

# ROAD RUNNERS CLUB OF AMERICA INCORPORATED BYLAWS

*Revised June 8, 2005 by the RRCA Membership*

## **ARTICLE I - NAME**

This organization shall be known as the "Road Runners Club of America, Incorporated", ("RRCA") as set forth in the Amended and Restated Articles of Incorporation of the RRCA dated January 22, 2001.

## **ARTICLE II - PURPOSES**

The RRCA is formed for the following purposes, as set forth in its Amended and Restated Articles of Incorporation, without regard to race, color, religion, age, gender or national origin:

- A. To promote and encourage long distance running as a competitive sport and as a means of healthful exercise;
- B. To promote and conduct races or other running activities;
- C. To disseminate information on running through publications and presentations, and through education programs;
- D. To participate in or institute research projects;
- E. To make awards;
- F. To encourage competitive running and enhanced physical fitness for all individuals;
- G. To improve national fitness and national and international amateur sports competition in long distance running;
- H. To offer management guidance to membership organizations.

## **ARTICLE III - ORGANIZATION**

A. RRCA. The RRCA shall be a representative organization and shall act as the national representative for matters that individual member clubs and allied organizations are not able to accomplish. RRCA rules governing membership shall apply to each category of membership.

## B. Member Clubs

1. The RRCA shall encourage the formation and development of local road runner clubs, event clubs and other allied organizations to carry out its goals and will lend technical assistance to local road runner clubs, event clubs, allied organizations, umbrella organizations, and non- member clubs or individuals who support RRCA purposes and goals. The references to "member clubs" in these bylaws shall include local road runner clubs, event clubs, allied organizations, corporate members, for profit running clubs and for profit event clubs, all of which are more particularly described in Article IV, below.

2. A club or allied organization interested in RRCA membership shall submit to the RRCA an application accompanied by a copy of the organization's constitution and by-laws, a membership list, a list of officers and the initiation fee.

3. The RRCA shall issue a certificate of association to each organization which has been approved for membership that shall continue in force until revoked by the RRCA.

4. Member clubs shall promote, sponsor, organize and conduct running events. In addition, member clubs may function as organizations represented by athletes in competition.

5. Member clubs shall give full faith and credit to acts, rules, proceedings, rights and privileges of other member clubs.

C. International Cooperation. The RRCA shall promote cooperation among and develop strong bonds with road runner clubs of other nations.

D. Association with National Organizations. The RRCA may ally itself or work cooperatively with other national organizations with similar goals.

E. Dispute Resolution. A dispute between member club or club members relating to matters under the purview of the RRCA shall be adjudicated by the Board of Directors of the RRCA ("RRCA Board") whose decision shall be final.

## **ARTICLE IV - MEMBERSHIP**

Membership of the RRCA shall be local road runner clubs, allied organizations, event clubs, corporate members, honorary members, umbrella organizations, individual members, for profit running clubs and for profit events clubs, as more particularly described below.

A. Local Road Runner Clubs. The continuing requirements for RRCA membership by a local road runner club are:

1. To have no fewer than ten individual members;
2. To conduct democratic elections at least every two years;
3. To provide a financial summary of club operations to the membership at least annually;
4. To provide for membership without regard to race, creed, color or national origin or gender or physical condition;
5. To pay dues in a timely manner; and
6. To comply with RRCA bylaws, rules, policies and procedures governing membership.

B. Allied Organizations. The continuing requirements for RRCA membership by an Allied Organization are:

1. To have no fewer than ten participants actively engaged in its program specifically designed for runners;
2. To maintain an adult liaison to coordinate its program with the RRCA;
3. To provide for membership without regard to race, creed, color, national origin, gender or physical condition;
4. To pay dues in a timely manner; and
5. To comply with RRCA bylaws, rules, policies and procedures governing membership.

Qualified Allied Organizations include:

- a. Public and private nonprofit school athletic departments;
- b. Governmental recreation agencies;
- c. Nonprofit organizations that conduct competitive or recreational running programs; or
- d. Other organizations that meet the membership requirements may be accepted for membership at the discretion of the RRCA Board.

