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JERSEY SHORE RUNNING CLUB

Constitution and By-Laws

(Updated May 1, 2026)

I. TITLE

The name of this organization shall be the:

JERSEY SHORE RUNNING CLUB, INCORPORATED

The name of the association shall be the "Jersey Shore Running Club, Incorporated," hereafter to as the association or this organization or this Club. For purposes of this document, the terms Board of Director and Board Member are interchangeable.

II. OBJECTIVES

The Club is organized to provide a community-based running organization that empowers all people to participate in the sport of running in pursuit of enjoyment, health, well-being and competition.

- B. In furtherance of our purpose, the Club hosts group runs, fun runs, training runs, running events and programs on the road, track and trails. The Club hosts education sessions about topics of interest for runners, provides awards, hosts social events, and all such other things as may be conducive to the encouragement of running.
- C. 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.
- D. The Club shall have the authority to make grants, donations, and contributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or to governmental entities for public purposes consistent with the Corporation's mission. All such grants must further the charitable, educational, or other exempt purposes of the Club. All distributions shall be made in accordance with applicable federal and state laws governing tax-exempt organizations. The Club shall not make grants to any organization or entity that would jeopardize its tax-exempt status, nor shall funds be used for the private benefit of any individual or non-qualified entity, exclusive of donations or grants to members that would constitute an occasional emergent or hardship grant consistent with IRS guidelines and the Club's Hardship Grant Policy which will be reviewed annually to ensure compliance with IRS regulations.
- E. The Club shall have the authority to create, fund, and administer scholarship programs that support the charitable and educational purposes of the organization. Scholarships may be awarded to individuals pursuing education, training, or other qualifying programs consistent with the Club's mission. The Board Members, or a committee designated by the Board, shall establish objective and nondiscriminatory criteria for determining

scholarship eligibility and recipient selection. Criteria shall comply with federal and state regulations governing 501(c)(3) organizations and must further the Club's exempt purposes.

III. MEMBERSHIP

- A. Membership in the Club shall be determined by the payment of dues and completion of an annual application for membership, which includes agreeing to follow the Club's Code of Conduct and signing a waiver of liability for participation in all Club activities. Memberships include individuals and family. The Board shall have the authority to increase the cost of membership based upon a majority vote of the board members.
- B. The Club promotes equitable opportunities to membership and participation in all associated activities and does not discriminate based on characteristics protected by local, state, or Federal law.
- C. Any member of this organization has the right to be present at any meeting, to speak at any meeting and to vote in any official general election, amendment to the Constitution or other actions taken by the Club in accordance with the Club constitution.
- D. Club Code of Conduct
 - 1. All Club members must agree to the Club's Code of Conduct. Violations of the Code of Conduct may result in disciplinary action by the Board including, but not limited to, suspension of Club activity privileges and/or removal from the Club.
 - 2. Any disciplinary action must be approved by two-thirds of the Board.

3. Approval by two-thirds of the Board and two-thirds of the general membership to modify the Code of Conduct.

4. The Code of Conduct will be posted on the Club Website and available to any member upon formal written request from a member in good standing.

IV. 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.

V. MANAGEMENT OR GOVERNMENT

- A. Management of the Club: The Board Members shall manage and supervise the activities, affairs, policies, and property of this organization and shall undertake such actions as are deemed necessary to complement the decisions of the Board Members. No person shall hold more than one position on the Board. A Board Member may also hold another position on another committee appointed by the President. Board members may also act as race directors subject to majority approval of the Board. Race directors may be removed by the Board subject to a majority vote by the Board of Directors.
- B. Composition of the Board: The Board shall consist of the following: President, Vice-President, Secretary, Treasurer, Membership Coordinator, Newsletter Editor, Website Coordinator, Volunteer Coordinator, Logistics Officer, Social Media Officer and two Members At Large. Board of Directors will also include officers from the previous two years including all elected board positions. The Board of Directors may add up to two (2)

additional Board positions as deemed necessary by a majority vote of the Board. If the Board determines that additional Board positions are necessary, the Board is required to obtain the approval of the General Membership pursuant to a general membership vote. (See Paragraph G below)

- C. Duties of the Board Members: Board Members duties will be those that are customarily associated with such positions as set forth in “JSRC Board Members: Position Descriptions & Duties” document as approved by the Board which is available upon formal request from the Club Secretary and will be posted on the Club’s Website. The President is responsible for the direction of the day-to-day affairs of the Organization, including operations and management.
- D. Eligibility: Any member in good standing is eligible to be a Board of Director. Officers may be elected to succeed themselves. No person shall hold more than one position as a Board member of this organization at one time. There shall be no order of succession to any office, with the exception of the Vice President fulfilling the duties of the President, if the President is unable to perform duties due to any emergent circumstances.
- E. Term of Office
 - 1. Each Board member shall hold office for a term of two years, commencing in January and terminating on December 31 and or until a successor shall be elected or appointed by the President beginning with or at the close of the first meeting held within the calendar year, and in no case beginning later than March 31.
 - 2. In the event a member of the Board of Directors resigns or is unable to serve, the President shall appoint a successor subject to the majority approval of the Board of Directors for the unexpired portion of the member’s term.

