



Boulder Track Club

Bylaws

August 29th 2011

Article I Name and Purpose:

Section 1. Name: Boulder Track Club (BTC)

The BTC is a Club that allows any individual regardless of age and physical ability to represent their community.

Section 2. Location Address:

5165 Santa Clara Place APT A
Boulder, CO 80303

Section 3. Mission Statement:

“Every member representing the Boulder community with pride and always striving for athletic excellence through performance and promotion of health, fitness and participation.”

Section 4. BTC Membership:

BTC is a member-based Club and their members are defined as those who have registered with the Club and have paid their membership dues for 12 months as well as fulfilling our mission statement requirements above.

These members may either be participatory athletes and/or supporters of the BTC in Boulder, across the United States and the world. It will include everyone regardless of age; ability and their training group with the sole aim to unite everyone under one umbrella of representation.

Article II Powers and Operation:

Section 1. Non-Profit Status:

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in consistent with the Club Mission.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, 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 the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 2. Power of the Non-Profit Corporation:

The Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado except as expressly provided in these bylaws.

In addition, the Corporation may do everything necessary, suitable or proper to the accomplishment of its Mission without limiting the generality of the foregoing; the Corporation shall have the following specific rights, powers and privileges:

- A. To sue and be sued, to make and enforce contracts, to have a common seal which may be altered at pleasure, to use the same by causing it or a facsimile thereof to be employed or affixed or reproduced or otherwise;
- B. In its own name, to purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- C. To amend these bylaws and make new bylaws not inconsistent with the constitution or laws of the United States or this State for the management of the property which it so holds and the regulation and government of its affairs;
- D. To appoint such officers and agents as the business of the Corporation shall require, for such periods and under such contracts as the directors deem appropriate and to allow such officers and agents suitable compensation;
- E. To wind up and dissolve itself or to be wound up and dissolved in the manner provided by the statutes of this State, and

- (i) To be and remain an organization not organized for profit but operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code and regulations thereunder;
- (ii) To conduct part or all of its business in any other part of Colorado, of the United States or the world and to hold, purchase, lease and convey real and personal property in any of such places. The President of the Board of the Corporation and such other persons as may be authorized from time to time by the Board, are authorized to execute deeds, contracts, conveyances, leases or agreements on behalf of the Corporation.

Article III Operation and Organizational Structure of the BTC:

Section 1. Governance:

The Executive Director (ED) and the BTC officers govern the Boulder Track Club. As a governing group this team will be called the Executive Committee (EC). The Executive Committee may also choose to appoint an independent advisory board for particular times and reasons consistent with the Club mission.

Section 2. BTC Officers:

Serve as overseers and the governing board for the BTC. The BTC Officers serve the organization by appointing other officers as deemed necessary in best interest of the corporation to protect, make major financial decisions, creating appropriate structures, policy decisions and disciplining members.

The governing board is to consist of President, Vice President, Executive Director, Secretary, Treasurer and may include an Educational Officer.

Section 3. Executive Director (ED):

The Executive Director serves as the Chairman of the BTC Officers and the Principle of the Corporation. Their role is to direct, advise and oversee the day-to-day operations of the BTC.

Section 4. Structure of BTC:

- 1) **Member Base** is made up of any individuals regardless of age and ability who have registered and pay their dues.
- 2) **Local Race Team** is made up of competitive sub-elite men and women competing in Local, State and National races.
- 3) **Development Team** is made up of mainly post-collegiate athletes that are aspiring to reach the National and International level.
- 4) **Elite Team** is made up of National and International level athletes.

Section 5. Member Base:

Members are defined as those who have registered with the Club and have paid their membership dues for 12 months, as well as fulfilling our mission statement requirements.

These members may either be participatory athletes and/or supporters of the BTC in Boulder, across the United States and the world.

Section 6. Coach:

The BTC may choose to employ as many coaches as the ED deems necessary and Club can support to further the athletic mission of the BTC.

This may include, but is not limited to:

- Coach of the local race team who trains athletes, ensure athletes represent BTC at local races and fulfills sponsorship obligations on behalf of the Club.
- Member base Coach who shall provide training plans and training for races as well as fitness advice for BTC members.
- Elite and Development Coach who will collaborate with the ED to recruit and build the Elite and Development teams.

Article IV BTC Members:

Section 1. Defining Basic Members:

Members will pay an annual fee and will be identified in a distinctive singlet with the BTC logo. Members can be coached by anyone but ideally they will be directed to a reputable Boulder Coaching Group for training and coaching.

