

UTICA ROADRUNNERS CLUB BYLAWS

Revised April 14, 2014 by the Board of Directors and on May 12, 2014 by the Utica Roadrunners Club Membership

ARTICLE I - NAME

This organization shall be known as the Utica Roadrunners Club ("UR" or "the Club"), as set forth in the articles of incorporation dated June 9, 1995. The Club has tax exempt status through the Road Runners Club of America and has never been rejected for tax exempt status.

ARTICLE II - PURPOSES

The UR is formed for the following purposes, without regard to race, color, religion, age, gender, national origin or sexual orientation:

- A. To promote and encourage long distance running as a competitive sport and as a means of healthful exercise;
- B. To promote and conduct races or other running activities;
- C. To disseminate information on running through publications, presentations, education programs; and
- D. To make awards, offer management guidance to member organizations; and to do related activities.
- E. The substantial part of the activities of the Utica Roadrunners shall not be to carry on propaganda, or otherwise attempt to influence legislation. The Club may not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III - AFFILIATION

- A. The UR shall be a chapter of the Road Runners Club of America (RRCA), and shall comply with RRCA bylaws, rules, policies and procedures governing chapter membership, including those policies set forth by the RRCA and the Internal Revenue Service for nonprofit organizations.
- B. The UR shall be a member of USA Track and Field (USATF), and shall follow the championship guidelines of USATF.

ARTICLE IV – MEMBERSHIP

Membership in the UR shall be open to any person who subscribes to the purposes of the UR, pays annual dues, and is 18 years of age or older; or is less than 18 years of age and has received parent or guardian permission to apply for membership.

A. The continuing requirements for UR membership are to have an interest in long distance running and physical fitness; to pay dues in a timely manner; and to comply with UR bylaws, rules, policies and procedures governing membership.

B. The amount of annual dues will be determined by the Board of Directors.

C. The Board of Directors will determine the guidelines for members to be considered eligible for awards.

D. Any member deemed to be irresponsible or acting in conflict with the interests of the UR in accordance with the UR's Code of Conduct may be expelled from membership by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

The Board of Directors (Board) shall have full control and management of the affairs of the UR and shall carry out and enforce the purposes for which the UR is organized. The Board shall have and exercise all the power granted to it by law, and by these bylaws.

A. The members of the Board shall be elected by the general membership at the annual meeting in November. Votes may be cast by mail in advance of the annual meeting or in person at the annual meeting. Board members shall be elected by a plurality vote of the ballots tabulated by the Nominating Committee at the annual meeting.

B. There shall be twelve (12) members of the Board of Directors, with six (6) members elected each year to serve two-year terms. The seventh-place candidate and subsequent candidates shall be considered alternates for the purpose of filling vacancies on the Board.

C. The Board shall fill any vacancy in its membership based on the results of the most recent annual election. The alternate receiving the highest number of votes will be invited to serve out the remaining term of the Board member being replaced. In the event that there is no alternate available to fill the vacancy, the President will nominate

a replacement, who must be approved by a two-thirds (2/3) vote of club members present and voting.

D. A Board member who has had three (3) unexcused absences from regular business meetings may be asked by the President to resign.

E. Seven (7) members shall constitute a quorum of the Board.

F. The Board shall establish the policies and procedures of the club, and shall have the power to recommend to the club membership any proposal, including amendments to the bylaws.

G. All Board recommendations will be considered under New Business, unless otherwise ordered by a two-thirds (2/3) vote of the club members present and voting.

H. All members of the Board must complete and sign the UR's Conflict of Interest Policy annually.

ARTICLE VI - OFFICERS

A. The officers of the UR shall be the President, Vice-President of Activities and Events, Vice-President of Finance and Administration, Secretary, and Treasurer. These officers will be elected by the Board from the Board membership.

B. The officers shall be elected at the regular business meeting in December, will take office upon adjournment of the December business meeting, and will hold office for one (1) year or until their successor takes office.

C. In the event of a vacancy, the Board shall elect an officer from their ranks.

D. An officer who has served more than half of the term of office shall be regarded as having served the full term.

E. No officer shall serve more than two (2) consecutive terms in the same office, unless approved by a three-fourths (3/4) vote of the full Board.

F. The Immediate Past President (IPP), having served the full term of his/her office, shall be a member of the Board with full voice and vote for a period of one (1) year. There shall be no substitute for the IPP and the resignation or death of the IPP shall terminate his/her status and no vacancy shall be created.

