

New Orleans Track Club Bylaws

Amended and effective as of July 5, 2017, 2019

Article I – Name

This organization shall be known as the New Orleans Track Club, Inc. (referred to hereafter as NOTC).

Article II – Objectives

The objectives of this organization shall be:

1. To support runners, joggers, and walkers of all abilities and competitiveness.
2. To be a family-friendly organization that promotes health and wellness for all.
3. To promote and encourage running as a local, national, and international sport, and to improve fitness and health and by supporting running, jogging, and walking in accordance with the objectives of the Road Runners Club of America and USA Track and Field.

Towards these goals, the New Orleans Track Club, Inc. promotes and conducts races and other related activities and additionally disseminates information on running via publications, presentations, and educational programs.

Article III – Nonprofit Status

This organization was incorporated as a not-for-profit organization by the State of Louisiana in 1972.

Article IV – Tax Exempt Requirements

1. The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.
2. 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](#).
3. 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.
4. 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 an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 2005, and to which contributors are then deductible under Section 170(c)(2) of such Code. The Officers and Board of Directors are limited to and bound by the Internal Revenue Code, Title 26 as they pertain to 501(c)(3) not for profit conflict of interest activities.

Article V – Affiliation

The Elected Board of Directors 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

1. The members of this organization shall consist of all dues-paying persons and those exempted from paying dues by these Bylaws who are in acceptance with the objectives of the Road Runners Club of America and USA Track and Field regardless of age, race, or sex and who agree to comply with the New Orleans Track Club Code of Conduct.
2. Membership shall be for one year, with a two-year option, upon receipt of application and dues as stated in [Article VII](#).
3. All Past Presidents of the New Orleans Track Club, Inc. shall be honorary members of this organization with a free lifetime membership.
4. The Membership Plan shall consist of Individual; Family (couple or parent with children, age 20 and under, living in the same household); Senior (age 60 and over); Youths (age 20 and under) and Active Military.
5. Membership may be terminated by resignation of a member or by two thirds majority vote of the Elected Board of Directors present and voting in cases of violations of the Code of Conduct by a member.
- 4.6. Before any member may be removed, that member must be notified in writing of the reasons for potential removal, must be given an opportunity to respond to those reasons and the matter must be formally placed on the agenda for the next scheduled Board meeting

Article VII – Dues

1. Membership dues shall be paid annually or bi-annually. ~~Dues~~ The amount of dues shall be determined annually by the Elected Board of Directors. Members shall be notified of renewal status thirty (30) days before expiration of membership.
- 4.2. In addition to regular annual dues, the Board of Directors may create additional packages or incentives, the purchase or payment of which will qualify individuals for membership.
- 2.3. To qualify for membership and eligibility of benefits of this Club, dues must be paid.

Article VIII – Board of Directors ~~Officers~~

1. The Board of Directors shall consist of all officers, immediate Past President, ~~seven-nine (9)~~ elected Members-At-Large, and non-voting members appointed ~~Board Members~~ by the President and approved by the elected Board of Directors. Appointed members shall have all the duties and rights of elected members, except that they shall not vote at Board meetings. Term of office shall be for one year. The President shall preside over the Board of Directors.

2. The nine elected Members-at-Large and four officers shall be elected at the June meeting every year by a plurality vote of the members present and voting.
3. The Board of Directors may prescribe any procedure(s) for absentee voting it deems appropriate to accommodate members who cannot attend the June membership meeting.
4. Every member of the Board (elected and appointed) is expected to attend the following mandatory Club functions:
 - o All races produced by the Club
 - o All regularly scheduled Board meetings
 - ~~o All regularly scheduled general membership meetings.~~
5. Removal from office. As determined by a two thirds majority vote of the Elected Board of Directors present and voting, any Board member can be removed from office for:
 - o Unexcused absence from three regular Board meetings in the member's current term,
 - o Unexcused absence from three Club-produced races in the member's current term
 - o Unexcused absence of either of the general membership meetings:
 - ~~o Missing three consecutive regular Board meetings without an excuse.~~
 - o Illegal or unlawful activity;
 - o Not carrying out or fulfilling the duties of the Board position.
6. Before any Board member may be removed, that Board member must be notified in writing of the reasons for potential removal, must be given an opportunity to respond to those reasons and the matter must be formally placed on the agenda for the next scheduled Board meeting.
7. In the event an elected Board Member is removed, the vacancy shall be filled by a member elected by majority vote of the Elected Board of Directors and officers.
8. Standing Committees shall be: Finish Line, Communications, Race Day Registration, Results/Scoring, Race Site/Safety, Race Walking, Race Course, Grand Prix, Volunteers, Awards, Club Merchandise, Race Premiums, Hall of Fame, Scholarships, Membership Data Entry, and Finance.
9. The Board of Directors may appoint ad hoc committees as needed.
- ~~9. Standing Committees: Footprints Production, Finish Line, Communications, Race Day Registration, Results/Scoring, Race Site/Safety, Race Walking, Race Course, Grand Prix, Volunteers, Awards, Club Merchandise, Race Premiums, Hall of Fame, Scholarships, Membership Data Entry.~~
10. Each of the seven elected Members-At-Large~~All Board members~~ shall serve on a Standing Committee. ~~Appointed Board Members shall serve on a committee and receive the same privileges as the officers and members-at-large but do not have voting privileges at board meetings.~~

