

BYLAWS OF THE MATSU RUNNING CLUB

Adopted June, 2017

Replaces the bylaws of the Valley Women's Running Team, revised January 2015

CONTENTS:

- I. Name
- II. Purpose
- III. Affiliation
- IV. Membership
- V. Dues
- VI. Liability and Protection
- VII. Meeting of the Membership
- VIII. Board of Directors and Elections
- IX. Committees
- X. Conduct
- XI. Finances
- XII. Tax Status and Dissolution
- XIII. Amendments to these Bylaws
- XIV. Savings Clause

I. NAME

The name of the organization shall be "The MatSu Running 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, trail, 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 pay the annual dues and insurance 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.

Membership types include the following:

- Coed – weekly coached workouts are open to both men and women aged 16 and older.
- Women's – weekly coached workouts are open to women aged 16 and older.
- Junior – weekly coached workouts are open to boys and girls aged 10 to 15.

Group trail runs and activities scheduled outside of coached workouts are open to anyone aged 16 and older regardless of sex. Additionally, the extended season which typically begins in mid to late August is open to anyone aged 16 and older regardless of sex.

Membership in the Club entitles all Coed and Women's members to the following:

- Receipt of whatever offerings made available to club members,
- Access to information from the coaches and Board members regarding the time and location of club activities,
- Voting rights on appropriate subjects that affect the Club,
- Ability to be elected to the Board of Directors, and
- Ability to serve on club committees.

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.

Participants are allowed two (2) free club workouts prior to paying, in full, the required membership dues. Participants who fail to pay the dues will be dismissed from further participation in the Club.

VI. LIABILITY AND PROTECTION

This organization is of a recreational nature and, as such, those who participate shall acknowledge the hazards attendant in their participation. They shall in no way hold the Club, its agents or representatives, liable for any injury that occurs as a result of their participation. The Club does not discriminate against people with regard to race, color, religion, or gender.

VII. MEETING OF THE MEMBERSHIP

The members of the Club shall meet at dates and times established by the Board of Directors. Meeting types are as follows:

- Annual meeting. At least one meeting of the Club will be held each year. The purpose of the annual meeting will be to transact any and all business of the Club including, but not limited to, the election of Board Members, changes to bylaws, maintaining or creating new committees, etc.
- Regularly scheduled Board meetings. Board meetings will be held in February, June, and September of

each year.

- Additional Board meetings. Additional Board meetings may be scheduled as needed.
- As requested. Special meetings of the Board of Directors may be requested by the membership. Such requests must come in writing from a minimum of 10% of the current Club members. The Board of Directors will respond to such a request within 15 days. A meeting will be held within one month of the request.

Written notice stating the place, day, and hour of any meeting of the Board of Directors or of the Club membership shall be delivered personally, by mail, by electronic mail, by telephone, social media, or by the Club's webpage. Notice shall be given no less than 15 days before the date of the meeting. Special or emergency meetings of the Board may be held upon 24 hours' notice given that quorum is met.

Quorum shall be defined as a majority of the Board of Directors present.

VIII. BOARD OF DIRECTORS AND ELECTIONS

All Board members shall be elected by a majority vote of those present at a designated meeting or by electronic vote. The method of voting will be determined, as needed, by the Board.

Those members elected to the Board may serve in any one of the roles described in subsection B below if said position is vacant. If there is more than one member interested in a single position, or if there is disagreement on filling the open position, newly elected and retained Board Members will cast a secret ballot. In the event of a tie, a coin toss will determine the outcome.

All elected members have a vote on the Board.

A. Board responsibilities. The Board is the governing authority and has 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 - Preside over meetings, to call any special meetings, and to oversee committees and the chairpersons thereof with approval from the Board.
2. Vice-President - Assume the powers of the president in his/her absence, and to take on special assignments. If the president is removed from office or resigns, the vice president shall become president for the balance of the president's term. The Board of Directors shall then elect a member of the Board in good standing to fill the office of vice president.
3. Secretary - Record minutes at all meetings in accordance a modified version of Roberts Rules of Order, to keep a file of such minutes, oversee the election process for all Board members, 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. Financial account information and files shall be available for review by the Board at any time.

5. Member-at-large – Represents the membership of the Club. Serves on committees and assists the Board in its duties as needed.

6. Coaches – The coaching staff will be responsible for providing the educational program for members of the Club. The coaches give advice to the Board of Directors, but are not voting members.

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 two years beginning 30 days following the close of elections in August. Any Board of Director Member may serve up to a maximum of three (3) consecutive terms on the Board and then must take a year off of the Board before running for election again. Terms will be staggered so that no more than four (4) members are elected each year.

The president will appoint any Board seat vacated during a term, with approval by the Board no more than 30 days of resignation of the seat. Appointed terms will end with the term of the seat.

E. Procedural requirements:

Modified 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 present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a bylaw amendment. No official meeting shall be held unless a quorum is present.

IX. COMMITTEES

The Board of Directors has the authority to create committees, appoint members, and dissolve committees as it deems appropriate to carry out the purpose of the Club. The Board will define the duties and deliverables for all committees and outline the performance expectations for all members of a committee. The Board is kept informed of the activities and progress of all committees and the Board has oversight duties in regard to the final outcome approval, acceptance or rejection, ratification of the actions of a committee. (Committees examples include race committees, membership, sponsorship, and newsletter/website).

At a minimum, Committees shall abide by the following:

- At least one Board member will oversee a committee,
- Committees may recommend policy for approval by the Board, but will not participate as a voting member on the Board,

- Committees may request additional input from the Board,
- Committees may meet at a rate that seems appropriate to accomplish work required. Notes shall be taken and submitted to the Board member overseeing the committee within one week after the date of the meeting, and
- Committee members are encouraged to attend and participate in Board meetings to report on the committees work since the last Board meeting. If a committee member cannot be present at the Board meeting, all committee business must be reported to the Board prior to the Board meeting.

X. CONDUCT

An officer of the Board may be removed from that office for unethical, dishonest, or other improper conduct by a vote of the members of the Board of Directors. The officer shall be given notice of the proposed removal from office and shall have an opportunity to be heard before the Board.

Unsportsmanlike conduct by a member of the Club, as determined by the Club, will result in the potential removal from the Club.

A committee may be terminated by the Board for failure to perform specific duties. Committee members may be removed from their position for unethical, dishonest, or other improper conduct.

XI. FINANCES

The Board establishes an annual operating budget and sets membership dues and event entry fees to support the budget. 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. An approved motion stating the names of signers on the account(s) is necessary. 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 and gives updates at each Board meeting.

The Board and coaches will negotiate and execute a contract each year. Payment will be made in accordance with said contract.

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, 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)(4) 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 another 501(c)(4) nonprofit organization with a similar purpose to the Club's. Such organization will be chosen by a majority vote by the Board of Directors.

XIII. AMENDMENTS TO THESE BYLAWS

These bylaws may be amended by the following method: (a) a proposed amendment must be submitted in writing to the Board at least 15 days preceding a meeting; (b) the Board then, by a 2/3 majority vote, determines its position for, against, or for with a recommended change to the amendment; and (c) the Board then either 1.) returns the rejected amendment to the originator or, 2.) advertises the amendment for consideration by Club members. The proposed amendment must be approved by 2/3 of the Club members that vote.

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

Changes to the Club name or logo shall be in accordance with this section.

The Board may renumber, revise, codify and correct any provision in these bylaws 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.

XIV. 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.