



# BORN TO RUN CA TRACK CLUB

*Constitution*

*Bylaws*

August 2024

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# 1. Constitution

## 1.1. Name

- 1.1.1. This Club shall be known as the Born to Run CA Track Club, also known as BTRCA Track Club (“BTRCA”).

## 1.2. Purpose

- 1.2.1. The purpose of this Club is to help youth in the Bay Area develop physically, mentally, and socially through track & field via a long term athletic development framework.
- 1.2.2. The organization is organized exclusively for charitable and educational purposes under section 501 (c) (3) of the Internal Revenue Code.

## 1.3. Affiliation

- 1.3.1. This Club shall be an affiliated club of USA Track & Field (“USATF”) through affiliation with the Pacific Association, a member association of USATF, and shall comply with authorities therein.
- 1.3.2. The Governing Board of Directors (defined herein below in Section 1.4) shall have the authority to establish or relinquish affiliation with other track & field or sports governing organizations, with such decisions to be confirmed in the subsequent Annual Club Meeting (“ACM”).

## 1.4. Authorities

- 1.4.1. This Club shall be governed by its Constitution and Bylaws. Copies of this Club’s Constitution and Bylaws shall be made available upon reasonable request.
- 1.4.2. The Governing Authority of this Club, whose powers shall be designated in the Bylaws, shall be vested with a Governing Board of Directors (defined below in section 1.4.3) of this Club.
- 1.4.3. The Governing Board, defined hereinbelow in section 2.2, hereafter known as the “Board of Directors,” “Governing Board,” or “Board” shall be comprised of the persons filling the positions listed in section 2.2 of this document.

## 1.5. Membership

- 1.5.1. Any person dedicated to the purpose of this Club and meeting the specific qualifications set forth below shall qualify for membership. A Member should be a person who:
  - (1) coaches track and field or other related athletics; (2) is interested in track and field or other related athletics programs for youth in the Bay Area; (3) promote long-term athletic development for youth in the Bay Area; (4) are willing to cooperate with the Club for the advancement of the Club's purpose as described in section 1.2.
- 1.5.2. A person may become a Member of the Club via written consent by two-thirds (2/3) of the members of the Board of Directors or written consent by two-thirds (2/3) of current Members of the Club.
- 1.5.3. Membership in this Club may require fees, dues, and other assessments set under the authorities of the Board of Directors.
- 1.5.4. Membership may be obtained at any time so long as the relevant criterion in sections 1.5.1-1.5.3 is met.
- 1.5.5. Membership in this Club may be revoked with written consent by two-thirds (2/3) of the members of the Board of Directors and written consent by two-thirds (2/3) of current Members of the Club.
- 1.5.6. Termination of membership under section 1.5.5 should be based on the good faith determination by the Board of Directors that the Member has failed in a material and serious degree to observe the rules and regulations of this Club, has engaged in conduct materially and seriously prejudicial to the Club's purpose, or otherwise has been determined to cause detriment to the Club.
- 1.5.7. All Members shall abide by the Constitution and Bylaws of this Club, and all applicable rules and regulations of the organizations with which the Club is affiliated. Failure to do so may result in membership revocation.
- 1.5.8. Membership in this Club is not transferable. All Membership rights cease on the Member's death or dissolution.
- 1.5.9. No Member shall, in their capacity as a Member, speak on behalf of, or hold themselves out as a spokesperson of the Club, or otherwise act as or purport to be a representative of the Club, unless the Board of Directors has specifically authorized and approve the Member to act or speak as an official representative of the Club.

## 1.6. Annual Club Meeting

- 1.6.1. Toward the end of each year, the President or Treasurer of this Club with the concurrence of the Board of Directors, shall call for an ACM of the Membership, to be scheduled no

later than December 25<sup>th</sup>. Written notice of the date, time, place, and purpose of the meeting shall be made to all Members at least thirty (30) days prior to said ACM.

