

**RACE TRACK CHAPLAINCY OF AMERICA, INC.**

**CONSTITUTION**

**PREAMBLE**

For the more certain preservation and security of this Corporation, and to the end that this body may be governed in an orderly manner consistent with the accepted tenets of such organizations, and for the purpose of preserving the liberties inherent in each individual member and the collective responsibility of all members to the avowed purpose of this spiritual and benevolent Ministry, we do declare and establish this Constitution.

**I. NAME**

This body shall be known as the Race Track Chaplaincy of America, Inc. (RTCA).

**II. PURPOSE STATEMENT**

The Race Track Chaplaincy of America, Inc. is to bring God's grace and salvation to the people of the horse racing industry so that they may accept Jesus Christ as their Lord and Savior and become His disciples.

**III. MISSION STATEMENT**

The overall mission of RTCA, through its councils and chaplains, is to make disciples for Jesus Christ through teaching, preaching, and ministering to the spiritual, emotional, physical, social, and educational needs of those persons involved in all aspects of the horse racing industry.

**IV. DOCTRINAL POLICY**

We accept the Bible as our sole authority in all religious matters. We accept the "Apostles Creed" as a clear doctrinal statement.

**V. DENOMINATIONAL POLICY**

This Ministry shall be inter-denominational in its emphasis, witness and practice.

**VI. BOARD OF DIRECTORS**

**A. PURPOSE**

The primary purpose of the RTCA Board of Directors is to assist Local Councils and Chaplains in fulfilling the RTCA purpose statement through effective and efficient implementation of the RTCA Mission Statement.

The Board of Directors shall not allow the administration of the RTCA to detract from the focus of the RTCA Ministry to the racing industry.

## **B. MEMBERSHIP**

### **1. The General Assembly**

#### **–The General Assembly shall consist of:**

- Regional Directors elected regionally (3 per region),
- three (3) at-large Directors,
- three (3) International Directors,
- All Presidents of recognized Councils are members of the General Assembly. The instrument of recognition is a signed Affiliation Agreement between RTCA National and the Council. Council Presidents may send a representative from the respective council to the General Assembly meeting when he/she cannot attend.
- All approved Chaplains who are serving under a Council recognized by the RTCA are members of the General Assembly.
- The General Assembly shall have the right to honor former members whom it deems worthy by electing them to the position of Director Emeritus, with full membership privileges. In addition, an individual who has served twenty (20) cumulative years as a member shall, at the completion of the twentieth (20th) year, automatically become a Director Emeritus, with full membership privileges.

The General Assembly shall meet annually.

2. **The Board** - Qualified, external to RTCA, persons may be elected to the Board by the General Assembly to provide competent oversight and leadership (that may be lacking in the general membership) in areas of expertise essential for a national organization. In addition, each Endorsing Agent providing Endorsement to the RTCA Chaplains shall be invited to be a member of the Board.

The Board shall meet quarterly, either via conference call or in person, or in concert with the General Assembly annual meeting. More frequent meetings may be required and can be called by the President or a majority of Board members.

The Board shall be empowered, in consultation with the Executive Director and within the constraints of the budget

adopted at the previous Annual Meeting; to employ such staff as may be necessary to carry out the daily work of the RTCA.

3. The Executive Committee – The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer of the Board.

The Executive Committee shall meet monthly, either via conference call or in person, or in concert with the Board. More frequent meetings may be required and can be called by the President or a majority of Executive Committee members.

It is understood that since the executive committee meets on a more frequent basis and generally has closer interaction with staff, they shall be empowered to make routine or operational decisions on behalf of the RTCA, in consultation with the Executive Director, on an as needed basis and particularly on issues requiring immediate action. The Executive Committee does not have the authority to amend bylaws or establish association policy.

4. **Members** – The members of the Board shall be the President, Vice-President, Secretary, Treasurer, Chaplains' Representative, Regional Directors' Representative, Council Presidents' Representative, Industry Representative, and Women's Ministry Representative. The Executive Director shall be an ex-officio, non-voting member of the officers of the Board and the Executive Committee.

