

D.C. ROAD RUNNERS CLUB

BY-LAWS

As Amended Through March 6, 2016

ARTICLE 1 – NAME

The name of the corporation is D. C. Road Runners Club (hereinafter referred to as “Club”).

ARTICLE II – PURPOSES

The Club is organized for such charitable and educational purposes as may qualify it for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law.) More specifically, such purposes include, but are not limited to the promotion and encouragement of running and the education of the public to its benefits.

ARTICLE III – PROHIBITED ACTIVITIES

No part of the net earnings of the Club shall inure to the benefit of its members, directors, officers, 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 the purposes set forth in Article II hereof. No substantial part of the activities of the Club shall be the carrying on of the propaganda or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law.)

No member, director or officer of the Club shall be financially interested, directly or indirectly, in any agreement relating to the operations conducted by the Club, nor in any transaction for furnishing services, facilities or supplies to the Club for compensation, unless the fact of such interest be known to the Board of Directors and unless such agreement or transaction shall be authorized by the Directors who have no interest, direct or indirect, in such agreement or transaction.

ARTICLE IV – OFFICES AND WEBSITE

The address of the principal office of the Club is: 1090 Vermont Avenue NW, Suite 910, Washington, DC 20005.

The Club may maintain additional offices at other places as the Board of Directors chooses to designate. The Club shall maintain a website with domain name

www.dcroadrunners.org

and such other domain names as the Webmaster, in consultation with the President and Board of Directors, shall procure.

ARTICLE V – MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP

1.

There shall be five classes of membership: regular, student, family, life, and associate.

2.

The Family Membership applies to family members who are (1) currently in or joining the same club, and (2) living in the same household and related by birth, marriage or other legal relationship. Common household family members include parents, children, spouses, grandparents, and legal dependents. Any member of the immediate household holding a family membership shall be entitled to all privileges of membership, except that the family membership is entitled to a separate vote for each member over the age of 17.

3.

Student membership may be held by individuals, under the terms and conditions set by the Board of Directors, for reduced dues.

4.

Life memberships may be awarded to deserving individuals by majority vote of the Board of Directors.

5.

Associate memberships may be offered to members of other entities by majority vote of the Board of Directors. Associate members have no voting rights, may not hold office, and may be subject to additional limitations set by the Board of Directors.

SECTION 2. DUES

The annual dues for each class of membership shall be determined by the Board of Directors. For a member to remain in good standing, renewal payment is due and must be received by the Membership Secretary within thirty (30) days of expiration.

SECTION 3. LIMITATION OF AUTHORITY

Except as otherwise specified in these Bylaws, no member shall act in the name of the Club or take any action that would bind the Club.

ARTICLE VI – MEMBERSHIP MEETINGS

SECTION 1. ANNUAL MEETING

Annual meetings of members for the election of Directors and for such other business as may be stated in the notice of the meeting, or as may properly come before the meeting, shall be held at such places, either within or without the District of Columbia, and at such times and dates as the Board of Directors, by majority vote, shall determine and as set forth in the notice of meeting. Notice of these meetings, stating the date, hour, and location, shall be by publication on the Club website.

SECTION 2. SPECIAL MEETINGS

Special Membership Meetings may be called by the President, the Board of Directors, or a signed petition of fifty (50) members in good standing. Notice of a Special Membership Meeting, stating the purpose, date, hour, and location of the meeting shall be published on the Club website.

SECTION 3. QUORUM

Fifty members in good standing must be present at an Annual or Special Membership Meeting in order to conduct business.

SECTION 4. PROXIES

No member may vote by proxy at an Annual or Special Membership Meeting.