- 1.6.2. The order of Business at the ACM shall be as follows:
  - A. Call to order
  - B. Roll call
  - C. Credentials report
  - D. Reading of Minutes of previous ACM
  - E. Acceptance of Minutes of previous ACM
  - F. Officers' reports
  - G. Unfinished business or processes from previous ACM
  - H. Proposal for Change of Constitution or Bylaws
  - I. New business or processes
  - J. Election of Club Board of Directors
  - K. Adjournment
- 1.6.3. Each Member of the Club and Member of the Board of Directors is entitled to one (1) vote. Voting shall be restricted to those Members who have been registered during the current year or which were approved during a previous year. Voting by proxy shall not be allowed and only those Members of record in good standing shall be entitled to voting privileges. The President of this Club shall cast a vote only in the case of a tie.
- 1.6.4. A quorum shall consist of any number of Members eligible to vote attending the ACM.
- 1.6.5. The Board of Directors shall be elected for 2-year terms at the ACM.

## 1.7. Amendments

- 1.7.1. Amendments to the Constitution and Bylaws of this Club shall be made at the ACM, except in certain cases as specified in the Bylaws of this Club.
- 1.7.2. An amendment shall be deemed adopted by an affirmative vote of two-thirds (2/3) of the votes of Members present at the ACM. Any and all amendments to the Constitution and Bylaws of this Club shall become effective at the beginning of the next year immediately following the ACM.
- 1.7.3. Any proposals for changes in the Constitution and Bylaws must be submitted in writing to the Secretary at least twenty-one (21) days in advance of the ACM.

## 1.8. Special Membership Meeting

- 1.8.1. The Board of Directors may, by a two-thirds (2/3) vote, call a special meeting of the Members to be held not less than fifty (50) days nor more than ninety (90) days from the date of the call by the Board of Directors. Not less than thirty (30) days nor more than sixty (60) days before the meeting, each Member and member of the Board of Directors shall be given written or electronic notice of the date, time, place, and purpose of the meeting. The purpose of this meeting may include proposed changes to the Constitution and Bylaws or election of members to the Board of Directors.
- 1.8.2. Voting at a Special Membership Meeting shall be as specified in section 1.6.3 and a quorum shall be as specified in section 1.6.4.
- 1.8.3. Proposed amendments to the Constitution and Bylaws of this Club shall be deemed adopted at a Special Membership Meeting by an affirmative vote of two-thirds (2/3) of those eligible to vote attending and voting at the Special Membership Meeting.

## 2. Bylaws

### 2.1. Board of Directors

This Club shall have a Governing Board of Directors (hereafter referred to as “Board of Directors” or “Board) elected through an open and democratic process as described in the Club’s Constitution. Only the Board (as defined in the Club’s Constitution and in section 2.2) shall retain voting privileges (separate from the Annual Club Meeting and Special Membership Meeting, and as defined more fully herein).

#### 2.1.1. Responsibilities of the Board of Directors shall be as follows:

**A. President.** The President shall be present at all meetings of the Board of Directors and shall cast a vote only in the case of a tie. The President shall appoint any committees and their chairmen with the approval of the Board. The President shall be an Ex Officio member of all committees. The President shall be responsible for overseeing the advancement of the Club’s purpose (see Club Constitution section 1.2). The President may delegate his/her responsibilities and powers, subject to the control of the Board.

**B. Treasurer.** The Treasurer is the primary lead for handling financial matters related to this Club. The Treasurer shall develop the yearly budget for the Club. The Treasurer shall give a receipt for all monies, which shall be deposited in a recognized bank in the name of the Club. All accounts shall be paid by check, cash, or electronic transfer. Any transactions over \$25,000 must first be approved with written or electronic consent by two (2) members of the Board: the Treasurer’s and/or the President or Secretary. In the event that the Treasurer becomes unavailable for fourteen (14) days, the President and Secretary may sign off on the transaction in excess of \$25,000. At no time shall any related parties be the two (2) approvals on the transaction over \$25,000, regardless of to whom it is being paid to. The receipt book and vouchers shall be produced when required by the Board, properly balanced according to the bankbook or statement, whichever is up to date. The Treasurer shall be responsible also for the preparation of any and all papers pursuant to the Article of Incorporation and Tax Exemption status of this Club. The Treasurer shall also be responsible for the maintenance of the Club website.

**C. Secretary.** The Secretary shall keep an accurate record of all meetings, maintain the files of the Club, and handle correspondence.

#### 2.1.2. The Board shall be responsible for and have sole authority for the following:

- A. Enforcing and interpreting the Constitution and Bylaws.
- B. Approving all representations of the Club’s purpose, missions, goals, or logos.
- C. Approving all strategic, tactical, and financial plans for the Club.
- D. Approving all events and activities that bear the Club’s name.

