

**CONSTITUTION**  
**OF THE**  
**PENINSULA TRACK CLUB OF VIRGINIA, INC.**

<b>PRESENTED TO GENERAL MEMBERSHIP</b>	<b>FEBRUARY 14, 2020</b>
<b>APPROVED BY GENERAL MEMBERSHIP</b>	<b>FEBRUARY 18, 2020</b>
<b>EFFECTIVE DATE OF REVISED CONSTITUTION</b>	<b>FEBRUARY 18, 2020</b>
<b>PREVIOUS CONSTITUTION EFFECTIVE DATE</b>	<b>FEBRUARY 18, 2003</b>

**CONSTITUTION  
OF THE  
PENINSULA TRACK CLUB OF VIRGINIA, INCORPORATED**

**Article I. TITLE** – The name of the association shall be “Peninsula Track Club of Virginia, Inc.”, hereafter referred to as “this organization”, “club” or “PTC.”

**Article II. GOAL** –

- A. The primary objective of this organization shall be the promotion and encouragement of long-distance running, jogging and walking and the education of the public to its benefits.
- B. In furtherance of this objective, this organization may hold championships, races on the road or track, time trials, social events; print and publish books, magazines and newsletters; make awards; and do all such other things as may be conducive to the encouragement of running.
- C. Other club objectives are to engage in community activities, to publicize by appropriate means the benefits of long-distance running, jogging and walking, and to coordinate with other agencies advocating running as a means of physical fitness.
- D. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation. The organization shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
- E. Notwithstanding any other provision of these Articles, the organization shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

**Article III. AFFILIATION** –

- A. This organization shall be a chapter of the Road Runners Club of America (RRCA), and all measures adopted by that body shall be considered by this organization.
- B. The Board of Directors of this organization shall consider and act to affiliate this organization with national organizations and other bodies when it is deemed to be in the best interest of the organization membership to further the purposes and objectives set forth in Article II.

**Article IV. MEMBERSHIP** – Individuals who wish to participate in the activities of this organization shall submit dues and an application for membership. Membership shall not be denied based on age, race, gender, religion, disability, handicap, sexual orientation or national origin. Honorary membership may be conferred upon individuals when circumstances warrant such action.

**Article V. MANAGEMENT OR GOVERNANCE** –

- A. The management of this organization shall be vested in a Board of Directors (BOD) consisting of a President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary and Treasurer directly elected by the general membership. Additionally, the President may appoint, with the approval of the BOD, an Executive Race Director, a Membership Coordinator, a Volunteer Coordinator, a Newsletter Editor, an RRCA Liaison Officer, a Social Coordinator and other appointees as proposed and approved by members of the BOD. The most recent Past President may also serve as a non-voting member of the BOD.
  - Elected Board members shall have two (2) votes each.
  - Executive Race Director (if appointed) shall have two (2) votes.
  - All other appointed Board members shall have one (1) vote each.
  - Elected Board members may serve in additional appointed positions on the Board, but in serving as such will have no more than two (2) votes.

**B. Duties of the BOD Members** –

1. **President** – to serve as Chief Executive Officer of this organization; to appoint vacancies with the approval of the BOD; to preside over meetings; to represent this organization to the public; to call any special meetings; to appoint committees and chairpersons thereof; to designate the PTC voting member to the RRCA; to consummate race contracts; to authorize the disbursement of funds; and serve as an ex-officio member of any club committee.
2. **1<sup>st</sup> Vice President** – to assume the powers of the President in his/her absence; to plan programs, arrange meeting space, and otherwise coordinate regularly scheduled meetings of the organization; and to take on special assignments as requested by the President.

