

# **Georgetown Running Club, Inc.**

## **Constitution and Bylaws**

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# Georgetown Running Club, Inc.

## Constitution and Bylaws

### ARTICLE I: NAME

The name of the association shall be the “Georgetown Running Club, Incorporated” herein referred to as GRC.

### ARTICLE II: PURPOSES

The GRC is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Code section 501(c)(3), or the corresponding provisions of any future United States Internal Revenue Law (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). Specifically, and without limiting the foregoing, the purposes to be transacted, promoted, and carried on by the GRC are:

1. To promote and encourage long distance running as a competitive sport and as a means of healthful exercise;
2. To promote, and conduct races or other running activities;
3. To disseminate information on running through website, blogs, meetings, and through education programs;
4. To make awards;
5. To do all such things conducive to the encouragement of competitive running for both sexes;
6. To promote health, physical fitness, and the opportunity to achieve competitive excellence by encouraging participation in track and long distance running events;
7. To organize and promote, either by itself or in combination with other organizations and/or individuals, athletic competitions in which both members and others may participate;
8. To establish in the main office or elsewhere all activities necessary to carry out the purposes of the GRC; and
9. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

No substantial part of the activities of the GRC will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the GRC will not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distribution of statements).

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### **ARTICLE III: AFFILIATION**

The GRC shall be a chapter of the Road Runners Club of America (RRCA), and all measures adopted by that body must be considered by this organization.

### **ARTICLE IV: MEMBERSHIP**

#### Section 1. Eligibility

- A. Membership is open to all persons regardless of race, creed, color, gender, sexual orientation, physical condition, or age who meet running performance and/or participation standards established by the Board.
- B. The term of membership shall run from January 1 to December 31.
- C. Members shall complete a membership form which includes agreeing to the GRC's Code of Conduct, and sign a waiver of liability for participation in all GRC activities.

#### Section 2. Responsibilities of Membership

- A. All members are expected to contribute to GRC goals and activities through participation in club events, meetings, elections, volunteering, training, racing, and otherwise supporting the purposes of the GRC.
- B. Members must abide by the GRC's Code of Conduct, and must comport themselves at all times in a manner that is consistent with the goals of the GRC. Failure to do so may, at the sole discretion of the Board, result in suspension or termination of membership.

#### Section 3. Termination of Membership

The Board reserves the right to terminate the membership of an individual if that individual does not meet the responsibilities of membership established in Article IV, Section 2. The Board may terminate an individual's membership at any time, without prior notice to the runner, at its sole discretion.

#### Section 4. Suspension of Membership

The Board reserves the right to suspend the membership of an individual if that individual does not meet the responsibilities of membership established in Article IV, Section 2. The Board retains the sole discretion to suspend and reinstate individual members.

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### ARTICLE V: FINANCES

#### Section 1. Fiscal Policies

A. Fiscal Year - The fiscal year shall run from January 1 to December 31.

B. Non-Profit Status - GRC is a non-profit organization. Dues, entry fees, and other monies received by the organization will be spent entirely for carrying out the stated purposes of the organization. No part of the net earnings of the club shall inure to the benefit of any individual member.

C. Accounting for Expenditures - Members using GRC funds for any purpose shall give a full accounting of expenditures to the Treasurer.

D. Fund Raising - The GRC shall be empowered to participate in fund raising activities.

E. Check Signatures - Checks and/or electronic debits issued for over \$500 by the GRC shall require the written documented approval (e-mail or otherwise) and/or signature of two officers or board designated individuals.

G. Annual Budget - The Board of Directors shall present for a membership comment period of one week a proposed budget for the next fiscal year. The budget shall be approved by a majority vote of the Board.

E. Regardless of any other provision of these articles, the GRC 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.

#### Section 2. Dues

The Board of Directors shall, pending a vote by a majority of members at a meeting in which a quorum is present, require running team members to pay dues to fund GRC activities.

