

BYLAWS of the *runLawrence* Kansas Road Runners Club

Date Adopted – September 10, 2017

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I. NAME

The name of the organization shall be "***runLawrence Kansas Road Runners Club***" hereafter referred to as "***runLawrence***".

II. PURPOSE

runLawrence is a nonprofit organization (specifically a road running club) created to promote running as a sport and healthy lifestyle within the community of Lawrence, KS. In furtherance of ***runLawrence's*** purpose, the club hosts an annual 5K race, group runs, fun runs, training runs and related programs on the road and track. The club also hosts educational lectures on topics of interest for runners, facilitates social activities for members and publishes local event notices and results on a local website in support of activities that are conducive to the encouragement of running. ***runLawrence*** also engages with the Lawrence, KS community in activities (except those listed below in Section IX) to help publicize (by appropriate means) the benefits of running as a means of physical fitness for the purpose of improving the health status of people.

III. AFFILIATION

runLawrence is a running club member of the ***Road Runners Club of America (RRCA)***. ***RRCA*** is a national club providing infrastructure and 501(c)(3) nonprofit status for locally based running clubs and events under ***RRCA's*** group exemption. ***runLawrence*** supports the measures and activities adopted by ***RRCA***. As a club member, ***runLawrence*** submits annual dues to ***RRCA*** described in Section V.

IV. MEMBERSHIP

Membership in ***runLawrence*** will be renewed annually at the beginning of every calendar year (January 1). All persons are welcome to join ***runLawrence*** without regard to race, creed, color, national origin, gender, sexual orientation, physical condition, or age. (Please note that minors may be excluded from membership or participation at the discretion of club/event leadership). Individuals who wish to participate in the activities of ***runLawrence*** shall submit dues annually, as well as complete an annual application for membership and sign a waiver of liability for participation in all ***runLawrence's*** activities.

V. DUES

runLawrence membership dues amount will be established on an annual basis by the Board of Directors (BOD) and shared annually with the membership as part of the regular join and renewal processes. If the BOD elects to raise the dues amount by more than 25% from one year to the next, the membership will vote on the recommended dues increase. As stated earlier, a portion of **runLawrence** dues are allocated as dues for RRCA membership.

VI. MEETINGS OF THE MEMBERSHIP

The members of **runLawrence** shall meet at least once a year at a date and time established by the BOD. This meeting will be designated the annual meeting. The fiscal year of the club begins on January 1. A quorum at the annual meeting of the membership is required and defined as a majority of the BOD (no less than 3) and no less than 9 total **runLawrence** members (including BOD members).

VII. BOARD OF DIRECTORS AND ELECTIONS

The general membership of **runLawrence** elects the following BOD annually: president, vice president, treasurer, and secretary (and other members as needed and requested by the BOD - such as an internal volunteer race director). The duties of newly created board members will be developed by the BOD and added to **runLawrence's** Bylaws using the bylaw modification process described in this document (Section XII).

A. Board of Directors (BOD) Responsibilities

The BOD is the governing authority and has total oversight over the management of **runLawrence's** affairs. It carries out all the objectives and purposes for which **runLawrence** is organized. This general mandate includes, but is not limited to, setting club policy, financial oversight, strategic planning, fundraising, legal oversight, determining and monitoring **runLawrence's** programs and services, elevating **runLawrence's** public image, and hiring of any employees or independent contractors. The members of the BOD are required to sign a conflicts-of-interest document on an annual basis, specifically noting personal interests and business transactions that may conflict with their duties.

B. Members of the Board of Directors, Their Duties and Operational Requirements

1. President - Provides leadership for the club, presides over meetings, represents the club as part of RRCA, calls any special meetings, and appoints committees and chairpersons thereof with approval from the BOD.

2. Vice-President - Assumes the role of the president in his/her absence and takes on special assignments as requested by the president or other board members.

3. Secretary - Records minutes at all meetings in accordance with Roberts Rules of Order, has a process for electronic storage of such minutes, oversees the election process for all board members, and when requested by the president accepts assignments involving correspondence and the keeping of records.

4. Treasurer - Oversees the budget planning process, ensures adequate income available to achieve the budgeted expenses, safeguards the organization's assets, drafts financial policies for BOD approval, anticipates and reports financial problems, ensures the BOD receives regular and accurate

financial statements and that the board members understand the information presented, ensures federal, state, and local reporting takes place, and other duties as requested by the president.

5. Internal Volunteer Race Director - Facilitates the implementation and operation of the annual ***runLawrence Thanksgiving Day Race***, works with the other board members as well as ***runLawrence*** membership and volunteers to ensure a successful event, and ensures all legal requirements are in place with regard to race activities.

