

# BYLAWS OF THE TEXAS STORM TRACK CLUB

## Article I: Name

The name of this organization herein referred to as Texas Storm Track Club, and its terms of existence as a Youth Track And Field Club are set forth in the following Articles of Incorporation. It is a non-profit organization operating under the laws of the State of Texas.

## Article II: Definitions

As used in these Bylaws:

1. Athlete means any individual age 5-19 actively engaged in daily training with the Club.
2. Club Membership Fees means fees collected to pay for USATF card, Insurance, Uniforms, Gulf Association Membership, etc.
3. USATF means United States of America Track and Field.
4. Gulf Association refers to the local sanctioning body of USATF.
5. Club when mentioned refers to Texas Storm Track Club.
6. Club Membership refers to individuals who have met all the qualifications and have paid Club Membership Fees.
7. Director where mentioned shall mean any member of the Board of Directors.
8. Member non-officio where mentioned shall refer specifically to Club Head Coach and each member of his or her Coaching Staff.
9. Quorum where mentioned refers to a majority of the Boards Membership. In the case of ten members a quorum shall be six (6).
10. Organization where mentioned refers to the Texas Storm Track Club.
11. Where mentioned (Exhibit "A") refers to club Rules and Regulations Booklet which will be issued to all club members.
12. A 2/3 majority vote of the Board of Directors shall be seven (7).

## Article III: Board of Directors

Section 3.1 General Powers. The business and affairs of Texas Storm Track Club shall be managed by its Board of Directors as set forth but not limited to the provisions listed in (Sections 3.2 – 3.14).

Section 3.2 Duties. The Board is established for the purpose of advising and assisting in the funding and operation of Texas Storm Track Club. It shall be the duty of its members to:

1. Develop policy and supervise the expenditure of Club funds. (All expenditures greater than \$200.00 shall require prior Board approval).
2. Insure Club compliance with all Rules and Regulations as set forth as a condition of Membership within the Gulf Association.
3. Act as a liaison between the Club and the Gulf Association.
4. Assist in the development of, and enforcement of a code of conduct and ethics for all Club members, athletes, parents and coaches.
5. Annually develop goals/activities for the club for the ensuing year. Annually evaluate performances from the prior year.
6. Insure compliance of all members with General Operating Rules and Regulations of club membership herein referred to as (Exhibit "A").

Section 3.3 Numbers of Members. The board shall consist of a minimum of seven (7) and a maximum of ten (10) regular members plus the Clubs Head Coach.

(The Head Coach and all his or her staff members shall serve as member non-officio of the Board of Directors. They shall not be required to attend Board Meetings unless requested to do so by the Board of

Directors and shall not have voting privileges in Board matters. They shall however be subjected to the same provisions of removal as they apply to Directors, set forth herein.) This article does not prevent the Head Coach from removing members of his/her Staff at any time.

Section 3.4 Nominations and Elections. Nominations for expiring terms shall be submitted to the Nominating Committee no later than June 15 of an election year. The Nominating Committee shall compile a list of all candidates for distribution to club members during the Board meeting held the week between Regionals and Nationals. Elections shall be by ballot. Votes may be cast for individuals who were not nominated for a position. There shall be no restrictions placed on the amount of times an individual may be elected to a position, however once elected he/she shall not be elected to any other position/s. Additionally, a husband and wife may not reside on the Board at the same time. New Board members shall take office the first Monday in October in order to allow for a training period and smooth transition.

Unless removed in accordance with the Articles as set forth in these Bylaws, each Director shall hold office for the term of which he or she is elected until his or her successor shall have been nominate and elected or he/she is reelected.

Section 3.5 Voting. A 2/3 majority vote of the Board of Directors shall be required to amend or rescind any article of these Bylaws. Ballot voting shall be used in the election of Board Members. All other voting during regular Meetings shall be conducted by show of hands or some other method.

Section 3.6 Removal of Directors/Members Non-Officio. Any director or member non-officio may be removed from his or her position as director/member non-officio, either with or without cause, at any regular scheduled meeting or at a special meeting of Directors, by a 2/3 majority vote of the Directors membership. Provided prior notice of intention to act upon the question of removing said director/member non-officio, shall have been given at least forty-eight (48) hours in advance of the convening of the meeting. The reason/s shall be clearly stated in writing and entered into the meeting's minutes. A copy of said minutes shall be made available to the full club membership.

Section 3.7 Resignation of Directors/Members Non-Officio. Any member of the Board may resign at any time. Such resignation shall be made in writing and shall take effect, at the time specified therein. No acceptance of a resignation shall be necessary to make it effective.