#### Section 3. Dissolution

In the event of dissolution of the GRC, the funds in the treasury, after all creditors have been paid, shall be distributed to the Road Runners Club of America or other not-for-profit Section 501(c)(3) organizations with a similar purpose to the GRC.

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### ARTICLE VI: MANAGEMENT AND ORGANIZATION

#### Section 1. Management

The management of the GRC shall be vested in a Board of Directors which has the responsibility and authority to conduct the business of the GRC as provided for in the Constitution and By-Laws. The Board of Directors has the responsibility and authority to make all decisions normally made by management of a small business, including the hiring or appointing of any appropriate coaches or paid staff deemed necessary to fulfill the mission and strategic goals of the GRC.

While the Board of Directors may delegate responsibility for the administrative and operational activities of the GRC to others, it will be the responsibility of the Board to provide direction and supervision to the designee from the Board of Directors.

#### Section 2. Composition of the Board of Directors

The Board of Directors shall consist of the elected officers President, Vice-President/Treasurer, Secretary, Men's Team Director, and Women's Team Director.

#### Section 3. Duties of Officers

A. President - shall preside at meetings, set the annual agenda, represent the GRC in the RRCA, USA Track & Field (USATF) and other organizations, call special meetings, appoint committees and chairpersons thereof.

B. Vice President/ Treasurer - shall assume the powers of the President in his or her absence and take on special assignments as requested by the President. As Treasurer, this individual shall administer all GRC finances, maintain a current status of accounts, disburse funds as directed in accordance with requirements of Article V, prepare annual tax filing documentation, and prepare an annual financial report and annual budget for presentation at the Annual Meeting.

C. Secretary - shall record the minutes of meetings and keep a file of such minutes and, when requested by the President, accept assignments involving correspondence and the keeping of records.

D. Men's/Women's Director - shall represent their respective team constituencies in all Board meetings and act as a liaison between individual team members and The Board.

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### ARTICLE VII: MEETINGS

#### Section 1. Annual Business Meeting

An Annual Business Meeting of the members shall be held each year at a date, time and place determined by the Board of Directors. At the Annual Business Meeting the members present shall elect officers and directors and shall transact such other business as properly may be brought before the meeting, including those items defined in Section 2 below under Business Meetings.

#### Section 2. Annual Budget Meeting

An Annual Budget Meeting of the members shall be held in December each year (weather permitting) at a date, time and place determined by the Board of Directors. The Board of Directors shall present for membership approval a proposed budget for the next fiscal year and shall transact such other business as may be properly brought before the meeting, including those items defined in Section 3 below under Meetings. In the event of inclement weather forcing cancellation of the meeting, the meeting shall be rescheduled as soon as practicable.

#### Section 3. Meetings

Items of business that may only be transacted at the Annual Budget Meeting, Annual Business Meeting or Special Meeting include modification to the Constitution and By-Laws as specified in Article X, changes in the dues structure, and proposed expenditures that would likely cause the GRC to exceed the approved total budget for the fiscal year.

#### Section 4. Board Meetings

Meetings of the Board of Directors shall be held on a bi-monthly basis unless a majority of the Board waive the requirement for a specific month. Board meetings shall be called by the President. The Board may act on all club business except for those items of business reserved for The Annual Business Meeting, Annual Budget Meeting, or a Special Meeting.

#### Section 5. Special Meetings

Special Meetings may be called by the President, by petition to the President in writing and signed by three members of the Board of Directors, or by petition to the President in writing and signed by ten club members age 18 or

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over. The written petition must list the subject or subjects of the meetings and the rationale for calling a Special Meeting. At a Special Meeting the discussion can only pertain to the subjects for which the meeting was called.

### Section 6. Meeting Notification

Members will be given seven days notice of the Annual Business Meeting, Annual Budget Meeting, and Special Meetings. The subject or subjects of a Special Meeting shall also be included in the notification.

### Section 7. Quorum

A quorum shall be defined as twice the number of Board members as defined in Article VI, Section 2, plus one member. A quorum must be present to vote at an Annual Business Meeting, Annual Budget Meeting or Special meetings. Three directors constitute a quorum at a Board of Directors meeting.