C. Event Clubs. The continuing requirements for RRCA membership by Event Clubs are:

1. To be governed by a board of directors comprised of at least ten members who shall be representative of the community in which the event club conducts its activities;
2. To conduct democratic elections at least every two years;
3. To provide a financial summary of club operations to its board of directors and membership, if any, at least annually;
4. To provide for membership without regard to race, creed, color, age, national origin;, gender or physical condition;
5. To pay dues in a timely manner; and
6. To comply with RRCA bylaws, rules, policies and procedures governing membership.

D. Individual Members. Individuals, regardless of where they may reside, may choose to become an RRCA member as a member of a local road runner club or as an individual member. Individual members are entitled to the rights and privileges of members of local road runner clubs and a collective representation at the annual meeting. The continuing requirements for RRCA membership by individual members are:

1. To have an interest in long distance running or physical fitness;
2. To pay dues in a timely manner; and
3. To comply with RRCA bylaws, rules, policies and procedures governing membership.

E. Corporate Members. The continuing requirements for RRCA membership by corporate members are:

1. To have an interest in long distance running or physical fitness;
2. To pay dues in a timely manner; and
3. To comply with RRCA bylaws, rules, policies and procedures governing membership.

F. Honorary Members. A non-member of national prominence whose interest in running has contributed in an exemplary manner to the sport may be elected to honorary membership by the board of directors.

G. Umbrella Organizations.

1. An umbrella organization may be approved for RRCA membership in accordance with terms and conditions determined by the RRCA Board of Directors and shall maintain its membership upon compliance with the continuing requirements specified by the Board.

2. An umbrella organization is one where several small clubs within certain geographic boundaries have allied themselves for administrative ease or efficiency.

H. For Profit Running Clubs and For Profit Event Clubs. The continuing requirements for RRCA membership by a for profit running club or a for profit event club are that such organizations be legally organized and in good standing at all times under the laws of the state(s) where such organizations are incorporated and/or doing business.

## **ARTICLE V - DUES**

A. The amount of annual dues for local road runner clubs shall be determined by the RRCA Board, provided, however that any proposed increase in dues shall not exceed five percent (5%) in any year. In the event that a proposed dues increase shall exceed five percent (5%) in any year, the amount of the annual dues for local road runner club shall be determined by the RRCA membership. The number of members as of the September 30 shall be the total on which annual dues for the following calendar year for local road runner clubs shall be determined. For the purpose of calculating dues only, membership of a local running club is defined as a household.

B. Annual dues for other membership categories shall be established by the RRCA Board of Directors.

C. Only members whose dues are current shall be eligible to vote at the annual meeting.

## **ARTICLE VI - MEMBERSHIP MEETINGS**

A. Annual Meeting. An annual meeting of the RRCA membership shall be held on a date and at a location determined by the RRCA Board and shall be announced no less than nine (9) months prior to the meeting.

B. Special Meetings. Other meetings may be conducted as deemed necessary by the President. The President shall call a membership meeting upon the written request of not less than twenty- five percent of the total membership or by a majority of the RRCA Board.

C. Notice. Written notice stating the location, day and time of the meeting and, in case of a special meeting, the purpose for which the meeting is called, shall be

delivered not less than ten nor more than fifty days prior to the date of the meeting to each member club and other members entitled to vote at the meeting.

#### D. Voting.

1. A local road runner club shall be entitled to vote as follows:

a. 100 members or less: One vote for each 25 members or fewer members plus one additional vote for each additional 25 members;

b. 101 members or more: Four votes for the first 100 members, plus an additional one-half vote for each fifty members above 100, but no more than a total of 18 votes.

2. An allied organizations and a corporate member shall be entitled to vote as follows:

a. Fewer than 1,000 employees: 1 vote

b. 1,000 or more employees: 2 votes.

3. An event club shall be entitled to one vote.

4. A past president shall be entitled to one vote.

5. An authorized representative of USA Track and Field shall be entitled to one vote.

6. Individual members collectively shall be entitled to as many votes as a local runner club of that size.

#### E. Proxies.

1. Local road runner clubs and event clubs not having delegates in attendance at the membership meeting may designate an individual member of another local road runner club or event in their state as proxy.

