

CONSTITUTION OF THE RICHMOND ROAD RUNNERS CLUB
Amended August 2019

ARTICLE 1

NAME: This organization shall be known as Richmond Road Runners Club (the "Club").

ARTICLE 2

OBJECTIVE: Members of the club believe that running enhances both health and happiness of the participant. The Club, in furtherance of this objective, may hold competition races, training and social runs; sponsor lectures, demonstrations and social events; print and publish newsletters and other materials through electronic or other means; make awards; grant scholarships; conduct fund raising events and other activities as may be conducive to the encouragement of running.

ARTICLE 3

MEMBERSHIP: Membership shall be conferred upon any person who submits a signed waiver application form, agrees to abide by the Club's Code of Conduct, and provides payment of dues as set forth in the By-Laws.

ARTICLE 4

OFFICERS, DIRECTORS AND THEIR ELECTION:

Section 1. The officers of the Club shall be: (1) President; (2) Vice President - Operations; (3) Vice President - Communications; (4) Secretary; (5) Treasurer.

Section 2. Duties of officers shall be as follows, and as specified in the By-Laws.

- A. President - to preside over meetings, represent the Club before the Road Runners Club of America, Inc. ("RRCA"), call special meetings and appoint committee chairpersons thereof.
- B. Vice President - Operations - to assume the duties and powers of the president in the president's absence, perform special assignments as requested by the president, manage the club's race calendar and serve as contract race coordinator.
- C. Vice President - Communications - to develop and coordinate the club's communication, marketing, promotion and merchandising efforts, and sponsorship program.
- D. Secretary - to record the minutes of meetings, handle correspondence as requested by the president and keep records of such minutes and correspondence.
- E. Treasurer - to administer all financial duties, sign checks and make disbursements for expenditures approved by the Board of Directors, present a budget pursuant to the By-Laws, prepare financial reports requested by the president and prepare or assist in the preparation of all necessary tax filings.

Section 3. Board of Directors

- A. The Board of Directors shall manage the affairs of the Club and establish its policies and procedures.
- B. The Board of Directors shall consist of the five officers and at least five but not more than twenty additional elected Club members who hold no other Club office.
- C. The additional shall be elected to their office on the same ballot and in the same manner as the officers.
- D. Duties of members of the Board of Directors who are not serving as officers are to engage themselves in an active and ongoing leadership position in one or more key Club roles and responsibilities, including, but not limited to, the following: membership coordinator, volunteer coordinator, social media coordinator, newsletter editor, director or co-director of a Club race, head coach of a Club training team, or chair of a standing or ad hoc committee as defined in the By-Laws.

Section 4. Term of office for officers and directors shall be two years, beginning the day following the final regular monthly meeting held in an odd-numbered calendar year, also referred to as an "election year". Officer and director positions filled upon resignation shall also expire at the conclusion of the final regular meeting in the election year.

Section 5. On or before the September regular club meeting in an election year, the president shall appoint a nominating committee, which, on or before the October regular Club meeting, shall submit the names of one or more candidates for each officer position, and at least 5 candidates for the office of director. At the November regular Club meeting, additional nominations for any officer or director position may be made from the floor, provided the nominated individual is present and gives his or her consent. After the November meeting, the membership will be provided with the names of the candidates, their qualifications and a brief (250 words or less) statement by each candidate. All candidates for office must have demonstrated interest in the Club by having been a Club member for a consecutive period of no less than 12 months prior to their nomination and having volunteered at a Club event and attended at least one regular Club meeting in the election year. Candidates for president and treasurer, which are the positions entrusted with managing the Club's finances, shall be required to submit to a criminal background check prior to the election. The election shall be held at the December Club meeting in the election year, using paper ballots. Ballots and proxy forms shall be made available at least ten days prior to the election and members may vote in person at the meeting or by their proxy, pursuant to the Club's designated proxy form, given to a member present at the meeting. The candidate receiving a majority of votes cast, ignoring completely blank ballots, for each officer position shall be declared elected. When more than two candidates are nominated for an officer position and a majority vote is not reached on the first ballot, the candidates having the two highest number of votes are put on a ballot for a runoff. A candidate is declared elected to a director position if a majority of the votes cast, ignoring completely blank ballots, are a vote for the candidate's election.

