

# Finger Lakes Runners Club Bylaws

Approved May 16, 2022

## 1. Name of Organization

This non-profit corporation shall be known as “Finger Lakes Runners Club” (FLRC).

## 2. Mission

FLRC is an all-volunteer, non-profit organization focused on promoting physical fitness and health through running. Based in Ithaca, New York, and drawing members from all over the Finger Lakes region, the club is dedicated to the love of running, as a sport and as a way of life—for fun, for fitness, for camaraderie, and for every person regardless of ability, age, ethnicity, gender, nationality, race, religion, or any other demographic.

## 3. Club Affiliation

FLRC shall be a dues-paying chapter of the Road Runners Club of America (RRCA), and all measures adopted by RRCA must be considered by FLRC.

## 4. Membership

- a. Categories of membership and a schedule of dues and member benefits shall be established by the Board of Directors and reviewed periodically.
- b. For purpose of voting, each individual club member is entitled to one vote.

## 5. Board of Directors

### a. **Membership and Attendance Requirements**

- i. Board members must attend a majority of the regularly scheduled Board meetings.

- ii. Absence from three consecutive, regularly scheduled Board meetings without good cause will be considered grounds for removal from the Board.
- iii. A Board member may be removed from the Board with or without cause by a two-thirds vote of the Board.

**b. Election**

- i. As part of its search for Board candidates, the Nominating Committee will alert club members to open Board positions and encourage nominations no less than 90 days in advance of the election.
- ii. Annually in October, the Nominating Committee shall recommend to the Board a list of candidates for Board membership. The Board shall approve a list of candidates to be sent to the club membership for election.
- iii. Board members shall be individually elected by the FLRC membership by a simple majority (51%) of those casting ballots during a two-week window, typically before the December meeting of the Board each year. The Board shall establish a balloting procedure that encourages widespread participation by the membership.

**c. Meetings**

- i. Meetings of the Board shall be open to the membership and general public, and minutes will be posted publicly.

**d. Size and Composition**

- i. The Board of Directors shall consist of 10 to 17 individuals.
- ii. The Board of Directors is composed of officers and members at large, as defined in Section 6.

**e. Board Terms and Term Limits**

- i. Board members may serve up to two consecutive terms of three years, for a total of six years.
- ii. Board members may resign at any time prior to the end of their term by giving written notice to the President.

- iii. On the effective date of this provision implementing term limits for the first time, all current Board members are deemed to have completed one year of their first term.
- iv. On the effective date of this provision which implements term limits for the first time, and to realize the benefit of staggered board rotation, the Nominating Committee, in consultation with the President and each Board member individually, is authorized to establish for the record the length of term for each individual Board member with the objective of having no more than one-third of the total Board membership leaving the Board in any year.
- v. Any Board member whose second term has expired is eligible for re-election to the Board after a one-year hiatus but may continue in an appointed non-Board position.
- vi. Any Board member who is currently serving as an officer may continue to serve on the Board during their tenure as an officer, regardless of term limits related to their membership on the Board.

**f. Vacancies**

- i. The President shall nominate an individual to fill any vacancy in an officer position and may nominate an individual to fill any vacancy due to resignation in member-at-large positions.
- ii. The President's nominee shall be subject to the approval of a majority of the Board and, if approved, shall serve until the next election.

**g. Quorum**

- i. A quorum shall consist of at least 51% of the current voting membership of the Board of Directors.
- ii. Each member of the Board of Directors shall have one vote.

## 6. Approval

- a. A vote of the Board is necessary to approve an annual budget plan, for all decisions that require the allocation of funds not included in the annual budget, that involve the creation or updating of club policies, and that bind

FLRC legally, including any activity that would be covered by club insurance.

- b. A vote of the Board is necessary to create, significantly alter, or cancel regularly scheduled club events.
- c. The President shall nominate, and the Board shall ratify the nomination of appointed club positions. A position may be filled by any club member, regardless of whether that club member is also a member of the Board.

## 7. Officers and Members at Large

### a. Officer Terms & Term Limits

- i. The following roles shall be considered officer positions: President, Vice President, Secretary, and Treasurer. Any officer position may be shared by no more than two people.
- ii. Officers shall be elected by the Board from its members, typically in January, at which time new officer terms shall begin.
- iii. Terms for officers other than President are three years but may be extended annually by a two-thirds vote of the Board at its December meeting.
- iv. The President shall serve one term of four years, which may be extended for one year by a two-thirds vote of the Board at its December meeting. There shall be a limit of two such extensions.
- v. To be eligible for election to the office of President, a candidate must have served on the Board for a minimum of one year in the prior three years. In addition, a candidate for President may not have served as President during the previous five years.
- vi. In the event that the President is unable to serve their full term, the Board may nominate an individual to serve as Interim President.
- vii. A person may serve as Interim President for no more than one year.
- viii. A person may serve as Interim President even if they have previously served as President within the past five years and would therefore not be eligible to serve as President.

