

BYLAWS OF THE River Valley Runners ROAD RUNNERS CLUB

1/1/2013

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I. NAME

The name of the organization shall be " River Valley Runners " hereafter referred to as "the Club".

II. PURPOSE

The Club is organized to provide a community-based running organizations that empowers all people to participate in the sport of running in pursuit of enjoyment, health, well-being and competition. In furtherance of our purpose, the Club hosts group runs, fun runs, training runs, running events, and programs on the road, track, and trails. The Club hosts education sessions about topics of interest for runners, provides awards, hosts social events, and all such other things as may be conducive to the encouragement of running. The Club also engages in community activities, to publicize by appropriate means, the benefits of running as a means of physical fitness to improve the health status of people in our community.

III. AFFILIATION (REQUIRED)

The Club shall be a chapter of the Road Runners Club of America, and all measures adopted by that body must be considered by this organization. This Club will submit a portion of the annual dues described in section V to the RRCA as membership in that body shall require.

IV. MEMBERSHIP

Membership in the Club will be on an annual basis starting upon enrollment lasting 1 year after join date. The club promotes equitable opportunities to membership and participation in all associated activities and does not discriminate based on characteristics protected by local, state, or Federal law.

Individuals wanting to participate in the activities of the Club shall submit dues annually, complete an annual application for membership, which includes agreeing to follow the Club's code of Conduct, and sign a waiver of liability for participation in all Club activities.

1. Club Code of Conduct

- Show respect for fellow club members at all times;
- Show respect and appreciation for the volunteers who give their time to help the club and/or event(s);
- Never yell, taunt, or threaten physical violence towards other members of the club, 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 club activities;
- Never use abusive or vulgar language, or make racial, ethnic or gender-related slurs or derogatory comments at club-hosted events;
- 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 club 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 when participating in club races or other races where you may represent the club by wearing a club-branded singlet, shirt, uniform, etc.
- Always report violations of the Member Code of Conduct policy to the Board in writing.

V. DUES

The annual dues rate for the Club membership will be set on an annual basis by the Board of Directors and shared annually with the membership as part of the regular join and renew process for the Club. If the Board elects to raise dues by more than 50% from one year to the next, the membership will vote on the recommended dues increase.

VI. MEETING OF THE MEMBERSHIP

The members of the Club 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 Club's fiscal year. At the Board's discretion, the Annual Meeting of the Membership may be held in-person or via digital means including tele-or video conferencing. If the Meeting of the Membership must be postponed and cannot be held at a later time on the same date and location, or if it is cancelled due to imminent danger to members (exigent circumstances), 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 (in-person, tele-or video conferencing) to the members.

Quorum at the annual meeting of the membership will be majority of the Board of Directors and no less than 11 voting members

B. Special Meetings. Other meetings of the membership may be conducted as deemed necessary by a majority of the Board. The Board shall call a membership meeting upon the written request of not less than twenty-five percent (25%) of the total members eligible to vote. The Board will determine if the meeting will be held in-person or via tele-or video conferencing. The Board will determine the method of voting for a special meeting

VII. BOARD OF DIRECTORS AND ELECTIONS

The general membership elects the following Board of Directors at its annual Meeting of the Membership: President, Vice President, Treasurer, and Secretary.

A. Board responsibilities. The Board is the governing authority and has total oversight over the management of the Club's affairs. It carries out all the mission, purposes, and objectives and duties for which the Club 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 the Club's 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 the Club, which requires fundraising support and engagement by all directors and officers.
- Serving as ambassadors for the organization.
- Hiring and setting compensation for any independent contractors, race directors, coaches, or staff

B. Board of Director Members and Duties:

1. President - to preside over meetings, represent the Club with the RRCA, 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 organizations 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.

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

D. Term of Office: Term of office shall be one year (12 months), beginning with or at the close of the annual membership meeting. Any Board of Director Member may serve as many years as elected on the board unless seen unfit at which point a vote of no confidence will be made. The Board will appoint any board seat vacated during a term 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 membership meeting.

E. Nominations for Board of Director Elections: A nominating committee will be formed to assist the Board and be accountable to membership for recruiting and recommending candidates for nomination that will represent a well-rounded, competent board of directors. The committee will review succession planning needs and term limits for board members and make recommendations to ensure continuity of operations, leadership changes, and DEI for the Board. The committee will alert members to open positions on the Board and encourage nominations based on procedures and deadlines established by the Board no less than 30-days in advance of the elections.

F. Elections: All Board members shall be elected by a majority vote of those present at the annual membership meeting in December.

G. Voting: All membership categories that have paid annual dues are eligible to vote at the Annual Meeting of the Membership. The board shall authorize and make notice to members, no less than 30-days in advance of the meeting, for the allowance of digital (online) 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 Membership or Special Meeting outlining voting instructions as approved by the Board.

H. Procedural requirements: Parliamentary procedure will be carried out 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. A quorum shall consist of 11 members. No official meeting shall be held and no business conducts unless a quorum is present.

I. Removal from Office: As determined by a majority vote of the other board members, an officer or 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/Officer following a written warning by the Board. In such case, the Board member may be removed by a majority vote of the Board.

VIII. COMMITTEES & TASK FORCES

The Board of Directors has the authority to create committees and task forces, appoint members, and dissolve committees and task forces as it deems appropriate to carry out the purpose of the Club. 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 serve for one year or a term as defined by the Board of Directors. The Board is kept informed of the activities and progress of all committees and task forces, and the Board has oversight duties regarding the final outcome approval, acceptance or rejection, ratification of the actions of a committee or task force.

IX. 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 officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club with approval of the Board majority.

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

No Club funds may be deposited in the personal account of a member of the Board. The Treasurer reviews the status of the general fund at least quarterly. At the same time, he/she reviews 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.

X. VOLUNTEER BOARD SERVICE

The members of the Board of Directors shall serve without salary, and no part of the net income of the Club shall inure to the benefit of its directors, officers, or other private persons; provided, however, that the Club may make payments and distributions to third parties including payments to defray the reasonable operating expenses of the Club. The Board may authorize for reimbursement, in accordance with the Club'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 the Club to the members of the Board or its employees.

XI. SAVINGS CLAUSE

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.

XII. TAX STATUS AND DISSOLUTION

No part of the net earnings of the Club inures to the benefit of, or is distributable to, its members, trustees, officers, or other private persons; except that the Club 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 the Club's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. The Club 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, the Club 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 the Club, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America or another 501(c)(3) nonprofit organization with a similar purpose to the Club's and with approval from the RRCA following the dissolution requirements for the state in which the club operates in.

XIII. AMENDMENTS TO THESE BYLAWS

These bylaws may be amended by a majority of those voting at an annual meeting, as follows: (a) a proposed amendment must be submitted in writing to the President at least 120-days preceding the annual meeting; (b) the board by majority vote determines its position for, against, or for with a recommended change; and (c) the board returns the proposal along with its position to be included in the notice of the annual meeting.

In emergency or extraordinary situations, as defined by the board, the board waive the 120-day submission deadline and bypass the requirement of including the proposed amendment in the notice of the annual meeting. In such emergency cases the board must communicate the proposed amendment and board position to the membership at least 30-days prior to the annual meeting.

A proposed amendment, which has not been recommended by the board and has been defeated at the annual meeting 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 the Club, 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.