1. **President** – He ("He" is a generic term which represents he or she). Shall preside at all meetings of the Corporation. He shall be the Chief Executive Officer of the Corporation. His signature, with an attest by the signature of the Executive Director or the Secretary shall be sufficient for all legal documents. He shall be the Chairman of the General Assembly, the Board of Directors, and the Executive Committee of the Board of Directors, which shall consist of the officers of the Board. The President may have a vote in all matters before the Executive Committee and the Board of Directors. The President, with the approval of the Executive Committee, shall appoint the Chairpersons and members of all the Standing Committees, unless otherwise stipulated in this Constitution. The President is an ex-officio, non-voting member of all other Committees and sub-Committees, with the exception of the Nominating

Committee. He shall not serve as the Chairperson of any Committee or Sub-Committee.

2. **Vice-President** – He shall serve in the absence of the President. All powers and responsibilities shall devolve upon him in the absence of the President. He shall be a member of the Executive Committee.
3. **Secretary** – He shall be responsible for the recording and keeping of all records and minutes. A copy of the minutes shall be prepared after each Annual General Assembly and Executive Committee meeting and sent to the Board of Directors within thirty days after that meeting. He shall be helped in his work by the Executive Director and staff of the Corporation. The Secretary shall keep in his care the Corporate Seal of the Corporation. He shall be a member of the Executive Committee.
4. **Treasurer** – He shall be responsible for the maintaining of adequate records of all financial transactions of the Corporation. He shall present reports to the Board and at the Annual General Assembly. He shall serve as Chairman of the Finance Committee. He shall be a member of the Executive Committee. He shall be aided by the Executive Director and staff of the Corporation.
5. **Chaplains' Representative** – He shall represent the interests of the Chaplains on the Board, and shall act as a liaison for the Board to the Chaplains. He shall maintain communications with all the RTCA Chaplains; provide the Chaplains with information concerning the RTCA; and periodically poll the Chaplains for their opinions on pertinent issues.
6. **Regional Directors' Representative** – He shall represent the interests of the Regional, At-Large and International Directors' on the Board, and shall act as a liaison for the Board to the Regional Directors. He shall maintain communications with all Regional Directors; provide the Regional Directors with information concerning the RTCA; periodically poll the Regional Directors for their opinions on pertinent issues..
7. **Council Presidents' Representative** – He shall represent the interests of the Council Presidents on the Board, and shall act as a liaison for the Board to the Council

Presidents. He shall maintain communications with all Council Presidents; provide the Council Presidents with information concerning the RTCA; and periodically poll the Council Presidents for their opinions on pertinent issues.

**8. Women's Ministry Representative** – She shall represent the interests of the women associated with RTCA on the Board, and shall act as a liaison for the Board to the Women's Ministry Committee. She shall maintain communications with all women associated with RTCA; provide all women associated with RTCA with information the RTCA; and periodically poll the women associated with RTCA for their opinions on pertinent issues.

**9. Industry Representative** – The Industry Representative shall represent the interests of the various members and agencies of the horse racing industry that comprise the corporate and cultural milieu of RTCA ministry. He shall maintain communications with the various agencies and authorities of the horse racing industry and provide insight as to the impact of RTCA ministries and the implications of various industry forces for RTCA ministry.

**10. Executive Director** – An Executive Director shall be called by the Board of Directors upon the recommendation of the Executive Committee to fulfill such duties as prescribed in the RTCA Constitution and By-Laws. He shall be the chief operating officer of the Corporation. He shall serve at the direction of the Board. He shall be responsible to the Board of Directors. He shall be an ex-officio member of the Board, the Executive Committee, and all other Committees, without the right to vote.

**5. Terms** – The Regional Directors, At-Large Directors and International Directors shall be elected for three (3) year terms, on a cycle, with one-third being elected each year to represent each of the regions.

Other members shall serve as selected by their Councils or Endorsing Agencies as defined in Section VI, Part B, paragraph 1.

Directors Emeritus, once elected, shall serve for life unless removed by the Board for cause.

The officers of the board (president, vice president, secretary, and treasurer) shall be elected by the General Assembly to serve a one (1) year term. Officers may serve no more than three (3) consecutive years in any one office and may serve as an officer for no more than six (6) years in any eight (8)-year period.

6. **Nomination** – The President shall appoint a Nominating Committee before the Annual Meeting to submit names for election to fill expired or vacant positions. The current Directors from each region shall be polled for candidates for Regional Director(s) from their region, and for officers. All nominees for positions as officers must have served the previous year as a member. The Nominating Committee must submit the candidates for election to the current General Assembly for their consideration no less than thirty (30) days before the Annual Meeting. Nominations shall be taken from the floor and must be presented at the opening session at the Annual Meeting. The election shall take place at the closing session of the Annual Meeting.