6. Eligibility - All members of the BOD must be dues paying members of ***runLawrence*** and in good standing.

7. Term of Office - The term of office for the BOD shall be one year (12 months), beginning in January following the annual membership meeting which typically occurs in the fall. The president will appoint any board seat vacated during a term with approval by the BOD and within 60 days of resignation of the seat. Appointed terms will end at the close of the calendar year.

8. Elections - All members of the BOD shall be elected by a majority vote of those present at the annual membership meeting. As stated above, a quorum at the annual meeting of the membership is required and is defined as a majority of the BOD (no less than 3) and no less than 9 total ***runLawrence*** members (including BOD members).

9. Procedural Requirements - Parliamentary procedure will be used during advertised meetings and every effort will be made to discuss any measures coming before the group. A majority vote of the BOD members present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a bylaw amendment (see Section XII). A quorum for ***runLawrence*** procedural meetings is defined as 4 members. No official meeting shall be held unless a quorum is present.

VIII. COMMITTEES & TASK FORCES

The BOD has the authority to create and dissolve committees and task forces, and appoint members as it deems appropriate to carry out the purpose of ***runLawrence*** (see ***runLawrence's Strategic Plan*** on the ***runLawrence*** website for more information). The BOD will define the duties and deliverables for all committees and task forces, and outline the performance expectations for all members of a committee or task force. All committee and task force members serve for one-year (or a term as defined by the BOD). The BOD is kept informed of the activities and progress of all committees and task forces, and the BOD has oversight duties in regard to the final outcome approval, acceptance or rejection, ratification of the actions of a committee or task force. (The committees may include race committees, membership, sponsorship, newsletter/website, special programs – youth, beginning, walking, etc.)

IX. FINANCES

The BOD establishes an annual operating budget and sets membership dues and event entry fees to support club expenditures. The BOD may authorize the president, or any officer, to enter into any contract or execute and deliver any instrument, in the name of and on behalf of ***runLawrence***, with approval of the majority of the BOD. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of ***runLawrence***, are signed by authorized officers or employees and in accordance with policies and procedures adopted by the BOD. All monies for ***runLawrence*** are deposited to the credit of ***runLawrence*** in banks that are members of, or whose deposits are insured by, the Federal Deposit Insurance Corporation or other government insurance

agency. Funds acquired by **runLawrence** are never to be deposited in the personal account of a member of the BOD. Additionally, dues, entry fees and other monies received by **runLawrence** will be spent entirely for carrying out the stated purpose of **runLawrence**. The treasurer reviews the status of the general fund at least quarterly. At the same time, the treasurer reviews a forecast of estimated deposits and disbursements for the succeeding quarters.

X. 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.

XI. TAX STATUS AND DISSOLUTION

No part of the net earnings of **runLawrence** inures to the benefit of, or is distributable to, its members, trustees, officers, or other private persons; except that **runLawrence** may pay reasonable compensation for services rendered (travel expenses for RRCA annual meetings, etc.), and may make payments and distributions in furtherance of the purposes set forth in Article II (i.e. supporting the purpose of the club). No substantial part of **runLawrence's** activities can be allocated to the promotion of propaganda or otherwise attempting to influence legislation and funding allocation by governmental organizations. **runLawrence** 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. **runLawrence** members can speak on behalf of themselves related to any of the above statements but cannot identify themselves as speaking on behalf of **runLawrence**.

Regardless of any other provision of these articles, **runLawrence** 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)(3) 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.

If it is necessary for the dissolution of **runLawrence**, and per the requirement of **runLawrence's** membership with RRCA, creditors to **runLawrence** will be paid in full and the remaining funds in the **runLawrence** treasury shall go to the Road Runners Club of America or other 501(c)(3) nonprofit organization with a similar purpose to that of the **runLawrence** club. Prior to dissolution, **runLawrence's** board members will specify and vote on the allocation of remaining funds adhering to the above listed rules.

XII. AMENDMENTS TO THE BYLAWS

These bylaws may be amended as follows:

1. A proposed amendment must be submitted in writing to the runLawrence president. Additionally, the president can personally submit an amendment to the runLawrence BOD, or submit an amendment representing a runLawrence member;
2. Amendments must be submitted at least 45 days preceding the annual meeting; and the **runLawrence** BOD, by unanimous vote, determines its position for, against, or for with a recommended change; or the **runLawrence** BOD determines that the changes are so significant they require an approval by two-thirds of the members voting at an annual meeting.

3. A proposed amendment, which has not been recommended by the **runLawrence** BOD and has been defeated at the annual meeting, may not be resubmitted until at least one annual meeting has intervened. The **runLawrence** BOD determines, in its sole discretion, whether an amendment is sufficiently similar to one previously considered to be governed by this subsection.
4. An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.
5. The **runLawrence** BOD may renumber, revise, codify and correct any provision in these bylaws, and in the rules, policies, procedures and regulations of the RRCA, 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.