The members will work together to promote fitness, a love for running and a positive community experience for all involved. These members will participate in monthly Club events including but not limited to races, training runs, community outreach events, community fitness clinics, educational opportunities, Club socials and regular club meetings.

There is NO time standard or age requirement for these members.

Section 2. BTC Race Team:

The BTC Race Team is to be a competitive local team representing the Club, community and sponsors at local, state and national races selected by the EC.

These athletes will pay a monthly fee for BTC coaching and will be identified in a distinctive singlet with the BTC logo. There ARE time standards required for these members to participate and final acceptance is made by the coach to make sure they are good fit for the BTC program. There is also an obligation to complete a minimum amount of charity and community work hours for BTC and support Club functions.

Section 3. BTC Development Team:

These athletes are classified as having the potential to reach national or international standards that are in-line with the standards set by USATF (The United States of America Track and Field, the national governing body for track and field).

Primarily they are post collegiate and 25 years or younger but there can be age exceptions made at the coaches discretion based on the developmental potential of the athlete. They will be identified in a distinctive singlet with the BTC logo and BTC will help each individual with the transition from college life by working on employment opportunities.

There ARE time standards required for these members and final acceptance is made by the coach to make sure they fit the BTC program. There is also an obligation to complete a minimum amount of charity and community work hours for BTC and support Club functions.

Section 5. BTC Elite Team:

These athletes are already at a national or international level and there ARE time standards required for these members that are at a national standard in-line with the standards set by USATF.

Any of the Elite athletes that have personal product sponsorships are not required to wear the BTC uniform. Athletes that do not have personal sponsor obligations will be required to wear the BTC uniform.

Final acceptance is made by the coach to make sure they fit the BTC program. There is also an obligation to complete a minimum amount of charity and community work hours for BTC and support Club functions.

Article V BTC Executive Committee Officers:

Section 1. Definition of the Officers:

BTC officers partner with the ED for the development of the BTC in accordance with the Club Mission. For legal purposes the officers serve as the Board for the corporation and the Officers must be members in good standing with the Club who exemplify excellence, personally, professionally and within the community.

The ED and the existing Officers will determine the exact number of officers. There will be a minimum of three (3) and a maximum of seven (7). The ED will serve as the Chairman of the Board and preside over Board meetings.

Section 2. Functions of the Officers:

The officers will work as a team and serve the Club in the following ways:

- Membership recruitment,
- Appointment of Special committees to conduct particular business operations as deemed necessary by the EC,
- Club governance,
- Athletic counsel,
- Disciplinary procedures,
- Sponsorship,
- Education,
- Fiduciary responsibility,
- Creation of athletic opportunity,
- Community building,
- Life skill development,
- Mentorship,
- Representation within the Boulder community.

Section 3. Fiduciary Responsibility:

The BTC officers shall manage the financial and business affairs of the BTC. Including but not limited to:

- Collect and managing Club dues,
- Preparing a budget,
- Negotiating sponsorship agreements,
- Collecting and distributing coaching fees,
- Monitoring and paying athlete expenses,
- Funding educational work,
- Purchasing of goods and services for the Club,
- Purchasing of Property.

The BTC may appoint a Treasurer, who is a member of the EC, who shall have responsibility for all corporate funds. They will keep full and accurate records, deposit money and other values, disburse funds when proper to do so and make quarterly financial reports to the board.

Section 4. Recommendation for appointment to the EC:

The EC may call for and accept recommendations to serve on the EC as openings on the EC become available (either by the exit of an existing EC member or the ED's call to add a new EC member).

These recommendations may be made by any BTC member in good standing. The recommendations must be submitted by email or letter. Only individuals who are members in good standing may be recommended to serve on the EC.

Section 5. Nominations for appointment to the EC:

The ED and the EC will review all recommendations regarding possible new members to the EC. After reviewing all recommendations, the EC will select by majority vote, an individual or individuals to nominate for selection to the EC. The ED may veto any nomination, whereby the EC will select another individual or other individuals for nomination. The EC may nominate as many individuals as there are openings on the EC.

Section 6. Appointment to the EC:

Within thirty (30) days after the nomination, the EC shall meet to vote regarding the formal appointment of the nominee to the EC. The nominee will immediately be appointed to the BTC Officers if a majority of the present BTC Officers approves the nomination.