Section 3.8 Meetings and Attendance. The Board shall hold regular meeting with the time and date of the meeting determined by the Board. These meetings shall be open to the club membership unless otherwise specified. Notice shall be given of intent to hold all meetings, a minimum of seventy-two (72) hours in advance of the convening of said meeting. Notification shall be given personally or by email, fax, telephone, cable or telegram. If given by Mail it shall be given ninety-six (96) hours in advance, the postmark shall constitute the start of the notification. A two-thirds vote of all members of the Board shall be required at any Meeting to approve the Club's Budget and to amend or rescind Club policies and Bylaws. For all other decisions, a simple majority of Board Members present shall be sufficient.

Section 3.9 Special Meetings. Special Meetings of the Board may be called by the President, acting alone, or by a majority of the Directors acting jointly. Special Meetings may be held in an informal setting such as during practice or during an event. Notice of the place and time of special meetings need not be given forty-eight (48) hours in advance. A Special Meeting shall be required to approve the expenditure of club funds in excess of \$100.00, a minimum of at least five (5) Directors must be present during the approval of expenses up to a maximum of \$1000.00. Expenses in excess of \$1000.00 shall require a 2/3 majority vote for approval.

Section 3.10 Members Non-Officio. As previously stated, the Club's Head Coach and each member of his or her Staff shall be considered as non-voting Board members. However they shall be subjected to the same terms of removal as specified in (Section 3.6).

Section 3.11 Compensation. Directors and Members Non-Officio shall not receive any stated salaries or compensation for their services, but they are not precluded from receiving reasonable compensation for

out of pocket expenses incurred. Such compensations shall be made in accordance with guidelines governing the distribution of such funds as they relate to a non-profit organization.

Section 3.12 Action by Written Consent. Any action which requires the approval of the Board of Directors may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by all of the Directors, and such written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 3.13 Open Conduct of Business. All meetings of this organization unless specified, shall be open to all Club Members or Members of the Executive Committee of the Gulf Association. There shall be a specific time set aside in the agenda during all meetings where any member may give input or make a brief statement.

Section 3.14 Signatories/Banking Procedures. Funds received shall be immediately deposited, after hour deposits shall be made via drop box with at least two Directors present for reasons of safety. Funds on deposit in the bank shall be withdrawn only by voucher check, which shall require the signature of at least two Directors who are signatories of record. The maximum number of signatories authorized shall be three (3). In the event of a need for cash withdrawals over \$200, all five (5) members of the Executive Committee must give approval prior to the transaction and at least two Directors must be present during the withdrawal. Receipts shall be submitted immediately to the Treasurer for all financial transactions. Approval of expenditure of club assets shall follow the guidelines previously outlined in sections:3.2 (1) and 3.9.

## **Article IV: Officers**

Section 4.1 Number. The Officers of the Club shall be a President, a Vice-President, a Secretary, a Treasurer, a Parliamentarian, and such other officers and assistant officers as may be deemed necessary by the Board of Directors. The Club's Head Coach shall serve as Officer Non-Officio. The officers or their designees shall constitute the Executive Committee. The designated Head Coach shall be ineligible to serve as a member of the Executive Committee of the Board of Directors in order to eliminate the potential for conflicts of interest.

Section 4.2 Term of Office. The Term of office for the Executive Committee of the Board of Directors shall be two (2) years, beginning in September 2002. Elections shall be staggered so as not to replace the entire Executive Board at once. The same two (2) year term shall apply to Directors. The following Board Members shall be elected in odd numbered years: President, Secretary, Athletic Director, Special Events Director, and Marketing Director. The following Board Members shall be elected in even numbered years: Vice President, Treasurer, Parliamentarian, Transportation/Equipment Director, and Operations Director.

Section 4.3 Removal. Any officer elected by the Board of Directors or Board Member Non-Officio may be removed whenever there is shown a sufficient cause, and the best interest of the Club shall be served. Such removal shall require a two-thirds majority vote by the Directors and shall be subjected to appeal by an independent panel made up of members of the Grievance and Ethics Committees.

Section 4.4 Vacancies. A vacancy in the position of President shall immediately be filled by the Vice-President. Vacancies in all other positions may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.5 Duties of Officers.

1. President: The President shall serve as the presiding officer of the Board. She/He shall perform all duties pertaining to this position and such other duties as may be assigned by the Board and shall appoint all committees with Board approval. The President shall preside at all meetings of the Board, Club Membership and Executive Committee and shall be a presiding member of all committees with the exception of the Nominating Committee. The President shall, with the approval of the Board, create other committees not otherwise provided for and shall assign their duties. She/He shall sign all official documents authorized by the Board. It shall be the President's

duty to confer with the club Head Coach on a regular basis and keep abreast of all coaching matters as they relate to the overall operation of the Club.

