

ROCKLAND ROAD RUNNERS BY-LAWS

Article 1 – Name

The name of the club shall be Rockland Road Runners (“RRR”).

Article 2 – Purpose

- A. The primary purpose of RRR shall be to promote, encourage, and coordinate running activities in the interest of the local running community and its members.
- 1. In furtherance of the above, RRR shall:
 - a. Hold periodic general membership meetings, maintain and update a website, hold races, social runs and events, and present awards.
 - b. Engage in local community activities, to publicize by appropriate means the benefits of running and fitness, and to coordinate with other agencies advocating running as a means of physical exercise and promoting good health.
- 2. RRR shall look to support and contribute to local charitable organizations with funds that it raises from the activities that it coordinates.

Article 3 – Affiliation

- A. RRR shall be a member in good standing of the Road Runners Club of America (“RRCA”), and all measures adopted by RRCA must be considered by RRR.

Article 4 – Membership

- A. A member in good standing is defined as any individual whose dues are current.
- B. Membership privileges shall be open to anyone who supports the Purposes of RRR and maintains a membership in good standing.
- C. There shall be four categories of membership: (i) individual, (ii) family, (iii) junior (under 18 years of age) and (iv) senior (62 years of age and older).
- D. The membership dues schedule shall be determined by the Board of Directors (the “Board”) of RRR.
- E. RRR reserves the right to revoke or refuse membership upon the determination of the Board.

Article 5 – Administration

- A. The Board shall be responsible for the governance and administration of RRR.
- B. The Board shall be composed of five directors elected as: (i) President, (ii) Vice-President, (iii) Secretary, (iv) Treasurer, and (v) Runner-at-Large.
- C. All members of the Board and all Committee Chairs must be RRR members in good standing.

- D. In addition to the Board, committees will be established to help coordinate activities within and outside RRR. Each committee will be led by the committee chairperson that is appointed by the President, upon the approval and majority consent of the Board. A committee chair may hold the position until they step down or are removed by a majority vote of the Board.
- E. There will be two permanent committees, (i) Membership Committee and (ii) Activities Committee. Other committees will be temporary and created by the Board with a stated purpose and structure as determined by the Board. The Board will annually review all non-permanent committees in order to determine if their continued existence is necessary.
- F. Each race will have a Race Director that is appointed by the President, upon the approval and majority consent of the Board. A Race Director may hold position until they step down or are removed by a majority vote of the Board.
- G. Use of the RRR membership email list (or other membership information) shall be for such purposes in furtherance of, and to promote RRR programs, races or events (including sponsors or co-sponsors of RRR events), in the discretion of the Board, or Race Director, in consultation with the Board.

Article 6 – Duties of Board Members

- A. President- To preside over Board and general meetings, to administer RRR activities, and with the approval and majority consent of the Board, to appoint committee chair positions, and special activity coordinators (if any). The President shall also plan general membership and Board meetings, e.g., speakers, location, set the agenda, oversee RRR's race calendar, represent RRR in the RRCA, and serve as RRR's chief spokesperson.
- B. Vice-President – To assist the President in his/her duties and assume the responsibilities of the President in the event he/she can no longer perform the customary duties of the office. If the President is removed from office, resigns, or is disqualified, the Vice President automatically becomes President for the balance of the President's term. Additionally, the Vice President (or his/her designee) shall serve as the Board's representative on all RRR race committees.
- C. Secretary – To keep minutes of all meetings and to maintain RRR correspondence. To review and maintain the By-laws.
- D. Treasurer - To administer and oversee all funds and to have the authority with the President to disburse appropriations as directed. To collect all dues and monies owed to RRR. To maintain financial records, prepare and present a financial statement annually to the membership.
- E. Runner-at-Large – To uphold RRR's Purpose (per Article 2) and to serve as a liaison on behalf of RRR to the community-at-large; and to participate and represent RRR at non-RRR races to gain insight and provide feedback to the Board and RRR race directors on how to improve RRR races. A reasonable annual budget will be allocated and determined by the Board for the purposes set forth above.

Article 7 – Duties of Permanent and Non-Permanent Committees and Chairs

- A. **Membership Committee Chair-** Maintain RRR membership records including membership, race, and mailing lists, and notifying RRR members regarding the status of their memberships. Regularly conduct membership drives or initiatives, or such other events to promote interest in and awareness of RRR.
- B. **Activity Committee Chair –** To propose and administer special RRR activities, including but not limited to the holiday party, special outings, transportation, and any other activities as requested by the Board.
- C. Subject to Article 5, subsection (E), all other non-permanent committees and chairs will have their purposes and roles defined in the by the Board.