Section 6. Any vacancies in an elected officer or director position (needed to meet the minimum of five required directors) shall be filled by a majority vote of the remaining members of the Board of Directors. Any vacancies in director positions beyond the required five may be filled by a majority vote of the remaining Board of Directors.

Section 7. Officers and directors may succeed themselves.

Section 8. Officers and directors who fail to attend any four successive regular club meetings are automatically removed from office, unless a majority of the remaining Board of Directors votes to retain such officer or director. The secretary shall record any automatic removal in the minutes of the Club meeting.

Section 9. As determined by a majority vote of the remaining Board of Directors, an officer or director may be removed from office for: (a) illegal (unlawful) activity; or (b) not carrying out or fulfilling the duties of the position.

ARTICLE 5

FINANCES:

Section 1. The Club is a non-profit organization and no part of its net earnings or assets shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. Dues, entry fees and other monies received by the Club shall be spent entirely for carrying out the purposes of the Club.

Section 2. The Club shall have one or more bank accounts, approved by the Board of Directors, into which all funds received by the Club treasurer shall be deposited. All expenditures paid by the treasurer shall be approved by the Board of Directors, pursuant to the By-Laws.

ARTICLE 6

MEETINGS:

Section 1. The Club shall hold monthly meetings, excluding a month-long summer recess, the exact date and time to be determined by the president.

Section 2. The president may call special meetings as deemed necessary, or, upon the request of at least three directors, the president shall call a special meeting.

Section 3. Unless otherwise provided, all Club business requiring a vote shall be determined by a majority vote if a quorum is present.

Section 4. A quorum exists if at least forty percent of the total number of officers and directors are present. No official votes may be taken unless a quorum is present.

Section 5. If needed, the Club may conduct a board vote via email. For the vote to be legitimate, at least forty percent (current quorum) of the active board must participate in the vote. After the vote is taken, the Club's officers will be required to communicate the voting results to all board members by listing the votes cast by member. All votes conducted via email must pass by unanimous consent of all board members who cast a vote. If the vote fails, the matter can be brought forward to a Club board meeting for further consideration. Board member votes may be cast at any time after the original email request for a vote to be done via email. Voting will close 48 hours after the original request.

ARTICLE 7

AMENDMENTS: Amendments to the Constitution and By-Laws may be proposed at any Club meeting if notice of the purpose of the meeting and text of the proposed amendment have been provided to members at least twenty-five days in advance of the meeting. To be effective, amendments must be approved by a two-thirds majority vote of the members present and confirmed by a two-thirds majority vote of the members present at the next regular Club meeting. Notice shall be given for both meetings in the same manner as prescribed for notice of meetings in the By-Laws. Amendments shall be proposed by a vote of the Board of Directors on its own motion, or on written request of any ten members of the Club.

ARTICLE 8

DISSOLUTION: The Club may be dissolved at any time by the recommendation of the Board of Directors approved in writing by more than two-thirds of the members. Upon dissolution of the Club, all its funds, property and other assets which are not necessary to discharge its legal debts and obligations shall be transferred, as determined by the Board of Directors, to the RRCA to be used exclusively for its charitable purposes as shall at the time qualify as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal revenue code), or to any other organization or organizations which are qualified as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal revenue code) to be used exclusively for the charitable purposes of such organization.

The foregoing Constitution of the Richmond Road Runners Club was adopted on October 11, 2006 by a two-thirds vote of the members present at the meeting, and amended on November 8, 2017 by a two-thirds vote of the members present at the meeting, and amended on August 14, 2019 by a two-thirds vote of the members present at the meeting.