### Section 8. Voting on Proposals

For any proposal to be brought to a vote a motion by a member must be made and seconded. To be adopted, a motion must receive a majority of votes of those members present and voting. Only members age 18 and over are eligible to vote.

### Section 9. Parliamentary Authority

Robert's Rules of Order Newly Revised shall be the parliamentary authority of the Board except where superseded by these by-laws or by special rules of order which may be adopted by the Board.

## **ARTICLE VIII: ELECTIONS**

### Section 1. Requirements for Elected Officers and Appointed Directors

Individuals running for elected officer positions shall have been members of the GRC for at least one year.

### Section 2. Nomination of Officers for Election

Nominations for each office shall be accepted from the floor from any member who has notified the president at least seven days prior to the voting meeting that he or she wishes to run.

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### Section 3. Election of Officers

- A. Officers and directors shall be elected at each annual meeting to succeed those whose terms expire. Each office shall be filled by the candidate receiving a majority of votes cast. Each office shall be voted on separately and elected by a vote of a majority of votes cast by the members present at a meeting at which a 'quorum' is present. In the event that more than two individuals run for election to the same office, the candidate with the fewest votes after the first round of voting shall be removed from the election and another round of voting between the remaining candidates will take place until one individual wins a majority of votes. In the event of a special election to fill an elected office vacancy, an emergency meeting shall be called and the vacated office shall be elected by a vote of a majority of votes cast by the members present at an emergency meeting at which a 'quorum' is present in accordance with the election procedures described above.
- B. Voting can be done by voice vote or acclamation if only one member is nominated for an officer position.
- C. In the case of two people running for the same position, the election shall be by majority of the members voting using a secret ballot.
- D. In the case of more than two members running for the same position, the individual with the fewest votes will be eliminated from the ballot and subsequent rounds of voting will occur until two individuals remain on the ballot. The election procedure will then follow Article VIII, Section 3, Subsection C.
- E. In the event of a tie, the winner will be selected by a coin toss.

### Section 4. Term of Elected Officers and Appointed Directors

The term of the elected officers and directors shall be one (1) years and said elected officers and directors may be elected to the same position for no more than three (3) consecutive terms.

The term of office for elected officers and directors shall commence on the next January 1st following their election.

### Section 5. Vacancy of Elected Office or Director Position

In the event that an elected officer is unable to complete their term of his/her office, a special election shall called to fill the elected officer position within one (1) month of vacancy and the term of the interim officer shall expire at the next general election. In the event that a director is unable to complete their term of office, the President shall appoint a new director subject to approval of the GRC Board within one (1) month of vacancy and the term of the interim director shall expire at



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the next general election.

### Section 6. Removal of an Officer or Director

The Board of Directors may remove from office an officer or director who in its judgment is not performing the duties of the office and/or assigned responsibilities or whose conduct has been judged to be prejudicial to the best interests of the GRC. The board member under consideration for removal shall be given written notice by an officer at least 30 days prior to the meeting at which time the removal is to be voted upon together with a written statement detailing the reasons upon which the removal is proposed. This statement shall be signed by at least three members of the Board then in office. The member in question shall be permitted to present a rebuttal before the Board. The member in question shall be removed upon a majority vote of the remaining total membership of the board.

### **ARTICLE IX: AMMENDMENTS TO THE CONSTITUTION AND BYLAWS**

This Constitution and By-Laws may be amended by a sixty percent (60%) vote of the members present and voting at the Annual Business Meeting, or Special Meeting providing that at least seven days written notice of the proposed change is given to the members.

### **ARTICLE X: PUBLICATIONS**

The Board of Directors shall exercise general policy control and direction of any publications, editorial, blog post, website, or advertising which the GRC may issue.

### **ARTICLE XI: 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 plurality of the members voting) that no substantial injury to the rights of members has occurred.

### **ARTICLE XII: EFFECTIVE DATE**

This Constitution and By-Laws, as amended, are effective as of June 1, 2012.