

BYLAWS
OF
FLORENCE TRACK CLUB

Adopted: January 26, 2015

ARTICLE I: THE ORGANIZATION

Section 1. Name. The name of the organization shall be Florence Track Club, hereinafter referred to as "FTC." It is a non-profit organization operating under the auspices of the City of Florence Parks and Beautification Department for the City of Florence, State of South Carolina.

Section 2. Organization and Purpose. FTC is made up of volunteer coaches, parents and youth athletes ages 6-18 who participate in USATF Sanctioned Junior Olympic Track and Field and Cross Country events. Team members also participate in local road races, school sponsored track and field and cross country events and other club sponsored events around the State of South Carolina. The purpose of FTC is to promote participation in the sport of track and field and cross country while instilling good sportsmanship and fellowship among all coaches, parents and youth athletes

Section 3. Staff. The FTC is a program of the City of Florence Parks and Beautification Department and shall be staffed by volunteer Board members, coaches and parents.

ARTICLE II: BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of FTC shall be governed by its Board of Directors. The Board shall have unlimited powers and authority, except as may be expressly limited by law, the Articles of Incorporation, or these Bylaws.

Section 2. Number and Composition. The number of the Board of Directors shall be no less than 4 and no more than 7.

Section 3. Term of Office. Directors shall be elected and serve for two (2) years or until such Director's earlier removal, resignation, death or incapacity. A Director shall serve no more than two (2) consecutive two (2) year terms except that the initial Board shall be staggered so that it shall consist of 2 members who serve an initial three (3) year term, 1 members who serve an initial two (2) year term and 1 members who serve an initial One (1) year term.

Section 4. Election and Vacancies. Except in the case of the initial Board of Directors and elections of Directors to fill unexpired terms, the Board shall elect Directors from a slate of nominees presented by the Board Nominating Committee. The slate of nominees

shall be presented and elected to give sufficient time for training and orientation before admission to the Board at the beginning of the calendar year. In the event of a vacancy creating an unexpired term, a Director may be elected to fill the unexpired term by a majority of a quorum of the Board of Directors at a regular or special meeting, in such a case, the Director elected to fill the unexpired term shall be eligible for re-election to two (2) successive terms. Terms of office shall commence with the beginning of the calendar year.

Section 5. Meetings of the Board. The Board of Directors shall meet no less than 2 times a year. There shall be an annual meeting of the Board of Directors for the purpose of electing Directors and to transact such other business as may be brought before the Board. Such annual meeting shall be held during the last quarter of each year. Notice of the annual meeting shall be listed on the FTC website not less than fifteen (15) days prior to the date of the annual meeting. The Notice will include the names of the nominees to be offered by the nominating committee for Directors and notice of any changes in the Bylaws which are to be considered at the annual meeting. The Notice will also include any other business to be conducted at the annual meeting. Notice of any regular or special meeting of the Board of Directors shall be given by written notice, no less than seven (7) working days before such meeting. Special meetings of the Board of Directors may be called by or at the request of the Chair or any majority of Directors then in office.

Section 6. Action by Directors Without a Meeting. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by two-thirds (2/3) of the Directors entitled to vote with respect to subject matter thereof.

Section 7. Quorum and Voting. Only members of the Board of Directors shall have voting privileges. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. The vote of a majority of a quorum shall be necessary to authorize all corporate action unless otherwise required by law, the Articles of Incorporation, or these Bylaws. There shall be no proxy voting on the Board of Directors.

Section 8. Conduct of Meeting. All meetings of the Board of Directors shall be presided over by the Chair. If the Chair is not present, the vice chair shall preside. If none of such Officers is present, a chairperson for the meeting shall be elected by the Directors present at such meeting. If the Secretary is absent from any meeting, the presiding officer shall appoint an acting Secretary. Rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern corporate action in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any other special rules of order that the Board may adopt.

Section 9. Resignation. A Director may resign at any time by delivering written notice to the Board of Directors, the Chair, or the Secretary. A resignation is effective when the notice is received unless the notice specifies a later date.

Section 10. Removal. At a meeting called expressly for the purpose of the removal of a Director and so stated in the notice for such meeting, any Director may be removed, with cause, by a vote of two-thirds (2/3) of the directors then in office. Cause, for this purpose, shall be defined as failure of a Director, as determined by majority vote of the other Directors then in office, to abide by these Bylaws or by the governing policies of the Board then in effect. A Director so removed from the Board has the right to appeal the decision to the Board, and the decision of the Board shall be final.

Section 11. Compensation. Directors shall not receive a salary for their services, but nothing herein shall be construed to preclude any Director from receiving reimbursement for necessary and reasonable expenditures incurred in the fulfillment of Board duties. A policy governing such reimbursements shall be approved by resolution of the Board of Directors.

