

BYLAWS OF THE ABILENE RUNNERS CLUB

Approved by the ARC Membership on October 2022 Amendment of Article VI approved October 2013

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ARTICLE I - NAME

The name of this organization is the "Abilene Runners Club" ("ARC").

ARTICLE II – PURPOSES

The ARC promotes and encourages distance running as a healthy lifestyle and competitive sport, and it improves local fitness and health by supporting running and jogging. Toward those goals, the ARC promotes and conducts races, training runs, social gatherings, organizes running events, offers guidance to organizations interested in hosting running events and related activities.

ARTICLE III - ORGANIZATION AND MEMBERSHIP

The ARC consists primarily of families and individuals of all ages and skill levels who participate in, promote or are otherwise interested in the running and fitness purposes described above. The ARC is a member of the national ROAD RUNNERS CLUB OF AMERICA (RRCA).

To join ARC, individuals or families must:

1. Have an interest in promoting running and/or walking as a sport and as healthful exercise;
2. Pay ARC dues annually;
3. Allow membership or participation without regard to race, creed, color, national origin, gender, sexual orientation, or physical condition,
4. Comply with ARC bylaws, rules, policies and procedures governing membership; and

5. Operate according to local, state and federal laws pertaining to such organizations and be an ARC member in good standing at all times.

ARTICLE IV-DUES

Annual ARC dues for all members are established by the ARC board of directors ("board").

Members whose annual dues are paid by March 1 are considered to be in good standing. Those whose dues are not paid by March 1 are in arrears and are not eligible for ARC benefits.

ARTICLE V - MEETINGS OF THE BOARD OF DIRECTORS

A. Board Meetings. A board meeting shall be scheduled monthly and a Quorum of the ARC Board must convene quarterly and be held on a date and at a location determined by the ARC Board.

B. Special Meetings. Other meetings may be conducted as deemed necessary by the President.

C. Voting. Each member of the Board shall have one vote

D. Quorum. Five officers

E. Order of business. The order of business at the monthly meeting shall be as follows:

1. Call to Order

2. Roll-call

3. Action on minutes of preceding meeting

4. Report of Board Members

5. Report of Committees

6. Unfinished business, if any

7. New business

8. Election of officers and directors

9. Announcement of location of succeeding monthly meetings

10. Adjournment

F. Informal Action. Any action required or permitted to be taken at a meeting of members may be taken without a meeting if a consent or consents in writing setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members having a right to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

ARTICLE V - BOARD OF DIRECTORS

Amended 2013

The general membership elects nine people to serve as the ARC board of directors: President, Vice President, Treasurer, Secretary, Media Chairperson, Membership Chairperson, , Race Chairperson, and two Members at Large positions.

A. Board responsibilities.

1. The board is the governing authority and has total oversight over the management of ARC affairs. It carries out all the objectives and purposes for which the ARC is organized. This general mandate includes, but is not limited to, setting ARC policy, financial oversight, strategic planning, fundraising, legal oversight, determining and monitoring the ARC's programs and services, elevating the ARC's public image.
2. The board sets policies on all disputes and grievances.

B. Elections.

1. Annual elections - The nine board members will be elected each January.

2. General rules.

- a. All nominees for board positions must be members of the ARC. The president and vice president must be members of ARC for at least six months prior to election.
- b. A board member may serve in only one board position at a time.
- c. A board member may accept nomination and run for election to another board position without resigning.

3. Terms of office.

- a. The term for all elected board positions is one year, defined as follows: the term begins on the first day of the calendar month following the initial election and lasts until the comparable day one year hence.
- b. An officer or board member may be reelected to the same office or to a different office. An officer or board member may only serve two consecutive years in any one board position. They may be reelected to another board position for a total of four consecutive years. After the 4 consecutive years, the individual must then be vacant from any board position for at least two full years. After that two-year period, that individual is again eligible for reelected as a board member. No term beginning before this ratification of this article shall be taken into account in determining eligibility for election or appointment.

4. Nominating procedure.

- a. Candidates for office may nominate his/herself or be nominated by another ARC member.

1. Election process. At a general membership meeting, each open position is voted on separately and is filled by the candidate receiving a majority of votes cast. When more than two candidates are nominated and a majority vote is not reached on the ballot, the candidates having the two highest numbers of votes are put on a ballot for a runoff.

