



Bylaws of the

Atlanta Track Club, Inc.

January 8, 2015

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**BYLAWS OF
THE ATLANTA TRACK CLUB, INC.**

Amended January 8, 2015

Article I

Section 1.1 Statement of Purpose

The purpose of the Atlanta Track Club, Inc. (“ATC”) is to inspire and engage the community to achieve health and fitness through running including through (i) encouraging people of all ages and abilities to engage in fitness, (ii) offering education about and training to participate in running, (iii) offering recreational and competitive running activities and events, and (iv) cooperating and collaborating with others to promote and encourage fitness and health through running.

Article II

Section 2.1 Board of Directors

The ATC shall be governed by a Board of Directors (“Board”) consisting of at least fifteen (15) members (“Directors”). Directors shall be identified to serve as follows: at least twelve (12) Directors shall be elected by the general members of the ATC (“Elected Directors”) and three (3) Directors shall serve as a result of their appointment by the Chair of the Board as the representatives of the ATC

Men's, Women's, and Track and Field Competitive Teams ("Appointed Directors"). The Board may elect to increase the number of Directors up to a total of twenty-five (25) Directors by a two-thirds (2/3) majority vote of the Board.

Section 2.2 Terms of Directors

Elected Directors shall serve a three-year term. Elected Directors may not serve more than two (2) consecutive full terms on the Board but may be re-elected to the Board one year after the conclusion of their most recent term of Board service.

Appointed Directors shall serve a one-year term but may serve two consecutive full terms as an Appointed Director provided the Appointed Director is reappointed as a Team Representative at the time of appointment. An Appointed Director may serve a maximum of two (2) terms as an Appointed Director.

Section 2.3 Staggered Terms

The Elected Directors of the Board shall serve staggered terms, that is, each year Directors shall be elected to fill the vacancy of those Directors whose terms of service expire. A Director elected to fill the uncompleted term of a Director that was uncompleted for any reason other than by the normal expiration of that Director's term, shall be elected only for the balance of the unfulfilled term.

Section 2.4 Notice of Nominating Process

The Board shall, by appropriate means of communication to ATC members, advise the membership that members may request to be considered to be nominated to the Board of Directors and that they may recommend another member be considered for nomination. An expression of interest in being nominated or a recommendation of another member for nomination shall be submitted to the Nominating Committee in the form prescribed from time to time by the Board of Directors. The Board shall set the date by which expressions of interest in nomination or member-proposed nominees are required to be received by the Nominating Committee.

Section 2.5 Nomination of Elected Directors

A person may be nominated for election to the Board by the Nominating Committee (see Section 6.2). The Nominating Committee shall, in advance of the November Board meeting, communicate to the Board a slate of candidates with no fewer than one candidate for each Board position that will become vacant at the end of that calendar year. The Board shall at its November meeting, or at some other time as the Board may set, consider and vote on the candidates recommended by the Nominating Committee. A member, to become a nominee, must receive a majority vote of the Board. If a member or members proposed for nomination by the Nominating Committee does not receive the majority vote required for nomination, the Nominating Committee or the members of the Board may propose

to the Board other candidates for nomination. The candidates who will be nominated shall promptly be advised of their nomination.

Section 2.6 Appointed Directors

The Men's, Women's, and Track and Field Competitive Teams shall, upon majority vote of the members of each competitive team, elect a team member to serve as their representative on the Board ("Team Representative"). The Chair of the Board shall appoint the Team Representative as an Appointed Director so long as the Team Representative is determined, in the Chair's sole discretion, to meet the requirements of Board membership as set forth in these Bylaws. If the Team Representative is determined not to meet the Board requirements, or if the Team Representative has served the maximum number of terms allowed by Section 2.2 of these Bylaws, the Chair shall, in consultation with the team, appoint another member of the competitive team to serve as the Appointed Director representing that team on the Board.

Section 2.7 Qualifications for Service as a Board Member

Directors must be at least 18 years of age, and are required to have been members of the ATC in good standing, for at least the one (1) year immediately preceding the date on which they are elected or appointed to the Board.