Section 7. Two-year service terms:

Once selected to serve on the EC, an individual will serve for a term of two years.

Section 8. Resignation, removal and replacement:

BTC Officers of the EC may resign at any time effective upon providing written notice to the ED. Members of the EC may be removed for good cause upon a 2/3 vote of the entire EC. In the event that a EC Member resigns or is removed prior to the expiration of that member's two year term of service, that member need not be replaced unless the ED and EC deem it necessary, or in such event that the remaining number of BTC Officers will be less than three (3).

Section 9. Meetings:

Frequency of meetings. A meeting of the EC shall be held at least once a month. The ED, or any member of the EC, may call a meeting at any time, under the condition that a majority of the EC attends the meeting.

Leadership of meetings. If at all possible, the ED is to attend and lead each EC meeting. If not possible, the President shall lead the meeting.

Yearly meeting. The EC will call a yearly meeting for all Club members. This meeting will include, but is not limited to, a review of Club finances, President's report, ED report, coaches report and other relevant information.

Section 10. Liability and indemnification:

Liability of EC members. EC members serve as the directors of the Corporation. No member of the EC shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except that this provision shall not eliminate or limit the liability of a director to the Corporation for monetary damages for (a) any breach of the director's duty of loyalty to the Corporation, (b) acts or

omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in the Colorado Revised Nonprofit Corporation Act, as amended, or (d) any transaction from which the director derives an improper personal benefit.

If the Colorado Revised Nonprofit Corporation Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent provided by the Colorado Revised Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation under this Article as in effect immediately prior to such repeal or modification as to any act or omission occurring prior to such repeal or modification.

Indemnification. The Corporation shall indemnify, to the fullest extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the Corporation against any claim, liability or expense arising against or incurred by such person as a result of actions reasonably taken by such person within the scope of his or her authority. The Corporation shall further have the authority, to the fullest extent permitted by law, to indemnify its directors, officers, agents, fiduciaries and employees against any claim, liability or expense arising against or incurred by them in all other circumstances and to maintain insurance providing such indemnification. In no case, however, shall the Corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual.

Article VI Executive Director of the BTC

The ED shall serve as the Chief Executive Officer (CEO) of the corporation. They shall preside at all meetings of the officers of the EC and shall see that all orders and resolutions of the Committee are put into effect. They shall be an ex-officious member of all standing councils and committee's and shall have general powers and duties of supervision and management vested in the office of the President of the Corporation.

Section 1. ED responsibilities:

- Provide unifying vision pursuant to the BTC mission statement.
- Lead the administrative operations of the BTC; including overseeing, coaching and training for the Club.
- Staffing the BTC as necessary to help execute the mission of the BTC.
- Managing the committees and staff.
- They shall execute in the name of the BTC all deeds, bonds, mortgages, contracts and other documents authorized by the EC.
- Design, develop, implement business plans for the BTC.
- Lead the selection of EC members pursuant to Article V.
- The ED holds ultimate authority regarding adherence to performance, team policies and values. They may at anytime discipline and initiate removal process through the grievance protocol.

Section 2. Role with administration and staff:

The ED is the senior administrator of the BTC. They are ultimately responsible for all of the administrative decisions of the BTC. The ED hires, directs and dismisses the staff. They will provide guidance and leadership to the staff ensuring they are working towards the fulfillment of the BTC vision.

The ED, with the counsel of the EC, will determine all salaries and wages. The salaries will be comparable to be compensation of similar positions with like entities.

Section 3. Relationship between ED and coach:

The ED oversees the daily training and coaching operations, athlete recruitment and monthly race schedules of the BTC.

The ED will provide guidance, leadership and counsel to the coaches as necessary. The ED will ensure that the coaches are following the BTC values and mission statements.

Section 4. Compensation:

When sufficient funds are available, the BTC will compensate the ED.

The compensation may be part or full time. The compensation of the ED is to be agreed upon by the ED and the EC.

- Salary: The ED shall be provided with a monetary salary payable at least monthly. At a minimum the ED's salary should be consistent with the average salary in the City of Boulder for a similar position.
- Insurance: When the BTC has sufficient funding the ED's compensation should include a medical and dental benefit package for the ED and their family. When financially possible, the ED shall also be provided with a term life insurance policy equal to three times their annual salary.
- Travel and expense account: When financially possible for the BTC there may be EC approved designations to allow for national and international influence and representation for the BTC. These funds may cover airfare, accommodations, funding for projects, miscellaneous expenses such as meals and transportation.
- Miscellaneous benefits: When funding is available the EC may choose to provide the ED with a laptop, printer, fax, scanner and cell phone.