SECTION 5. ELECTIONS

In or before February of each year, the President shall appoint a Nominating Committee which shall assess the personnel requirements and resources of the Club. The Nominating Committee shall identify at least one willing candidate for each elected position. The Nominating Committee shall make public its initial slate in sufficient time to permit other candidates to submit petitions. A candidate may appear on the ballot if either he or she is nominated by the Nominating Committee or he or she files a nominating petition signed by 25 members in good standing with the Chairman of the Nominating Committee at least ten days prior to the Annual Meeting. No member shall be eligible for election unless his or her name appears on the ballot for that office (i.e. there shall be no additional nominations from the floor.)

ARTICLE VII – BOARD OF DIRECTORS

SECTION 1. COMPOSITION

The number of Directors shall be thirteen. The Board of Directors shall consist of: directors elected as President, Vice President for Operations, Vice President for Races, Vice President for Training, Secretary, and Treasurer, Webmaster, Director for Race Operations, Director for Contract Races, Director for Training Programs, Director for Training Initiatives, Director for Community Outreach, Director for Membership/Volunteer Coordinator.

SECTION 2. TERM

Directors shall serve until April 30 of the following year and until their successors are elected and qualify.

SECTION 3. REMOVAL

An elected Director may be removed at any time, with or without cause, either at an Annual or Special Membership Meeting called for such purpose. A quorum being present, a Director may be removed by majority vote of members in good standing present and voting.

SECTION 4. VACANCIES

Upon the resignation or removal of an elected Director, that Director position shall be declared vacant. The remaining Directors in office, though less than a quorum by majority vote, may appoint any qualified person to fill such vacancy, and to hold office for the unexpired term and until his successor shall be duly chosen.

SECTION 5. REGULAR MEETINGS

Regular meetings of the Board of Directors, not less than four annually, shall be held as determined by the Board of Directors. Regular meetings shall be held, at such time and place as may be determined by the Board of Directors, without further notice.

SECTION 6. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, a Vice President, or two or more Directors on seven (7) days notice to each Director, delivered either personally or by electronic mail, and published on the Club website.

SECTION 7. CONDUCT OF MEETINGS

The President, or in his or her absence the Vice President for Operations, shall preside at meetings of the Board of Directors. The Secretary, or such other person as the presiding officer may appoint, shall record the minutes of the meeting. A majority of the Directors currently in office (not counting vacancies) shall constitute a quorum. Meetings of the Board of Directors shall be open to all members, except that upon majority vote, the Board of Directors may enter executive session to transact business which the Board determines to be confidential.

SECTION 8. ACTION BY CONSENT OR BY TELEPHONE

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is given by all members of the Board of Directors through electronic mail. The Board of Directors may participate in a meeting by telephone conference or other electronic means permitting members to hear or read the statements of other Board Members. Participation by such means shall constitute presence at such meeting.

SECTION 9: PROXIES.

No Director may vote by proxy at a meeting of the Board of Directors.

ARTICLE VIII – OFFICERS

SECTION 1. DESIGNATION AND TENURE

The officers of the Club shall be the President, Vice President for Operations, Vice President for Races, Vice President for Training, Secretary, and Treasurer, Webmaster, Director for Race Operations, Director for Contract Races, Director for Training Programs, Director for Training Initiatives, Director for Community Outreach, Director for Membership/Volunteer Coordinator. No member shall concurrently hold the office of President, Vice President, Secretary, Treasurer, or Director. The President shall have the power to appoint all officers not chosen by election. An officer shall serve a term of April 30 of the following year and until a successor is appointed, or until a successor is elected and qualifies for the Board.

SECTION 2. PRESIDENT

The President shall be the chief executive officer of the Club, and shall have general charge of the business, affairs, and property of the Club with general supervision over its other officers and agents. The President shall preside at all Membership and Board of Directors meetings and shall see that all resolutions of the Board of Directors are carried into effect.

SECTION 3. VICE PRESIDENT FOR OPERATIONS

The Vice President for Operations shall serve as an assistant to the President and shall, subject to the oversight and consent of the President and Board of Directors, oversee and coordinate such programs, activities, and other duties as may be delegated by the Board of Directors or the President. In the absence of the President or in the event of the President's disability, the Vice President shall perform the duties and exercise the powers of the President.

