

BYLAWS OF THE TENNESSEE RIVER ATHLETIC CLUB

I. TITLE

The name of the organization shall be "Tennessee River Athletic Club, Inc.," hereafter referred to as "this organization" or "club".

II. OBJECT

- A. The prime object of the organization shall be the promotion and encouragement of long distance running and related activities and the education of the public to its benefits.
- B. In furtherance of objective "A" this organization may hold championships, races on the road, track or trails, 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 related activities.
- C. Other objectives are to engage in community activities, to publicize by appropriate means the benefits of long distance running and related activities as a means of physical fitness.

III. AFFILIATION

This organization shall be a chapter of the Road Runners Club Of America, and all measures adopted by that body must be considered by this organization.

IV. MEMBERSHIP

Individuals who wish to participate in the activities of this organization shall submit dues and an application for membership. Membership shall consist of three (3) classes:

- A. Regular membership - shall entitle member to vote, hold elected or appointed office and to participate fully in all club activities, programs and events to the degree authorized for regular membership under club policy.
- B. Student membership - shall be available to any person enrolled on at least a half-time basis at a recognized academic institution. Such membership shall allow member to participate fully in all club activities, programs and events to the degree authorized for student membership under club policy. Such persons holding student memberships may, upon attaining age 18 hold elected or appointed office. Such members under age 18 shall be allowed to serve in non-official capacities as approved by the club and its membership.

V. MANAGEMENT OR GOVERNMENT

- A. The management of this organization shall be vested in a Board of Directors and Elected Officers consisting of a President, Vice-President, Secretary and Treasurer.

Board of Directors:

The Board of Directors of the organization shall consist of five (5) members. The incoming President, upon being duly elected, and the outgoing President shall serve as members of the Board of Directors. The remaining three (3) positions on the Board of Directors shall be nominated from the general membership and a elected in accordance with Article V, Paragraph E.

The Board of Directors shall provide general oversight for this organization and shall assist the officers of the club in the carrying out of responsibilities. They shall advise, cooperate and provide assistance whenever required to officers, committees or appointive positions. In the event of an “emergency” within the organization as determined by their collective judgment, the Board of Directors may take prudent action to ensure that obligations, rights and responsibilities of the club are properly maintained. Any such action taken by the Board of Directors shall be subject to ratification by vote of a majority of members attending the next regular meeting subsequent to such actions.

The Board of Directors shall function as the organization’s Nominating Committee and shall, prior to the first regular meeting held within the calendar, prepare a list of nominees for all elective positions to be submitted to the membership. It is understood that additional nominees will be accepted at large from the general membership at such meeting and elective positions filled in accordance with Article V, Section E.

Duties of Elected Officers:

1. President - to preside over meetings, represent this organization in the RRCA, to call any special meetings, to appoint committees and chairpersons thereof, to appoint such appointive positions as approved by the club and to provide overall leadership to the club in all required areas.
2. Vice-President - to assume the powers of the president in his/her absence, and to take on special assignments as requested by the president.
3. Secretary - to record minutes at meetings, to keep a file of such minutes, and, when requested by the president, to accept assignments involving correspondence and the keeping of records.
4. Treasurer - to administer all financial dues and to have authority to sign or disburse necessary appropriations, as directed.

- B. Committees and Appointive Positions: This organization may annually, or from time to time, authorize various committees or other appointive office to carry out the objectives of the club as authorized in these bylaws. Such establishment of committees and appointive offices shall be approved by a vote of the majority of attending members at any regular meeting, without amendment of these bylaws. Such committees or appointive office(s) shall be subject to termination by a vote of the attending members at any regular meeting. Members to serve on such committees or appointive office(s) shall be appointed by the President and subject to approval of the membership by a vote of the attending members at any regular meeting.
- C. Eligibility: Officers may be elected to succeed themselves.
- D. Term of office
1. Term of office shall be about one year, beginning with or at the close of the first meeting held within the calendar year, except in the case of the year of organization when such position shall be shortened or extended by a vote of the membership to require positions to coincide with the calendar year.
 2. Offices filled upon resignation shall also expire at the time of the first meeting of the calendar year.
- E. Elections – The Board of Directors and all Officers shall be elected by a majority vote of those present at the first meeting held within the calendar year.
- F. Procedural requirements
1. Parliamentary procedure will be carried on in accordance with “Robert’s Rules of Order” at meetings, and every effort will be made to discuss any measures coming before the group.
 2. A majority vote of the members present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing an amendment to these bylaws, or unless otherwise restricted herein.
 3. A quorum shall consist of twice the number of Elected Officers plus one. No official meeting shall be held unless a quorum is present. This provision shall not be applicable to the initial organizational meeting which shall be at the discretion of the Incorporator, but shall apply to all subsequent meetings.
 4. Bylaws amendment
 - a. A bylaw amendment may be accomplished by a two-thirds vote of the members present at the meeting.
 - b. Only those who have been members of this organization for 30 days prior to the proposal of such an amendment may vote upon such.
 - c. Any proposed amendment to bylaws must be announced at a regular club meeting at least one (1) month prior to voting on that bylaw amendment. Such proposed amendment must be published a minimum of one (1) time in

a regular club newsletter or publication. In the absence of the availability of such regular club newsletter or publication, the Board of Directors or President may mail notice of such proposed amendment to all active members as reflected on the most current member roster. Mailing of such notice to a member's last known address will constitute sufficient notice through either newsletter or notice.

5. Meetings will be held at least once each quarter and more frequently if called by the president.

VI. FINANCES

- A. Dues shall be as determined by a majority of the members present at a business meeting and shall not be changed more often than once per year.
- B. This is a non-profit organization. Dues, entry fees, and other monies received by the organization will be spent entirely for carrying out the stated purpose to the organization.
- C. No part of the net earnings of the organization shall inure to the benefit of its individuals.
- D. This organization shall be empowered to participate in fund-raising activities.
- E. This organization will submit a portion of the annual dues to the RRCA as membership in that body shall require.

VII. DISSOLUTION

In the event of dissolution of this organization, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America or other 501(c)(3) non-profit organization.