

Constitution and Bylaws of the North Carolina Track & Cross Country Coaches Association, Inc.

Federal E.I.N: 37-1572477

Founded January 2002

ARTICLE I

Articles of Agreement

NAME: The name of the association is the North Carolina Track and Cross Country Coaches Association (NCTCCCA).

PURPOSE: The purpose of NCTCCCA is to maintain the highest possible standards in Track and Field and Cross Country and the profession of coaching Track and Field and Cross Country; to provide a forum for the discussion and study of all matters pertaining to Track and Field and Cross Country and coaching; to make the sport as safe and entertaining as possible through the rules of play; to exchange freely information on coaching methods and techniques; and to promote good fellowship and social contacts within the association. (Revised August 31, 2011)

ASSOCIATION OFFICE: The site of the headquarters of the Association shall be the Greensboro office of the North Carolina Coaches Association (NCCA).

AMENDMENTS: The Constitution and Bylaws may be amended only after the following:

SUBMISSION: All proposed amendments shall be submitted in writing to a member of the Board of Directors.

ADOPTION: The proposed amendment, together with the opinion of the Board of Directors, shall be read at the annual business meeting of the Association and a two-thirds majority of the members voting in person shall be necessary for the adoption of the said amendment. The annual business meeting of the Association will be held at the NCTCCCA Annual Clinic. (Revised November 10, 2017)

ARTICLE II

Board of Directors

Section 1: Composition and election: The Board of Directors shall consist of the officers and sixteen (16) or more other active members of the organization elected by the voting membership at the annual meeting. Each of the eight (8) districts shall be represented on the Board of Directors by at least two (2) members. The Board of Directors shall consist of the officers and at least sixteen members. More than two members per Region is acceptable. (Revised November 10, 2017)

Section 2. Eligibility: To be eligible as a Director, a coach must be an active member in good standing.

Section 3. Terms of office: The term of the office for members of the Board of Directors shall be for 4 years. (Revised January 2004)

Section 4. Duties: The Board of Directors shall have complete control and management of the association's affairs, funds, and property and shall have and exercise all the powers possessed by the association itself as far as such delegation of authority is not inconsistent with the laws of the NCCA.

The Directors shall exercise their duties in a manner consistent with the purposes of this Association, keeping in mind this association is not organized for profit.

Section 5. Officers of the Board: The president of the NCTCCA shall be the Chairman of the Board of Directors. The first vice-president shall be the vice-chairman of the Board of Directors.

Section 6. Vacancies: Any vacancy of the Board of Directors occurring between annual elections because of death, incapacity, resignation, or other such causes, may be filled by a majority of the directors present at a properly constituted meeting of the board.

Section 7. Meetings: The Board shall meet at least twice a year at a time and place to be designated by the president at least thirty (30) days before such meeting is to take place. Special meetings of the Board of Directors shall be held at any time or place on call by the president at least five (5) days before such a meeting. Special meetings of the Board of Directors may be held at any time without notice providing all directors are present or have waived notice thereof.

Section 8. Proxy voting: Any director not present at a meeting will be permitted to vote by proxy by filing notice of such desire with the president before the meeting and designating who shall hold the proxy.

Section 9. Quorum: A majority of the directors shall constitute a quorum at any meeting of the board. A majority of the quorum present shall decide any action or matter brought before the meeting.

ARTICLE III

Officers (Executive Board) Revised March 2005

Section 1. Composition: Officers shall be elected from the active head coaches or honorary members of the association as follows: President, First Vice-President, Second Vice-President, Treasurer and Secretary.

The terms of the original board members shall expire two years from the date of original installation. Thereafter, all board members shall serve four-year terms.

Section 2. Eligibility: To be eligible as an officer, he/she must be an active member in good standing with the organization and must be current on annual dues paid to the NCTCCA. (Revised

November 10, 2017)

Section 3. Terms of office: The term of the office shall be for two years except, for the Executive Director, Secretary and Treasurer, whose terms shall be determined by the Board of Directors.
(Revised February 9, 2022)

Section 4. Nominations: The Nominating Committee at the annual meeting shall make Nominations. Any voting member may make other nominations.