SECTION 4. VICE PRESIDENT FOR RACES

The Vice President for Race Schedule shall serve as an assistant to the President and shall, subject to the oversight and consent of the President and the Board of Directors, oversee and coordinate the Club's conduct of races. The Vice President shall perform such other duties as may be delegated by the Board of Directors of the President.

SECTION 5. VICE PRESIDENT FOR TRAINING

The Vice President for Training Programs shall serve as an assistant to the President and shall, subject to the oversight and consent of the President and the Board of Directors, oversee and coordinate the Club's management of training programs. The Vice President shall perform such other duties as may be delegated by the Board of Directors or the President.

SECTION 6. SECRETARY

The Secretary shall give, or cause to be given, notice of Special Membership Meetings and of Special Board of Directors meetings. The Secretary shall keep the minutes of the meetings of the members and the Board of Directors. The Secretary shall send copies of the minutes of all meetings to the Board of Directors and shall also see that the books, reports, statements and all other documents required by law are properly kept and filed. The Secretary shall perform such other duties as may be delegated by the President or the Board of Directors. The Secretary may appoint one or more assistants, subject to the approval of the President. .

SECTION 7. TREASURER

The Treasurer shall have custody of the corporate funds and other valuable effects, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club and shall deposit all moneys and other valuable effects in the name and to the credit of the Club in such depositories as may be designated by the Board of Directors. The Treasurer shall have the authority to disburse checks as provided in Article IX hereof. The Treasurer shall maintain a system of internal fiscal control and shall report regularly to the Board of Directors on the expenses and financial condition of the Club. The Treasurer shall perform such other duties as may be delegated by the President or the Board of Directors. The Treasurer may appoint one or more assistants, subject to the approval of the President.

SECTION 8. WEBMASTER

The Webmaster shall be responsible for maintaining and securing all the Club's information technology systems. Additionally, and subject to the general policy direction of the Board of Directors, the Webmaster shall be responsible for the substantive and advertising content of the DCRRC website and its updating on a regular basis, and shall perform such other duties as may be delegated by the President or the Board of Directors. The Webmaster may appoint one or more assistants, subject to the approval of the President.

SECTION 9. DIRECTOR FOR RACE OPERATIONS

The Director for Race Operations shall provide support to ongoing races and race operations per the direction of the VP for Races. Additionally, the Director for Race Operations shall perform such other duties as may be delegated by the President or the Board of Directors. The Director for Race Operations may appoint one or more assistants, subject to the approval of the President.

SECTION 10. DIRECTOR FOR CONTRACT RACES

Under the general policy direction of the Board, the Race Management Coordinator shall maintain the Club's Race Equipment, shall contract for race management engagements, shall supervise those engagements, and shall assist or substitute for race directors as necessary. Additionally, the Director for Contract Races shall perform such other duties as may be delegated by the President or the Board of Directors. The Director for Contract Races may appoint one or more assistants, subject to the approval of the President.

SECTION 11. DIRECTOR FOR TRAINING PROGRAMS

The Director for Training Programs shall set up and manage the Club's training programs per the direction of the VP for Training. Additionally, the Director for Training Programs shall perform such other duties as may be delegated by the President or the Board of Directors. The Director for Training Programs may appoint one or more assistants, subject to the approval of the President.

SECTION 12. DIRECTOR FOR TRAINING INITIATIVES

The Director for Training Initiatives shall coordinate the Club's continuous training initiatives per the direction of the VP for Training. Additionally, the Director for Training Initiatives shall perform such other duties as may be delegated by the President or the Board of Directors. The Director for Training Initiatives may appoint one or more assistants, subject to the approval of the President.

