

BYLAWS OF THE ROXBURY ROAD RUNNERS CLUB
December 1, 2016

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I. NAME

The name of the organization shall be "*Roxbury Road Runners Club*" hereafter referred to as "the Club".

II. 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.

III. 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.

IV. MEMBERSHIP

Membership in the Club will be on an annual basis starting January 1. Anyone can join the Club without regard to race, creed, color, national origin, gender, sexual orientation, physical condition, or age. 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.

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.

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. The annual membership meeting will include elections of officers for the upcoming year, budget review/approval, dues approval, and any other issue requiring a vote by the membership. Quorum at the annual meeting of the membership shall consist of four members.

VII. BOARD OF DIRECTORS AND ELECTIONS

The general membership elects the following Board of Directors: president, vice president, and treasurer on an annual basis.

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 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.

B. Board of Director Members and Duties:

1. 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.
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, 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 needed, to accept assignments involving correspondence and the keeping of records.
3. 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.

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 up to a maximum of ten years on the board and then must take a year off of the Board. The president will appoint any board seat vacated during a term, with approval by the Board 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. Elections: All Board members shall be elected by a majority vote of those present at the annual membership meeting.

F. 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.

VIII. COMMITTEES & TASK FORCES

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, sponsorship, newsletter/website, special programs – youth, beginning, walking, etc.)

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 evidences 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. 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.

XI. 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. (***These two statements are requirements for membership in the Road Runners Club of America. (I.R.S. rules)***)

XII. AMENDMENTS TO THESE BYLAWS

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 Club 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 (by two-thirds [2/3] vote of the entire board) may 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 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 RRCA, 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.