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Article 8 – Duties of Race Directors

- A. Subject to Article 15, Race Directors will have full responsibility for the administration and activities for their race.
- B. Race Directors are responsible to identify and designate a Section 501(c)(3) charity or charities to be the beneficiary or beneficiaries of funds raised by their race. The number of charities and the distribution of the available funds raised by each race will also be the decision of the Race Director.
- C. The Race Director is also responsible that the race meets RRR race standards, in a form determined and approved by the Board.

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Article 9 – Board Meetings

- A. Meetings of the Board shall be held on a regularly scheduled basis.
- B. A quorum shall consist of greater than 50 percent of the number of current Board members. No official Board meeting shall be held without a quorum.
- C. Each Board member has one vote. A vote by a majority of Board members present at a duly noticed meeting at which a quorum is present, shall constitute an action of the Board.
- D. Meeting of the Board shall be open to all members, except that upon a majority vote, the Board may enter executive session to transact business which the Board determines to be confidential.
- E. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if a written consent to such action is given by all Board members through electronic mail. The Board may participate in a meeting by telephone conference or other electronic means permitting Board members to hear or read the statements of the other Board members. Participation by such means shall constitute presence at such meeting.
- F. No Board member may vote by proxy at a meeting of the Board.

Article 10 – Elections

- A. A Nominating Committee shall be established (in the year preceding a general election) consisting of (i) active RRR past presidents (willing to serve), and (ii) at least three RRR members (appointed by the President, with the approval and majority consent of the Board), selected at least thirty (30) days prior to an upcoming election in order to propose a slate of Board nominees. The Nominating Committee shall appoint one of its members as Nominating Committee chair.
- B. Board nominations will be communicated to the RRR membership approximately two weeks prior to the January general election meeting.
- C. Board members shall be elected by a simple majority vote of those present at the January general election meeting. Each adult (18 and older) member shall be entitled to one vote for each Board member and the vote shall be taken by a show of hands. Those present at the general meeting shall constitute a quorum.
- D. Term of office for Board member shall be two years. Board members may be elected to more than two successive terms by mutual agreement of the Board and Board member.
- E. Elections shall be held every two years in January.

Article 11 – Removal from Office

As determined by a majority vote of the Board, a Board member or Committee chair may be removed from his or her position for: a) missing three consecutive Board meetings without an excuse approved by a majority of the Board; b) illegal activity; c) not carrying out or fulfilling the duties of the position.

Article 12 – Vacancies

A vacancy may occur on the Board by reason of death, resignation, removal or disqualification of a member. A vacancy in the office of President shall be filled by the Vice-President. A vacancy in any other office shall be filled by appointment by the President with the approval and consent of the majority of the Board and member so chosen shall serve for the duration of the unexpired term.

Article 13 – By-laws Amendment

- A. A By-law amendment may be accomplished by a two-thirds vote of the members present at the meeting.
- B. Only those who have been members of this organization for at least 30 days prior to the proposal of such amendment may vote upon such.
- C. All members must be notified at least seven days prior to voting on any By-law amendment(s), which will be discussed prior to being voted on by RRR membership.

Article 14 – Office General Meetings

Meetings shall be held at least once each quarter and more frequently if requested by RRR membership or the Board.

Article 15 – Finances

- A. Dues shall not be changed more than once annually.
- B. RRR shall not be obligated to return or refund dues at any time to any member.
- C. Disbursement of funds over \$500.00 (inclusive of all race related expenses) must be approved by both the President and Treasurer, or as part of race budget previously approved by the Board.
- D. Only the President and Treasurer shall have the authority to write checks.
- E. All income must be deposited into the RRR's bank account
- F. Treasurer shall submit a financial accounting to the Board within 30 days after a race.
- G. Each RRR race shall be assessed a percentage or flat fee by RRR, which shall be outlined and reviewed as part of the budget process.

Article 16 – Dissolution

In the event of the dissolution of RRR, the funds in the treasury, after all creditors have been paid, shall be distributed to such similar organization or organizations exempt under Section 501(c)(3), to be selected by the Board.

Article 17 – Non-Discrimination

The RRR shall not discriminate on the basis of race, color, age, gender, sexual orientation, religion, national and ethnic origin or physical disability in the administration of its policies and objectives.

Article 18 – Indemnification

The RRR shall, to the extent legally permissible, indemnify and hold harmless any person serving, or who has served, as a member of the Board against liabilities and expenses, including amounts paid in satisfaction of judgments and counsel fees reasonably incurred by him or her in connection with the defense of any action, suit or proceeding to which he or she is made a party of by reason of having been a member of the Board, except in relation to matters as to which such Board member was found guilty of gross negligence or willful misconduct.

Article 19 – By-laws Review

- A. The By-laws shall be reviewed by the Board at least once during the two year term of each Board, and revised (if necessary), subject to approval by the RRR membership.
- B. The By-laws shall be posted to the RRR website or made available to any RRR member upon request.