**BYLAWS OF EAST BAY FRONT RUNNERS AND WALKERS**

**I. NAME**

The name of this club shall be East Bay Front Runners and Walkers.

**II. MISSION STATEMENT**

The East Bay Front Runners and Walkers is a not-for-profit organization that promotes the sports of running, walking, and related athletic events for lesbians, gays, bisexuals, transgenders and their supporters.

**III. MEMBERSHIP**

* Membership is open to all persons, without regard to race, ethnicity, age, sex, religion, national origin, or sexual orientation, and shall become effective upon receipt of the annual dues.
* The amount of annual dues shall be determined each year by a majority of votes cast at the annual meeting. The prorating of annual dues shall be determined annually by a majority of votes cast by the Steering Committee. Members will receive a membership renewal form with the first newsletter of the year, no later than February 28, informing them of the dues. Those whose dues are not paid by March 31 shall be dropped from membership in the club.
* Upon the signed recommendation of one member, and by a majority of votes cast by the membership, honorary life membership may be conferred upon any adult who has rendered notable service to the club and/or the LGBT community. An honorary member shall have none of the obligations of membership in the club, but shall be entitled to all the privileges except holding office.

**IV. OFFICERS**

* The officers of the club shall be the following, President, Vice President, Secretary, Treasurer, and Officer At Large. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the club.
* The officers shall be elected by ballot or by a majority of votes cast at the annual meeting. Officers shall serve for one year or until their successors are elected. Their term shall begin on February 1st following the annual meeting at which time officers are elected.
* No member shall hold more than one elective office at a time, unless approved by the membership at the annual meeting. There will be no restriction on the number of consecutive terms an officer may serve.
* The duties of the officers shall include, but are not restricted to:

*PRESIDENT*

* Acts as the chief administrative officer and legal head of the club.
* Exercises supervision over the club and its activities.
* Represents, or designates a member to represent, and speaks for the club at other organizations and to the public.
* Presides over the business meetings.
* Appoints standing committee chairpersons.
* Signs letters or documents necessary to carry out the will of the club.
* Assumes chief responsibility for providing information to the public about the club.

*VICE PRESIDENT*

* Assumes the duties of the president in case of absence or incapacity of the president, and becomes president upon the death, resignation or permanent incapacity of the president.
* Directs the activities of any committees formed within the club.
* Coordinates membership outreach efforts.

*SECRETARY*

* Takes notes at the proceedings of the meetings, prepares the minutes, and enters the minutes into the Official minute book.
* Reads any important papers, documents, or communications as directed by the president at all meetings.
* Assumes responsibility for club correspondence, including but not limited to postal and e-mail communication.
* Assumes responsibility for maintaining a procedural manual for the club. This procedural manual will contain information regarding coordination of annual events, renewal procedures for the P.O. box and e-mail account, etc.

*TREASURER*

* Assumes responsibility for the collecting, safekeeping, and expenditure of all club funds in accordance with generally accepted accounting principles.
* Presents a brief financial status report at each membership meeting.
* Submits a full financial report to the membership annually.

*OFFICER AT LARGE*

* Provides advice to the other officers.
* Assists the other officers in the completion of their duties.
* Actively participates in officers meetings.
* Officers, directors, or committee members can be removed by the same authority that selected them. An elected officer or director can be removed from office by the vote of the members. An appointed officer or committee member can be removed by the authority that appointed them. Valid causes for removal include but are not limited to:
* Continued, gross, or willful neglect of official duties.
* Unauthorized expenditures, unauthorized signing of checks, or misuse of club funds.

**V. DELEGATION OF AUTHORITY**

* Officers, steering committee members, or chairpersons may delegate ministerial powers and duties that require carrying out specifically described tasks that do not require the use of discretion but involve only the faithful performance of a mechanical or clerical function. These include but are not limited to the Newsletter Editor, Membership Chair, and Website Coordinator.
* Legislative and/or discretionary powers and duties may not be delegated.
* An officer, steering committee member, or chairperson retains full responsibility for the performance or exercise of the powers, duties, and responsibilities delegated.

**VI. VACANCIES**

* A vacancy in an elective office, other than president, shall be filled by appointment by the Steering Committee. That appointee shall serve only until the next election, at which time the vacancy can be filled by vote of the membership.
* A vacancy is considered to exist under one or more of the following conditions:
* Death
* Resignation
* Departure from the locality
* Removal from office
* Abandonment from office, implied resignation, or prolonged neglect or inability to act.

**VII. STEERING COMMITTEE**

* The steering committee will consist of the elected officials of the club, the Newsletter Editor, the Women’s Outreach Coordinator, and the Website Coordinator. The elected club president and secretary will serve as the chairperson and secretary of the Steering Committee.
* The Steering Committee has the power and authority to act for the club on all measures, except as outlined in Article VIII.D(2). The membership can always rescind, repeal, or amend any action of the Steering Committee, except when the action is no longer within the control of the membership, or when the action has been specifically assigned as a power or duty of the Steering Committee.
* The Steering Committee will meet at least once a quarter.