ARTICLE VII – DUTIES OF OFFICERS

A. The President shall preside at all meetings of the UR and the Board; shall appoint the chairperson of each standing committee; shall serve as an ex-officio member of all committees except Nominating; shall appoint such special committees as may be authorized by the Board; shall present a condensed annual report; shall represent the UR and accept, or appoint a designee to accept, all recognition and awards on behalf of the UR; shall obey all lawful orders of the UR; and shall be thoroughly familiar with the bylaws, rules, policies and procedures of the club.

B. The Vice-President of Activities and Events (VPAE) shall assume and perform the duties of the President in the absence or disability of the President; shall be familiar with the by-laws, rules, policies and procedures of the club; shall be an ex-officio member of all Activities and Events standing committees; and shall render a report at meetings.

C. The Vice-President of Finance and Administration (VPFA) shall assume and perform the duties of the President in the absence of the VPAE and President; shall be familiar with the by-laws, rules, policies and procedures of the club; shall be an ex-officio member of all Finance and Administration standing committees; and shall render a report at meetings.

D. The Secretary shall keep an accurate record of all meetings of the club and Board; shall keep a full and current roster of members, Board members and officers; shall call the roll of Board members or officers when so required; shall notify officers, delegates and committee members of their appointment; shall assist the President in the preparation of the order of business for each meeting; shall issue proper notice of all meetings of the Board and club at least five (5) days in advance; shall conduct all correspondence unless otherwise provided or ordered; and shall organize the UR bylaws and policy manual.

E. The Treasurer shall handle the financial accounts and records of the club; shall reimburse expenses and pay bills as approved by UR policy; and shall serve as a member of the Finance Committee.

F. The President, or one who presides in the President's absence, shall avoid taking sides in debates with members on questions before the club unless he/she surrenders the chair. The President, or presider, need not surrender the chair to debate an appeal of his/her decision on any motion; nor shall the chair be surrendered when debating questions at business meetings.

ARTICLE VIII - COMMITTEES

A. The standing committees of the UR shall be: Membership, Club Races, Racing Team, Training, Volunteers, Social Activities, Awards, Public Relations, Finance, and Merchandise.

B. The VPAAE shall be the Board liaison to the Club Races, Racing Team, Training, Volunteers and Social Activities committees. The VPFA shall be the Board liaison to the Membership, Awards, Public Relations, Finance, and Merchandise committees.

C. All decisions of the standing committees shall be by majority vote of said committees.

D. The Membership committee shall maintain the membership records, submit the names of prospective members to the Board, update and maintain the current membership list, distribute membership cards and other UR merchandise and information to new members, and coordinate the collection of dues.

E. The Club Races committee shall be responsible for planning and conducting the annual SOS Race, Summer Sizzle, Falling Leaves Road Race, and other races sponsored by the UR. The committee shall consist of the VPAAE, the three (3) Club Race Directors, and such other members as deemed necessary to successfully host club races.

F. The Racing Team committee shall be responsible for the recruitment and orientation of Racing Team members, and for coordinating the racing schedule, team registration, uniforms and transportation.

G. The Training committee shall be responsible for planning and coordination of the Boilermaker Training Program, Development Runs, Youth Training Program, regular club runs and training workshops.

H. The Volunteer committee shall be responsible for recruiting, training, and recognizing individuals and organizations interested in helping the UR to promote long distance running.

I. The Social Activities committee shall be responsible for organizing the annual Awards Banquet, fun runs, parties, and other special events promoting fellowship among club members.

J. The Awards committee shall determine the qualifications, criteria and appropriate awards for the UR Grand Prix and annual running achievement and distinguished service awards, including club jackets and Golden Shoe awards.

K. The Public Relations committee shall be responsible for the UR newsletter, web site, e-mail, media releases, use of the UR logo, and other means of promoting the club and its activities.

L. The Finance committee shall be responsible for submitting a proposed annual budget to the Board for consideration at its January meeting. The committee shall be responsible for establishing reimbursement policy and setting limits for unapproved expenditures by committee members. The Finance committee shall oversee the rental of all UR race management equipment.

M. The Merchandise committee shall be responsible for the design, purchase, marketing and sale of club merchandise, including merchandise related to Club Races.

N. The Nominating committee is not a standing committee. The committee shall consist of the non-officer members of the Board whose terms are not expiring, with the chairperson appointed by the President.