2. Vice President: The Vice President shall assist the President and shall assume the duties of the President in the event of his/her absence, disability or removal from office. She/He shall be one of three (3) signatories on club bank assets, and shall perform all other duties as may be assigned by the Board.
3. Treasurer: The Treasurer shall make regular monthly financial reports to the Board. She/He shall assist the chairs of the Fundraising and Membership Committees, and be in charge of the keeping of all financial records. The Treasurer shall be one of three (3) signatories on club bank assets, have charge and custody of and be responsible for all funds and securities of the organization; receive and give receipts for monies due and payable for all financial aspects of the organization. The Treasures shall in general perform all duties incident to the office of Treasurer and other duties as may be assigned her/him by the President or Board of Directors.
4. Secretary: The Secretary, the President, or their designee shall notify members in writing or by other means as set forth in (Section 3.8) of the time and place of each Board meeting or Special meeting and will include an agenda as instructed by the President, Directors or her/his designee. The Secretary shall be one of three (3) signatories on club bank assets, and shall keep the minutes of all Board and Executive Committee meetings and distribute the same or other correspondence as directed by the Board. She/He shall assist the chairs of the Fundraising and Membership Committees and in general perform all the duties incident to the office of Secretary and other duties as may be assigned to her/him by the President or Board of Directors.
5. Parliamentarian: The Parliamentarian shall insure all board meetings are conducted in accordance with Roberts Rules of Order. She/He shall also help to maintain orderly conduct during meetings and may be required to perform additional duties as requested by the President or Board of Directors.
6. Transportation/Equipment Director: The Transportation/Equipment Director will oversee travel plans to Regional and National meets and communicate with parents on all travel issues. Will create travel folders for Athletes and families who are traveling to meets out of town. Will act as liaison between Board and Coaches. Will provide the Board a budget for proposed equipment expenditures as requested by Coaches. Will inventory and store all track equipment at season end. Will maintain equipment in good working order. Shall perform all other duties as assigned by the President or Board of Directors.
7. Special Events Director: The Special Events Director will Plan & implement special events throughout the year such as Year-end Awards Ceremony, Texas Storm Track Meet, Annual Golf Tournament and ordering year-end trophies and awards. Will research & suggest to the Board fund raising activities for the season. Will implement and supervise Board approved Fundraisers. Will recruit parent volunteers. Will be responsible for creating and overseeing a program to secure annual team sponsorships. Shall perform all other duties as assigned by the President or Board of Directors.
8. Operations Director: The Operations Director will prepare registration packets prior to the beginning of each season. Will compile and maintain each participants' records for certification. Will maintain & provide to Team meet day Athlete time sheets by the Tuesday following each meet. Will distribute maps and Athlete event schedules for each meet to parents weekly. Function to keep the Board of Directors on an appropriate time-line as the season progresses. Maintain Club forms and documents. Shall perform all other duties as assigned by the President or Board of Directors.
9. Marketing Director: The Marketing Director will arrange for certification photos, team pictures and action photos. Responsible for the monthly newsletter given to athletes during the season, and the production of the annual Memory Book. Will notify the media of Fundraising activities, weekly Club meet results and other association activities of interest to the community. Will be in charge of maintaining or causing the TSTC web site to be maintained. Will order and distribute uniforms and arrange for sale of shirts, caps, bags etc. Shall perform all other duties as assigned by the President or Board of Directors.
10. Athletic Director: The Athletic Director will secure practice site(s), assist Head Coach as needed, actively participate with USATF and Gulf Association meetings and activities in order to strengthen club standing, suggest and arrange training for coaches.

11. Head Coach: As stated previously in (Section 4.1) the Head Coach shall serve as Officer Non-Officio. She/He shall be appointed by the Board and have complete control of all Coaching matters of the organization. She/He shall appoint all members of her/his Staff and be responsible for pre-planning daily workout routines. She/He shall have direct accountability to the Board of Directors and shall be subjected to all the Bylaws herein stated.

## **Article V: Committees**

Section 5.1 Executive Committee. There shall be an Executive Committee composed of the President, Vice-President, Treasurer, Secretary and Parliamentarian, which shall have the powers of the Board between meetings. Such actions of the Executive Committee shall be submitted to the Board of Directors for notification purposes only at the meeting following such actions.