## **b. President**

- i. Sets the agenda for and manages the regularly scheduled Board meetings.
- ii. Is responsible for informing Board members of meetings.
- iii. Creates the annual calendar with the assistance of Board members and race directors, to be finalized on or before the November Board meeting.
- iv. Calls election of officers.
- v. Nominates individuals to fill vacancies on the Board or serve in appointed club positions.
- vi. Has signing authority on the club's financial accounts.
- vii. Creates committees and task forces and appoints their members.
- viii. Serves on the Finance Committee.
- ix. Assists elected officers and committees in performing any duties or functions that do not fall within the province of elected officers.
- x. Is ultimately responsible for all club activities.

## **c. Vice Presidents of Road, Trail, and Track**

- i. Provides training, guidance, and assistance to meet/race directors in their duties and schedules through periodic (at least annual) meetings.
- ii. Ensures that each race has obtained all necessary permits and insurance coverage.

## **d. Executive Vice President (Optional; Presidential appointment)**

- i. Performs duties of the President in case of illness, absence, resignation, or other incapacitation.
- ii. Provides beneficial expertise and information to the President.
- iii. Nominated by the President and approved by the Board, from current Board members with at least one year of Board service.

- iv. The Executive Vice President position is a one-year appointment by the President, with approval of the board, and is renewable at the President's discretion throughout that President's term.

**e. Secretary**

- i. Records minutes of Board meetings.
- ii. Assists with design and review of published materials.
- iii. Maintains a shared online archive of minutes, agendas, financial reports, and other important club documents.

**f. Treasurer**

- i. Responsible for the club's financial operations, preparation of an annual budget plan, accounting and record-keeping, banking relationships, cash management and investment policy, financial planning, risk management (general liability, Directors and Officers liability, and equipment), financial reporting, and oversight of fixed assets.
- ii. Attends Board meetings and reports on the club's financial condition.
- iii. Has signing authority on the club's financial accounts.
- iv. Oversees filing of the club's state and federal tax returns.
- v. Ensures that insurance certificates are in place for all of the club's races.
- vi. Secures and maintains membership in an insurance-granting organization (e.g., RRCA) and appropriate governing organizations (e.g., USATF), as specified by the Board.
- vii. Chairs the Finance Committee.

**g. Immediate Past President**

- i. Provides leadership continuity for the current President and the Board as a whole.
- ii. The immediate Past President shall serve for one additional year past their term as President.

## h. Members At Large

- i. Represent the wide and varied interests of club members at Board meetings and club events.
- ii. Help at club events, in capacities appropriate to their talents and interests, along with the needs of the club.

## 8. Key Persons

The Board of Directors shall maintain a list of key people deemed by the board to be essential to the finances and operation of the club and the club's events.

## 9. Committees of the Board

- a. Committees of the Board have the authority to bind the organization financially.
- b. The club has no Committees of the Board. In the event the club does appoint a Committee of the Board, such Committee shall be composed solely of board members.

## 10. Committees of the Corporation

- a. Committees of the Corporation do not have the authority to bind the club financially.
- b. Committees of the Corporation may spend money in accordance with the club's approved budget.
- c. Committees of the Corporation are listed below. Additional Committees of the Corporation may be created by the President.
  - i. **Diversity & Inclusion:** The Diversity & Inclusion Committee works to increase diversity and inclusion within FLRC and in the local running community overall.
  - ii. **Finance:** The Finance Committee is responsible for managing FLRC's financial resources in accordance with the approved annual budget and Cash Management and Investment Policy, including ensuring that short-term funds are sufficient to support current operations, establishing investment strategies for long-term invested funds, and

monitoring the performance of the invested funds portfolio on a regular basis. The Finance Committee shall also be responsible for assuring that all funds are administered in accordance with any governing gift or grant instruments.

- iii. **Governance:** The Governance Committee is responsible for the creation, periodic evaluation of, and updating of FLRC's bylaws and policies.
- iv. **Nominating:** The Nominating Committee is responsible for identifying, recruiting, and presenting to the Board candidates for the Board and its officer positions who are competent, well-rounded, and representative of membership constituencies. The committee will review succession planning needs and term limits for Board members and make recommendations to help ensure continuity of operations, leadership changes, and diversity for the Board.

## 11. Staff

- a. FLRC has no employees and is staffed entirely by volunteers.
- b. Needed services may be contracted from time to time, as required for the smooth and legal functioning of FLRC.

## 12. Conflict of Interest and Confidentiality

### a. Conflict of Interest

- i. The Board shall adopt, implement, and oversee compliance with a conflict of interest policy to ensure that its directors, officers, and key persons act in FLRC's best interest and comply with applicable legal requirements.

### b. Confidentiality

- i. In accordance with the club's Conflict of Interest & Confidentiality Policy, Board members shall not disclose confidential information belonging to or obtained through their affiliation with FLRC to any person, including their relatives, friends, and business and professional associates, unless the Board has authorized disclosure or disclosure is required by law.