BY-LAWS OF THE RICHMOND ROAD RUNNERS CLUB
Amended August 2019

ARTICLE 1

MEMBERSHIP: The Board of Directors may establish such membership classes and plans and corresponding periodic dues as the Board deems appropriate. Membership dues may be adjusted from time to time at the reasonable discretion of the Board of Directors. Membership shall begin the month membership dues are received and continue until the expiration of the paid term. Membership will expire automatically if not renewed on or before the last day of the previous membership period. During any period in which a membership has expired, the former member is not entitled to vote or enjoy any other privileges which come through membership in the Club. Race entry fees shall not be applied toward membership dues.

ARTICLE 2

COMMITTEES:

Section 1. The president shall appoint committees and committee chairpersons and, except as otherwise provided, designate their duties. The standing committees shall be:

- A. **Publicity:** This committee shall promote Club functions and activities through the news media, Club website and newsletter.
- B. **Membership:** This committee shall handle membership administrative matters and recruit new members.
- C. **Training:** This committee shall develop training programs open to Club members and nonmembers, propose program goals and fees, secure sponsors and group leaders.
- D. **Financial Review:** This committee shall consist of three club members, at least one of whom must be a member of the Board of Directors. All Club bank or financial account statements shall first be given to the chairman for review before being submitted to the treasurer. The treasurer shall meet at least twice annually with the committee and answer committee members' questions concerning the financial matters of the Club. The committee shall submit a written report of its financial review to the Board of Directors by the next Club meeting following its meeting with the treasurer and shall make financial procedure recommendations to the Board as needed. The committee's review is not intended to be an audit of the treasurer's records, but a meaningful internal examination of material items. Additionally, the relationship between the treasurer and the committee is not intended to be adversarial, rather the committee's role is recognized as a proper and necessary check and balance to this important function.
- E. **Scholarship:** This committee shall promote the Club scholarship program by sending letters to area coaches encouraging participation in the program, determine guidelines for evaluating applications, evaluate all applications and make timely recommendations of finalists to the Board of Directors.

Section 2. Ad Hoc committees may consist of the following as well as those considered necessary by the president.

- A. Social: This committee shall plan, organize and conduct Club banquets and gatherings.
- B. Awards: This committee shall determine awards for special Club events.
- C. Nominating and Elections: This committee shall consist of three Club members and shall submit the names of candidates for office pursuant to Article 4 of the Constitution and shall oversee the election of club officers and directors, count the ballots and certify election results to the Board of Directors.
- D. Grand Prix Rules: This committee shall propose rules for the Club's annual Grand Prix Contest to the Board of Directors.

ARTICLE 3

FINANCES:

Section 1. The fiscal year of the Club shall be January 1 to December 31.

Section 2. The treasurer shall submit a proposed annual budget, estimating sources of revenue and identifying categories of expenditures, to the Board of Directors on or before the November Club meeting. On or before the final Club meeting of the year, the Board of Directors shall adopt a budget for the succeeding year. The treasurer shall pay Club expenditures pursuant to the approved budget for the succeeding year. Expenditures not included in the approved budget or in excess of approved amounts shall first be approved by the Board of Directors before being incurred by the Club or paid by the treasurer. Club expenditures shall only be paid or reimbursed from the treasury upon submission of a bill or other statement identifying the reason for the expenditure.

Section 3. Race directors for all Club events are required to submit a proposed budget for his/her event prior to the opening of that event for registration. The proposed budget will be reviewed by the Club 's officers and approved prior to opening registration. Budgets should be submitted by Club race directors at least 90 days in advance of the scheduled race date.

ARTICLE 4

EVENT SCHEDULE: On or before the October regular club meeting, the Board of Directors shall determine the event schedule for the year and determine which events are Club events for the Club's Grand Prix year.

ARTICLE 5

NOTICE OF MEETINGS: At least seven days advance written notice shall be given for each Club meeting. Written notice shall mean notification of the meeting through the Club newsletter, on the Club website, through electronic mail, or in any other written medium likely to inform the members of the date, time and place of the meeting, and, in the case of a special meeting, the purpose of the meeting shall be stated in the notice.