Section 5. Hiring of the ED:

In the event that the BTC needs to hire a ED, two methods are provided for the selection of a new ED. One method involves the participation of the departing ED, and the other does not.

1. Departing ED participates in replacement:

If the ED is in good standing with the BTC and is removing himself because of a change in roles, a good standing resignation, retirement or relocation, the following is the selection process:

- The ED may suggest up to two candidates. Each candidate must possess the requisite skill set and experience.
- The EC will then conduct thorough interviews with each candidate.
- The EC shall subsequently vote to determine which candidate should be selected as the new ED. The candidate will be selected as the new ED based on a 2/3 vote of the EC.
- If the candidate is not selected by the 2/3 vote of the EC the subsequent procedure should be followed.

2. EC led process (or if the ED’s candidates are not selected):

If (a) either of the candidates suggested by the departing ED is not selected to serve as the new ED, or (b) the ED is removed by the EC, is deceased, cannot or will not participate in the selection process of the new ED for any reason, the following shall be the process for selecting a new ED:

- The EC will take on the responsibility of selecting the new ED. The EC may choose up to two candidates. Each candidate must possess the requisite skill set and experience.
- The EC will then conduct interviews with both candidates.
- The EC shall subsequently vote to determine which candidate should be selected as the new ED. The candidate will be selected as the new ED if 2/3 of the EC approve of the candidate.
- If the candidate fails to receive 2/3 votes by the EC, The EC must continue to provide candidates until a new ED is found to satisfy the requirements and receives 2/3 votes.

3. Staff administration during transition:

During the process to select a new ED, members of the BTC staff are to continue in their positions. The President of the Club will serve as the acting ED. Should staff or financial problems arise, the President has authority to alter the roles of the staff members, including dismissal if necessary in their own judgment.

Section 6. Yearly review of the ED:

The President of the BTC will be responsible to initiate a yearly performance review of the ED. The review will include a self-assessment, an assessment to be filled out by the President and an assessment by the EC. The President may invite other members of the EC to participate in this review process, as they deems necessary. This is the time that salary, raises, bonuses, disciplinary conversations, employment issues and other related questions would be discussed.

Article VII Business Practices:

Section 1. Fiscal Year:

The Fiscal Year for the BTC shall be the calendar year.

Section 2. Contracts:

The BTC officers may authorize any officer or officers of the BTC to enter into any contract or execute and deliver any instrument in the name of and on behalf of BTC.

Section 3. Grants and gifts:

The EC, any member of the EC, or the ED may accept on behalf of the BTC any contribution, gift and grant for any purpose of the BTC.

Section 4. Checks drafts:

All checks, drafts, orders for the payment of money, notes or other evidences of indebtedness issued in the name of BTC shall be signed by such officer or officers, agent or agents of the BTC, and in such manner, as shall from time to time be determined by resolution of the EC. In the absence of such determination by the EC, either the Treasurer or the President of the Corporation in accordance with their duties outlined in these bylaws may sign such instruments.

Section 5. Fees and compensation:

The EC and members of committees may receive such compensation, if any, for their services and such reimbursement for expenses as may be fixed or determined by resolution of the EC; provided that such compensation shall be reasonable and shall be comparable to that compensation paid by unaffiliated entities for a like position.

Section 6. Deposits:

All funds of BTC shall be deposited to the credit of BTC in such banks, trust companies, or other depositories as the EC may select in accordance with these bylaws.

Section 7. Books records:

BTC shall keep correct and complete books, records and donation receipts. BTC shall keep minutes of the proceedings of its members, EC, other councils, and committees having and exercising any of the authority of the EC. BTC shall keep at the principal office a record giving the names and addresses of all EC members. Any BTC member may inspect books and records of BTC for any proper purpose at any reasonable time as approved by a majority of the EC on a case-by-case basis.

Article VIII Property, Affiliation and Dissolution:

Section 1. Title to property:

All property of BTC shall be deeded to BTC and held in its name or, if required by law, to trustees acting on behalf of BTC and their successors in the office.

Section 2. Purchase and sales of property:

All purchases of furnishings, equipment, and other items of tangible personal property, exceeding \$20,000 in cost shall be authorized by a 2/3 vote of determination of the EC. No real or chattel property of the BTC exceeding \$20,000 in value shall be sold, leased, mortgaged or otherwise alienated without the same having been authorized by a 2/3 vote of determination by the EC.

