



## **FINGER LAKES RUNNERS CLUB BYLAWS** (AMENDED Feb 27, 2016)

**Resolved** on recommendation of the Governance Committee that the Bylaws of the Finger Lakes Runners Club are amended as indicated below:

### **Article I: Mission**

The Finger Lakes Runners Club, a volunteer-driven, nonprofit organization, conducts and facilitates races and running-related events to promote fitness, health, and community for people of all ages and abilities.

### **Article II: Structure**

The board of the club can consist of board members described below in paragraphs 1 through 6: president, vice presidents, secretary, treasurer, past president, and members at large. Every board member must be a member of the club and is required to attend a majority of the regularly scheduled board meetings. Absence from three consecutive regularly scheduled board meetings, without good cause, is grounds for removal from the board. A quorum of the board consists of one-half of board members; a quorum is needed for the board to act. Each board member is entitled to one vote, whether sharing an office or holding more than one office.

To be approved a resolution must be moved, seconded, and approved by a simple majority of the members present (except for amending the Bylaws, see Article V) at an in-person meeting of the board duly called with a quorum present. A resolution may also be approved outside of a board meeting by written vote, including email, provided that 100% of all currently seated board members vote “aye” in response to the resolution.

Any office of the board may be shared by more than one person.

*The duties of elected board members and official club positions (as delineated in paragraphs 7 through 12 (social-media coordinator, webmaster, membership coordinator, equipment coordinator, volunteer coordinator, and race directors of official club races) are the following:*

#### **1) President (elected)**

- a) Is responsible for all club activities.
- b) Calls election of officers.
- c) Plans and schedules annual calendar with assistance of board members and race directors, to be finalized on or before the November board meeting.
- d) Arranges special club functions.
- e) Assists elected officers and/or committees to perform any duties or functions that do not fall within the province of elected officers.

- f) Appoints replacements for officers and appointees unable to satisfactorily complete their designated duties.
- g) Is responsible for informing board members of meetings.
- h) Has the authority to sign checks on the club's account, as does the treasurer.
- i) Creates board committees and task forces and appoints their members.

2) Vice-President(s) (elected)

- a) Provides training, guidance, and assistance to meet/race directors in their duties and schedules periodic (minimally annually) meetings with those under their jurisdiction.
  - i) See race director job description (attached) for details, but the emphasis for the VP is guidance and assistance on an as-needed basis.
  - ii) Ensures each race has acquired all necessary permits and insurance coverage.
- b) Executive vice president (appointed): Performs duties of the president in case of illness, absence, resignation, or other incapacitation of the president, and provides beneficial expertise and information to the president.
  - i) With approval of the board, the president will annually nominate a club member who has a minimum of one year FLRC board experience for the role of executive vice president.

3) Secretary (elected)

- a) Records minutes of board meetings.
- b) Is responsible for counting ballots.
- c) Assists as needed with design and review of printed material (e.g., proofs race entries).
- d) Maintains archive of minutes and agendas, and other important documents as needed.

4) Treasurer (elected)

- a) Is responsible for the organization's financial operations (cash disbursements and cash receipts), accounting and record keeping, banking relationships, cash management and investment policy, financial planning, risk management (general liability, Officers and Directors liability, and equipment), financial reporting, and oversight of fixed assets.
- b) Is expected to attend regularly scheduled board meetings and present financial statements.
- c) Oversees the filing of the organization's tax return (990) as well as the filing of state sales tax reports.
- d) Arranges insurance certificates for all of the organization's races.
- e) Secures and maintains membership in an insurance-granting organization (e.g., RRCA) and appropriate governing organizations (e.g., USATF), as specified by the board.
- f) Chairs the Finance Committee.

5) Past President (previously elected)

- a) Provides beneficial expertise and information to the board and others.

6) Members at Large (elected)

- a) Are responsible for representing the wide and varied interests of club members at board meetings and at other club functions.

