



WEST GEORGIA TRACK CLUB, LTD. BYLAWS

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ARTICLE I: MISSION & OBJECTIVES

Section 1. Mission

The mission of the WEST GEORGIA TRACK CLUB, LTD. is to cultivate, encourage and promote an active running community.

Section 2. Objectives

The specific objectives of the WEST GEORGIA TRACK CLUB, LTD. are to:

- Encourage physical activity by facilitating and sponsoring running and walking related events.
- Provide members with opportunities to train and improve their fitness levels.
- Promote athletic participation in local races.
- Arrange and host community service events, socials, and other group activities.
- Serve the greater West Georgia population through community involvement.
- Educate the community about the benefits of walking, running, and related physical activity.
- Provide charitable contributions and promote volunteerism to local charities and other local causes.

Section 3. Organizational Standards

The WEST GEORGIA TRACK CLUB, LTD. is an organized pursuant to the Georgia Nonprofit Corporation Code. This corporation is organized and operated exclusively as a social and recreation club for the pleasure and recreation of its members and other nonprofit purposes within the meanings of Internal Revenue Code §501(c)(7) or the corresponding provision of any future United States internal revenue law. Dues, entry fees, and other monies received by the WEST GEORGIA TRACK CLUB, LTD. will be used to fulfill the costs of carrying out the mission and specific objectives of the corporation as deemed appropriate by the Board of Directors.

ARTICLE II: OFFICES

Section 1. Office Location

The street address of the registered office is 160 Rance Foster Rd. Bowdon, Georgia 30108. The registered agent at such address is Terie Phillips. The county of the registered office is Carroll.

Section 2. Alternate Locations

The corporation may also have offices at such other places both within and without the State of Georgia, as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE III: MEMBERS

Section 1. Membership

Membership in the club is open to anyone 14 and older. Members in good standing are entitled to attend all member meeting(s) and participate in all club activities. A member is in good standing if no more than 30 days have lapsed since the expiration of the previous membership.

Section 2. Dues

Dues are in such amount as voted by the Board of Directors each year in order to maintain good standing of membership.

Section 3. Categories of Membership

There are three categories of membership: *Individual*, *Dual*, and *Household*. *Dual* is defined as two individuals with one individual listed as primary contact. *Household* membership consists of parent(s) and children 14 and older, and college with the same household address. Each member of *Dual* or *Household* membership is listed on the membership directory and is a voting member of the club.

Section 4. Members not in Good Standing

Members not in good standing are ineligible to vote on matters coming before the membership for vote and are not subject to the benefits of the corporation. A member is in good standing if no more than 30 days have lapsed since the expiration of the previous membership.

Section 5. Member Meetings

Active Members are accepted to openly attend member's meetings that are held annually. Meetings will be posted in advance notice to members via member contact email address.

ARTICLE IV: Board of Directors

Section 1. Corporate Powers

All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of a Board of Directors. Each officer shall hold office for a maximum term of three years. Each officer may hold their respective position for a maximum of two consecutive terms. The officer may be elected and serve the same titled position recurrently as long as the former rules are applied. Each officer should reside in the West Georgia region and be a current member.

The following Officers of the Corporation shall be elected by the members:

- President
- Vice President
- Executive Administrator
- Treasurer
- Marketing and Communications Director
- Membership Director
- Merchandise Manager

Section 2. Voting Powers

To obtain quorum, four of the seven Officers of the Corporation must be present physically or remotely connected. In order to pass any changes, a two-thirds majority vote shall take place.

Section 3. Removal of member of the Board of Directors

Any member of the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors for the following reasons:

- Allegation of illegal activity
- Not fulfilling the duties of the position
- Any action that is not in the best interest of the corporation
- Missing two regular Board of Director meetings without an excuse approved by an affirmative majority vote of the Board of Directors

Section 4. Board Powers

The Board of Directors may use all powers of the corporation and do all lawful activities that are not prohibited by statute, or by the Articles of Incorporation, or by these Bylaws.

Section 5. Board Meetings

The Board of Directors will hold regular monthly meetings and will not be held without less than five days written notice of date, time, and place. The President can call special meetings of the Board of Directors by giving no less than five days written notice to each member of the Board of Directors. Special meetings may also be called by any two members of the Board of Directors in the same manner and with like notice.

Section 6. Voting resulting in a Tie

In the event a vote has ended in a tie, the President (or Vice President, in absence of the President), will be given the right of the casting vote, an additional vote made when the other votes are equally divided among the quorum, to break the tie.

Section 7. Vacancies

Vacancies on the Board of Directors shall be filled as soon as practical after the vacancy has occurred. Such person shall be nominated by the Nominating Committee and approved by the Board and shall serve for the balance of the then current fiscal year.