F. Elections: Board Members shall be elected by a majority vote by members of the Club by secret ballot distributed to all current members.

G. Addition/Removal of Board Positions: The Board with the consent of the general membership is authorized to add or remove Board positions based on the needs of the organization. A two-thirds vote of the board is required to present this motion to the general membership.

1. Board positions may be added/removed by a two-thirds vote of the members at a general meeting.

2. Only those who have been members of the organization for ninety (90) days prior to the proposal of such amendment may vote upon such.

3. All members must be notified via email at least seven days prior to voting that the structure of the Board will be discussed and voted on.

4. Approval for addition/removal of Board Member positions must be obtained no later than three (3) months prior to the established election deadline.

5. A minimum Board Member consisting of President, Vice-President, Secretary, and Treasurer must remain at all times.

6. Approval for addition/removal of Board Member positions must be obtained no later than three months prior to the established election deadline.

7. Offices/positions approved for elimination will remain on the board until the next round of elections. Furthermore, officers in eliminated positions remain as board members under the two-year "term of office" clause (item E-1 above).

8. Non-attendance at or missing three consecutive regular board meetings, either in

person or online, by a Board Member, without providing prior notice to the Secretary or the President, shall be deemed to be a resignation of that Board Member.

9. As determined by a majority vote of the other Board Members, any member of the Board of Directors may also be removed from the Board for engaging in illegal (unlawful) activity; convicted of a crime while on the Board; egregious violations of stated Board policies or the Club Code of Conduct that are not corrected by the Board Member following a written warning by the Board. In such a case, the Board Member may be removed by a two-third vote of the remaining Board Members and voting at a special meeting called for this purpose provided 30 days' written notice of the charges against the Board member were given.

H. Procedural Requirements for The Board

1. A majority vote of the Board of Directors present at a Board meeting is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a constitutional amendment or as otherwise set forth in this Constitution. Each member of the Board has one vote.

2. A quorum of the Board shall consist of half the number of elected officials plus one.

No official Board meeting shall be held unless a quorum is present.

3. Constitutional Amendment

a. These by-laws may be amended by a general vote of two-thirds of the members present at the meeting after formal notice has been given to the General Membership.

(See 3c below)

b. Only those who have been members of the organization for ninety (90) days prior to the proposal may vote on the amendment.

- c. All members must be notified by email at least 7 days prior to voting that constitutional amendments will be discussed and voted on.

 - d. The proposed amendment has been submitted to the board and the general membership at least 30 days prior to the general meeting.

 - e. Any member in good standing for at least ninety (90) days may propose to the Board an amendment to these by-laws.

 - f. The Board, by majority vote determines its position for or against the proposed recommended amendment.

 - g. A proposed amendment, which has not been recommended by the board and has been defeated by a two- thirds vote at a regular meeting on the required notice to the members may not be resubmitted until at least one year has passed from the date of the vote of the defeated motion. The board determines, in its sole discretion, whether an amendment is sufficiently similar to one previously considered to be governed by this subsection.

 - h. An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.
4. The Board of Directors shall meet at least once every quarter and more frequently if called by the President for the purpose of conducting business. There shall be at least six (6) general membership meetings per year.
5. The Board of Directors will prepare motions as necessary for the conduct of Club business, regular activities and functions. A majority vote of the Board is required to pass any motion.

6. The Board of Directors may 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 the committee. Committees will have no longer than a one-year term length, unless additional time is required to complete the objective agreed to by the Board. A majority vote of the Board is required to create any committee.

7. The Board with the consent of the general membership is authorized to approve the organization and formation of New Jersey non-profit corporations as subsidiaries and affiliates of the Jersey Shore Running Club, Inc. (JSRC) deemed necessary or appropriate in the judgment of the Board, and through which JSRC can, does, or shall organize, stage or conduct road races, charitable or like fund raising events. A majority vote of the Board is required.

