

By Laws of Tri-City Relays Track Club Academics and Athletics, Inc.

Article I

Name

Section 1.01. The name of this organization shall be Tri-City Project T.E.A.C.H. Where in after referred to as "Organization." The formal address of the organization will be Post Office Box 242, Winston-Salem, North Carolina 27102-0242.

Article II

Charter

Section 2.01. The charter of Tri-City Project TEACH is to organize, promote, teach and/or assist in the academic and athletic development of student athletes with the ultimate goal of enhancing their mental, social, and physical capabilities.

Article III

Membership

Section 3.01. Any parent of an athlete, individual athlete, assisting individual and/or coach participating in athletic and/or academic activities of the Tri-City Project TEACH may become a member of the organization. Each individual paying annual dues of \$5.00 shall constitute a single membership.

Section 3.02. The elected officers may, at its discretion, suspend the voting privileges of any member who has been and remains in default in his/her financial obligation for a period of three (3) months or longer.

Section 3.03. Attendance at meeting of the organization may be restricted by the officer in charge to those members of the organization who are in good standing with their financial obligations to the organization.

Special Amendment for 1999 Voting Rights

Section 3.04. Section 3.01 was amended at the October 12 meeting of the attending board members. Because of the importance of the 1999 elections, the \$5.00 voting membership fee has been waived. The voting party for the 1999 elections shall include all parents, guardians, and coaches from the 1999 track season.

Article IV

Meetings of Members

Section 4.01. An annual meeting of the members shall be held each year on a date fixed by the officers. A report of the meeting and of the activities of the organization for

the preceding year shall be entered into the records of the organization by the secretary and shall be made available to any member requesting same.

Section 4.02. Special meetings of the members may be called by the president, secretary, and committee chairpersons, or one-third of the members.

Section 4.03. The president and the calling committee shall be responsible for making a reasonable effort to notify each member of the time, place and purpose of each meeting of members.

Section 4.04. Thirty percent of the membership entitled to vote shall constitute a quorum at any regular or special meeting. A quorum being present, a majority of those voting in person shall decide the matters presented to the organization for voting.

Section 4.05. The membership book of the organization shall be closed five days before the general election of officers or specific votes of the organization, and only members of record prior to that date shall be entitled to vote.

Article V **Officers**

Section 5.01. The officers of the organization shall be elected annually in September by the members, and shall consist of a president, vice-president, secretary, treasurer, and financial secretary. Officers shall be members of the organization.

Section 5.02. Any officer elected by the members may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the membership based on a quorum being present. Any vacancy occurring in any office (other than a vacancy resulting from the normal expiration of a term of office) shall be filled by the membership by presidential appointment not sooner than thirty days after reasonable notice has been provided to the membership. The organization is to be notified in writing of any voluntary resignations.

Section 5.03. The president shall be chief executive officer of the organization and shall call meetings of the Executive Staff and and/or the Advisory Board as provided in the organization by-laws and will preside at all meetings. The president has the right to exercise all the duties pertaining to his or her office in accordance with the by-laws. The president is and Ex Officio member of all committees' chairpersons. The president may appoint such special Ad Hoc committees as are deemed advisable to further the legitimate interests of the organization or as directed by the Advisory Board.

Section 5.04. The vice-president shall have such duties as may be assigned to him/her by the president. In the absence or disability of the president, the vice-president shall perform the duties and exercise the powers of the president. In the event the

president vacates his or her position, the vice-president would assume the position of president.

Section 5.05. The secretary shall make proper arrangements for: (1) keeping the records of the organization Advisory Board; (2) keeping records of the organization meetings; (3) keeping the minutes of all meetings of the organization and dispatch copies of these minutes to each officer within two weeks after the closing of a meeting; (4) conducting all official correspondence of the organization; (5) issuing all official notices of all meetings of the Administrative Staff and the Advisory Board; (6) delegating the aforementioned duties to suit officers, chairpersons, or committee members as may be provided by the President to perform same.

Section 5.06. The treasurer shall have custody of the organization funds and securities and shall keep full and accurate accounts of the receipts and disbursements. The treasurer's book of accounts shall be the property of the organization. The treasurer shall be responsible for making proper arrangements for (1) receipts of all moneys of the organization and the deposit of same to accounts in the name of Tri-City Project TEACH; (2) proper execution of all checks, notes and drafts together with dual signatures as required by the by-laws; (3) payment of all bills approved by the Advisory Board, provided they are within the authorized current budget of the organization; (4) turning over to the Budget and Finance Committee or the Advisory Board, when requested, all moneys, accounts, books, papers, vouchers and records pertaining to his or her office for audit or other purposes.

