be elected for two-year terms in odd number years. The President and Vice President shall be elected annually.** The immediate past President shall serve as a member of the Board. **Terms shall run from January 1 to December 31 of the appropriate year(s).**
3. REGULAR MEETINGS:  
The Board of Directors shall provide by resolution the time and place for the holding of regular meetings of the Board, which shall generally be monthly. The time and place of such meetings shall be announced in the newsletter. Rescheduling of regular meetings or scheduling of special meetings shall be accomplished by verbal or written notice to each Director at least two days prior to the meeting.

**BYLAWS OF  
FLORIDA TRACK CLUB, Inc. (Continued)**

4. QUORUM:

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

5. MANNER OF ACTING:

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

6. VACANCIES:

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of the members voting at a special Board meeting called for such a purpose by the President as soon as convenient after the vacancy is created. **Three absences by any Board member from the Board meetings within one year shall constitute a vacancy.**

7. COMPOSITION:

A. Board of Directors comprised of the following elected Officers.

1. Immediate Past President
2. President
3. Vice President
4. Treasurer
5. Secretary
6. Six Board Members

Article IV  
Officers and Directors

1. OFFICERS:

The Officers of the Corporation shall be the President, Immediate Past President, Vice President, Secretary, and Treasurer as elected in accordance with the provisions of this Article.

2. ELECTION AND TERM OF OFFICE:

Each Officer and Director shall hold office until his successor shall have been duly elected or appointed and shall have qualified.

**BYLAWS OF  
FLORIDA TRACK CLUB, Inc. (Continued)**

3. REMOVAL:

Any Officer or Director elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its Judgment the best interests of the corporation would be served thereby. Such removal shall require an affirmative vote by majority vote of the full Board.

4. VACANCIES:

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5. IMMEDIATE PAST PRESIDENT:

The Immediate Past President will be an advisor to the President and Board of Directors. An Immediate Past President shall perform other duties as may be assigned by the President or by the Board of Directors.

6. PRESIDENT:

The President shall, in general, supervise and control all of the business and affairs of the club. The President shall preside at all meetings of the members. The President may sign with the Secretary or any other proper Officer of the corporation authorized by the Board of Directors any contracts or the instruments which the Board of Directors has authorized to be executed. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President is also responsible for assuring all club activities are consistent with the Florida Track Club's goals and standards.

7. VICE PRESIDENT:

**The Vice President shall be elected each year in November.** The Vice President will work closely with the current President performing any and all duties assigned by the 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 will also be responsible for other duties as may be assigned by the President or by the Board of Directors.

**BYLAWS OF  
FLORIDA TRACK CLUB, Inc. (Continued)**

8. **TREASURER:**

If required by the Board of Directors, the Treasurer shall have charge of and custody of and be responsible for all funds and securities of the corporation; received and file receipts for monies due and payable to the corporation from any source whatsoever; deposit all such monies in the name of the corporation in such banks and other depositories; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. **The Treasurer shall present a financial statement for publication in the newsletter each January following the annual audit of club accounts.**

9. **SECRETARY:**

The Secretary shall keep the minutes of the meetings and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors.

**BYLAWS OF  
FLORIDA TRACK CLUB, Inc. (Continued)**

Article V  
Executive Director

**EXECUTIVE DIRECTOR:**

1. The Executive Director is a salaried employee of the Florida Track Club. They shall be contractually appointed by a majority vote of the Board of Directors and serve under their direction. The contract shall be reviewed for renewal on an annual basis at which time changes in duties or salary structure may be proposed by the incumbent or the board.
  
2. The Executive Director will primarily be responsible for the following duties and responsibilities:
  - i. Race Coordinator
  - ii. Race Director for FTC races including the Great Gainesville Road Race
  - iii. Membership Coordinator
  - iv. Newsletter Coordinator
  - v. Volunteer Coordinator
  - vi. Merchandise Coordinator
  - vii. Advertising and Sponsorship Salesperson
  - viii. Community Spokesperson
  - ix. Marathon Group Coordinator
  - x. Meeting Coordinator
  
3. During the contractual period, changes may be made in the assigned duties and responsibilities with the mutual consent of the Board of Directors and the Executive Director.

Article VI  
Committees

**Committees may be appointed by a resolution adopted by a majority of the Board of Directors present at a meeting at which a quorum is present.** Except as otherwise provided in such resolution, members of each committee shall be members of the corporation, and the President of the Florida Track Club shall appoint the chairperson thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Florida Track Club shall be served by such removal.

**BYLAWS OF  
FLORIDA TRACK CLUB, Inc. (Continued)**

Article VII  
Books and Records

The Club shall keep correct and complete books and records of account and shall also keep minutes of it's' proceedings. All books and records of the Florida Track Club may be inspected by any member for any purpose at any reasonable time. **Quarterly financial statements shall be produced for inspection.**

Article VIII  
Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by two-thirds of the members of the Board of Directors, if at least two day's written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting. Any changes to the bylaws that are adopted by the Board of Directors shall be printed in the next monthly newsletter. A petition to rescind such action may be filed by any member upon obtaining the signatures of 20 percent of the membership. Upon receipt of a valid petition the question shall be put to the membership in the newsletter and voted on at the next monthly meeting. A majority of those members present and voting at the meeting and by absentee ballot, shall decide the question. Absentee ballots shall be tallied by the incumbent secretary or treasurer and a board member elected by the board prior to the membership vote. Results of the ballot shall be forwarded to the Board of Directors of the FLORIDA TRACK CLUB, INC. and published in the next monthly newsletter.