

BYLAWS of the runLawrence Kansas Road Runners Club

Date Adopted (September, 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 and was created to provide a structured organization for the purpose of promoting running as a sport and healthy lifestyle within the Lawrence, KS community. In furtherance of the club's purpose, runLawrence hosts an annual 5K race, group runs, fun runs, training runs and programs on the road and/or track, hosts educational lectures on topics of interest for runners, hosts social events for members, and other efforts that may be conducive to the encouragement of running. runLawrence also engages in community activities (except those listed in Section IX), to publicize by appropriate means, the benefits of running as a means of physical fitness to improve the health status of people in the community.

III. AFFILIATION

runLawrence is a chapter of the Road Runners Club of America (RRCA), and all measures adopted by that body shall be considered and most likely implemented by this organization. This Club will submit annual dues described in Section V to the RRCA as membership in that body.

IV. MEMBERSHIP

Membership in runLawrence will be renewed on an annual basis starting January 1. Anyone can join runLawrence without regard to race, creed, color, national origin, gender, sexual orientation, physical condition, or age (note: minors may be excluded from membership/participation at the discretion of club/event leadership). Individuals who wish to participate in the activities of this organization shall submit dues annually, complete an annual application for membership, and sign a waiver of liability for participation in all runLawrence's activities.

V. DUES

The annual dues rate for runLawrence membership will be set on an annual basis by the Board of Directors and shared annually with the membership as part of the regular join and renew process for runLawrence. If the Board elects to raise dues by more than 25% from one year to the next, the membership will vote on the recommended dues increase. A portion of the dues are allocated as club membership dues to RRCA.

VI. MEETINGS OF THE MEMBERSHIP

The members of runLawrence shall meet at least once a year at a date and time established by the Board of Directors (BOD) and will be designated the annual meeting. The fiscal year of the club begins on January 1. Quorum at the annual meeting of the membership will be majority of the BOD (no less than 3) and no less than 9 runLawrence members voting.

VII. BOARD OF DIRECTORS AND ELECTIONS

The general membership elects the following Board of Directors (BOD): president, vice president, treasurer, and secretary (and other members, such as the internal volunteer race director, as needed) on an annual basis.

A. Board of Directors 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. Board of Director Members and Duties

1. President – provision of leadership for the club, preside over meetings, represent the club as part of RRCA, call any special meetings, and appoint committees and chairpersons thereof with approval from the BOD.
2. Vice-President - assume the role of the president in his/her absence, and to take on special assignments as requested by the president or other board members.
3. Secretary – record minutes at all meetings in accordance with Roberts Rules of Order, keep a file of such minutes, oversee the election process for all board members, and when requested by the president, accept assignments involving correspondence and the keeping of records.
4. Treasurer - Oversee the budget planning process, ensure adequate income available to achieve the budgeted expenses, safeguard the organization's assets, draft financial policies for board approval, anticipate and report financial problems, ensure the board receives regular and accurate financial statements and that the board members understand the information presented, ensure federal, state, and local reporting takes place, and other duties as requested by the president.
5. Internal Volunteer Race Director – facilitate the implementation and operation of the annual runLawrence Thanksgiving Day Race. Work with the other board members as well as runLawrence membership and

volunteers to ensure a successful event. Ensure all legal requirements are in place with regard to race activities.

6. Eligibility: All members of the BOD must be dues paying members of the organization and in good standing.

7. Term of Office: Term of office shall be one year (12 months), beginning with, or at the close of, the annual membership meeting. The president will appoint any board seat vacated during a term, with approval by the BOD approval by the BOD within 60 days of resignation of the seat. Appointed terms will end with the term of the seat, which is at the close of the annual membership meeting.

8. Elections: All members of the BOD members shall be elected by a majority vote of those present at the annual membership meeting.

9. Procedural requirements: Parliamentary procedure will be carried on at 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. A quorum shall consist of four members. No official meeting shall be held unless a quorum is present.

VIII. COMMITTEES & TASK FORCES

The BOD has the authority to create committees and task forces, appointment members, and dissolve committees and task forces as it deems appropriate to carry out the purpose of runLawrence (see runLawrence's Strategic Plan 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 Board 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 the budget. The BOD may authorize the president and/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. No club funds may be deposited in the personal account of a member of the BOD. The treasurer reviews the status of the general fund at least quarterly. At the same time, he/she 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.

Upon dissolution of runLawrence, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America or other 501(c)(3) nonprofit organization with a similar purpose to runLawrence's. (***These two statements are requirements for membership in the Road Runners Club of America - I.R.S. Rules.***) Prior to dissolution, runLawrence's board members can specify and vote on allocation of remaining funds adhering to rules listed above.

XII. AMENDMENTS TO THESE BYLAWS

These bylaws may be amended as follows: (a) a proposed amendment must be submitted in writing to the runLawrence president, or the president can submit an amendment to the board either in their behalf or in behalf of a runLawrence member, at least 45 days preceding the annual meeting; (b) the the board by unanimous vote determines its position for, against, or for with a recommended change; and (c) the board determines that the changes are so significant they require an approval by two-thirds of the members voting at an annual meeting.

A proposed amendment, which has not been recommended by the board and has been defeated at the annual meeting may not be resubmitted until at least one annual meeting has intervened. The board determines, in its sole discretion, whether an amendment is sufficiently similar to one previously considered to be governed by this subsection.

An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.

The 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.