C. Board meetings.

Robert's Rules of Order govern the proceedings of all board meetings, when not inconsistent with these bylaws.

1. The board holds at least one regular meeting quarterly, as called by the president. Additional (special) meetings may be called (a) by the president or (b) at the written request of at least one-third of the board.

2. Each board member is notified via email or other electronic means of the time and place of a meeting at least ten calendar days prior to the meeting.

3. Quorum. Five board members are a quorum for the transaction of business. The act of the majority of those present and voting is binding.

D. Vacancies.

No vacancy created by the resignation of a board member may be filled until the resignation has been submitted in writing to the president.

1. If the office of the president becomes vacant, the vice president may choose to become president to fulfill the unexpired portion of the term. The vice president must decide within seven days after the vacancy occurs. If the vice president declines the position, the vice president convenes a special meeting of the board to elect a person to fulfill the unexpired portion of the term. The meeting must take place within 30 days after the vacancy has occurred.

2. The president fills any vacancy in other board positions with an eligible person, although the board may, by majority vote, overrule any particular choice. That person fulfills the unexpired portion of the term.

E. Removal from Office.

1. As determined by a majority vote of the other board members, an officer or director may be removed from office for:

a) missing two consecutive regular board meetings without an excuse approved by a majority of the board; (b) illegal (unlawful) activity; or (c) not carrying out or fulfilling the duties of the position.

F. Duties of the president.

The President (a) provides leadership to the board by proposing policies and practices, (b) presides at all board meetings and membership meetings, (c) oversees all of the ARC provisions, objectives and purposes, (d) appoints the members (including chairpersons) of committees and task forces. (e) recommends to the board the creation and disbanding of temporary committees, (t) is an ex-officio member of each committee except the Nominating Committee, (g) delegates or assigns specific functions or program responsibilities to other members of the board (although the board may overrule any particular such action), and G) performs all other duties that pertain to the office or that may be specified in these bylaws or specified by the board.

G. Duties of the vice president.

In the absence of the president or in the event of the president's disability or refusal to act (as agreed upon by at least a majority of the board), the vice president performs the duties of the president, and when so acting, has all the powers of and is subject to all restrictions of the president. The vice president also discharges such other duties as may from time to time be required of the vice president by the president or by the board.

H. Duties of the treasurer.

The Treasurer (a) ensures that ARC finances are managed according to generally accepted accounting principles (GAAP) for nonprofits and that funds are secured, deposited, invested, spent and reported according to the board's policies and procedures and (b) is responsible for timely filing of tax returns. The treasurer (c) may recommend that any or all of the above duties be delegated to staff, volunteers or independent professionals as the board may choose, provided, however, that the treasurer is responsible for oversight of such tasks.

I. Duties of the secretary.

The Secretary is responsible for (a) recording the minutes of all board and membership meetings, (b) effectively managing and authenticating the ARC records, (c) verifying the voting list for the annual meeting, (d) counting ballots at the annual meeting, and (e) all other duties normally associated with the office of secretary. Any or all of these secretarial duties may be delegated to staff, volunteers or independent professionals as the board may choose, provided, however, that the secretary remains responsible for oversight of these tasks.

J- Duties of the Membership Coordinator.

The Membership Coordinator (a) maintains a current list of ARC members, (b) enters new members into the database and ensures ne members receive initial ARC welcome benefits. The membership coordinator may delegate any of these tasks to members of the membership committee.

K. Duties of the Media Coordinator.

The Media Chairperson (a) promotes the ARC through visual print and/or social media including social media platforms, newspaper and/or television coverage of club meetings and events. The media coordinator may delegate tasks to members of the Media committee.

L. Duties of the Race Coordinator.

The race coordinator (a) serves as a point of contact for persons or groups requesting ARC assistance in conducting running events, (b) oversees and assists race committee members with race preparation. The race coordinator may delegate tasks to members of the Race Committee.

M. Duties of the Technology Coordinator.

The technology Coordinator (a) ensures continued upkeep and updating of ARC website and (b) provide digital media coverage of ARC events. The technology coordinator may delegate tasks to volunteers.