Section 5.2 Nominating Committee. The Nominating Committee shall consist of at least three (3) members appointed by the President with approval from the Board. These three (3) members shall be Non-Board, Club Members in good standing. This committee shall prepare slates of candidates for Board Memberships and in the event of a vacancy, submit names of potential candidates to fill the position of Head Coach. It may also perform other related functions deemed necessary.

Section 5.5 Ethics & Grievance Committee. The Ethics & Grievance Committee shall handle all matters related to ethical misconduct by any member of the club including but not limited to, Board Members, Parents, Athletes and Coaching Staff. This committee will also hear any grievances when Board Members, Parents, Athletes or the Coaching Staff are unable to achieve an acceptable resolution to any matter relating to this Club. This committee shall be made up of two separate groups. One group shall be Athletes, which will handle issues related solely to Athletes. The second group shall consist of 50% Parents and other adult club members over the age of (21), which will handle issues related to Coaches, Parents, Athletes and Board Members. These committee members shall have the authority of making recommendations to the Board of Directors for resolution of issues of ethics or conduct as set forth in (Exhibit "A"). These committee members shall also have the added duty of the development of a standard of ethics and conduct to be included in (Exhibit "A") and other duties as may be directed by the President or Board of Directors.

Section 5.6 Financial Committee. The Financial Committee shall be made up of 5 (five) Members. This Committee shall serve as an independent over site Committee for Club Financial affairs. This Committee will annually perform an audit of all club assets and assist with the filing of Form 990 as required by the IRS. This Committee may be required to perform other duties as directed by the President or Board of Directors.

Section 5.8 Other Committees. There shall be a committee or combination of other committees to assist in accomplishing various task as directed by the Board herein, as well as other duties not yet identified. The President may appoint additional committees, which include a Board member but may otherwise be comprised solely of Non-Board Members in good club standing to accomplish a specific, time limited task.

## **Article VI: Parliamentary Authority**

The Board shall be governed by Robert's Rules of Order, revised unless in conflict with these Operating Procedures.

## **Article VII: Amendments**

These Bylaws may be amended at any regular meeting of the Board of Directors by two-thirds (2/3) of the membership vote provided such amendment has been presented at the previous regular meeting or mailed to the Board members at least (14) days prior to the date of the Meeting.

## **Article VIII: Indemnity of officers and Directors**

Section 8.1 Indemnification. The organization may indemnify a person whom a claim is made or a person who was, is, or is threatened to be named as a defendant or respondent in a proceeding because the person is or was a Director of this organization. The indemnity may be provided against judgments, penalties (including excise and similar taxes), fines, settlements, liabilities, and reasonable cost and expenses including attorney's fees actually incurred in connection with proceedings if it is determined in accordance with Article 1396-22.22A of the Texas Non-Profits Corporation Act that the person (a) conducted himself or herself in good faith; (b) reasonably believed his or her conduct was in the best interest of the Organization, and with respect to any criminal action or proceedings, had no reasonable cause to believe his or her actions or conduct were unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of its self, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of this organization. The organization shall indemnify a Director against reasonable expenses incurred in connection with a proceeding in which he or she is named a defendant or respondent because he or she is or was a Director if he or she has been wholly successful, on the merits or otherwise, in the defense of the proceedings.

Section 8.2 Standards of Conduct. Any indemnification under this article shall be made by this organization only as authorized in the specific case upon a determination that the officer, director, coach or Board appointed representative has met the applicable standard of conduct set forth in (Exhibit "A"). Such determination shall be made by the Board or its designee/s by a majority vote of a quorum consisting of members of the Board who are not a party to or parties of such actions, Suit or proceedings.

## **Article IX: Saving Clause**

Failure of literal or complete compliance with provisions of these Bylaws in respect of dates and time of notice, or in the sending of receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the members at meetings held do not cause substantial injury to the rights of members, shall not invalidate the action or proceedings of the members at any meeting.

## **Article X: Dissolution**

In the event of or upon dissolution of this organization, the Board shall, after paying or making provisions for the payment of all liabilities of the organization, dispose of all the assets of the organization exclusively for the purpose of the organization in such a manner, or to such organization/s, organized and operated exclusively for charitable, educational, religious, or scientific purposes and shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Laws), as the Board shall determine.

The undersigned President and Secretary of this organization hereby certifies that the above Bylaws have been duly adopted for the regulations of the affairs of this organization at the organizational meeting of the Board of Directors, held on the 14<sup>th</sup> day of September, 2002.

/s/ Angela Johnson

President

/s/ Cassie Mose

Secretary