- b) Are responsible for helping at club events and in capacities to be determined by their individual talents and interests along with the needs of the club.
  - c) Any club member serving in a role delineated in items (7)–(12), immediately below, who is committed to participating in the governance of the club is encouraged to stand for election as a member at large.
  - d) In addition, at least three individuals from the general club membership will be recruited to stand for election as members at large.
  - e) There is no maximum number of members at large.
- 7) Social-Media Coordinator (appointed by the board)
- a) Is responsible for preparing and distributing content for social-media outlets.
  - b) Informs regional running clubs of the yearly calendar.
- 8) Webmaster (appointed by the board)
- a) Is responsible for the timely updating of the club website.
  - b) Oversees the maintenance of the club listserv to assure that it serves the best interests of the club.
- 9) Membership Coordinator (appointed by the board)
- a) Is responsible for maintaining club membership records.
  - b) Sends out a notice to remind each club member to renew prior to the expiration of membership.
  - c) Ensures that current club membership forms are readily available to the running community.
  - d) Sends membership information on an annual or as-needed basis to the Road Runners Club of America.
- 10) Equipment Coordinator (appointed by the board)
- a) Is responsible for maintaining club equipment.
  - b) Is responsible for storing club equipment.
  - c) Coordinates with race directors to ensure necessary equipment is at club events.
  - d) Purchases supplies as needed.
  - e) Purchases replacement equipment per board approval.
- 11) Volunteer Coordinator (appointed by the board)
- a) Assists in finding volunteers to work at club-sponsored events.
- 12) Race Directors of Official Club Races (appointed by the board)
- a) Responsible for planning, promoting, managing of a club race.
  - b) Follows guidelines specified in the FLRC race director job description.

### **Article III: Membership**

The officers can decide upon a fee structure at the beginning of each membership year. Membership categories can include: full-paying individual, family, group/team (e.g., local interscholastic and intercollegiate teams), and lifetime members (to be chosen by an ad hoc

committee of current board members for persons who have shown outstanding and exemplary service over the long term).

#### **Article IV: Procedure**

- 1) Election of board members.
  - a) Members of the board shall be elected annually by the club membership.
  - b) The president shall appoint a committee, with a minimum of two club members, before or at the September board meeting to make nominations for board members before or at the November board meeting.
  - c) Additional nominations may be made in writing to the president by the November board meeting. Such nominees must be seconded and also have documented approval of the nominee.
    - i) Write-in balloting is also permitted during the balloting period.
    - ii) Candidates for the position of president must hold or have held a position on the board for a minimum of one year.
  - d) The election will be held by ballot distributed as most appropriate to encourage a majority of members to vote. This might include, but is not limited to, announcement on the website, social media, email ballots, and written notes.
    - i) Every submitted ballot must include club member's name for the purpose of membership verification.
    - ii) The balloting period will be December 1–15.
  - e) All votes will be sent to the secretary for appropriate counting and documentation, with re-verification by the membership chair.
  - f) Election results will be announced in January, with secretary having given the board prior notification of election results.
- 2) Removal of Nonperforming Board Members
  - a) If a member of the board fails to perform duties adequately (an exceptional case), a vote for removal may take place at a regularly scheduled board meeting.
  - b) Removal is effected if a minimum of 75% of board members present vote the offending individual out.
  - c) The president will appoint a replacement to serve out the remainder of the term.
- 3) Appended Board Positions
  - a) Additional board positions may be appended to these bylaws by a vote of the board following a successful trial period in which a club member is appointed and fulfils the duties of the new position for one year and the position is deemed beneficial to the functioning of the club.
- 4) New Events
  - a) Any new event to be sponsored by the club must be approved by the board. The board shall decide at that time the extent of the club's involvement with the event in question.
- 5) Auxiliary Board Meetings
  - a) Auxiliary board meetings may be called by the president or by any three of the officers described above. Any and all business may be conducted at such a meeting, providing at least one of the following is present: president, a vice president. A reasonable attempt should be made to notify all board members.

6) Underpinning Rules of Order

- a) *Robert's Rules of Order Newly Revised* will be the club's parliamentary authority in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the club may adopt.

**Article V: Amending the Bylaws**

1) Amendments to these bylaws can be made in one of two ways:

- a) By 75% of club members who are present at a meeting open to the full membership and who choose to cast a vote; such a meeting is open to the full membership and must be announced at least one week in advance.
- b) By a majority of club members voting by ballots distributed to the full voting membership.

2) Approved amended bylaws will take effect upon completion of the approval process, but all in-place officers will serve out the remainder of their terms.

**Article VI: Dissolution**

- 1) Upon dissolution of the club, the board members of the club shall dispose of all assets, after creditors have been paid, by contribution to a tax exempt organization under section 501(c)(3) of the IRS code.

*Revision Date:* February 27, 2016

*To Become Effective:* December 31, 2016