Section 2.8 Powers of the Board of Directors

The Board is authorized to exercise the powers conferred by the Georgia Nonprofit Corporation Code so long as the exercise is consistent with Sections 501(c)(3) of the Internal Revenue Code, as amended (the “Internal Revenue Code”), and applicable Internal Revenue Service regulations. These powers also must be exercised consistent with these Bylaws provided that the Directors may not exercise any power in a manner that is inconsistent with the ATC’s tax-exempt status. The Board’s authority to act shall include, but not be limited to, the following:

1. Renew or reinstate the corporate existence of the ATC;
2. Amend the corporate charter of the ATC;
3. Hire an Executive Director, change the title of Executive Director if warranted, define the Executive Director’s duties and authorities, and determine the Executive Director’s salary, benefits and other compensation;
4. Institute legal action including actions before administrative or other governmental organizations;
5. Enter into contracts and incur obligations on behalf of the ATC if consistent with the ATC’s purposes as set out in these Bylaws and delegate this authority to an appropriate designee;
6. Accept gifts or bequests for and on behalf of the ATC;

7. Take or deliver title to or otherwise acquire, transfer or dispose of interests in real or personal property for the benefit of the ATC;
8. Take all necessary steps to preserve the tax-exempt status of the ATC under the Internal Revenue Code;
9. Pay, reimburse and otherwise indemnify the ATC's Directors, officers, agents and employees for attorneys fees and other litigation expenses incurred by any Director, officer, agent or employee in connection with the activities, business or conduct of the ATC, to the extent allowed by law, and to acquire and maintain liability insurance for the benefit of the Directors, employees, agents and employees of the ATC; and,
10. Exercise the powers necessary and convenient to accomplish and purposes for which the ATC was organized, as set out in these Bylaws.

Section 2.9 Quorum for Director Meetings

A quorum is required to conduct business at a meeting of the Board. The presence of at least a majority of the duly-elected and appointed Directors shall constitute a quorum. "Presence" shall mean actual presence or attendance by electronic means such as telephone or other means as approved by the Chair of the Board.

Section 2.10 **Frequency and Call of Director Meetings; Notice Process**

The Board shall meet at least five (5) times per year, including an annual meeting that shall be conducted promptly after the annual ATC member business meeting. Meeting dates shall be set by the Chair, in consultation with the Executive Director.

Special meetings of the Board may be called by the Chair or by any four (4) members of the Board. Directors shall be given forty-eight (48) hours actual notice of meetings, meaning that a Special Meeting of the Board may not convene sooner than 48 hours after the last Director is given notice of the meeting.

Section 2.11 **Notice**

Notice of any meeting or other matter addressed in these Bylaws may be oral or in writing. If in writing, notice may be given by email or other electronic transmission and notice shall be deemed given when the notice is transmitted. Notice may be waived, in writing, or by attendance by a member, in person, at a meeting.

Section 2.12 **Executive Committee of the Board**

The Executive Committee of the Board shall consist of the Chair, Vice-chair/Chair-elect, Secretary and Treasurer, as provided in Article IV. The Board may, in its discretion, elect up to two Directors as Executive Committee

alternates in the event a member or members of the Executive Committee are unable to participate in an Executive Committee meeting or decision.

The Executive Committee is authorized to exercise the authority of the Board between Board meetings, provided however, that the Executive Committee may not take any action that is inconsistent with a decision reached by the Board, and it does not have the authority to: (a) amend the ATC's Articles of Incorporation or these Bylaws; (b) sell, lease, exchange, dispose or encumber in any material way the property or assets of the ATC; (c) adopt or enact a plan that would impact the organization, management, or membership of the ATC, specifically including to adopt a plan for merger or consolidation of the ATC; (d) dissolve the ATC or impede any dissolution plan enacted by the Board; or (e) materially change, alter, amend or impact the purpose or plans of the ATC.

The Chair shall determine when and how the Executive Committee meets, except that two (2) members of the Executive Committee may call a special meeting of the Committee upon forty-eight (48) hours oral or written notice of the meeting to other committee members in accordance with the notice provisions in Section 2.11 above. If an Executive Committee member(s) is unable to attend a meeting, the Chair may call upon an Executive Committee alternate to attend.

