

# *By-Laws Of the Santa Clarita Track Club*

27900 YOUNGBERRY DR, SAUGUS, CA 91350-1756

## ARTICLE I - NAME

The name of this organization shall be the **SANTA CLARITA TRACK CLUB, Inc.**, a non-profit organization.

## ARTICLE II - PURPOSE

- A. The specific purpose of this corporation is to acquaint and educate youth with the fundamentals of the sport of Track and Field; to teach, through the sport, sportsmanship and leadership and a love of the sport; to promote safe play; to bring area youth closer together through a means of a common interest for the betterment of the community.
- B. In furtherance of objective "A" above, this corporation may hold championship races, races on the road or track, lectures, fun runs, other educational activities, demonstrations, clinics and social events; to print and publish books, magazines and newsletters; make awards; and do all such other things as may be conducive to the encouragement of running and the sport of Track and Field.
- C. Other objectives are to engage in community activities, to publicize by appropriate means the benefits of Track and Field and long distance running as a means of physical fitness.

## ARTICLE III - JURISDICTION

- A. The **SANTA CLARITA TRACK CLUB, Inc.** (Hereinafter referred to as the Club) shall operate under the articles of Incorporation as filed with the state of California, Incorporation #C2566004 Filed Oct 23, 2003. The Federal Employer Identification Number is 77-0615715.
- B. With consent of the Membership, the Board of Directors claims jurisdiction and governing power over Club and The Articles of Authorization, if any.
- C. Playing Rules and Regulations of the Club Team will be published as an addendum to these By-laws and may belong to other organizations that this club is affiliated with.
- D. Policies of this Club will be published as an addendum to these By-laws.

## ARTICLE IV - MEMBERSHIP

Membership in this Club is open to all persons interested in the betterment of the Club and believing in its purpose.

### A. TYPES OF MEMBERSHIP

- 1. **Athletic** – Youth who are registered and compete as athletes in the current season on one of the club's teams, shall be extended all rights and privileges of membership except the power to vote at all General Membership meetings. Dues for these members are included in their sport participation fee.
- 2. **Active** - Active members are those individuals who actively participate in the functions of the Club and shall include managers, coaches, trainers, team mothers, parents of athletic members, or any individual who has contact with youth in our programs, and any officer in this Club, elected or appointed. These members shall have full voice and vote at all General Membership meetings.

3. **Board** – Board members are those individuals who actively serve this club as a member of either the board of directors. Board members shall have all the rights and privileges as active members plus the right to vote at all board of director meetings.

#### **B. CONDITIONS OF MEMBERSHIP**

1. If a member is active in more than one sport, his or her membership shall be valid for all sport participated in.
2. In consideration of being permitted to become a member of this Club, said member shall agree to conduct themselves and act in accordance with this Constitution and By-laws, and the Articles of Authorization, Playing Rules and Regulations of the Sports Teams.
3. Dues shall be determined by the board of directors and shall be assessed to all athletic and active members. Athletic member's dues are included in their participation fee.
4. Athletic member's participation fee may be waived (in full or part) for charitable purposes upon written request by persons seeking membership, upon the Club President's and General Manager's approval. This provision shall be referred to as "scholarships". Scholarship athletic members shall be extended the same rights and privileges as athletic members without prejudice.

#### **C. GENERAL MEMBERSHIP MEETINGS**

1. Regular and Special General Membership meetings shall be open to any member in good standing with full Parliamentary privileges and power to vote according to their type of membership listed above in Types of Membership. Interested spectators may also attend at the invitation of the Membership or Board of Directors.
2. General Membership meetings will be chaired by the Club President who will endeavor to recognize all who wish to address the Membership
3. General Membership meetings will be held in the month of May on or near the first week
4. Special General Membership meetings shall be called by the Board of Directors upon the request of three (3) members in good standing, who will provide funds for membership notification.
5. In the event a General Membership meeting fails to achieve a quorum, the meeting reverts to a Board of Directors meeting and decisions made by the Board of Directors shall be received by the Membership as final.
6. Quorum for a General membership meeting shall consist of a majority of the board of directors plus any one (1) active member in good standing present and voting.
7. A quorum of the Board of Directors shall consist of a simple majority, less excused absents. (See V.B.3)

