

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

Amended December 2010

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. Promote health and well-being through running and walking.
2. Promote athletic competition through road, trail, track and cross-country races and other events.
3. Encourage and support youth and adult athletic participation through events and instructional programs.
4. Encourage volunteerism for KTC activities and in the greater Knoxville community.
5. Support official's training for, and working with, organized athletic competitions.
6. Serve the greater Knoxville population through community involvement and financial initiatives.

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 directors, 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 applicable internet sites 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 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 Club may be called by the President at any time, or upon petition in writing of any twenty-five (25) members in good standing. Notice of special meetings shall be provided electronically through the Club's applicable internet sites and, to the extent electronic addresses are reasonably available, emails 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-five (25) 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 not less than thirteen(13) members (including officers of the Club), of whom approximately 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

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 Board a slate of candidates to serve three (3) year terms to replace the Directors whose regular terms are expiring.

Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of the office. All newly elected Board members shall be seated as of the next regular meeting of the Board of Directors. 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 then current 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 such compensated staff as it determines including, without limitation, directors of various Club functions, and shall determine the compensation and duties for such employment. The Board shall determine from time to time who shall be the principal public spokesperson for the Club.

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 the principal compensated staff positions of the Club shall require a majority vote of the quorum which is present at two (2) consecutive regular and/or special Board meetings.

Section 6. Removal of Directors

Any Director may be removed from office for failure to perform the duties of the office by a vote of two-thirds of the Directors at any time.

The failure of a Director to attend three or more consecutive regular Board of Directors meetings or to attend at least four regular Board of Directors meetings during any one calendar year period shall constitute failure to perform said duties. Any Director subject to such presumption should consider voluntarily resigning as Director so that a replacement can be found more expeditiously.

Section 7. Electronic Attendance of Meetings

All directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means is deemed to be present in person at the meeting.

ARTICLE V. OFFICERS

Section 1. Officers

The Nominating Committee shall nominate a President, Vice-President, Treasurer and Secretary of the Club for the consideration of the Board of Directors. The Board of Directors shall elect individuals to fill said positions not later than December 31 of each calendar year. These officers shall serve for a term of two (2) years or until their successors are elected provided, however, that any of such officers may be removed by the Board of Directors at any time in their discretion.

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. The President shall assign to the officers specific responsibilities and shall determine all committee chairpersons and committee members and their duties as specified in Article VI. He or she shall work closely with the Directors. 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 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, and such compensated staff 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 48-58-502 through 48-58-509 of the Tennessee Nonprofit 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 such 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 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 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. AMENDMENTS

Section 1. Bylaws

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