Decisions of the Executive Committee require a majority vote of the committee members. The Secretary shall keep minutes of all committee meetings

and the minutes shall be distributed, within seven (7) calendar days, to the members of the Board. The Board is authorized to review, revoke or amend any decision of the Executive Committee to the extent practicable.

Section 2.13 Removal of Directors

Failure of a Director to attend two (2) consecutive Board meetings constitutes grounds to remove a Director from the Board. Removal based on failure to attend meetings requires a majority vote of the Board at a regular or specially-called meeting of the Board. A Board member may also be removed for conduct that jeopardizes the tax-exempt status of the ATC or otherwise brings discredit upon the Board or the ATC (“reason-based removal”), as determined by the Board. Reason-based removal by the Board requires a two-thirds (2/3) vote of all of the Board members. The Executive Committee shall determine if a Director is subject to removal and shall give the Director written notice of the grounds upon which removal is being considered and shall advise the Director of the right to appear before the Board prior to a removal vote. A removal vote may be taken only after the Director under consideration for removal is given the opportunity to appear before the Board or has advised the Board that the Director elects not to appear. The Director’s appearance before the Board may be in person or in writing.

Section 2.14 **Recall of Directors**

A Director may be removed from office by a member recall. If twenty percent (20%) of the ATC members sign a petition demanding that a Director be removed, the Board shall vote to determine if the member should be subject to a removal vote. If a majority of the Board members vote to allow a recall vote, the Secretary of the Board shall arrange for a ballot to be sent to all members of the ATC allowing each member to vote on removal of the Director. A Director may be removed by recall by a majority vote of all members of the ATC.

Article III

Section 3.1 **Executive Director**

The Board will hire an Executive Director to conduct the day-to-day operations and affairs of the ATC and to engage in any other activity or assume any other responsibilities as the Board may request. The Executive Committee will recommend to the Board candidates to serve as the Executive Director. The Executive Director shall be selected by a majority vote of all members of the Board. The Executive Director can be terminated by a majority vote of all members of the Board. The Executive Director shall report to the Chair of the Board.

Article IV

Section 4.1 Officers

The ATC shall have a Chair, Vice-chair/Chair-elect, Secretary and Treasurer as officers. The officers shall be elected by a majority vote of the Board at the annual meeting of the Board except that the Vice-chair/Chair-elect will automatically succeed to the office of Chair. Directors may nominate members of the Board to serve as an officer. No person may serve in more than one officer position simultaneously. A Director may be elected as an officer only if the Director has, at the time of election, at least one (1) year of service as a member of the Board.

Section 4.2 Removal of Officers

An officer may be removed from office, with or without cause, upon a two-thirds (2/3) vote of the Board members.

Section 4.3 Terms of Office

Officers begin their term of service upon election at the annual meeting of the Board and shall end when new officers are elected at the next annual meeting. Any officer elected by the Board may be re-elected to the same office for one successive term. The total number of terms that a person may serve as an officer is not limited, provided an officer can serve only two successive terms in a particular office.

Section 4.4 Chair

The Chair shall preside over meetings of the Board and the annual business meeting of the members, and shall perform those other duties set out in these Bylaws. The Chair appoints the members of standing committees and such other ad hoc committees or groups as the Chair deems from time to time necessary or beneficial to the ATC. The Chair also performs those other duties that are delegated by the Board.

Section 4.5 Vice-chair/Chair-elect

The Vice-chair/Chair-elect assumes the responsibilities and duties of the Chair if the Chair is unable or incapable of performing his duties. The Vice-chair/Chair-elect shall serve those other functions delegated by the Chair. The Director serving as Vice-chair/Chair-elect will succeed the Chair upon completion of the Chair's initial or successive term of service.