ARTICLE VII. COMMITTEES AND OTHER SUPPORT GROUPS

The following marks apply to all such groups; for brevity they are hereafter referred to as "committees" or "groups," regardless of their function.

A. General rules

1, Appointing authority. The president has sole authority to appoint members (including the chairperson) of a committee, fill vacancies, and release any committee member(s) (with or without cause) from further duty; however, the board may, by majority vote, deny one or more of those actions. With board approval, the president may delegate to the VP the role of implementing staffing needs (including membership changes or dissolution) of groups normally supervised by staff.

2. Length of service of committee members. Members are appointed promptly after the creation of a committee. The length of service for all committee members terminates as deemed by the board; the president may then reappoint selected members and appoint new members (although the board, by majority vote, may overrule any particular choice).

An individual may serve no more than 4 consecutive years on any one committee and must then go off that particular committee for at least two years. After that two-year period, that individual is again eligible for reappointment to the committee.

3. Quorum and manner of acting. A majority of a committee constitutes a quorum, and the act of a majority of the members present at a meeting at which a quorum is present is the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the board.

B. Permanent("standing") committees. The ARC's three permanent committees are the Membership Committee, Race Committee, and Media Committee. Responsibilities of these committees will be determined by the board.

C. Other committees and support groups. Other committees and support groups include: (a) operational, ongoing, or annual functions and programs not designated as permanent in these bylaws, and (b) ad hoc committees such as task forces and special panels.

1. Creation and dissolution. Committees not otherwise listed in these bylaws are formed and/or dissolved by a majority vote of the board. The board may take this action based on the recommendation of the president, executive director, an RRCA member, through its own deliberations.

2. Terms. All committees formed by the board continue as determined by the board. All committees, other than the three permanent committees, are either reauthorized by the board or allowed to terminate. For reauthorized committees, members are appointed as described in the general rules of paragraph A, above. The board is kept informed of the activities and progress of each group and has oversight duties only in regard to the final outcome (approval, acceptance or rejection, ratification, etc.). Outcomes that do not meet with board approval may be returned to the group for justification, reconsideration, or further work as needed.

ARTICLE VIII. FINANCES

A. Contracts. The board may authorize the any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ARC.

B. Checks. A11 checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the ARC are signed by authorized officers or employees and in accordance with policies and procedures adopted by the board.

C. General Funds. All monies are deposited to the credit of the ARC in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency. Must provide a quarterly finance statement each quarter to list all account transaction. balance, deposits and withdrawals and the president reviews the status of the general funds. 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.

ARTICLE X -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.

ARTICLE IX-TAX STATUS REQUIREMENTS AND DISSOLUTION

No part of the net earnings of the ARC inures to the benefit of, or is distributable to, its members, trustees, officers, or other private persons; except that the ARC may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article 11. No substantial part of the: ARC's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. The ARC may not participate in, or 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 ARC 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 ARC, the board will distribute the assets (a) 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 (b) to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of will be disposed of by the circuit court of the county in which the ARC's principal office is located. Such assets must be solely for purposes or to organization(s) that said Court determines operate exclusively for the tax-exempt or public purposes, as just described.

ARTICLE X - INDEMNIFICATION

Any former or current ARC director or officer, or other such persons so designated at the discretion of the board, or the legal representative of such person, is indemnified by the ARC against all reasonable costs, expenses and counsel fees, paid or incurred in connection with any action, suit, or proceeding to which any such person or his/her legal representative may be made a party by reason of his being or having been such a director or officer, or serving or having served the corporation, except in relation to matters as to which he is found guilty of negligence or misconduct in respect of the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

ARTICLE XI - AMENDMENTS

A. Procedure. These bylaws may be amended by two-thirds of those voting at an annual meeting, as follows: (a) A proposed amendment must be submitted in writing to the ARC board. (b) the board may consult with the originator regarding possible editing, interpretations and modifications; (c) the board by majority vote determines its position for, against, or for with a recommended change; and (d) the board returns the proposal along with its position to the membership, so that both the proposal and board position can be included in the notice membership meeting.

B. Resubmission. A proposed amendment which has not been recommended by the board and has been defeated at a membership 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.

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

D. Codification. The board may renumber, revise, codify and correct any provision in these bylaws, and in the rules, policies, procedures and regulations of the ARC, 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.