7. **Qualifications** – Each member shall be a committed Christian, who affirms the Constitution and By-Laws of the RTCA, and subscribes to the RTCA’s commitment requirements.

8. **Duties** – The members shall be spiritually and financially committed to supporting the RTCA; shall attend and participate at the Annual Meeting; shall serve on Committees as appointed; and shall always act in a respectable manner and demonstrate a Christian attitude when representing the RTCA.

A Director who is unable to attend the Annual Meeting is expected to notify the Secretary of the Board as to the reason for their absence. Should a Director not attend two (2) consecutive General Assembly Meetings, he/she can be removed from the board and the position shall be vacant until the election at the next Annual Meeting.

### C. CHAPLAINS

Chaplains shall be called to serve directly by the Local Councils after receiving the recommendations of the personnel Committee and the approval of the Executive Director. All Chaplains must meet the qualifications established in the RTCA By-Laws. Applicants for

recommendation and approval as RTCA Chaplains must submit all required documents to the Personnel Committee.

## **VII. COMMITTEES**

All Committees shall report their activities and provide written reports and minutes of their meetings to the Board. All Committees shall present an Annual Report to the Board of Directors at the Annual Meeting.

In addition to the Executive Committee and Finance Committees of the Board, there shall be the following committees as described hereunder as well as standing committees and ad hoc committees as established by the Board of Directors.

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#### **A. EXECUTIVE COMMITTEE**

This Committee shall be considered ad-interim the Corporation in accordance with the RTCA Constitution and By-Laws. They shall perform duties as are referred to them or devolve upon them. The general business of the Corporation shall be their responsibility ad-interim. In the case of an emergency matter they shall be empowered to buy, sell, or encumber property not to exceed \$10,000 without the prior approval of the Board of Directors. They shall present reports of all their activities and actions to the Board.

#### **B. FINANCE COMMITTEE**

This Committee shall consist of at least five (5) members of the Board of Directors. The Treasurer shall be the Chairman of the Finance Committee. Their responsibility shall be to develop the RTCA Annual Budget for presentation at the Annual Meeting. The Finance Committee shall also assist in the development, promotion and implementation of a funding formula to finance the programs of the Corporation. They shall work closely with the Executive Director to keep a balanced budget with proper financial accountability including a bi-annual audit and any requirements of the United States Internal Revenue Service. This Committee will provide financial management policies and procedures for approval by the Executive Committee.

#### **C. CHAPLAIN CANDIDATE SCREENING COMMITTEE**

This Committee shall consist of at least five (5) members of the Board of Directors. They shall review all applications for the position of Chaplain and make recommendations based on the individual's qualifications. This recommendation will go to the Executive Director whose approval is also required. The Executive Director will then recommend approved applicants to Councils seeking Chaplains. This Committee will provide Chaplain management policies and procedures for approval by the Board.

#### **D. NOMINATING COMMITTEE**

This Committee shall consist of at least five (5) members of the Board of Directors. Thirty (30) days prior to the Annual Meeting, they will present a slate of candidates for officers, Regional Directors, At-Large Directors and International Directors including the top three (3) nominees for each position, to all Directors. Officers may serve no more than three (3) consecutive years and in any one office and may serve as an officer for no more than six (6) years in any eight (8) year period. This Committee will

provide nomination and election policies and procedures for approval by the Board of Directors.

#### **E. CONSTITUTION COMMITTEE**

This Committee shall consist of at least five (5) members of the Board of Directors. They shall receive and review suggestions for amending the Constitution and additions or changes to the By-Laws. They shall continually review the activities of the Board and the Executive Committee for compliance with the Constitution and By-Laws. They shall completely review the Constitution and By-Laws every five (5) years. The Chairman of this Committee shall serve as the official Parliamentarian for the Race Track Chaplaincy of America, Inc.

Additional standing or ad hoc committees may be established, modified and dissolved by the Board of Directors. The board shall define the duties, composition, tenure and reporting requirements of each committee.