### **ARTICLE V - BOARD OF DIRECTORS**

- A. **THE BOARD OF DIRECTORS** of this Club shall consist of eight (8) offices as defined in Article V. Section E. 1 through 8. Elected by the General Membership and with the exception of Head Coach who is appointed by the Club President before the election.
- B. **MEETINGS**
  1. The regular Board of Directors meetings will be held at least once a quarter as set by Board and published to Membership if needed the Board may meet as many times as necessary to conduct the business of this club. Such meeting shall be open to any member of this Club and interested spectators. Non-board members may be recognized to speak but shall have no vote.
  2. Special closed meetings of the Board may be called by the Club President, and must be called upon request of at least three (3) members of the Board of Directors. A closed meeting may be attended only by invitation of the Board of Directors.
  3. A quorum of the Board of Directors shall consist of a simple majority, less excused absents.
- C. **ELECTION OF OFFICERS**
  1. All Club members in good standing are eligible for office, but may not serve in more than one (1) elected office at a time.
  2. The Club President shall appoint a Nominating Committee in April of each year to notify all Club members of offices available encourage candidacy and prepare a slate for nomination at the May General Membership meeting.
  3. Secret-ballot elections will be held at the General Membership meeting. Elections will proceed from the top office available down with additional nominations for each office accepted from the floor.
  4. Persons elected to the Board of Directors shall assume office the first day of July after their election. In the event that the election is delayed, Persons elected to the Board of Directors shall assume office the first day of the preceding month after their election.

**D. TERM OF OFFICE**

1. Officers elected to the Board of Directors shall serve a term of two (2) year.
2. These officers will be elected to assume office in July of an uneven calendar year, President, Secretary, Equipment Manager, and Member at Large.
3. These officers will be elected to assume office in July of an even calendar year; General Manager, Treasurer, and Public Relations Director.
4. This officer shall be appointed by the club president, before the elections and serve a 1 year team, who shall assume office in July each year; Head Coach.

**E. OFFICERS AND THEIR DUTIES**

1. **PRESIDENT** - The President of this Club shall
  - a. Preside over all meetings of the Board of Directors and the General Membership.
  - b. Appoint and discharge all committees, with the Board of Director's approval, and have power to call special meetings of its committees when, in the Presidents judgment, they are necessary.
  - c. Provide direct supervision of any and all employees of the Club.
  - d. Perform such duties as are usually delegated to presidents.
  - e. Be an ex-official member of all committees within the Club.
2. **GENERAL MANAGER** – The General Manager of this Club shall:
  - a. Assist the President and, in the absence of the President, perform all duties usually performed by the President at meetings.
  - b. Be chairman of the Ways & Means Committee, supervising and coordinating fund raising by the Club.
  - c. Create a roster of team athletes for certification.
  - d. Communicate events and meets with the members of the club by publishing weekly news letters during season competition.
  - e. Assist the Treasurer in the collection of monies due the Club.
3. **EQUIPMENT MANAGER** - The Equipment Manager of this Club shall:
  - a. Maintain records of quantity, location, and condition of Club possessions.
  - b. Coordinate central storage and inventory of sport uniforms and equipment, with the assistance of General Manager; determine all uniform and equipment requirements, submitting same to the Board of Directors for approval prior to each sport season.
  - c. Perform other duties as appointed by the Board of Directors.
4. **SECRETARY** - The Secretary of this Club shall:
  - a. Keep minutes of all regular and special Club meetings; be prepared to refer to the minutes of pervious meetings; prepare summary of unfinished business.
  - b. Maintain sign-in attendance record of all Board of Director and General Membership meetings; maintain list of member-in-good-standing eligible to vote.
  - c. Supply copies of Club minutes, By-Laws and other documents as directed.
  - d. Be responsible for notifying Club Board of Directors members of meetings as directed.
  - e. Notify officers of their election and committee chairperson of their appointment.
  - f. Perform other duties as directed by the Board of Directors.
  - g. Maintain record of all active members of the Club.
5. **TREASURER** - The Treasurer of this Club shall:
  - a. Deposit all monies received, in the name of the Club, in the Board of Directors' approved bank; file bank signature cards and obtain Club checks as needed.
  - b. Maintain master record of all monies collected and disbursed in the Clubs name
  - c. Prepare and report a forecasted budget for the upcoming Sport Year at the February Executive Board meeting; present monthly financial reports to the Board of Directors and/or General Membership, reporting outstanding bills and making payment as directed.
  - d. Submit comprehensive forecasted budgets, for the upcoming season, within sixty (60) days of completion of the current sport season; maintain complete financial records, auditing same at least every four (4) months, or as directed by the Board of Directors and/or requested by the General membership.
  - e. Prepare or present an independent auditor's report of Club finances at the April Executive Board meeting, this audit to be filed with Federal and State agencies as required by law.
  - f. Perform additional financial duties as directed by the Board of Directors and/or the General membership
  - g. Obtain licenses, bonds, and insurance deemed necessary by the Board of Directors.
6. **HEAD COACH**
  - a. The Duties of the Head coach shall be to administer the coaching staff

- b. Head the selection committee for the coaching staff.
- c. Plan usage of the track for all age groups and distance programs and field events, ensuring that all athletes can try all events.
- d. Perform other duties as directed by the Board of Directors.