- ii. Board members, officers, key persons, volunteers, and any future employees are encouraged to demonstrate professionalism, good judgment, and care to avoid unauthorized or inadvertent disclosures of confidential information.
- iii. At the end of a Board member's term, they shall return to FLRC all documents, papers, and other materials that may contain confidential information.

**c. Annual Disclosure of Conflict of Interest**

- i. Board members and key persons shall fill out a Conflict of Interest & Confidentiality disclosure form and sign the Ethics Statement annually.

**d. Conflict of Interest & Confidentiality Policy**

- i. The Conflict of Interest & Confidentiality Policy may be found on the FLRC website.

## 13. Indemnification

- a. FLRC shall, to the extent legally permissible, indemnify each person who may serve or who has served as an officer, Board member, or race director against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit, or proceeding in which they become involved by reason of his or her service in such capacity; provided that no indemnification shall be made for any such person with respect to any matter as to which they shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of FLRC; and further provided that any compromise or settlement payment shall be approved by a majority vote of the Board.
- b. Expenses incurred by an officer, Board member, or race director in connection with any threatened, pending, or completed action, suit, or proceeding as to which indemnification may be given under this Section may be paid by FLRC in advance of the final disposition of such proceeding upon (a) the receipt of an undertaking by or on behalf of such officer, Board member, or race director to repay such advance in case such officer, Board

member, or race director is ultimately found not to be entitled to indemnification as authorized under this Section, and (b) approval by the Board of Directors acting by a quorum consisting of directors who are not parties to such action, suit, or proceeding. To the extent permitted by law, the Board of Directors shall not be required to find that the officer, Board member, or race director has met the applicable standard of conduct provided by law for indemnification in connection with such action, suit, or proceeding before FRLC makes any advance payment of expenses hereunder.

- c. The rights of indemnification and advancement of expenses provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The rights of indemnification and advancement of expenses under this Section shall be in addition to and not exclusive of all other rights to which any person may be entitled.
- d. No amendment or repeal of the provisions of this Section that adversely affects the right of an indemnified person under this Section shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was made with the written consent of such indemnified person.
- e. If this Section or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Section shall remain fully enforceable. Any payments made pursuant to this Section shall be made only out of funds legally available therefore.

## 14. Records

The Board shall adopt, implement, and oversee compliance with a Records Retention and Destruction Policy to ensure that FLRC preserves all legally required documents for at least the minimum required period of time.

## 15. Meetings and Parliamentary Authority

- a. The most recent edition of Robert's Rules of Order shall govern FLRC in all cases in which they are applicable and not in conflict with these bylaws.

- b. Unless otherwise specified in these bylaws, resolutions must be moved, seconded if not coming from a committee, and approved by a simple majority of the voting Board at a Board meeting at which a quorum is present.
- c. Resolutions may be approved outside of a Board meeting by written vote, including via electronic means, provided that 100% of all currently seated board members vote “aye” in response to the resolution.
- d. Auxiliary board meetings may be called by the President or by any three of the officers. Any and all business may be conducted at such a meeting if either the President or a Vice President is present. Meeting organizers should strive to provide at least seven days’ notice to Board members but may schedule the meeting with less notice if the entire board can attend earlier.

## 16. Fiscal Year

The fiscal year shall run from January 1 to December 31.

## 17. Dissolution

- a. FLRC may be dissolved by a three-fourths vote of the Board at a regularly scheduled meeting, or at a special meeting called for that purpose, either of which must be preceded by at least three weeks of advance notice to Board members.
- b. Upon dissolution of FLRC, the Board shall dispose of all assets, after creditors have been paid, by contribution to the Road Runners Club of America or other organization that is tax-exempt under section 501(c)(3) of the Internal Revenue Code and has a mission that is consistent with FLRC’s.

## 18. Tax Status and Prohibition Against Personal Sharing in Corporate Earnings

- a. No director, officer, volunteer, member of a committee, person connected with FLRC, or any other private individual shall receive at any time any of the net earnings or profit from the operations of FLRC.

- b. This shall not prevent reasonable compensation to a business or independent contractor for services rendered to or for FLRC in carrying out its mission as determined by the Board of Directors.

## 19. Prohibited Activities

- a. No substantial part of FLRC's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. FLRC 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.
- b. Regardless of any other provision of these articles, FLRC may not carry on any other activities not permitted to be carried on by a corporation that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

## 20. Amendment of the Bylaws

- a. Minor amendment of these bylaws, such as minor editorial changes, periodic updates, and revisions for legal compliance, requires a three-fourths vote of Board members present at a meeting, either in-person or remote, for which notice of bylaws revision has been given at least three weeks in advance.
- b. Significant amendment of these bylaws that would substantially alter the structure of FLRC, its relationship with its members, or its relationship to its parent organization, RRCA, requires a three-fourths vote of FLRC members participating in the vote, conducted by remote or in-person ballot, for which notice of bylaws revision has been given at least three weeks in advance.
- c. Approved amended bylaws will take effect upon completion of the approval process, but all in-place officers may serve out the remainder of their terms.