### **VIII. MEETINGS**

#### **A. ANNUAL MEETING**

There shall be an Annual Meeting of the General Assembly to be held at a time and place to be designated by the Board of Directors at the preceding Annual Meeting. At this meeting, the Executive Director shall give his Annual Report; there shall be a report of the Treasurer; and all other Committees shall submit a report. The Annual Budget shall be adopted and the election of Board members and officers shall take place. Such other business as is necessary shall be conducted. Time shall be provided for Committees to meet prior to, during and/or after the Annual Meeting.

#### **B. QUORUM**

A quorum requires that at least one half (50%) of those members of the Board of Directors registered at the Annual Meeting be present in order to take action on any matter before the Board, including amendments to the Constitution and By-Laws.

#### **C. SPECIAL MEETINGS**

Special meetings of the Board may be called by request of at least 25% of the members of the Board.

#### **D. TRAVEL EXPENSES**

Travel expenses for the Board and the Executive Committee meetings shall be paid by the Corporation.

## **IX. COUNCILS**

Councils shall be formed to administer, promote, provide funding, supervise and evaluate the work of the RTCA Chaplain on a Local and/or Regional basis. The Council shall establish and maintain a strong, effective Christian Chaplaincy at racetracks and/or horse farms within a designated geographic area. With the prior approval of the Executive Director, the Council shall call an approved RTCA Chaplain to establish and maintain the Council's Ministry. This Ministry shall be responsive to the needs of all racetrack and/or horse farm personnel and their families, and all who choose to participate in racetrack activities. The Council is to support the Chaplain, Ministry, and racetrack and/or horse farm personnel spiritually, emotionally, and financially.

The recognition of such Councils shall be the province of the Board of Directors. The Councils shall adhere to the purpose, guidelines, and procedures as set forth in the Constitution and By-Laws of the RTCA. The Council's board of Directors shall consist of elected officers; members at-large from the racing industry including horsemen and track and horse farm management, and the community; and both full and part-time Chaplains. The geographic boundaries of a Council shall be determined by the location of the racetracks and/or horse farm where the Council has established a Ministry; and shall not extend outside of the RTCA designated region. Each Council shall be represented on the Board of Directors, by its President and the Chaplain. A Council member shall be elected by the Council as its representative, in case the President cannot attend the Annual Meeting.

## **X. AMENDMENTS**

This Constitution may be amended when a quorum is present and requires a two-thirds (2/3) majority vote of the Board of Directors present. Proposed Amendments should be sent to the Chairman of the Constitution Committee not less than ninety (90) days before the Annual Meeting. Written notice of proposed amendments must have been given by the Constitution Committee to all Directors at least thirty (30) days before the Annual Meeting at which the amendment are to be discussed and acted upon. This article notwithstanding, an emergency can be declared by a two-thirds (2/3) majority vote of the Board of Directors present and additional amendments may be proposed at the Annual Meeting. The action taken on proposed amendments at the Annual Meeting shall take effect immediately, unless otherwise specified.

## **XI. BY-LAWS**

The General Assembly shall establish By-Laws for the implementation of this Constitution and the working procedures of the Board. Amendments to the By-Laws require a quorum to represent, and majority vote of the General Assembly present. A written notice of the proposed amendments must be provided to all members thirty (30)

days prior to the meeting of the General Assembly at which the amendments are to be discussed and acted upon. This article notwithstanding, an emergency can be declared by two-thirds (2/3) majority vote of the General Assembly present and additional amendments may be proposed at the Annual Meeting. These By-Laws, when adopted, shall become the rules and regulations under which the Race Track Chaplaincy of America, Inc. shall operate. In all parliamentary matters, the latest revision of Robert's Rules of Order shall govern.

## **XII. CONSTITUTIONAL REVIEW**

The Constitution Committee shall completely review the Constitution and By-Laws every five (5) years beginning with the year 2000. All Constitutional revisions shall take effect immediately.

This Constitution and By-Laws are hereby accepted and declared to be the rules and regulations whereby the Race Track Chaplaincy of America, Inc. shall do its work and conduct its Ministry.

Done by order of the General Assembly on this \_\_\_\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**RACE TRACK CHAPLAINCY OF AMERICA, INC.**

**BY-LAWS**

**I. CORPORATE OFFICES:**

The Executive Director of the RTCA shall maintain a Corporate Office(s) of the RTCA in a location(s) convenient to commercial and transportation services.