**VIII. CLUB MEETINGS**

* A membership meeting held during the month of January shall be known as the annual meeting and shall be for purposes of electing officers, receiving reports from the officers, chairpersons, and committees, and for any other business that may arise. The date of the meeting shall be selected by vote of the Steering Committee. Members shall be notified of the annual meeting date, either by newsletter or e-mail, at least one month prior to the selected date.
* Special meetings may be called by the president of the Steering Committee. Except in cases of emergency, notice of special meetings shall be mailed or e-mailed to all members at least 14 days prior to the scheduled meeting date, and shall state the purpose of the meeting.
* Quorum
* When proper notice has been given, a minimum of four members present and in good standing will constitute a quorum.
* For matters in which absentee votes have been solicited with proper absentee voting instructions issued, the absentee votes cast plus the votes of the members in good standing in attendance shall constitute a quorum.
* Voting
* Only members in good standing may vote.
* A majority of the legal votes cast is required for the following:
* Election of officers
* Changes in the bylaws
* Dues
* Recall of officers
* Dissolution
* Endorsement of outside causes
* Honorary membership
* During October, the Steering Committee shall begin preparation for the election process.
* During November, written nominations for club officers and Steering Committee members shall be solicited from the membership. Appropriate return mailing or e-mailing instructions to the election officer shall be included.
* Members may nominate for office either themselves and/or, after securing permission to do so, any other club member in good standing.
* These nominations will be submitted by mail or e-mail no later than December 15 of any given year, and only these nominations will be eligible for voter consideration either by or at the annual January meeting.
* No nominations from the floor will be permitted at the annual meeting.
* Results of such voting shall be published in the next newsletter issued to the membership.

**IX. AMENDMENTS TO THE BYLAWS**

* Any member may propose amendments to the existing bylaws by submitting in writing the proposed amendment(s) in such language that, if adopted, may be incorporated directly into the bylaws.
* Such proposed amendments will be acted upon only at a special meeting or at the annual meeting. Notice of any meeting dealing with such proposal must be mailed or e-mailed to each member stating the additions to, deletions from, and/or changes to the original bylaw(s).

**X. FINANCES**

* Annual dues shall be recommended at the annual meeting and approved by a majority of legal votes cast at the meeting.
* The treasurer shall be responsible for maintaining the financial records of the club in accordance with generally accepted accounting principles.
* Because the club is a not-for-profit organization, dues and other monies received shall be used for the sole purpose of promoting the club’s stated objectives.
* No portion of the net earnings shall go toward the benefit of individual members.
* This club shall be empowered to participate in fundraising activities, the purposes of which are to fund projects that benefit the membership as a whole.
* In the event of dissolution, any remaining funds shall go to one or more non-profit LGBT organizations determined by the majority of legal votes cast.

**XI. STATEMENT OF COMMUNITY STANDARDS**

This statement clarifies the norms, rules and expectations of East Bay Front Runners and Walkers (EBFRW) in ensuring the club remains a positive and supportive group for all who participate in EBFRW. As a running and walking club for those in the LGBTQ community, our core value is to offer a welcoming and supportive space for all who identify as LGBTQ, including individuals of all races, ethnicities and abilities.

This EBFRW Statement of Community Standards is designed to help maintain a welcoming environment that is respectful and appreciative of diversity. Specifically, all members agree to:

* Help ensure that EBFRW is a group where everyone is invited to join, participate and belong.
* Always show respect for our fellow club members, and never harass, physically or verbally threaten, or make unwanted sexual or physical contact with anyone.
* Maintain a positive, respectful attitude toward everyone, and never use abusive language, or make racial, ethnic, or gender-related slurs or derogatory comments.
* Help safeguard the climate of the club, where conduct that makes others feel threatened or degraded is not tolerated.

In any case where a club member experiences or observes conduct that is not consistent with maintaining a welcoming environment and keeping events fair and fun, the following steps are open to club members:

* Respond in the moment. Speak up and remind members of our agreement to maintain a culture where all members are valued and treated with respect.
* In addition to or instead of responding in the moment, any member has the option to report actions not in keeping with our EBFRW Community Standards to a club officer or designated committee. Reports can be made by speaking to an officer or committee member or by writing (including email) to an officer or committee member.

In the event that a report is made to an officer or designated committee:

* The officer(s) and designated committee will not share details of the report with club members unless EBFRW has a legal responsibility to report to outside authorities or unless requested by the club member who submitted the report.
* To the extent possible, the officer(s) or a designated committee will meet with the parties involved to understand the event(s) before determining next steps.
* Should an officer be involved in a reported event, that person will not be included in any further interviewing about the incident or determination of next steps.
* Should someone not want to be involved in these follow up conversations, that person may decline to participate.
* The officers or designated committee will determine whether the report requires action such as a verbal warning or a written warning. In extreme or repeated cases, the officers reserve the right to remove members from EBFRW.
* The officers will keep submitted reports in its records for one year unless there is reason to keep them longer.

**XII. PARLIAMENTARY AUTHORITY**

The current addition of Robert’s Rules of Parliamentary Procedure governs this club in all parliamentary situations that are not provided for by state or federal law, or in the bylaws, articles of incorporation, rules, or policies adopted by the club.

Bylaws amended March 29, 2020