Section 3. Dissolution:

Upon the dissolution of BTC, none of its funds or assets shall be distributed to any officer or individual. The EC shall, after paying or making provision for the payment of all of the liabilities of BTC, dispose of all the funds and assets of the club by conveying the same to another 501(c)(3) non-profit organization with a mission consistent to that of the BTC.

Article IX. Conflict Resolution and Discipline:

In the BTC, we have an ardent commitment to a positive and productive attitude. We expect those in our member base to train, compete and live in a way that minimizes and resolves any conflict. Negativity towards the Club, EC, ED, coach and or its members will not be tolerated from BTC members. When differences or offenses occur, we expect open communication. It is highly encouraged that you take a prompt, proactive and problem-solving role in all situations involving conflict. Do your best to bring reconciliation before an issue escalates into something problematic for the entire Club. Never spread negativity by talking about the problem unnecessarily.

Leadership of the Club, in the form of the ED, EC or assigned agents, are available for you to voice your concerns and help you build a plan to resolve your issues. This plan may include the situation being brought before the EC as a whole, as deemed necessary.

The sequence for resolving conflict is as follows:

- Go directly to the person/persons involved in the conflict and attempt reconciliation.
- If this does not work, communicate with the designated team manager to develop a reconciliation plan. This may also include the team manager and or the ED meeting with the involved parties. The team manager and or ED both have the authority to recommend corrective measures.
- If the team manager and or ED deem that reconciliation has been unsuccessful, the involved members will be summoned to a hearing before the EC. After hearing the case, the EC will then confer to vote on the corrective measures. This is to be a simple majority vote. In presenting the case before the EC you agree to comply with the recommended measures.
- If the conflict involves any member of the EC, ED, the coach or other agents that person must attend as an involved party not a EC member.

Section 2. Disciplining BTC members:

There exist two scenarios in which BTC members may be disciplined by the EC and or the ED. They are:

1. Internal Club issues defined as:

Involving conflict between members of the Club, Club member's grievances with the Club leadership and any other grievance, issue or conflict that has been subject to the resolution policy. The EC will issue relevant disciplinary action. This may include, but is not limited to, temporary suspension from the team, termination of contract, community service work, return of sponsor product, request for public apology and ultimate dismissal from the Club.

2. Violations of Club policy:

In the event a BTC member is in violation of Club policies, training guidelines, Club guidelines, sponsorship requirements; the ED and or the President has the authority to render corrective measures towards the member. This may include, but is not limited to, temporary suspension from the team, termination of contract, community service work, return of sponsor product, and request for public apology. In the event the President and the ED deem the member should be dismissed a meeting of the EC will be held and a majority vote required for the ultimate dismissal from the Club.

Section 3. Disciplining of the ED and / or EC:

Criteria for discipline:

Should the ED demonstrate immoral conduct, questionable financial practices or a lack of ability to fulfill responsibilities, that in the opinion of a majority of the EC may require either personal correction or termination of their position, the EC shall contact the ED and then, if necessary, investigate and evaluate any appropriate discipline.

Process for investigation:

Should the EC need to investigate alleged ED misconduct, a majority vote is required to take disciplinary action. With such a consensus, the EC shall assume complete authority over the ED, they may decide to remove them from their position or to discipline them in anyway they deem necessary.

Article X Amendment of the Bylaws:

Section 1. Amendment of the bylaws:

These bylaws may be altered, amended or repealed, and new bylaws may be adopted, upon the approval of 2/3 of the members of the EC.

IN WITNESS THEREOF, the undersigned members of the EC hereby acknowledge that they approve of the foregoing bylaws and that the foregoing bylaws were approved by a proper vote of the EC on August 29, 2011.

Signatures:

.....
Lee Troop
(Executive Director)

.....
Ramin Razavi
(President)

.....
Ewen North
(Vice President)

.....
Jayson Swigart
(Treasurer)

.....
Freyja Troop
(Secretary)

Glossary of Terms:

Boulder Track Club: BTC

Executive Committee: EC

Executive Director: ED

Boulder Track Club Race Team: BTC Race Team

Boulder Track Club Development Team: BTC Development

Boulder Track Club Elite Team: BTC Elite

Boulder Track Club Officers: BTC Officers

United States of America Track and Field: USATF