Section 4.6 Secretary

The Secretary shall accurately record the minutes of the meetings of the Board, Executive Committee, the annual business meeting of members, and shall serve as the custodian of the minutes of all such meetings. The Secretary shall send to members of the Board and to the membership notice of all duly-called meetings. The Secretary is the custodian of the ATC corporate seal and is charged with affixing the seal to legal documents and agreements as required. The

Secretary shall perform such other duties that are delegated by the Chair. The Secretary may delegate the duty of affixing the corporate seal and the responsibility of maintaining minutes of meetings to a paid member of the ATC staff upon a delegation approved by a majority vote of the Board.

Section 4.7 Treasurer

The Treasurer has the responsibility to account for the funds and securities of the ATC, to maintain accurate and current records of all accounts maintained by the ATC at any bank, brokerage firm or other financial institution, and to prepare, or have prepared by a competent professional, quarterly statements of the ATC's financial condition and to present such statements to the Board, orally and in writing, at least quarterly. The Treasurer may delegate the responsibility of maintaining the ATC financial records to a paid member of the ATC staff upon a delegation approved by a majority of the Board, provided, however, that the Treasurer shall take necessary and prudent actions to monitor the financial records of the ATC. The Treasurer shall perform such other duties as are delegated to them by the Chair.

Article V

Section 5.1 Classes of Membership

The classes of membership in the ATC are established by the Board upon a two-thirds (2/3) majority vote of the Board. The Board shall determine the number

of votes that each class of membership may exercise at the annual business meeting, at specially-called meetings of the general membership or on any other matter on which votes of the membership are required.

Section 5.2 Membership Benefits

Each individual member and the primary member of each member unit are entitled to cast one (1) vote for each Director position open for election and other items requiring the approval of the membership. Each member and all persons in a member unit may also participate as a member of an ATC competitive team for which the member meets the qualification criteria set by the team. Each member and persons in a member unit also shall enjoy such other benefits as may be extended from time to time by the ATC.

Section 5.3 Lifetime Memberships

The Board, upon a two-thirds (2/3) vote, may award a lifetime membership to those persons who have made a significant contribution to the ATC or the sports of track and field, road running or fitness through running. Lifetime members and their immediate family members are not required to pay membership or race entrance fees during the life of the lifetime member, provided, however, fees are required to be paid for those premium events identified by the Board. Lifetime members also shall enjoy the membership benefits extended from time to time to members of the ATC generally.

Section 5.4 Membership Dues

ATC members shall pay annual dues at such times and in such amounts as are established by the Board. Timely payment of annual dues is a condition of membership in the ATC, other than for lifetime members.

Section 5.5 Revocation or expiration of membership

A member who is greater than sixty (60) days late in paying their annual dues shall cease to be a member of the ATC until such time as the required dues are paid. Any ATC member who disrupts an ATC meeting or event or otherwise brings discredit upon the ATC may have their membership revoked upon a two-thirds (2/3) majority vote of the Board.

Section 5.6 Annual Business Meeting

The annual business meeting of the members of the ATC shall be conducted in January, or on such other date as set by the Board. At the annual meeting, the Chair or the Executive Director, or their designees, shall make a report of the state of the ATC and respond to such questions as may be presented by members.

Election of Directors to open positions shall occur at the annual business meeting.

Each member may, in person, by the submission of a ballot or by proxy, vote for a candidate to fill each Board vacancy.

Section 5.7 **Voting by Proxy**

An ATC member who desires to vote by proxy at the annual business meeting, or other meeting at which members are entitled to cast votes, may do so by giving to another ATC member a proxy, in the form approved by the Board, to cast the member's vote.

Section 5.8 **Notice of Meetings, Agenda and Other Information**

The Secretary shall give to members notice of the time and place of all meetings of the general membership, including notice of the annual business meeting. If members are entitled to vote at such meeting the Secretary shall provide a pre-printed ballot for the member to cast their vote(s) before the meeting. The Secretary shall also advise members that they may request a proxy form from the Secretary for use by a member who wishes to designate another ATC member to cast the member's vote at such upcoming meeting. The notice also should include the agenda for the meeting and the text of any amendment to the Bylaws or other item upon which members will be requested to vote. Notice of the annual business meeting shall be given at least twenty (20) days before the meeting. Notice of other meetings shall be given at least thirty (30) days before the meeting unless the Board, by a two-thirds (2/3) majority vote, determines that less notice is required in the best interest of the ATC.

