

BY-LAWS OF THE KNOXVILLE TRACK AND FIELD CLUB, INC.

Amended December 2001

ARTICLE I. GENERAL

Section 1. Name

This organization is incorporated under the laws of the State of Tennessee and shall be known as the Knoxville Track and Field Club, Inc.

Section 2. Purpose

The purpose of the Knoxville Track and Field Club (the Club), a non-profit organization, is to promote physical fitness in the Knoxville area. To achieve this purpose, the Club shall:

1. Educate children, youth, and adults in safe and proper athletic techniques.
2. Train officials in the supervision of organized athletic competition.
3. Promote amateur athletic competition.
4. Encourage volunteerism in the Club's activities.

ARTICLE II. MEMBERSHIP

Section 1. Eligibility

Any person, family, association, or organization having an interest in the objectives of the Club shall be eligible to apply for membership.

Section 2. Election

Application for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Any applicant shall become a member upon payment of membership dues.

Section 3. Membership Dues

Membership dues shall be at such rates as may be determined by the Board of Directors.

ARTICLE III. MEETINGS OF THE MEMBERSHIP Section 1. Annual Meeting

There shall be an annual meeting of the Club membership for the purpose of electing a President, a Vice-President, to fill Board vacancies, and to transact such other business as may be brought before the meeting. Such annual meetings shall be held during the last quarter of each year. Notice of the annual meeting to the membership shall be through the Club newsletter and web site not less than fifteen (15) 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 President, Vice-President, and Directors, and a notice of any changes in the by-laws which are considered at that meeting. The notice will also include other business to be conducted. A proxy in blank shall accompany the 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 Club may be called by the President at any time, or upon petition in writing of any ten (10) members in good standing. Notice of special meetings shall be mailed to each member at least fifteen (15) days prior to such meetings.

Section 3. Voting at the Annual Meeting/Special Meetings

At all meetings of the membership, twenty (20) 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 IV. BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall be composed of the officers of the Club, the immediate outgoing President and not less than fifteen (15) members, of whom one third shall be elected annually to serve for three (3) years or until their successors are elected.

Section 2. Selection and Election of Directors and President

At least thirty (30) days prior to the annual meeting, the President shall appoint a nominating committee of at least three (3) and not more than five (5) members, a majority of whom shall be members of the Board of Directors. The President shall designate the chairman. The nominating committee shall present to the President a slate of candidates to serve three (3) year terms to replace the Directors whose regular terms are expiring, one (1) candidate for President-elect and one (1) candidate for Vice President-elect, each to serve two (2) years.

The nominating committee shall also nominate candidates to fill the unexpired terms caused by vacancies (see Article IV, Section 3). Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of the office. Incoming officers and all newly elected Board members shall be seated as of the next regular meeting of the Board of Directors. Outgoing officers and retiring Board of Directors members shall continue to serve until the next regular meeting of the Board of Directors.

Section 3. 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 President and approved by the Board and shall serve for the balance of the calendar year.

Section 4. Responsibilities

The government and policy-making responsibilities of the Club shall be vested in the Board of Directors. The Board shall control its property, be responsible for its finances, and direct its affairs. The Board may adopt rules for conducting the business of the Club consistent with the by-laws and charter of the Club. The Board, at its option, may cause an audit. They shall meet at regular intervals at such time and place as will be determined

by the President. The Board of Directors may employ an Executive Director and shall fix the compensation and duties for such employment.

Section 5. Voting

A quorum at meetings of the Board of Directors shall consist of a majority of the members of the Board of Directors. A majority vote of this quorum who are present will rule at all regular and special Board meetings. Votes for compensated positions shall require a majority vote of the quorum which is present at two (2) consecutive regular and/or special Board meetings.

ARTICLE V. OFFICERS Section 1. Officers

The President shall nominate a Treasurer and a Secretary of the Club who shall be approved by the Board of Directors not later than December 31. These officers shall serve for a term of two (2) years or until their successors are elected.

Section 2. Duties of Officers

President: The President shall be chief executive officer of the Club and shall, in general, supervise and control all the affairs of the Club. He or she shall preside at all meetings of the membership, Board of Directors, and Executive Committee and shall be the official spokesman for the organization. The President shall assign to the officers specific responsibilities and shall determine all committee chairpersons and their duties. He or she shall work closely with the Executive Director. The President shall place into operation such policies as shall be decided upon by the Board of Directors and communicated to the President.

Vice-President: The Vice President shall assume the duties of the President and exercise all the powers of the President in his or her absence or disability.

Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by the Club and for their proper disbursement. Such funds shall be kept on deposit in a financial institution approved by the Board of Directors. The Treasurer shall cause a financial report to be made to the Board of Directors at each Board meeting.

Secretary: The Secretary shall serve at the pleasure of the Board of Directors and perform such duties as assigned. He or she shall serve as secretary to the Board and prepare notices and minutes of the meetings of the Board of Directors.

Section 3. Bonding

The President, the Treasurer, the Executive Director and such other individuals as the Board of Directors designates shall be bonded by a sufficient fidelity bond in an amount set by the Board.

Section 4. Indemnification

Any officer/director or his/her executor or administrator shall be entitled to indemnification in accordance with 48-1-406 through 48-1-411 of the Tennessee Non Profit Corporation Act.

ARTICLE VI. COMMITTEES

Section 1. Appointment and Authority

The President shall appoint all committees. He or she may approve such ad hoc committees and their chairpersons as he or she deems necessary to carry out the programs of the Club. Committee appointments shall be at the will and pleasure of the President and in no event exceed the term of the appointing President. Those members of a committee present at the meetings of that committee shall constitute a quorum.

Section 2. Limitation of Authority

No committee action outside the approved budget allocations shall be binding upon the Club unless it has been approved by the Board of Directors.

Section 3. 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 President when the Board of Directors is not in session. Actions by this committee shall be accountable to the Board of Directors. It shall be composed of the President, Vice-President, Treasurer, and other Directors as appointed by the President and approved by the Board of Directors. The President shall serve as chairman. A quorum of four (4) members shall be necessary to conduct business.

ARTICLE VII. FINANCES

Section 1. Funds

All money paid to the Club shall be placed in accounts as deemed necessary by the Board of Directors.

Section 2. 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 Executive Director, or the President. 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 3. Fiscal Year

The fiscal year of the Club shall be determined by the Board of Directors.

Section 4. Budget

The Club shall use its funds only to accomplish the objectives and purposes specified in the charter. All proposed budgets are to be presented to the budget committee for approval before being voted on by the Board of Directors.

Section 5. Dissolution

In the event of dissolution of the Club, funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America (RRCA) or other 501 (c) (3) non profit organizations as determined by the Board of Directors.

ARTICLE VIII. EXECUTIVE DIRECTOR

The Executive Director shall have the immediate control and charge of the properties of the Club and shall enforce all by-laws and rules and regulations of the Club and of the Board of Directors. He or she shall be responsible for the day-to-day operation of the Club under the direction of the President and the Board of Directors. The Executive Director shall have no authority to expend any funds of the Club or to obligate the Club for the payment of any amount in excess of the budget approved and authorized by the Board of Directors unless specifically authorized by the Board of Directors or the Executive Committee, provided the Board is not in session.

ARTICLE IX. AMENDMENTS

Section 1. Bylaws

These by-laws may be amended by a majority vote of the membership in person or by proxy at any meeting of the membership at which a quorum is present provided the proposed amendment has been included in the written notice of the meeting.