Section 12. Attendance. Members of the Board of Directors are expected to actively participate in the leadership and governance of FTC. The Board of Directors may establish, in its governing policies, a requirement for participation in meetings and in support of FTC.

Section 13. Ex-Officio or Emeritus Directors. The Board, from time to time, may designate and elect upon recommendation of the Board Nominating Committee such Ex-Officio or Emeritus Directors as the Board shall deem advisable. Ex-Officio or Emeritus Directors shall serve concomitantly with the office upon which membership is based. Ex-Officio and Emeritus Directors shall not be entitled to vote and shall not be counted in computation of a quorum of the Board pursuant to Article II, Section 8 above.

ARTICLE III - OFFICERS

Section 1. Number. The elected Officers of the Board shall be a Chair, Vice Chair, Secretary and Treasurer.

Section 2. Election and Term of Office. The Officers shall be nominated by the Board Nominating Committee and elected by the Board of Directors at a regularly scheduled board meeting at a time sufficient to take office before the beginning of the calendar year. The term for each Officer shall be one (1) year. An Officer may be elected to the same office for two (2) consecutive terms.

Section 3. Removal. Any Officer may be removed by the majority vote of the Board of Directors if, in their judgment and within their absolute discretion, the best interests of FTC will be served thereby.

Section 4. Vacancies. A vacancy in any office because of resignation, removal, disqualification or otherwise may be filled by nomination of the Board Nominating Committee and election by the Board of Directors for the unexpired portion of the term.

An Officer elected to fill an unexpired term may be re-elected to the same office for up to two (2) consecutive terms.

Section 5. Chair. The Chair shall, serving as FTC's Chief Governance Officer, preside at all meetings of the Board of Directors, appoint committees and chairpersons as required by these Bylaws, and shall fulfill other responsibilities as may be delegated in the Board's governing policies. The Chair may sign, with any other proper Officer of FTC authorized by the Board of Directors, any official documents authorized on behalf of the Board of Directors. Except in cases where the signing and execution thereof shall expressly be delegated by the Board of Directors or by these Bylaws or by statute or some other officer or agent of FTC.

Section 6. Vice Chair. In the absence of the Chair or in the event of his or her inability or refusal to act, the vice chair shall perform the duties of the Chair and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. For purposes of leadership succession, the vice chair also serves as the Chair-elect.

Section 7. Secretary. The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board of Directors and see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall keep a register of the addresses of each Director which shall be furnished by such Director. The Secretary shall generally perform all duties associated with the office of Secretary and such other duties as from time to time may be assigned to him/her by the Board of Directors.

Section 8. Treasurer. The Treasurer shall keep, or cause to be kept, all financial statements, bank accounts, loan documents, accounts receivable/payable and any and all other accountings associated with the operation of FTC.

Section 9. Delegation of Powers of Officers. In the event of the absence of any Officer of FTC or his/her disqualification or inability to act where the provisions therefore are not expressly made by these Bylaws, the Chair may by written order, or the Board of Directors may by resolution, delegate the powers of such Officer to any other Officer or Director of FTC.

ARTICLE IV – HEAD COACH

Section 1. Selection and Appointment. The Board shall select and appoint a Head Coach who shall serve at the pleasure of the Board.

Section 2. Responsibilities. The Head Coach shall have the authority and responsibility for the day-to-day coaching responsibilities of FTC by promoting participation in track and field and cross-country events while instilling good sportsmanship and fellowship among all Assistant Coaches and youth athletes. It shall be the responsibility of the Head Coach to secure qualified Assistant Coaches to help with the stated mission and purpose

of FTC, in accordance with these bylaws and the governing policies of the Board. The Head Coach position shall be a volunteer position, unless the Board so chooses to authorize a salary for the position.

Section 3. Requirements. The Head Coach will be required to be a registered member with USATF and complete any certification courses and background checks required by the City of Florence and/or this Board of Directors. The Head Coach shall ensure that all Assistant Coaches have registered as members with USATF and that all Assistant Coaches have completed any certification courses and/or background checks required by the City of Florence and/or this Board of Directors.

Section 4. Board Eligibility. The Head Coach is not precluded from serving as a member of the Board of Directors. Should the Head Coach serve as a member of the Board of Directors, he/she shall have all powers and authorities as outlined in accordance with these bylaws and the governing policies of the Board. In the event that the Head Coach is not a member of the Board of Directors, then he/she shall serve as an ex officio member of the Board and shall have the rights and authority as outlined in Article II, Section 13 of these bylaws.

Section 5. Resignation. A Head Coach may resign at any time by delivering written notice to the Board of Directors, the Chair, or the Secretary. A resignation is effective when the notice is received unless the notice specifies a later date.