3. **2<sup>nd</sup> Vice President** – to coordinate information management functions of the organization; prepare race contracts as required, coordinate special projects such as scholarship, Adopt-A-Family, revision of the Constitution, and communication with the RRCA in conjunction with the RRCA Liaison.
  4. **Secretary** – to record minutes at the general membership and BOD meetings; to keep a file of such minutes; to call special meetings; and, when requested by the President, to accept assignments involving correspondence and the keeping of records.
  5. **Treasurer** – to administer all financial duties; have the authority to sign and disburse necessary appropriations as directed; serve as an ex-officio member of any budget or financial committees; prepare all invoices for race fees in accordance with the race contract (which may be verbal) and submit them to the Race Directors for payment by same; have the authority to prepare, negotiate, and consummate race contracts; prepare, at least quarterly, a financial statement of the association for BOD review; and recommend an annual budget to the BOD at its November meeting.
  6. **Executive Race Director** – to establish and maintain the PTC race schedule, recommending approval/disapproval of PTC races to the BOD; to recommend to the BOD those races that will be designated Grand Prix; to serve as liaison between the sponsoring organization wanting to conduct a road race and the PTC, consummate race contracts with sponsoring organizations in coordination with the 2<sup>nd</sup> Vice President; to coordinate invoicing for club race services with the Treasurer; to ensure that all aspects of proper road race management are adhered to; to coordinate maintenance and safeguard of the road race equipment of the PTC and recommend purchase of new equipment; to assist PTC members serving as race directors in the various aspects of road race management; and to perform other duties as required for the conduct of PTC running events.
  7. **Membership Coordinator** – to establish, maintain, coordinate and update list of active members; to advertise and distribute membership applications; to issue a PTC welcome letter to all new members and to help to maintain sufficient records for the well-being and growth of the association.
  8. **Volunteer Coordinator** – to establish and maintain an effective system and supply of volunteers to provide the PTC with adequate and needed members to help manage club races; provide guidance and training to members in performing their respective roles in support of PTC race events.
  9. **Newsletter Editor** – to create and maintain the official club newsletter, oversee content and layout, disseminate race schedule and results information, coordinate inclusion of race flyer material, facilitate mailing of the newsletter to all current members in cooperation with the Membership Coordinator.
  10. **Webmaster** – to create and maintain the official club website, oversee content and layout, disseminate race schedule and results information, coordinate inclusion of race entry material, facilitate other on-line content as required.
  11. **RRCA Liaison** – to establish and maintain effective communications with the RRCA State, Regional, and National Offices; to appraise the BOD of the Rules, and changes thereto, of the RRCA that they be considered by the BOD; to convey informational reports to the RRCA; to nominate club members for State, Regional and National awards; and to help provide effective linkage with the RRCA State, Regional and National events and issues.
  12. **Social Coordinator** – to search out, plan, coordinate and manage events that enhance the well being, growth, and vitality of the membership, including but not limited to the Annual Awards Banquet, a volunteer appreciation event, and other such activities related to the needs of the membership.
  13. **Litter-Getter Coordinator** – to coordinate the PTC Adopt-A-Highway Litter Getter program; to schedule four (4) Litter Getter events annually; to coordinate with the Adopt-A-Highway program of the state of Virginia as necessary.
- C. **Eligibility** – Any member in good standing (dues fully paid) may be elected to office; officers may be elected to succeed themselves.
- D. **Term of Office** – Term of office for elected offices shall be two years. President, 2<sup>nd</sup> Vice President and Treasurer being elected in odd-numbered years and the 1<sup>st</sup> Vice President and Secretary being elected in even-numbered years, beginning with the club elections to be held at a general membership meeting around December of each year. Offices filled upon resignation shall also expire at the time of the elections meeting. Appointed members shall be re-appointed by a majority vote of elected officers only, at the beginning of each calendar year.
- E. **Removal of Officers** – By a two-thirds majority vote of the BOD, an existing officer may be involuntarily removed from office.
- F. **Nominations** – A Nominating Committee for the above offices shall be appointed by the President and approved by a majority vote to the BOD at least two months before the elections. The Nominating Committee shall be comprised of members, none of whom shall be seeking office in the election under consideration. The BOD shall name one of the Nominating Committee members as Chair. The Nomination Committee shall perform the following duties:
1. Accept nominations from any member and contact nominees for acceptance of nomination. Current information regarding nominees for any office will, upon request, be given to any PTC member.
  2. When necessary, actively seek members to run for all offices.
- G. **Elections** –
1. Officers shall be elected by majority vote of those present at the December general membership meeting which will be advertised via the club newsletter and website.
  2. The Chair of the Nominating Committee shall conduct the elections as outlined below.

- a. The Chair shall identify the names of all members who have already been nominated and accepted the nomination for each office.
  - b. The Chair shall open the floor for additional nominations for any office. Any member may be nominated (including self-nomination). The Chair shall ask any nominee from the floor for verbal acceptance. Any nominee from the floor must be present to accept the nomination. An individual shall not be nominated for more than one office. When all members desirous of making a nomination have done so, the Chair shall close the nominations for all offices.
  - c. Each nominee shall be given a maximum of two (2) minutes to speak on his/her own behalf. If he/she is unable to attend, another member may speak on his/her behalf.
  - d. Ballots will then be taken from current members present. Absentee ballots will be accepted.
  - e. The Chair of the Nomination Committee shall not vote unless there is a tie that affects the outcome of the election. In that case, he/she must vote for one of the candidates who are tied.
  - f. The Chair of the Nomination Committee shall announce the results of the election as declared by the Committee.
3. **Filling of Vacancies of Officers** – The President shall appoint to office, with the advice and majority approval of the BOD, any member to fill a vacancy among the elected and appointed officers until such time as a successor is duly elected.

**Article VI. PROCEDURAL REQUIREMENTS** – Robert’s Rules of Order may be used to carry out the formal business portion of all meetings and every effort will be made to discuss any measures coming before the group.

1. A majority vote of the members present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a constitutional amendment.
2. A quorum for a general membership meeting session shall consist of twice the number of elected officers plus one.
3. A quorum for the BOD in any meeting session shall consist of BOD members eligible to cast at least nine (9) votes. A majority of those BOD members present, consisting of at least 9 votes, shall be necessary to pass any official business.
4. Constitutional/Bylaw Amendment –
  - a. A constitutional or bylaw amendment may be accomplished by a two-thirds vote of the members present at a general membership meeting.
  - b. Only those who are active members of the organization may vote upon such.
  - c. All members must be notified at least seven (7) days prior to voting that constitutional amendments will be discussed and voted on.
5. General membership meetings will be held quarterly at a minimum.

**Article VII. FINANCES** –

- A. Dues shall be determined by a majority of the members present at a general membership meeting and shall not be changed more often than once per year.
- B. This organization 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 and goals of the organization. No part of the net earning of the club shall accrue to the benefit of its individuals. No part of the net income of the organization shall inure to the benefit of or be distributed to its directors, officers, members, or other private persons, other than specified in Article VII, Section C below.
- C. The organization shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposed and objectives set forth in Article II.
- D. Only designated BOD officers shall have the authority to expend funds.
- E. This organization shall be empowered to participate in fund-raising activities
- F. This organization will submit annual dues to the RRCA as membership in that body shall require.

**Article VIII. DISSOLUTION** –

- A. In the event of dissolution of this organization, the funds in the treasury, after all creditors have been paid, shall be distributed exclusively for charitable or educational purposes to the Road Runners Club of America (RRCA) or any other designated 501(c)(3) organization. Receiving organizations will be exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and to which contributions are then deductible under Section 170(c)(2) of such Code.
- B. In no event may any earnings of the club inure to the benefit of any individual member of the Peninsula Track Club of Virginia, Incorporated.