

Dukes Track Club
Mission, Objectives, Code of Conduct, and Bylaws

Team Mission:

The Dukes Track Club (“DTC”) is a member-based organization in New Mexico promoting health and wellness through running and a culture of active lifestyle within the community.

Objectives:

- Support and encourage local, regional and national caliber athletes in their respective running disciplines.
- Develop youth athletes as part of a youth running team.
- Collaborate with community partners.
- Create opportunities and events for community engagement.

DTC Code of Conduct

- Show respect for fellow DTC members at all times;
- Show respect and appreciation for the volunteers who give their time to help DTC and/or event(s);
- Never yell, taunt, or threaten physical violence towards other members of DTC, a volunteer or event spectator. Members with a criminal history of violence or with a legal restraining order against them by another member may be barred from membership and participation in all DTC activities;
- Never use abusive language, or make racial, ethnic or gender-related slurs or derogatory comments at anytime;
- Never make unwanted sexual or physical contact with other members. Members found to be listed on a sex offender registry, convicted of a sex crime, or caught having, creating, or distributing child pornography will be immediately barred from membership and all participation in DTC activities;
- Abide by race rules and engage in fair competition, which includes anti-doping compliance, no course cutting, or other means of gaining a competitive advantage that is considered cheating.
- Always report violations of the Member Code of Conduct policy to the Board in writing.

Dukes Track Club Bylaws

(approved 10/20/2022)

CONTENTS:

- I. Name
- II. Affiliation
- III. Membership
- IV. Dues
- V. Meeting of the Membership
- VI. Board of Directors and Elections
- VII. Committees and Task Forces
- VIII. Finances
- IX. Volunteer Board Service
- X. Compliance with Bylaws
- XI. Tax Status and Dissolution
- XII. Amendments to these Bylaws

I. NAME

The name of the organization shall be the Dukes Track Club (“DTC”)

II. AFFILIATION

DTC shall be under the umbrella of USATF (United States of America Track & Field) and pay dues on a yearly basis.

III. MEMBERSHIP

Membership in DTC shall be paid on a yearly basis at a rate determined by the Board of Directors (“Board”). DTC promotes equitable opportunities for membership with USATF and participation in all associated activities and does not discriminate. Individuals shall become Members upon payment of the membership fee stated by the Board and will remain Members, with all voting rights as outline in the Bylaws, as long as they are in good standing and paid up on dues. Membership will be valid for the entire calendar year. The membership benefits will be stated prior to membership dues becoming due. The Board has discretion to offer discounted or free membership to individuals who might be financially burdened and are not able to pay annual dues. The youth team will have a separate fee/registration for each season (i.e. Track, Cross Country, Road Racing, etc...)

IV. DUES

DTC will pay dues to USATF on an annual basis.

V. MEETING OF THE MEMBERSHIP

A. Annual Meeting. The Members of DTC shall meet at least once a year at a date and time established by the Board of Directors that is no more than four weeks before the start of the DTC’s fiscal year. At the Board’s discretion, the Annual Meeting may be held in-person, virtual, or by phone . If the Annual Meeting must be postponed and cannot be held at a later time on the same

date and location, or if it is canceled, the Board may reschedule the date of the meeting and provide no less than a fourteen (14) day written notice, including email notification, announcing a new date, time, location or meeting method to the members.

Quorum at the Annual Meeting will be the majority of the Board.

B. Special Meetings. Special Meetings may be conducted as deemed necessary by a majority of the Board. The Board shall call a Special Meeting upon the written request of not less than twenty-five percent (25%) of the total Members eligible to vote. The Board will determine the meeting method. The Board will determine the method of voting for a Special Meeting.

Quorum at the Special Meeting will be no less than two-thirds of voting members.

C. Notice. Written notice, which includes at least two (2) email notifications, stating the day and time of the meeting along with location or meeting method. In the case of a Special Meeting, the purpose for which the meeting is called, shall be delivered no less than ten (10) nor more than fifty (50) days prior to the date of the meeting and will be sent to each Member.

VI. BOARD OF DIRECTORS AND ELECTIONS

DTC shall be governed by a Board of Directors consisting of at least 6 members holding the following positions: President, Vice President, Secretary, Treasurer, Community Outreach Coordinator, IT Director, Sponsorship Board Member, Past-President Position and At Large Positions.

A. Board responsibilities. The Board is the governing authority and has total oversight over the management of DTC's affairs. It carries out all the missions, purposes, and objectives for which DTC is organized. This general mandate includes, but is not limited to:

- Fiduciary, legal, and strategic oversight, and guiding the organization by adopting sound, ethical policies and monitoring DTC programs and services.
- Reviewing all information provided by the Treasurer and other board members related to oversight for the organization
- Participating in all scheduled Board Meetings, unless excused for an absence.
- Ensuring adequate resources and financial sustainability for DTC, which requires fundraising support and engagement by all Directors.
- Serving as ambassadors for the organization.
- Hiring and setting compensation for any independent contractors, race directors, coaches, or staff
- Being accountable for DTC's on-going commitment to justice, equity, diversity and inclusion (JEDI).

B. Board of Director Members and Duties:

1. President - to preside over meetings, represent DTC, and to appoint committees and chairpersons thereof with approval from the Board.