VI. FINANCES

- A. Dues shall be as determined by the Board of Directors based upon a majority vote of the Board and shall not be changed more often than once per year.
- B. This Corporation shall operate as a not-for-profit organization under the laws of the State of New Jersey in accordance with the Certificate of Incorporation dated December 8, 1966. This Organization shall operate within the meaning of Section 501 C-3 of the Internal Revenue Code of 1954, its amendments and supplements, or the corresponding provisions of any future Internal Revenue Law of the United States of America.
- C. Funds on deposit in banks can be withdrawn only by Club check, debit/credit card solely or cash to carry out the stated purpose of the organization. Every cash withdrawal must

have a receipt with a clear explanation of purpose, and a matching entry in the Club's accounting records.

- D. No part of the net earnings of the Club inures to the benefit of, or is distributable to, its members, officers or other private individuals; except that the Club may pay reasonable compensation for services rendered, make payments and distributions and authorize a stipend to Club Race Directors who are also Club members and make occasional emergent or hardship grants to individuals as permitted by IRS guidelines in furtherance of the purposes set forth in Article II.
- E. All Club expenditures made by any member for any purpose shall give a full record of expenditures to the Treasurer.
- F. This organization shall be empowered to participate in fund-raising activities.
- G. This organization will submit a portion of the annual dues (described in A above) to the Road Runners Club of America as membership in that body.
- H. All general Club expenditures in excess of \$2,500.00 must be approved by the general membership. The limitation of \$2,500.00 is for the purchase of outside services or materials directly related to Club activities, which are not directly related to Club events (i.e. races, parties, etc.) that maintain their own budgets.
 - 1. General expenditures may be approved by a two-thirds vote of the members present at the meeting.
 - 2. Only those who have been members of the organization for ninety (90) days prior to the proposal of such expenditures may vote upon such.
- I. The Board of Directors shall designate depositories for the funds, property, and assets belonging to or under the control of this organization.

- J. 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.
- K. No Club funds may be deposited in the personal account of a member or the Board.
- L. No loans shall be made by the Club to the members of the Board or its members.
- M. The Board may authorize for reimbursement the reasonable expenses incurred by members of the Board, Race Directors and members in the performance of their duties upon presentment of receipts as proof of expenses.
- N. The organization will expect to be reimbursed for any financial support provided to any Club, associated for-profit LLC or Corporation for expenses related to costs of materials, uniforms, insurance coverage or the use of any Club equipment.
- O. Other assets or property of this organization may be transferred from one depository to another only by action of the Board of Directors. The Club currently only recognizes three accounts, the general operations account, the Runapalooza Relay account and a Certificate of Deposit.
- Q. The fiscal year of this Organization is January 1 through December 31.

VII. RACES & EVENTS

- A. All events conducted by the Organization are wholly owned by this Organization, The JERSEY SHORE RUNNING CLUB, INCORPORATED, including those operated as of the date of the approval of amendment to the Constitution.
- B. Official races of this Organization as of January 1, 2026, are Jersey Shore Running Club Runapalooza Marathon Relay, Half Marathon and 5K, Jersey Shore Running Club Lake

Como Spring Break 5k, Jersey Shore Running Club Navesink 4, Jersey Shore Running Club Saturday in the Park 5k, Jersey Shore Running Club 9-11 Memorial Run, Jersey Shore Running Club Lake Como Day 5K, Jersey Shore Running Club Trick or Trot, Jersey Shore Running Club Hashathon 6 Mile Treacherous Trail Run, Jersey Shore Running Club Navesink Challenge 12k & 5k, Jersey Shore Running Club Train Run, and Jersey Shore Running Club Twilight Run. Event Directors/Race Directors are Chief Executive Officers of their respective race events and as such are responsible for the operation of each of these respective events. The Board, upon a majority vote, may modify this provision.

- C. Race Director/ Event Directors shall inform the Board of Directors at its regular meetings of their respective Event's financial condition.
- D. Each Race Director/Event Director shall be appointed by the President of this Organization subject to the approval of the Board of Directors.
- E. Meetings of the Races and the Events shall be at the discretion of each individual Race Director, Event Director and/or the Event Committee.

VIII. DISSOLUTION

In the event of dissolution of this Organization, The Board of Directors shall make a provision for the payment of all liabilities of the Organization and the remaining assets be distributed to the General Fund first, and then if necessary, the funds in the treasury, shall go to the Road Runners Club of America or other 501(c)(3) nonprofit organization with a similar purpose to the Club's. In accordance with the provisions of section 501C-3 of the

Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.