Section 5.07. The Assistant Treasurer may be designated responsibilities as may be determined by the treasurer, or by the organization in the event of the absence of the treasurer, or supplemental to the Treasurer. All responsibilities would be reported back to the Treasurer. The Assistant Treasurer shall assist the Treasurer. He or she will present the Treasurer's report at the Advisory Board meetings in the absence of the Treasurer.

Section 5.08. Terms of the officers shall be two years unless that officers has been appointed to the position by the Advisory Board and has served less than one full year in that office, in which case that officer may succeed himself or herself for two years if elected at the annual meeting. No more that two (2) two year terms may be served consecutively in any one position.

Section 5.09. There shall be two Ex Officios. The tow founders of the organization shall serve as advisors to the Advisory Board. The two Ex Officio officials shall not have the status of an officer of the organization, unless so elected, but shall be entitled to attend all meetings of the Executive Staff and the Advisory Board and shall be a non-voting member of the organization, unless so elected as an officer or appointed as a chairperson.

Article VI **Advisory Board**

Section 6.01. The organization shall be governed by a board of directors, otherwise known as the advisory board.

Section 6.02. The Advisory Board shall consist of thirteen (13) members which shall include the president, vice president, secretary, treasurer, financial secretary, five (5) committee chairpersons, head coach of athletics, director of academics and one (1) additional member elected by the advisory board. All directors shall be members of the organization. The terms of the committee chairpersons shall be one year. Nominations shall be made by the organizations membership at the annual meeting. Each board member shall hold office for the term he or she is elected and/or appointed. Board members other than officers may be re-elected for one or more additional terms.

Section 6.03. Any vacancy occurring on the advisory board (other than a vacancy resulting from the normal expiration of the term of office) may be filled by the affirmative vote of a majority of the remaining members of the board of directors, though less than a quorum of the board. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any director may resign by submitting written notice of resignation to the secretary. Any director may be removed from office at any time, with or without cause, by the affirmative vote of two-thirds of the directors in office.

Article VII **Meetings of the Advisory Board**

Section 7.01. Meeting of the Advisory Board, regular or special, may be called by the president not less than two days notice to each director, either personally or by mail, telephone or telegram/fax. Waiver of such notice may be executed by directors in attendance at any such meetings. Regular meetings shall be held at least once a year or more often as established by the president or by the Advisory Board. Special meetings of the board of directors may be called by the president or by written request of the majority of the board members in office. All meetings of the board shall be open to any member in good standing wishing to attend.

Section 7.02. A majority of the members of the Advisory Board present shall constitute a quorum for the transaction of business. The act of the majority of the directors present at the meeting at which a quorum is present shall be the act of the Advisory Board. If a quorum shall not be present at any meeting of the Advisory Board, the board members present thererat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. No one board member shall have more than one vote on the board.

Section 7.03. Any action taken or permitted to be taken at a meeting of the Advisory Board may be taken without notice of meeting if consent in writing, setting forth the action so take, shall be signed by all of the directors.

Article VIII
Indemnification of officers/directors

Section 8.01. Each person who acts as an officer/director of the organization shall be indemnified by the organization against expenses actually and necessarily incurred by him or her in connection with the defense of the action, suit or proceeding in which he or she is made a party by reason of his or her being or having been an officer/director of the organization, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct and except for any sum paid for the organization in settlement of the action, suit or proceeding based on gross negligence or willful misconduct in the performance of his or her duties.

Section 8.02. The right of the indemnification provided herein shall inure to each officer/director referred to, whether or not he or she is such officer at the time such costs or expenses are imposed or incurred, and in the event of his or her death, shall extend to his or her legal representative.

Section 8.03. Powers and duties: The Advisory Board is the legal entity charged with the management and overall responsibility of the organization. The board shall establish the objectives of the organization and determine the policy for the development of such objective. The Advisory Board, in turn, shall delegate the President govern the organization within the framework of the established policy. The president shall be responsible for the care of buildings, equipment, and the employment and direction of the staff and for the operation of the organization under the financial conditions set forth in the annual budget.

Section 8.03a. Policies and regulations for the guidance of personnel not inconsistent with these by-laws shall be made by the president from time to time with the approval of the Advisory Board

Section 8.03b. Regulations respecting the use of discipline and other matters requiring regulation may be made and altered by the president, subject to the advisory board.

Section 8.04. A prime obligation of the Advisory Board shall be to regulate the funds necessary to operate the organization within the objectives and policy specified. Upon receiving recommendations from the president, the budget and finance committee shall prepare the annual budget and establish all the procedures necessary to fully and properly discharge its' responsibility for the sound financial management of the organization.

Article IX Committees

Section 9.01. The president shall have committee appointment powers as stated in Article V; Section 5.03. Other committees not having and exercising the authority of the Advisory Board in the management of the organization may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

Section 9.02. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Advisory Board or any individual director, of any responsibility imposed upon them by law. Committee members shall be members of the corporation, and all committee meetings shall be open to any member wishing to attend.