- E. Making temporary rules or regulations for specific cases or occasions not provided for in the Constitution or Bylaws, but which are deemed necessary by the Board to carry out the purpose of the Club.
- F. Setting the fees required for training sessions, events, or programs offered by the Club, and present the Club budget used to determine said fees.
- G. Establishing policy, rules, and procedures dictating the Board's governance of Club assets, investments, debts, and obligations. Budget for major areas, including but not limited to Track or Field Usage Fees, Event Coordinator Fees, Coaching, Registration, Marketing, Fundraising, and Technical Directorship shall be presented to the Club membership each year.
- H. Approving contracts with coaching or other professional organizations

2.1.3. Vacancies on the Board, including vacancies created by the removal of a member of the Board, shall be filled via a Special Membership Meeting, as defined in section 1.8 in the Club Constitution.

2.1.4. The Board shall periodically review the fairness of compensation, including benefits, paid to every person on the Board.

## 2.2. Membership

2.2.1 Applicants for membership in this Club shall submit yearly to the Board the following:

- A. Statement providing reasons for wanting to join or remain in the Club
- B. Statement outlining interest in the Club's purpose
- C. Full payment of all dues and fees

2.2.2. Dues for Members shall be payable when application for membership is approved.

## 2.3. Meetings

2.3.1. Regular meetings of the Board of Directors shall be held during the year, by the call of either the President or Treasurer. The agenda for the regular meetings shall be as follows:

- A. Call to order
- B. Roll call
- C. Introduction of any guests
- D. Acceptance of Minutes of previous meeting
- E. Officer's reports
- F. Committee reports

- G. Unfinished business or processes from previous meeting
- H. New business or processes
- I. Adjournment

2.3.2. The Board shall meet whenever the President or Treasurer deems it necessary.

## 2.4. Quorum

- 2.4.1. At all meetings of the Board, fifty percent of the Board membership shall constitute a quorum for the transaction of business.
- 2.4.2. Each member of the Board shall have one (1) vote except the President, who will cast one (1) vote only in the case of a tie.

## 2.5. Responsibilities

- 2.5.1. All Members are responsible for reading, understanding, and upholding the Constitution and Bylaws of this Club.
- 2.5.2. Any Members found guilty of violating the Constitution and Bylaws of this Club may be expelled from the Club.

## 2.6. Financial Responsibilities

- 2.6.1. This Club shall not assume, nor be liable for, the debts nor the financial responsibilities, either implied or incurred, of any of its Members.
- 2.6.2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an

organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## 2.7. Conflict of Interest

- 2.7.1. No more than 49 percent of the persons serving on the Board may be “interested persons,” as defined in California Corporations Code Section 5227. As defined in that Section, an interested person is (1) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

## 2.8. Records and Reports

- 2.8.1. The Club shall keep the following records:
  - A. Adequate and correct books and record of account
  - B. Minutes of all meetings
  - C. Record of each member’s name, address, and membership type
- 2.8.2. Each Board member shall have the absolute right at any reasonable time to inspect the Club’s books, records, and documents of every kind, and to inspect the physical properties, if any exist, of the Club. The right of inspection includes the right to copy and make extracts of books, records, and documents of any kind.
- 2.8.3. The Board shall deliver an annual report to be sent to Members within thirty (30) days after the end of each year. That report shall contain the following information, in appropriate detail:
  - A. The assets and liabilities of the Club as of the end of the year and any changes to those assets and liabilities:
  - B. The Club’s revenue or receipts for the year
  - C. The Club’s expenses or disbursements for the year
- 2.8.4. Any transaction in which the Club was a party to with an interested person (as previously defined in section 2.7) that involved more than \$25,000 or was one of several transactions

with the same interested person involving, in the aggregate, more than \$25,000 must be documented with the following statements:

- A. Description of the transaction(s)
- B. Names of interested person(s) involved, their relationship with the Club, and the nature of their interest in the transaction
- C. Reason(s) for transaction(s) which must be reasonable and not biased to the personal gain of the interested person(s) and must not violate the financial responsibilities detailed in section 2.6.

This document must be provided to all members of the Club as well as the Board at the end of the year. The Board, by two-thirds (2/3) vote, may then take appropriate action if any transaction involving an interested person did not have a reasonable and just explanation.

## 2.9. Dissolution

- 2.9.1. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.