**7. PUBLIC RELATIONS DIRECTOR** - The Public Relations Director of this Club shall:

- a. Be responsible for communication to the community the activities of the Club.
- b. Announce via the media all meetings of the Club.
- c. Co-ordinate Public Relations activities of the Club.
- d. Maintain records of all Public Relations activities of the Club.
- e. Act as a spokesperson for the Club. In General communications to the community, or at the direction of the Club's President.
- f. Perform other duties as appointed by the Club Board of Directors.

**8. MEMBER-AT-LARGE** - A minimum of one (1) member -at-large will be elected, who shall represent the Club as directed by the President. Elected members-at-large may not constitute a majority of the Board of Directors. Other members-at-large may be appointed to the Board of Directors by the Board of Directors. Elected member-at-large shall have full voting rights of the Board of Directors. Appointed members-at-large shall have no voting rights of the Board of Directors.

**F. REMOVAL OF AN OFFICER**

1. A member of the Board of Directors, can be dropped from the Board upon a majority vote of the Board, present and voting, for his or her failure to attend two (2) meetings of the Club, unexcused, during their term of office. To be excused, officers must notify a fellow Board member, prior to a meeting, of their inability to attend.
2. In the event of inability or failure to act on the part of any Board member, the Board is empowered to take whatever action it deems necessary to insure continued operation of that office; the Board, as a whole, is empowered to select a successor to fill an un-expired term of office.
3. If resignation is a necessity, a Board member may do so by submitting same in Writing to the Chairperson or Secretary of that board; the Board, as a whole, is empowered to select a successor to fill an un-expired term of office.
4. In the event the General Membership desires to impeach an elected officer of a Board, the procedure shall be as follows:
  - a. If requested by three (3) members in good standing, the President of the Club shall call a special hearing to review the facts of impeachment. This hearing shall be called within 120 hours after all the principles in the impeachment have been notified. This hearing shall be conducted by the President unless that is the office to which the impeachment is directed, in which case the General Manager will preside at the hearing (and subsequent meetings, if any).
  - b. After the hearing, if the contesting members feel there are grounds for impeachment, a special General Membership meeting will be called by the President. This meeting will take place within two (2) weeks of the hearing with all Active Club members notified of the meeting date, time, and location, by mail. Funds for notification of General Membership meeting shall be provided by the contesting members.
  - c. The President shall preside over the impeachment meeting and insure that all sides have equal opportunity to present their case, unless that is the office to which the impeachment is directed then the General Manager shall. The use of witnesses shall be allowed. The President shall not allow other business to be conducted at this meeting.
  - d. After completion of all evidence, each Member-in-Good-Standing, present and voting, shall cast a secret ballot for or against impeachment.
  - e. It shall take a 2/3 vote for impeachment to approve impeachment. The results of the ballot shall immediately be announced by the Meeting Chairman, the announcement shall include the total votes for, then total votes against and then announce if the impeachment passed or failed. In the event that impeachment passes the result shall be immediate, and all records, books, and other materials pertaining to the position held shall immediately be turned into the board of directors.
  - f. If the General Membership approves the impeachment, the funds for notification of the General Membership meeting shall be refunded the contesting members.
5. Each officer or chairperson in this Club shall, upon resignation, or expiration of term of office, turn over to a successor, without delay, all records, books, and other materials pertaining to the position held. Furthermore, without delay, he or she shall return all funds pertaining to the position to the Club Treasurer.

**G. SPECIFIC CLUB DIRECTIVES**

1. At the May General Membership meeting, yearly, the club President shall present a Statement of Accountability which will contain the following: **number of youth served, number of participating adults, financial status, and an evaluation of the programs overall effectiveness.**
2. Within one (1 and 1/2) month of a sports opening date (Start of Practice), the General Manager shall present to the Board of Directors a schedule of events for the season, completed rosters of participating youth, and a listing of all adults engaged in the sport. Active adults shall become Club members per Article IV. Section A-2.