**II. REGIONS:**

For the purpose of electing Directors and to facilitate the cooperation and communications of Local Councils, the North American continent shall be divided into the regions:

The regions should conduct at least one meeting annually with representatives from the Local Councils including the Chaplains.

**III. ELECTION OF RTCA OFFICERS AND REGIONAL DIRECTORS:**

The officers shall be elected at the closing session of the Annual Meeting. Prior to selecting the list of candidates, the Nominating Committee shall request nominations from each Director. At least thirty (30) days prior to the Annual Meeting, the Nominating Committee will send each current General Assembly member a list of candidates for officers. A brief biography of each candidate listing his or her credentials shall be included. Each region shall recommend to the Nominating Committee a candidate for Director from that region, after consultation with Directors within that region. Nominations for officers and Directors shall be taken from the floor at the opening sessions of the Annual Meeting provided that the nominee has consented to serve and a brief biography of credentials is provided. Election of officers shall be conducted by secret ballot and counted by the Nominating Committee. If a majority (50% + 1) is not received for any position on the first ballot, a run-off shall be conducted between the two candidates receiving the most votes. The terms of the officers and Directors shall begin immediately after the completion of the annual election.

**IV. CREDENTIALS COMMITTEE:**

The Constitution and By Laws Committee shall act as a Credentials Committee at the Annual Meeting. This Committee shall determine who can vote at the Annual Meeting. Those Chaplains permitted to vote will be approved Chaplains, who are serving under a Council recognized by the RTCA. In order for the President or elected representative of a Council to vote, the Council must have been recognized by the Board of Directors and must be current with the required reporting and financial commitment to the National RTCA. The elected Representative must provide certification of election by the Council signed by the Council President.

## **V. BUDGET:**

The Treasurer shall submit a proposed annual budget for the National RTCA to the Board of Directors at least thirty (30) days prior to the Annual Meeting. The proposed annual budget must have been previously approved by the Finance Committee and the Board. The proposed budget must be approved by a majority (50% + 1) vote of the General Assembly at the Annual Meeting.

## **VI. FINANCIAL COMMITMENTS:**

Each Council must pledge a financial commitment to support the National RTCA on an annual basis. This Commitment Form must be submitted to the Executive Committee on or before September 30<sup>th</sup> of the year prior to the commitment. Unless otherwise approved by the Board, each Council is encouraged to pledge at least five percent (5%) of the Council's total annual revenues. The financial commitment is due and payable on a quarterly basis with payment deadlines of March 30<sup>th</sup>, June 30<sup>th</sup>, September 30<sup>th</sup>, and December 31<sup>st</sup>.

## **VII. ACCOUNTABILITY:**

The Executive Director in coordination with the Board shall ensure that the RTCA, Inc. maintains a 501 (c) (3) non-profit status with the United States Internal Revenue Service. A bi-annual audit of the RTCA, Inc. shall be conducted by a certified public accountant. The required IRS forms shall be submitted on a timely basis. A Council may not operate within the RTCA, Inc., non-profit Corporation. A Council must maintain a separate 501 (c) (3) non-profit Corporation. Councils must also maintain the required financial commitment and provide copies of minutes, budgets, revenues, expenses, audits, IRS reports, and corporate documents, including their constitution and by-laws.

Failure to:

1. Comply with agreed hiring procedures, and/or
  2. Send required contributions to National, and/or
  3. Comply with other provisions of the Affiliation Agreement,
- will normally result in the termination of the Affiliation Agreement. Such action may be forestalled or appealed by a letter to the RTCA Board stating justification for non-compliance. A favorable response to the appeal will be contingent on the expectation and evidence provided of a reasonable/timely solution to the constraints that require such action or a determination of a permanent constraint that requires an exception to policy.

## **VIII. USE OF THE CORPORATE NAME AND LOGO:**

The name "Race Track Chaplaincy of America" and the corporate logo have been copyrighted and trademarked; and are the property of the Race Track Chaplaincy of America, Inc. Prior to any use of the RTCA name and logo, the RTCA Board must grant approval in writing.

**IX. LIABILITY INSURANCE:**

The Race Track Chaplaincy of America, Inc. must carry a one million dollar (\$1,000,000.00) corporate liability insurance policy. The Councils shall be encouraged to carry a one million dollar (\$1,000,000.00) liability insurance policy with the National Race Track Chaplaincy of America, Inc. named as an also insured.

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