SECTION 13. DIRECTOR FOR COMMUNITY OUTREACH

The Director for Community Outreach shall coordinate the Club's initiatives to promote running in our communities. This includes but shall include but not be limited to identifying organizations in need of support and procuring sponsorships for Club events. Additionally, the Director for Community Outreach shall perform such other duties as may be delegated by the President or the Board of Directors. The Director for Community Outreach may appoint one or more assistants, subject to the approval of the President.

SECTION 14. DIRECTOR FOR MEMBERSHIP

The Membership Secretary shall maintain the official roster of members, shall issue membership certificates, and shall perform such other duties as may be delegated by the President or the Board of Directors. The Membership Secretary may appoint one or more assistants, subject to the approval of the President.

SECTION 15. VOLUNTEER COORDINATOR

The Volunteer Coordinator shall maintain a record of the volunteer interests and contributions of members and shall administer a system for rewarding volunteer efforts, and such other duties as may be delegated by the President or the Board of Directors. The Volunteer Coordinator may appoint one or more assistants, subject to the approval of the President.

ARTICLE IX – FISCAL CONTROL

SECTION 1. DISBURSEMENTS

Disbursements over \$50.00 shall be made only by check or bank debit card. Any disbursement over \$25.00 shall be supported by voucher or receipt. All checks in an amount in excess of \$2,000, drafts, notes, and evidence of indebtedness of the Club shall be signed by the Treasurer or the President. However, checks in an amount not to exceed \$2,000 may be signed by the Treasurer, the President, or the Vice President of Operations.

SECTION 2. ANNUAL BUDGET

Prior to the commencement of each fiscal year, the Board of Directors shall prepare an estimated budget for the following fiscal year.

SECTION 3. FISCAL YEAR

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

SECTION 4. CAPITAL EXPENDITURES

Capital expenditures in excess of \$2,000.00 must be approved by a majority of those present and voting at a Membership Meeting.

ARTICLE X – NOTICE

SECTION 1. FORM OF NOTICE

Whenever under the provision of law, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director or member, such notice may be given by publication on the Club website or by electronic mail to the address as it appears in the records of the Club. Notice also may be given in person, by telephone, or by U.S. mail.

SECTION 2. WAIVER

Whenever notice is required under the provision of law, the Articles of Incorporation or these Bylaws, a written waiver of the notice, signed by the person entitled to the notice, whether before or after the fact, shall be deemed to be the equivalent of such notice. Any member or Director who attends a meeting, without protesting the commencement of the meeting or the lack of notice shall be conclusively deemed to have waived notice of such meetings.

ARTICLE XI – INDEMNIFICATION

The Club shall, to the extent legally permissible, indemnify and hold harmless any person serving or who has served as a director, officer, or duly authorized agent of the Club against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any claim, action, suit or other proceeding whether civil or criminal, in which he may be involved or with which he may be threatened, while serving or thereafter, by reason of his being or having been such a director, officer or agent, except with respect to any matter as to which he shall have been adjudicated in any proceedings not to have acted in good faith in the reasonable belief that his action was in the best interests of the Club.

Expenses, including counsel fees, reasonably incurred by any such director, officer, or agent in

connection with the defense or disposition of any such claim, action, suit or other proceeding may be paid from time to time by the Club in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the Club the amounts so paid if it ultimately determined that indemnification of such expenses is not authorized herein. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such director, officer, or agent may be entitled. As used in this Article, the terms "director," "officer," and "agent" include their respective heirs, executors and administrators.

The Club shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Club or who is or was serving at the request of the Club as a director, officer, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in or arising out of his position, whether or not the Club would be obligated or empowered to indemnify him against such liability under this Article XI.

ARTICLE XII – AMENDMENT

The membership may amend these Bylaws at any Membership Meeting by an affirmative two-thirds majority of those present and voting. Notice of all Bylaw amendments shall be published on the Club website.

ARTICLE XIII – DISSOLUTION

In the event of the dissolution of the Club, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America.