#### **ARTICLE VI - CHANGING OF CORPORATION'S BY-LAWS, POLICIES, PLAYING RULES, AND REGULATIONS**

- A. In order to initiate a by-law change, proposed changes must be given to the Board of Directors who shall form a By-Law Committee thirty days (30) prior to proceeding as follows:
  1. A general Membership meeting shall be scheduled to vote on By-Law changes.
  2. The Active members must be given a written notice of the meeting and copies of the proposed changes two weeks prior to the meeting.
    - a. Publishing notification on the corporation's web site shall constitute public notification provided it is published two (2) weeks before the general membership meeting, and must remain unchanged for the duration of the notification period.
  3. Changes must be ratified by two-thirds (2/3) of members in good standing, present and voting. No proxy votes shall be allowed.
- B. In order for an Club member to initiate a change in a Club Policy, Playing Rule and Regulations, proposed changes must be given to the Club President two (2) weeks prior to the Sports regularly scheduled election meeting.
  - a. Playing rules changes must follow the Valley Youth Conference's Track and Field procedures for rule changes conducted at the Valley Conference Track and Field board meeting. Each VYC sports team is free to vote as they wish on rule changes. Typically rules are presented in November, Discussed in December, and voted on in January.
  - b. This Club's Valley Youth Conference Representative shall submit the proposed rule change to the Valley Youth Conference's Track and Field Board in the November Meeting, This club shall discuss this and other proposed rule changes in the December meeting, and this club is free to vote for or against the proposed submitted rule change in the January Meeting.
    1. The regularly scheduled Annual General Membership meeting shall be used to vote on proposed Club policy changes.
      - a. The board of directors is authorized upon a majority vote of those Board of Directors present and voting to enact policy changes at regular Board of Director meetings until the next scheduled General Membership meeting.
    2. Changes must be ratified by two-thirds (2/3) of members in good standing, present and voting. Changes so ratified become effective and must remain effective for one (1) sport season before they may be changed.
- C. In order for Sport Team to initiate changes in their Articles of Authorization, Playing Rules and Regulations, proposed changes must be presented at or before the last regularly scheduled Sport Team meeting of their current season.
  1. Sport Teams should endeavor to review their rules throughout the season, encouraging the widest possible comment from those actively engaged in running the sport; coaches, especially, should be encouraged to attend Sport Team meetings or submit comment.
  2. Changes must be ratified by two-thirds (2/3) of the Sport Team members and then submitted to the Board of Directors for final ratification.
  3. Sport Team rule changes effected in this manner, shall remain effective for the following sport season unless overturned or modified by the General Membership.

#### **ARTICLE VII - POSTING OF ANNUAL RETURNS. BY-LAWS AND OTHER DOCUMENTS**

1. The Board of Directors shall furnish copies of the club's By-laws, annual returns, exemption application and supporting documents and exemption letter to any individual who request such documents in person or in writing.
2. A reasonable fee for reproduction and actual postage will be charged individuals who request such documents.
3. If the documents are published on the club's website at [www.sctc-storm.org](http://www.sctc-storm.org) no copies will be provided.

#### **ARTICLE VIII - AFFILIATION AND COMMUNITY RELATIONSHIP**

- A. Any affiliation of this Club with outside organizations, and any representation of this Club to the community at large must have approval by the Board of Directors.
- B. This club shall be affiliated with the Valley Youth Conference Track and Field

#### **ARTICLE IX - DEFINITIONS AND TERMINOLOGY**

- A. The term "**Club**" shall mean the "**SANTA CLARITA TRACK CLUB, Inc.**"
- B. The term "**Board of Directors**" shall mean the eight (8) officers who serve as Board members.

- C. A quorum for a General membership meeting shall consist of a simple majority of the board of directors plus any one (1) active member in good standing, present and voting. (See IV.C.6)
- D. A quorum of the Board of Directors shall consist of a simple majority, less excused absents.
- E. Rules of parliamentary procedure for all meetings of this Clubs shall be Roberts Rules of Order, except as they are abrogated by these By-Laws and Sport Addendum. The President of the Club and Board of Directors, or the Directors of the Sport Teams may set aside rules of parliamentary procedure if, in their opinion, it is necessary to facilitate conduct of their meetings.

#### **ARTICLE X – INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

The corporation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article

#### **ARTICLE XI - CLOSING ARTICLE**

- A. Any infraction of these By-Laws and Sport Addendum may be cause for suspension or revocation of membership in this Club; the Board of Directors reserves the right to final decision in any such action.
- B. Clarification of any part of these By-Laws and Sport Addendum will be furnished, upon request, by the Board of Directors. In clarifying Sport addendum, the Board of Directors may seek advice from outside Sports Team but reserves the right to final decision. The decision of the Board of Directors in all such matters shall be final and binding unless overturned or modified by the General Membership.