Section 9.03. Regular meetings are those held in conjunction with the duties and purpose of said committee.

Section 9.04. Special meetings of a committee are scheduled at the request of the chairperson or upon the written request to the president of fifty percent (50%) of the committee members.

Section 9.05. All meetings shall be open to all organization members and parents, however, only committee members shall have a voice unless recognized by the committee chairperson.

Section 9.06. Committee chairpersons and members of each committee shall be appointed for a one year term only, but may be re-appointed for succeeding terms.

Section 9.07. The duties of all chairpersons of the committee shall be as follows:

Section 9.07a. Preside at all meetings of the Committees

Section 9.07b. See that all duties and responsibilities of the committee are promptly and properly carried out.

Section 9.07c. Recommend to the president names for vice-president.

Section 9.07d. Appoint such subcommittees (unless otherwise established by the president) as may be necessary to fulfill the duties and responsibilities of the committee.

Section 9.07e. Communicate with the committee members in order to keep them informed of happenings and needed decisions by telephone, personal contact or letter out the committee's responsibilities.

Section 9.07f. Keep the president informed on all committee actions and recommendations organization.

Section 9.07g. Forward a copy of the minutes of all meetings to the secretary of the meetings.

Section 9.07h. Be prepared to give a report at the monthly Advisory Board.

Section 9.08. The names of the committees and general responsibilities are to be as follows (specific committee duties are not part of these by-laws and are listed under separate cover);

Section 9.08a. Marketing/Solicitations and Concessions/Stadium Committee: Year-round raising of corporate and small business funds/donations to support all facets of the organization. Responsible for marketing the organization through all available media outlets. Coordination of concession sales and clean-up at all organization sponsored events.

Membership Committee: Compiles and completes forms/paperwork relative to membership and registrations for all track meets. Responsible for athletic recruitment, picking-up and disbursement of all meet awards, medals and/or ribbons and maintenance of records for birth certificates, AAU cards, medical records, etc.

Program Committee: Coordination of all track meet logistics relating to supplies and transportation and lodging for athletes, coaches and parents. Issues programs, periodic newsletters, publicity information. Prepares parent/athlete track club information packet detailing projected season costs, track meet scheduling, and organization membership activities and goals. Maintains organization record book.

Special Projects Committee: Responsible for coordinating individual fundraising events, banquet and luncheons and other special projects designated by the president (i.e.: Johnson and Riley Track and Field Invitational)

Budget/Finance and Press Steward: Establishment of the organization's annual budget based on projected income and expenses. Prepares committee expense requests for advisory board approvals. Supplies any financial information requested by the treasurer that is deemed pertinent to

the financial balance sheet of the organization. Audits Treasurer's accounting. Compiles track and field results relating to the Johnson/Riley Track and Field Invitational and dispatches results.

9.08b. Ad Hoc Committees

Charter and by-laws: Responsible for the establishment, maintenance and updating of the organization by-laws.

Academic / Educational: Responsible for the organization and coordination of an educational tutoring program and educational field trip during the academic school year.

Athletics Program: Responsible for the training and development of athletes during the track season, the accounting of all track and field equipment and uniforms, helping the scholarship chairperson in the college recruitment of athletes and helping the Membership Committee in the registration of athletes with the AAU and at track meets.

Scholarships: Responsible for the promotion of the athletes to colleges and universities and securing interest of the colleges and universities relative to potential financial aid and/or scholarships.

Article X

EMPLOYEES

Section 10.01. The officers shall have the power to employ or authorize the employment of agents or servants as they shall consider necessary or advisable for the operation of the affairs of the organization, and to fix their compensation.

Article XI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 11.01. All checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the organization by the treasurer and co-signed by the president or by the vice-president in the absence of the president. All instruments of transfer of personal property other than securities, all instruments of conveyance of real property, and all contracts and agreements shall be signed by such officers or agents as the officers shall direct, and in any event they may be signed by any two of the following officers: president, vice-president, and treasurer.

Section 11.02. All funds of the organization shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the membership may select.

Section 11.03. The membership may accept on behalf of the organization any contribution, gift, bequest or devise for the general purposes, or for any special purpose of the organization.

Article XII
DUES

Section 12.01. The membership shall have the responsibility for determining annually the amount of the dues necessary to support the budget of the organization, and shall submit both the proposed dues and the budget for approval by the membership at the annual meeting.

Article XIII
FISCAL YEAR

Section 13.01. The fiscal year of the organization shall be on the first day of January and end on the last day of December in each year.

? **section 18.01** This organization is a not for profit organization.