~~11. The Elected Board of Directors shall approve by majority vote all recommendations to fill a Board vacancy; In addition to the duties described above, the Elected Board of Directors shall implement and enforce the Club's Code of Conduct;~~ advise the President upon his/her request on any Club business matters; approve the annual budget; approve any unbudgeted expenses in excess of \$250.00; attend Race Scheduling Meetings; ~~attend the scheduled Board Meetings each month; attend the General Meetings;~~ assume the duties of any appointment and volunteer and support the NOTC scheduled races and events.

12. The individual Board Members shall receive the following privileges: Individual/Family membership; free race entry; reimbursement for parking and out of town incurred expenses on Club business with approval by the Board of Directors; and Club merchandise discounts.

13. All resignations of officers, members-at-large, and appointed board members must be submitted to the President in writing. The president 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 Elected Board of Directors. The appointed member filling a vacancy, in an elected position, shall have voting privileges at board meetings.

14. No member of the Board of Directors shall conduct or work other races that are in conflict with the New Orleans Track Club races.

15. All members of the Board of Directors must annually complete and comply with NOTC's applicable conflict of interest policy form.

16. It is understood that any and all Board members and employees of the NOTC are subject to a criminal background check. If such criminal background check shows evidence of a felony conviction or crime involving moral turpitude, the Board member or employee is subject to expulsion from the Board by a majority vote of the remaining Board members.

17. All requests for the use of any major New Orleans Track Club equipment must be submitted in writing for Elected Board of Directors approval. All requests for the use of any minor New Orleans Track Club equipment must be submitted in writing for approval from at least two (2) of the Executive Board. All parties will be responsible for rental fee, loss, and damage as noted in the written agreement. The Rental Equipment Form must be received by the NOTC before any equipment is released.

18. Committee Chairs shall prepare a committee report summarizing their activities, from the beginning to the end of the term, and submit it to the President following the elections at the first scheduled board meeting for outgoing and incoming Board of Directors.

19. The Elected Board of Directors shall have the power to appoint and/or employ any staff deemed necessary to conduct club business.

20. Contract and temporary help, hired to assist with New Orleans Track Club administrative work, and, the payment, thereof, must have Board approval by a majority vote of the Elected Board of Directors. All contracts, including contracts for road races, must be approved by majority vote of the Elected Board of Directors and signed by the President and the Vice President. However, when the President is not available, he/she may designate in writing another officer.

21. It is understood that any and all Board members and employees of the NOTC are subject to a criminal background check. If such criminal background check shows evidence of a felony

conviction or crime involving moral turpitude, the Board member or employee is subject to expulsion from the Board by a majority vote of the remaining Board members.

Article IX – Officers

1. The officers of this Club shall be:
 - o President
 - o Vice-President
 - o ~~Recording/Corresponding~~ Secretary
 - o Treasurer
2. The elected Officers and Immediate Past President shall constitute the Executive ~~Board~~Committee.
3. Only those members who have served at least one year as an elected member on the Board of Directors in the previous five years shall be eligible to hold the office of President or Vice President.
- ~~4. All officers shall be elected at the June meeting every year a plurality vote of the members present and voting.~~
- ~~5.4.~~ 5.4. 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 except the Nominating Committee; shall obtain approval of the majority of the elected Board of Directors for the following purposes: appointment of any active member to serve as an Appointed Board Member and/or member of a committee; creating, changing, or eliminating committees he/she deems necessary to promote the welfare of the Club; appointment of any active member to fill a vacancy in office until the next election of the Board of Directors; removal of an elected or appointed board member when a situation is deemed necessary due to just cause. The President shall 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 the President in the discharge of Club duties; assist at races where needed; and shall serve as Marathon Chairperson.
3. The Recording/Corresponding Secretary shall record and keep accurate minutes of all meetings of the Club on file for a minimum of three (3) years and shall mail or send an electronic copy of these minutes to the Board of Directors for review, 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. The Secretary shall be responsible for making the necessary arrangements for check signing signatures after the election of new Officers and shall provide a corporate resolution to the bank.