Section 5. Duties:

Executive Director: The Executive Director (or Executive Directors) shall be the chief administrative officer(s) and shall be responsible for making all decisions concerning the operation of the North Carolina Track and Cross Country Coaches Association (NCTCCCA) that are not expressly designated to other officers by the Board of Directors. This includes, but not limited to, signing contracts and other instruments in writing and making all the plans and arrangements necessary for the annual NCTCCCA Clinic (Clinic Director); the day-to-day running of the Association and perform other duties as may be required of him by the By-Laws, the President or the Board of Directors. The Executive Director would be a voting member of the Board of Director. (Position Added as Constitution Amended March 2005)

Assistant Executive Director: The Assistant Executive Director shall assume the duties of the Executive Director in the absence or incapacitation of the Executive Director. (Position Added as Constitution Amended January 26, 2010)

President. The president shall, when present, preside at all meetings of the Board of Directors and at all meetings of the membership and shall perform such other duties as the Board of Directors may, from time to time, designate. He/She shall be the chairman of the Board of Directors. (Duties changed with the addition of the Executive Director-March 2005)

Vice-Presidents.

The First Vice-President shall assume the duties of the president in the absence or incapacitation of the president.

The Second Vice-President assumes the duties of the First Vice-President in the absence or incapacitation of the First Vice-President.

Secretary. The secretary shall be the chief administrative officer of the association.

1. Keep the minutes of all meetings of the Association and of the Board of Directors
2. Read, if requested, such minutes
3. Mail out all notices for meetings of the association or the Board of Directors
4. Keep accurate account and collect all application fees, dues, and charges due from members
5. Perform such other duties as may be required of him/her by the Bylaws, the President, or the Board of Directors

Treasurer. The Treasurer shall be the chief fiscal officer of the Association and together with the president, unless the Board of Directors specifically authorizes some other person, shall sign all deeds, leases, contracts, and/or other instruments to be executed on behalf of the association. The treasurer shall have the care and custody of the funds of the association and shall have and exercise

under the supervision of the Board of Directors all the powers and duties commonly incident to his/her office.

1. Keep accurate account and collect all application fees, dues, and charges due from members
2. Perform such other duties as may be required of him/her by the Bylaws, the President, or the Board of Directors
3. Have charge of all receipts and monies of the Association
4. Deposit them in the name of the Association in a bank approved by the Board of Directors
5. Disperse funds as ordered or authorized by the Board of Directors
6. Keep regular accounts of receipts and disbursements
7. Submit his/her records when requested
8. Give an itemized statement at regular meetings of the Association
9. Sign checks and withdrawal slips on behalf of the Association upon any and all of its bank accounts, and the same shall be honored on his/her signature alone.

ARTICLE IV

Membership

Section 1. Composition: There shall be four classes of membership - Active, Allied, Honorary, and Twenty-Five (25) Years.

(a) Active. Interscholastic coaches from schools who are recognized by the NCHSAA, and who belong to the NCCA, and who actively engaged in (or directly associated with) the profession of track and field and cross country coaching in the public schools and who are otherwise acceptable to the organization shall be eligible for Active membership. Each Active member shall have the privilege of one vote. An active member must be current on annual dues paid to the NCTCCCA. (Revised November 10, 2017)

(b) Allied. Any individual who is or has been associated with track and cross country coaching at any institution of learning or established professional teams may be eligible for Allied membership regardless of whether at the same time he may be actively engaged in coaching. Members who have been active in or associated with track and field and cross-country coaching in such institutions but who are no longer active or associated are eligible for Allied membership. Individuals directly connected with the coaching profession, but not coaching, may be eligible for Allied membership. Allied members are not eligible to vote.

(c) Honorary. Honorary membership may be conferred on any person who has contributed to the advancement of track and field and cross-country and shall come only through the endorsement of the Board of Directors. A custom will be established that will make the immediate past president, if in good standing, an Honorary member. Honorary members have the same privileges as Active members.

(d) Twenty-Five (25) Year Members. Any track and cross country coach who has been a member of the NCCA for twenty-five (25) years shall be made an Honorary member.