Section 6. Removal. At a meeting called expressly for the purpose of the removal of a Head Coach and so stated in the notice for such meeting, the Head Coach may be removed, with cause, by a vote of two thirds (2/3) of the Directors in office. Cause, for this purpose, shall be defined as failure of a Head Coach, as determined by majority vote of the Directors then in office, to properly and appropriately carry out the duties and requirements of the Head Coach by failing to abide by the mission and purpose of FTC.

ARTICLE V - BOARD COMMITTEES

Section 1. Establishment. In addition to the Committees established by this Article, the Board of Directors may establish, from time to time, other committees it may deem necessary to assist it in this work. The resolution establishing such committees shall state the purpose, time line and authority of each committee. The designation and appointment of any Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

Section 2. Website Committee. The Website Committee shall be responsible for the operation and posting of information on the official FTC website.

Section 3. Membership/Schedule/Travel Committee. The Membership/Schedule/Travel Committee will oversee travel plans to all local, state, regional and national meets and communicate with parents on all travel issues.

Section 4. Equipment Committee. The Equipment Committee will provide the Board a budget for proposed equipment expenditures as requested by coaches and will inventory, maintain and keep record of all track equipment.

Section 5. Booster Club Committee. The Booster Club Committee shall be responsible for marketing, fundraising and securing sponsorships for FTC.

Section 6. Executive Committee. The Executive Committee shall lend expertise and experience to the Board of Directors and shall have the authority to act for the Board of Directors when called upon by the Chair when the Board is not in session. The Executive Committee shall be composed of Chair, Vice Chair, Treasurer, Secretary and such other Director as appointed by the Chair and approved by the Board of Directors in accordance with these bylaws.

Section 7. Board Nominating Committee. This Committee shall be composed of 3 Board members appointed by the Board at the first meeting of each calendar year. This committee will prepare a properly screened slate of nominees for election to the Board according to the process outlined in Article II, Section 5 above. This Committee will also screen and nominate officers and candidates to fill vacancies on the Board when needed. Upon election of new board members, the Committee will arrange for orientation/training of Board members in the Board's governing process and strategic issues of the Board's choosing. This Committee will make recommendations to the Board for additional Board training opportunities that enhance the Board's governance capabilities.

Section 8. Chairpersons. One member of each Board Committee shall be appointed Chairperson by the Chair of the Board, or by the Board, as it may determine in its governing policies, and such committee member shall be a member of the Board of Directors. Such person shall direct the conduct of the business of the Committee.

Section 9. Meetings and Quorum. Meetings of any Committee shall be called by the Committee Chairperson or by the Chair of the Board. The chairperson shall give reasonable oral or written notice of any such meeting to all members of the Committee. One-half (1/2) of the members of such Committee shall constitute a quorum thereof. A majority of the members present at a meeting at which a quorum is present shall be necessary for such Committee to act.

ARTICLE VI - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification of Directors. FTC shall indemnify any member of the Board of Directors, while acting in the official course and scope of their duties as a Board member, if made a party to any legal proceeding against liability. Said indemnity includes the costs incurred and associated with defending such legal proceedings to the fullest extent permitted by law.

Section 2. Indemnification of Officers. The corporation shall indemnify any Officer of FTC, while acting in the official course and scope of their duties as an Officer, if made a party to any legal proceeding against liability. Said indemnity includes the costs incurred and associated with defending such legal proceedings to the fullest extent permitted by law.

Section 3. Maintenance of Directors Insurance. Notwithstanding any other provision herein to the contrary, FTC shall at all times maintain a policy of Directors liability insurance in an amount appropriate to the scope and activities of the corporation.

ARTICLE VII - AMENDMENT OF THE BYLAWS

These Bylaws may be altered, amended or repealed and the new Bylaws may be adopted by a two-third (2/3) majority of the Board of FTC present at any regular or special meeting called for such purpose. Any regular meeting or special meeting called for the purpose of amending these Bylaws, must have written notice given no less than fifteen (15) days prior to the meeting with notification of the proposed altered, amended or repealed language.

ARTICLE VIII - BOOKS AND RECORDS

FTC shall keep correct and complete books and record of account and shall also keep minutes of the proceedings of the Board, as well as minutes of any committees appointed by the Board, and shall keep at the principal office of FTC a record giving the names and addresses of all Board members and members of any committees appointed by the Board. All books and records of FTC may be inspected by any member of the Board of Directors for any proper purpose at a time mutually convenient to the custodian of the records and the requesting Board member.

ARTICLE IX - DISSOLUTION

Section 1. Generally. The corporation may be dissolved by a vote of two-thirds (2/3) of the Directors of the corporation in accordance with § 33-31-1402(d) of the *Code of Laws of South Carolina* (1976, as amended).

Section 2. Distribution of Assets. In the event of dissolution of FTC, all assets of the corporation shall be distributed to the City of Florence Parks and Beautification Department.

ARTICLE X - FISCAL YEAR

The fiscal year of FTC shall begin on January 1 and close on December 31 of each year.