

# VISALIA RUNNERS' BYLAWS

## ARTICLE 1—NAME, PURPOSE AND AFFILIATION

*Section 1---Name:* The name of the organization shall be **VISALIA RUNNERS**. It shall be a non-profit organization in compliance with the laws of the state of California, hereafter referred to as "the Club."

*Section 2---Purpose:* The Club is organized to provide a structured organization for the purpose of promoting running as a sport and healthy lifestyle within our community. In furtherance of our purpose, the Club hosts group runs, fun runs, training runs and programs on the road and/or track, hosts education lectures about topics of interest for runners, provides awards for club members, hosts social events for members, 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.

*Section 3--Affiliation:* 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.

## ARTICLE 2—MEMBERSHIP

*Section 1—Eligibility for membership:* Anyone can join the Club without regard to race, creed, color, national origin, gender, sexual orientation, physical condition, or age (minors may be excluded from membership/participation at the discretion of club/event leadership). Individuals who wish to participate in the activities of this organization 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.

*Section 2—Annual Dues:* The annual dues shall be determined annually by the Executive Board. Dues shall be payable for a twelve month period commencing on the date of payment of the initial membership dues and ending at the expiration of one year from the initial dues payment date. Changing the amount of the dues shall require a majority vote of the Executive Board. Continued membership is contingent upon being up-to-date with payment of membership dues.

*Section 3—Rights of Members:* Each member shall be eligible to one vote in matters that by these Bylaws require a membership vote.

*Section 4--Resignation and Termination:* Any member may resign by notifying any officer of the Executive Board. Any member who becomes three (3) or more months in arrears of paying membership dues will be considered to have terminated their membership and shall be removed from the membership roles. Under no circumstances shall dues already paid be refunded should a member voluntarily resign or be terminated.

## **ARTICLE 3—MEETINGS**

*Section 1—Regular Meetings:* Regular meetings of members shall be held monthly, on the first Monday of the month at a place designated by the Executive Board. Meeting time and location may be changed or cancelled at the discretion of the Executive Board. All club members shall be notified of such changes.

*Section 2--Quorum:* A quorum of the members having voting power, present in person only, shall be requisite and constitute a quorum for the transaction of business at all meetings of the Club. A quorum of the members shall be a simple majority of the Board of Directors and no less than 10% of the voting members.

*Section 3—Annual Installation Banquet:* An annual banquet at which the newly elected Executive Board is installed and at which the Runner of the Year and Club Member of the Year awards are presented shall take place between the annual December meeting and the February membership meeting.

*Section 4—Special Meetings:* Special meetings of the Executive Board or general membership may be called by the President on an as needed basis.

*Section 5—Notice of Meetings:* Notice of each meeting shall be given to each voting member by e-mail or other electronic means not less than one week prior to the meeting.

*Section 6—Procedural requirements:* Parliamentary procedure will be carried on at meetings, and every effort will be made to discuss any measures coming before the group. A majority vote of the Board of Directors members present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a bylaw amendment. A quorum shall consist of four members. No official meeting shall be held unless a quorum is present. .

## **ARTICLE 4—EXECUTIVE BOARD**

*Section 1—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 objectives and purposes for which the Club is organized. This general mandate includes, but is not limited to, setting Club policy, financial oversight, strategic planning, fundraising, legal oversight, determining and monitoring the Club's programs and services, elevating the Club's public image, and hiring of any employees or independent contractors.

*Section 2--Officers and Duties:* There shall be four officers of the Board, as follows: President, Vice President, Secretary, and Treasurer. Each officer shall serve a one year term, beginning with or at the close of the annual membership meeting. Election of Officers must occur no later than the December meeting of the regularly monthly held meeting.

*Board of Directors Members and Duties:*

A. President - to preside over meetings, represent this association with the RRCA, to call any special meetings, and to appoint committees and chairpersons thereof with approval from the Board.

B. Vice President - to assume the powers of the president in his/her absence, and to take on special assignments as requested by the president.

C. 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 president, to accept assignments involving correspondence and the keeping of records.

D. Treasurer - Oversee the budget planning process, ensure adequate income available to achieve the budgeted expenses, safeguard the organization's 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. The treasurer shall submit to the Board for approval all proposed expenditures equal to or exceeding \$150.00. Emergency expenditures may be made with the approval of two other officers.

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

*Section 2--Elections:* All Board members shall be elected in December by a majority vote. Club awards (Club Member of the Year and Runner of the Year) shall be awarded by a simple majority vote. Voting members of the Club may cast their ballot in person at the annual membership meeting or online. Votes may not be cast by proxy.

*Section 3—Vacancies:* When a vacancy on the Executive Board exists mid-term, the secretary shall receive nominations for new members from the membership two weeks prior to the regular monthly meeting during which the vote to fill the vacancy is to be taken. Members elected to fill these vacancies shall serve to the end of the term of the Board member who is being replaced. The replacement member then may run to a subsequent full term if he or she chooses to do so.

*Section 4—Resignations:* Resignation from the Executive Board shall be in writing and received by the Secretary.

*Section 5—Executive Board Elections:* A Nominating Committee shall be responsible for nominating a slate of Executive Board member candidates. The nominating Committee shall be composed of a minimum of two members and chaired by the Vice-President. In addition to the Nominating Committee's slate of candidates, any member can nominate to the slate of nominees by notifying a member of the Nominating Committee. Nominating Committee is formed in November and Elections are held in December.

## **ARTICLE 5—COMMITTEES**

*Section 1. Committee formation:* The Board of Directors has the authority to create committees and task forces, appointment 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 in regard to the final outcome approval, acceptance or rejection, ratification of the actions of a committee or task force. (The committees may include: race committees, membership, Sunshine, sponsorship, newsletter/website, special programs – youth, beginning, walking, etc.)

## **ARTICLE 6—CHANGES TO BYLAWS**

*Section 1—Bylaws changes:* The power to alter, amend or repeal the By-laws or adopt new By-laws, shall be vested in the Executive Board.

*Section 2—Notice:* A thirty (30) day written notice vote on Bylaws changes must be provided to the membership. Notice may be sent via U.S. mail, e-mail or other electronic means. In addition, the notice must be posted on the clubs official website for a period of thirty (30) days prior to the vote.

## **ARTICLE 7—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, 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 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 other 501(c)(3) nonprofit organization with a similar purpose to the Club's.