ARTICLE 6

ANNUAL AWARDS: The Board shall approve criteria for determining annual awards.

ARTICLE 7

RECALL: The members may recall officers or directors upon a two-thirds majority vote of the members present at any meeting provided (i) notice of the purpose of the meeting is given pursuant to the By-Laws, (ii) a petition is signed by at least 5 percent of the Club membership, as of the date of the petition, calling for the proposed recall to be placed on the agenda of such meeting and (iii) the petition is delivered to any Club officer at least ten days prior to the meeting.

ARTICLE 8

AFFILIATION: The Club shall be an affiliated member of the Road Runners Club of America, Inc. and shall abide by the rules of RRCA. The Club shall renew its membership on or before January 1 of each year. A copy of the Club Constitution, By-Laws and amendments thereto shall be files with the RRCA.

ARTICLE 9

LIABILITY INSURANCE AND INDEMNIFICATION:

Section 1. The Club shall assume no liability for any physical disability or injury occurring to members, participants or spectators at any Club race or event. Liability insurance shall be obtained annually pursuant to RRCA requirements and guidelines. The Club shall obtain annually officer and director liability insurance.

Section 2. The Club shall indemnify any officer or director or former officer or director (the "Defendant") against expenses actually and reasonably incurred by him or her in connection with the defense of any claim, action, suit or proceeding against him or her by reason of being or having been such officer or director (i) to the extent such expenses are covered under its officer and director liability insurance policy , and (ii) provided the Defendant fully complies with the terms and provisions of the policy.

ARTICLE 10

AUTHORITY OF THE CLUB'S OFFICERS, RACE DIRECTORS AND TRAINING TEAM HEAD COACHES:

Section 1. As duly elected officers of the Club, Club officers are authorized to:

- A. Perform functions as outlined in the Club's Constitution and By-laws.
- B. (Pertaining only to the Club president and Club treasurer) Initiate and approve non-budgeted expenses up to \$1,000 on behalf of the Club. These expenses must be reported to the board at the meeting following the authorization of the expense.

- C. Negotiate and sign contracts on behalf of the Club for any/all approved expenses and commitments.
- D. Identify and select preferred vendors to the Club; establish programs with vendors to benefit the Club and its membership.
- E. Enter into race contracts with contract race customers at the Club's published rates.

Section 2. Authority of the Club's Race Directors and Head Coaches for the Club's Training Teams:

- A. Race Directors and Head Coaches have the authority to spend Club funds up to the limits established by their approved race budget.
- B. Race Directors and Head Coaches must obtain approval from the Club's officers to spend club funds in excess of the approved race budget. The Club's officers can authorize spending up to \$1,000 over the original approved race budget.
- C. If a Race Director or Head Coach requires funding in excess of \$1,000 over the original approved event budget, this will require a full Board vote.
- D. The Race Director and Head Coach may enter into contracts for services/materials specifically for his/her event up to the amount approved in the original approved event budget.

Section 3. Any items not specifically identified in Article 10, Sections 1 and 2 in the club's Bylaws will require a board vote, including but not limited to:

- A. Approval of the Club's annual operating budget
- B. Any and all not-budgeted Club expenses greater than \$1,000
- C. Any and all contracts for non-approved Club expenses
- D. Any proposed changes to the Club's Constitution or By-laws
- E. Acceptance of any new Club race proposed by a member or director.

ARTICLE 11

VOTING:

Section 1.

- A. Any/all Club member(s) in good standing are entitled to cast votes for board membership at the Club's biennial election. Only board members can vote on any Club matter requiring a vote prior to approval.
- B. Only board members can vote on any Club matter requiring a vote prior to approval.

The foregoing By-Laws of the Richmond Road Runners Club was adopted on October 11, 2006 by a two-thirds vote of the members present at the meeting, amended on November 8, 2017 by a two-thirds vote of the members present at the meeting, and amended on August 14, 2019 by a two-thirds vote of the members present at the meeting.