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 all meetings in accordance with [Roberts Rules of Order](#), to keep a file of such minutes, oversee the election process for all Board Members, and, when requested by the Board, to accept assignments involving correspondence and the keeping of records.
4. Treasurer - Oversee the budget planning process, ensure adequate income available to achieve the budgeted expenses, safeguard the organization's assets, draft financial policies for Board approval, anticipate and report financial problems, ensure the Board receives regular and accurate financial statements and that the Board Members understand the information presented, ensure federal, state, and local reporting takes place, and other duties as requested by the president.
5. Community Outreach Coordinator - Initiates and maintains relationships with community businesses and entities in order to raise funds and promote DTC.
6. Past President - filled by the previous President to assist the current President in fulfilling their duties.
7. At large chair positions - DTC will also nominate other Board Members to positions as approved and needed.

C. Eligibility: All Board Members must be committed Members of the organization and in good standing.

D. Term of Office: Term of office shall be two years (except for the Board's inaugural year, in which half the Board will serve a single three-year term), beginning with or at the close of the annual membership meeting. The President will appoint any Board seat vacated during a term, with approval by the Board, within 60-days of resignation of the seat. Appointed terms will end with the term of the seat, which is at the close of the Annual Meeting.

E. Nominations for Board of Director Elections: The President will alert Members to open positions on the Board and encourage nominations based on procedures and deadlines established by the Board.

F. Elections: All Board Members shall be elected by a majority vote of Members present at the Annual Meeting.

G. Voting: All Members are eligible to vote at the Annual Meeting. The Board shall authorize and make notice to Members, no less than 14-days in advance of the meeting, for the allowance of digital voting, mail-in voting, in-person voting, or a mix of any of these options. Written notice, including email, shall be sent to Members in advance of the Annual or Special Meeting outlining voting instructions as approved by the Board.

H. Procedural requirements: Parliamentary procedure will be carried on at meetings, and every effort will be made to discuss any measures coming before the Board. A majority vote of the Board of Directors present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a bylaw amendment. No official meeting shall be held and no business conducted unless a quorum is present, which is the majority of the Board.

I. Removal from Office: As determined by a majority vote of the other Board Members, a Director may be removed from the Board for missing three consecutive regular board meetings without an excuse approved by the Board; engaging in illegal (unlawful) activity; convicted of crime while on the Board; egregious violations of stated Board policies that are not corrected by the Director following a written warning by the Board. In such cases, the Board Member may be removed by a majority vote of the Board.

VII. COMMITTEES & TASK FORCES

The Board has the authority to create committees and task forces and dissolve committees and task forces as it deems appropriate to carry out the purpose of DTC. The Board will define the duties and deliverables for all committees and task forces and outline the performance expectations for all Members of a committee or task force. All committee and task force Members shall serve for one year or a term as defined by the Board. The Board is kept informed of the activities and progress of all committees and task forces, and the Board has oversight duties in regard to the final outcome approval, acceptance or rejection, ratification of the actions of a committee or task force.

VIII. FINANCES

The Board establishes an annual operating budget and sets membership dues and event entry fees to support the budget. The Board may authorize the President and/or any Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of DTC with approval of the Board majority.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of DTC are signed by authorized officers or employees and in accordance with policies and procedures adopted by the Board. All monies for DTC are deposited to the credit of DTC in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency.

No DTC funds may be deposited in the personal account of a Board Member. The Treasurer reviews the status of the general fund at least quarterly. At the same time, they review a forecast of estimated deposits and disbursements for the succeeding quarters. If the President and the Treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the Board.

IX. VOLUNTEER BOARD SERVICE

The members of the Board of Directors shall serve in their Board roles without salary, and no part of the net income of DTC shall inure to the benefit of its Directors or other private persons; provided, however, that DTC may make payments and distributions to third parties including payments to defray the reasonable operating expenses of DTC. The Board may authorize for reimbursement, in accordance with DTC's policies on reimbursements, the reasonable expenses incurred by members of the Board in the performance of their duties. The Board shall maintain a Conflict of Interest policy and require each Board Member to annually complete a disclosure statement, which statement shall be reviewed annually by the Board.

No loans shall be made by DTC to the Board Members or its employees.

X. COMPLIANCE WITH BYLAWS

Failure of literal or complete compliance with provisions of the bylaws with respect to dates, times and notice, or the sending or receipt of the same, or errors in phraseology of notice of proposal, do not invalidate the actions or proceedings of the Members at any meeting, as long as the Members judge (by majority vote) that no substantial injury to the rights of Members has occurred.

XI. TAX STATUS AND DISSOLUTION

No part of the net earnings of DTC inures to the benefit of, or is distributable to, its members, trustees, officers, or other private persons; except that DTC may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of DTC's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. DTC may not participate in nor intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

Regardless of any other provision of these articles, DTC may not carry on any other activities not permitted to be carried on by a corporation (a) that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of DTC, 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) nonprofit organization with a similar purpose to DTC's, as agreed to by the Board

XII. AMENDMENTS TO THESE BYLAWS

These bylaws may be amended as follows: (a) a proposed amendment may be submitted to the Board at any time and will be reviewed by the Board at the following Board Meeting; (b) the Board by majority vote determines to pass, reject, or pass with changes the proposed amendment. If approved, the amendment will be adopted into the bylaws.

A proposed amendment, which has not been approved by the Board may not be resubmitted until at least one annual meeting has intervened. The Board determines, in its sole discretion, whether an amendment is sufficiently similar to one previously considered to be governed by this subsection.

An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.

The Board may renumber, revise, codify and correct any provision in these bylaws, and in the rules, policies, procedures and regulations of DTC, to eliminate errors, to correct spelling and grammar, to provide consistent numbering and to bring about proper order and sequence, but in so doing it may not change the meaning of any provision.