ARTICLE V. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting

There shall be an annual meeting of the membership for the purpose of electing officers, and to transact such other business as may be brought before the meeting. Such annual meetings shall be held during the third quarter of each fiscal year. Notice of the annual meeting to the membership shall be through the WEST GEORGIA TRACK CLUB, LTD. newsletter and applicable internet sites not less than fifteen days prior to the date of such meeting. The notice will include the names of the nominees to be offered by the nominating committee for directors and a notice of any changes in the by-laws which are to be considered at that meeting. The notice will also include other business to be conducted. Information on proxy

voting shall be provided with any such notice of all membership meetings and no proxy shall be valid unless signed to an individual member or to the Board of Directors.

Section 2. Special Meetings

Special meetings of the corporation may be called by the President at any time, or upon petition in writing of any twenty-five percent of members in good standing. Notice of special meetings shall be provided electronically through the corporation's applicable internet sites and, to the extent electronic addresses are reasonably available, emails to each member at least fifteen days prior to such meetings.

Section 3. Voting at the Annual Meeting/Special Meetings

At all meetings of the membership, twenty-five percent of members in good standing in person or by proxy shall constitute a quorum. Any action taken must be approved by a majority of those present in person or by proxy when a quorum is present.

Section 4. Robert's Rules of Order

Robert's Rules of Order shall govern the conduct of business at all meetings of the Club.

ARTICLE VI. FINANCES

Section 1. Dues

The amount of dues shall be set by the Board of Directors on a yearly basis.

Section 2. Annual Statement

The Board of Directors shall present a full and clear statement on the business and condition of the Corporation at each annual meeting.

Section 3. Fiscal Year

The fiscal year of the Corporation shall be July 1 to June 30.

Section 4. Disbursements

The Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check and signed by the Treasurer, the President and/or such Directors or compensated staff as specified by the Board of Directors. Any special funds raised and approved by the Board of Directors shall be disbursed in accordance with the same procedures controlling the Club's operations funds. No part of the net earnings of the Club shall inure to the benefit of its individuals.

Section 5. Budget

The corporation shall use its funds only to accomplish the objectives and purposes set forth in the Bylaws. All proposed budgets are to be presented to the Board of Directors for voting.

Section 6. Dissolution

In the event of dissolution of the corporation, funds in the treasury, after all creditors have been paid, shall be disbursed to other local non-profit organizations as determined by the Board of Directors.

ARTICLE VII. CHANGES TO BYLAWS

Section 1.

These Bylaws may be altered or replaced on the recommendation of the Board of Directors and approved by a majority vote of current members in person or by proxy at any regular or special meeting of the membership at which quorum is present and where a summary of the proposed amendment has been included in the applicable notice of the meeting.

ARTICLE VIII. AFFILIATIONS

Section 1. Affiliates

The WEST GEORGIA TRACK CLUB, LTD. shall maintain membership in Road Runners Club of America (RRCA). The club shall maintain status as exempt from Federal Income Tax: Section 501(c)(3) under RRCA Group Exemption (Group Exemption Number TBD). The Group will file the appropriate tax return as mandated by the Internal Revenue Service (IRS).

Section 2. Delegates

WEST GEORGIA TRACK CLUB, LTD. board members may appoint representatives as delegates to the RRCA convention. In such case, the Board of Directors may adopt a resolution to pay expenses of elected delegate(s), subject to any limitation specified by the board of directors in the resolution.

Section 3. Future Affiliations

The aforementioned resolutions within Article VIII will apply for any credible affiliation sought in the future, as defined and decided upon by two-thirds majority vote within the Board of Directors.

ARTICLE IX. EVENTS

Section 1. Events

The WEST GEORGIA TRACK CLUB, LTD. shall aspire annually to promote community athletic events. The events include but are not limited to:

- 5k Walk/Runs
- 1-Mile fun-runs
- 10k Runs
- Half Marathons
- Marathons
- Other events as defined by the Board of Directors

Section 2. Activities

Other Activities may include:

- Mileage Club or reward-based system for members who achieve marked progress in personal fitness.
- Training/Group Runs in order to help runners achieve goals and pursue fitness.

- Differentiated group runs, separated by ability level in order to better serve the individual needs of the member community.
- Other activities as defined by Board of Directors.

Section 3. Service

The WEST GEORGIA TRACK CLUB, LTD. shall aspire annually to promote community and responsibility through service opportunities within the Greater West Georgia area. Community Service Events include but are not limited to:

- A. Volunteer services for charitable causes within the Greater West Georgia Area
- B. Beautification/Clean up
- C. Trailhead maintenance
- D. Other service opportunities as defined by the Board of Directors

Section 4. Other Events

The WEST GEORGIA TRACK CLUB, LTD. shall aspire periodically to hold clinics and informational sessions relating to fitness, health, and other educational sessions for the purpose of furthering the Mission Statement. These events include but are not limited to:

- A. Coaching Sessions
- B. Fitness Clinics
- C. Lessons
- D. Verbal or Written Advice from certified instructors
- E. Other educational opportunities as defined by the Board of Directors