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 in the financial statements of all transactions for a minimum of seven (7) years; 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, or designated NOTC staff, to be presented at the June Board Meeting. Checks are to be signed by the President and Treasurer; however, the Vice-President can sign when neither the President or Treasurer is available.
5. The Immediate Past President may serve for one term in an advisory position. This ex-officio position will receive the same privileges of an appointed Board Member.

Article XI – Nominations and Elections

1. The President shall appoint a volunteer from the Board to serve as the Chairman of the Nominating Committee. The Nominating Committee Chairman shall be approved by the Elected Board of Directors. A Nominating Committee shall be recommended for Board member review and approval by the Nominations Chairman at the March Board meeting. It shall consist of at least 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 ten (10) business days prior to the election meeting. The nominating committee will be instructed to present a slate of candidates for Members-At-Large at the June meeting who will be voted on at that time. All nominees must be current members of the New Orleans Track Club, Inc.
3. Elections shall be by ballot. To have voting privileges, a member's membership must be current with dues paid no later than ten (10) business days prior to the election. A signature from each member is required at the meeting to confirm current membership status and have one vote which must be cast in person. A current membership list must be submitted to the Nominations Chairperson five (5) days prior to the election to have voting privileges.
4. 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. The Nominating Committee members may not campaign for any candidate. No campaign material may be distributed at the election.
5. Nominating Committee members accepting a nomination for election will be excused from the duties as stated in Article XI, Section 4. Additional tellers shall be appointed by the Chairman, if deemed necessary, to assist in the election process.

Article XII – Special Committees

1. ~~The Marathon Committee which will consist of the Executive Board, shall represent the New Orleans Track Club and shall report all information to the Board of Directors for approval by the Elected Board of Directors.~~ [Reserved for future use.]

Article XIII – Meetings

(A) General, Board, Special, Scheduling

1. General Membership Meetings shall be held at least two times during the year. The time and place will be determined by the President with approval by majority vote of the Elected Board of Directors. Notice of a general meeting must be given to all members fifteen (15) business days prior to the meeting.
2. Board Meetings shall be held on the second 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.
3. In exceptional circumstances, attendance of Board meetings by telephone may be allowed with prior approval of the President.
- ~~2.4. Once approved by the Board of Director, minutes of meetings of the Board and the general membership will be made available online.~~
- 3.5. Special Board meetings may be called by the President whenever the occasion demands; however a quorum of voting Board members must be present to conduct and/or approve any business.
- 4.6. ~~Scheduling Meetings shall be held two times a year in January, July and as necessary to develop a racing schedule, suggestions for awards and prizes, and locations for the calendar year. The race schedule and any changes must be approved by a majority vote of the Elected Board of Directors.~~

(B) Order of Business

- Call to Order
- Approval of the Minutes and Correspondence
- Treasurer's Report
- Reports of the Executive Board
- Executive (Race) Director's Report
- Reports of Standing Committees
- Reports of Special Committees
- Unfinished Business
- New Business
- Adjournment

Article XIV – Quorum

1. A majority vote of the members present and voting shall be in order at general membership meetings and special meetings.
2. ~~Seven (7)~~Nine (9) elected members of the board shall constitute a quorum for board meetings. The president may cast only a deciding vote in the event of a tie.

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 in writing or by electronic means (email) of such proposed amendments be presented not less than ten (10) business days preceding the meeting.

Article XVI – Parliamentary Authority

1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt.
2. A Bylaws Revision Committee, appointed by the President, shall study and make any necessary recommendations and revisions; it shall be presented to the Board of Directors for advice and recommendations prior to bringing it before the membership for a vote; and shall be conducted every five years from the date of these revised bylaws.

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 2005, and to which contributions are then deductible under Section 170(c)(2) of such Code.