Section 2. Dues: The new-member fee and the annual membership fee, Active and Allied classification, shall be determined by the Board of Directors. Honorary members shall pay no dues. Twenty-five (25) year members who are no longer active in coaching shall pay no dues. Dues will

cover Association administrative fees and clinics. Dues are \$25.00 annually effective June 1, 2002.

Section 3. Cancellation: A membership may be canceled by the Board of Directors on a two-thirds vote of the directors present and after a cause for cancellation has been presented by a director.

Section 4. Voting power: Active, Honorary, and Twenty-Five (25) year members shall be entitled to vote upon all questions submitted to the membership for decision. Allied members will not be entitled to vote upon such questions. (Revised November 10, 2017)

Section 5. Length of Membership: Membership is valid for a one-year period coinciding with the annual NCTCCCA clinic. (Revised November 10, 2017)

ARTICLE V

Election

The election of officers and directors shall be at the annual meeting and under the direction of the president.

ARTICLE VI

Nominating Committee

Section 1. Composition: The Nominating Committee shall consist of one member from each district and shall be appointed by the president.

Section 2. Duties: The Nominating Committee shall prepare a list of candidates for each elective office and shall present it to the membership at the annual meeting for adoption. Other nominations may be made by any voting member present.

ARTICLE VII

Meetings

Section 1. Time and place: The annual meeting of the association shall be held at a time and place set by the Board of Directors.

Section 2. Quorum: The quorum shall consist of one-tenth of the association's Active members.

- a. Meeting called to order
- b. Reading or disposal of any unapproved minutes
- C. Report of Board of Directors
- d. Reports by committees
- e. Unfinished business
- f. New business
- g. Adjournment

ARTICLE VIII

Committees

Section 1. Appointment: Members of committees are to be appointed by the president.

Section 2. Composition: Any member in good standing may be selected for a committee.

Section 3. The president shall appoint such committees as he deems necessary.

ARTICLE IX

NCTCCCA Districts

The association shall be divided into the eight (8) districts used by the NCHSAA.

ARTICLE X

Fiscal Year

The fiscal year of the association shall end with the thirty-first (31) day of October. (Revised November 10, 2017)

ARTICLE XI

Distributions Upon Dissolution (Updated January 2010)

Upon dissolution, all assets of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local government to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

ARTICLE XII

Retention and Destruction Policy: (Updated January 2011)

The Board of Directors will retain all minutes for seven (7) years before destroying and purging. All financial records will be kept indefinitely.

ARTICLE XIII

Whistleblower Policy: (Updated January 2011)

The Board of Directors approves the inclusion of the following statement and directs the Chief Executive Officer to ensure that it is given to and acknowledged by all employees and members.

Employee Protection (Whistleblower) Policy

If any employee or member reasonably believes that some policy, practice, or activity of the North Carolina Track and Cross Country Coaches Association (NCTCCCA) is in violation of law, a written complaint must be filed by that employee or member with the Executive Director or the Board President.

It is the intent of the NCTCCCA to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support the organization's goal of legal compliance. The support of all employees and members is necessary to achieving compliance with various laws and regulations. An employee or member is protected from retaliation only if the employee or member brings the alleged unlawful activity, policy, or practice to the attention of the NCTCCCA and provides the NCTCCCA with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees and members that comply with this requirement.

The NCTCCCA will not retaliate against an employee or member who in good faith, has made a protest or raised a complaint against some practice of the NCTCCCA, or of another individual or entity with whom the NCTCCCA has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The NCTCCCA will not retaliate against employees or members who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the NCTCCCA that the employee or member reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

ARTICLE XIV

Organizational Status (Amended March 7, 2012)

The North Carolina Track and Cross Country Coaches Association is organized exclusively for charitable, religious, 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.

Amended February 9, 2022 by the Voting members of the NCTCCCA
Amended November 10, 2017 by the Voting members of the NCTCCCA
Amended March 7, 2012 by the Voting members of the NCTCCCA
Amended August 31, 2011 by the Voting members of the NCTCCCA
Amended January 8, 2011

Amended January 26, 2010
Amended November 3, 2008
Amended October 22, 2008
Amended March 6, 2005
Amended January 9, 2004
Amended June 1, 2002