Section 5.9 **Specially-called General Meetings**

The Directors, upon a majority vote, may call a special meeting of the members when the Directors believe a meeting is in the best interest of the ATC. The notice of that meeting shall comply with the requirements of Section 5.8 and only the business listed on the agenda may be considered at the meeting. Notice for a specially-called meeting shall be given no less than fourteen (14) days and no more than sixty (60) days before the meeting, provided that as much notice as possible shall be given.

Article VI

Section 6.1 **Committees of Limited Authority**

The Board, upon a majority vote, may create standing committees to handle ongoing and administrative matters of the ATC. Standing committees and their chairpersons shall make recommendations to the Board, exercise degrees of authority granted to them by the Board to perform ATC functions and purposes, and report periodically to the Board to advise them of the committees' activities and proposed activities. Standing committees shall not be authorized to expend ATC funds without prior authorization by the Board upon a majority vote.

Section 6.2 **Nominating Committee**

The Nominating Committee shall, no later than March 1st of each year, be appointed by the Chair with approval by a two-thirds (2/3) majority vote of the

Board. The Committee shall be composed of at least four (4) Elected Directors and one (1) Appointed Director. The Nominating Committee shall begin its identification of candidates for nomination to the Board promptly upon being appointed. The Nominating Committee shall seek to nominate individuals who meet the requirements of Section 2.7, taking into consideration the skills, expertise, experience and leadership that may enhance the function and operation of the Board in its leadership role. The Nominating Committee shall prepare a slate of candidates with no fewer than the number of candidates for the number of Director positions required to be filled. The Nominating Committee shall complete their work in a timely fashion such that it presents candidates to the Board at or before the November Board meeting, or as soon thereafter as practicable for consideration at a specially-called Board meeting. Candidates recommended by the Nominating Committee shall be nominated upon a majority vote of the Board and will be notified of their nomination after they are nominated. The election of Directors shall take place at the annual business meeting of members by the casting of ballots, including by proxy, and members may also vote by mail using the ballot provided by the ATC.

The Nominating Committee shall also nominate Officers to serve on the Board for the next calendar year. The Nominating Committee may consider Board member capabilities, experience, leadership and other special skill requirements in

making their evaluation and recommendations. The Nominating Committee, prior to the first Board meeting following the annual business meeting, shall recommend a slate of officers to the Board. The Board will then, by secret ballot, vote for each individual office. Should any of the nominated candidates fail to receive the vote of two-thirds (2/3) of the Board members present, the Board will consider nominations from the floor until a nominee receives the necessary two-thirds (2/3) vote of the Board.

Article VII

Section 7.1 Amendments to the Bylaws

These Bylaws may be amended by a two-thirds (2/3) vote of the members voting at, or before, an annual business meeting, or at, or before, a specially-called members meeting.

Section 7.2 Amendment Prerequisites

Before the proposed amendment(s) shall be submitted to the general membership for approval, one of the following prerequisites must have been met: (i) the proposed amendment must have been initiated and approved by two-thirds (2/3) majority vote of the Board; or (ii) the proposed amendment must have been initiated by petition, signed by twenty-five percent (25%) of the general membership and approved by a majority vote of the Board.

Section 7.3 **Notice of Amendments to the Bylaws**

The Secretary shall notify members, in writing, of any proposed amendment to the Bylaws to be voted on at the annual business or a specially-called meeting. This notice shall accompany the notice and agenda for the meeting, as set forth in Article V, Sections 5.8 and 5.9 above.

Section 7.4 **Recording of Duly-Passed Amendments**

Amendments passed by the vote of the members shall be recorded by the Secretary and archived in the corporate records of the ATC. Members shall have access to these records (or accurate copies thereof) upon their reasonable request. Amendments to the Bylaws shall become effective on the date of approval by the members, unless a different date is set forth in the amendment passed.

Article VIII

Section 8.1 **Parliamentary Procedure**

Robert’s Rules of Order, Newly Revised, shall govern all matters concerning parliamentary procedure at any meeting of the Directors or the ATC members.