O. Special committees may be appointed by the President, or by a majority vote of the members.

P. The UR club may, by majority vote, convene as a committee of the whole for any purpose, including to demonstrate the operation of parliamentary procedure and the orderly discussion and disposition of questions before it.

ARTICLE IX - MEETINGS

A. Regular business meetings of the UR will be held on the second Monday of the month. The regular business meeting shall be a meeting of the Board of Directors. The meeting will open to all UR members. Non-Board members may express opinions but cannot make motions or vote on club policy. Notice of regular business meetings will be published in the club newsletter and communicated to the members by e-mail.

B. General membership meetings will be scheduled and published in the newsletter or on the UR web site and by e-mail at least 30 days in advance. The format will be a brief message by the President, or his/her designee, followed by the scheduled program.

C. Special meetings of the Board may be called by the President or by the Board and the President, and shall be called by the President at the written request of four (4) Board members.

D. The annual membership meeting shall be held in November, and shall be for the purpose of electing Board members, and for such business as may properly be included in the club's regular order of business. Quorum for the annual meeting shall consist of twelve (12) members.

ARTICLE X – ORDER OF BUSINESS

A. The order of business at regular business meetings/Board meetings shall be as follows:

- Call to order by the President
- Review and approval of the minutes
- Review and approval of the financial report
- Committee reports by the VPAAE
- Committee reports by the VPFA
- Old business
- New business
- Announcements
- Adjournment

B. The order of business at the annual meeting shall be as follows:

- Call to order by the President
- Annual reports
 - President (State of the Club)
 - Treasurer
 - VPAAE
 - VPFA
- Standing committee reports
- Old business
- New business
- Adjournment

C. The order of business for regular business meetings or annual meetings may be changed by a two-thirds (2/3) vote of those present and voting.

ARTICLE XI - ELECTIONS

A. All elections at the annual meeting shall be conducted under the control of the Nominating committee. The Nominating committee must consist of at least two (2), and when possible, three (3) members.

- B. All members in good standing and at least twelve (12) years of age, shall be eligible to vote.
- C. Ballots will be mailed or emailed to all active and eligible club members along with a secret ballot envelope at least thirty (30) days prior to the date of the annual meeting. The nominees will also be published in the club newsletter, on the UR web site, and by email.
- D. Mail-in ballots must be received by noon of the day of the annual meeting. The Nominating committee shall confirm the member's status and then open the envelope. Ballots shall be set aside and the envelopes discarded.
- E. Members may also vote in person at the annual meeting.
- F. The Nominating committee shall tally the mail-in, the email votes and the on-site ballots to determine the results of the election.
- G. Board members shall be elected by a plurality vote.
- H. The election shall take place under old business, unless otherwise ordered by a two-thirds (2/3) vote of those present and voting.

ARTICLE XII - FINANCES

- A. The UR shall be a non-profit organization. Dues, race entry fees, and other moneys received by the UR will be spent entirely for carrying out the stated purpose of the club.
- B. No part of the net earnings of the UR shall inure to the benefit of individuals.
- C. Members using UR funds for any purpose shall give a full and accurate record of expenditures to the Finance committee.
- D. The club shall be empowered to participate in fundraising activities.
- E. The UR will submit a portion of the annual dues to the Road Runners Club of America as membership in that body shall require.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The most current edition of Robert's Rules of Order shall govern the proceedings of all meetings of the membership and the UR board in all cases not covered by these bylaws.

ARTICLE XIV – AMENDMENTS

A. These bylaws may be amended at any regular or special meeting by a two-thirds (2/3) vote of the members present and voting, provided that proper notice, including the subject of the proposed amendment, has been given in the call for a meeting.

B. All members must be notified at least seven (7) days prior to voting that bylaws amendments will be discussed and voted on.

C. The Board shall review the proposed amendment and shall include the proposed amendment, together with the Board's recommendation, in the notice to the members.

D. UR policies may be amended at any Board meeting by a majority vote of the members present and voting, provided that notice, including the subject of the proposed amendment, has been given.

ARTICLE XV – DISSOLUTION

A. In the event of dissolution of the UR club, the funds in the treasury, after all creditors have been paid, shall be disbursed as the Board shall determine to a 501(c)(3) organization.

B. In the event of dissolution of the UR club, all equipment shall be disbursed to a 501(c)(3) organization that, as the Board determines, would have need for such equipment.

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