2. An individual gathering proxies can only solicit or receive proxies from clubs located within the state in which the individual resides. The individual must also be a member of an RRCA club organized within the state in which the individual resides. For purposes of this paragraph 2, if an individual resides in more than one state, he or she shall be deemed to reside in the state where he or she maintains his or her principal or primary residence.

3. The RRCA Board shall establish procedures governing the voting by proxy including exceptions related to a club not being in a state or to a club being located in more than one state.

F. Quorum. Two officers, four directors and 25 local road runner clubs or event clubs shall constitute a quorum.

G. Order of Business. The order of business at the annual meeting shall be as follows:

1. Call to Order
2. Roll-call
3. Action on minutes of preceding meeting
4. Reports, if any, of officers
5. Report of Board of Directors
6. Report of Committees
7. Unfinished business, if any
8. New business
9. Election of officers and directors
10. Announcement of location of succeeding annual meetings
11. Adjournment

H. Informal Action. Any action required or permitted to be taken at a meeting of members may be taken without a meeting if a consent or consents in writing setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members having a right to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

## **ARTICLE VII - BOARD OF DIRECTORS**

The Board of Directors shall have full control and management of the affairs of the RRCA and shall carry out and enforce all the objectives and purposes for which the RRCA is organized. The Board shall have and exercise all the power

granted to it by law, and by these bylaws. The Board, in furtherance, but not in limitation of these powers, shall have the power to:

A. Promulgate rules, policies and procedures necessary to conduct the business and affairs of the RRCA as well as amend, repeal, or otherwise modify the rules, policies and procedures;

B. Determine the administrative procedures for certifying clubs for membership;

C. Determine the requirements for national championship races and administrative rules governing RRCA national championship races;

D. Provide an awards program for its members;

E. Provide for an official RRCA publication and its periodic distribution;

F. Develop, promote and undertake programs and services consistent with the purposes set forth in these Bylaws;

G. Establish and publish rules and procedures for adjudicating disputes between and among its members and to implement or resolve other matters relating to these bylaws;

H. Determine the appropriate membership category for its members and those seeking membership;

I. Appoint an executive director to fulfill the duties delegated or assigned by the Board.

J. Appoint such administrative employees as are necessary;

K. Determine the amount of surety bonds which it may require;

L. Make a report of its actions at the annual meeting; and

M. Interpret any action taken by the Board, which interpretation shall be final.

N. Any action required by law to be taken at a meeting of the RRCA Board, or any action that may be taken at a meeting of the RRCA Board, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

## **ARTICLE VIII - MEETINGS OF BOARD OF DIRECTORS**

A. Regular Meeting. Regular meetings of the RRCA Board shall be held when considered necessary by the President, provided that at least one regular

meeting shall be held each year. A special meeting may be called by the President, and shall be called at the written request of not less than one-third of the members of the RRCA Board.

B. Notice. Each member of the RRCA Board shall be notified in writing of the time and the place of a meeting at least ten days prior to the meeting.

C. Quorum. Five members of the RRCA Board shall constitute a quorum for the transaction of business. Each member of the RRCA Board shall be required to vote, and the act of the majority of those present at a meeting at which there is a quorum shall constitute the action of the RRCA Board.

D. Order of the meetings. The order of business at the regular meetings of the RRCA Board shall be as follows:

1. Call to Order
2. Roll call
3. Action on minutes of preceding meeting
4. Reports, if any, of officers
5. Reports of Committees
6. Unfinished business
7. New business
8. Adjournment

E. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

## **ARTICLE IX - OFFICERS AND DIRECTORS**

A. Board Membership. The RRCA Board shall be composed of an elected President, an elected Vice-President, an elected Treasurer, and a Secretary appointed by the President from the elected At Large Directors subject to approval by the RRCA Board, and six elected directors. The elected officers and elected directors shall be divided into groups for election in alternate years as follows:

Group 1. President, Vice-President, Treasurer, Central Director and Eastern Director, each such position being elected in even numbered years;

Group 2. Southern Director, Western Director, and two (2) At Large Directors

The term of the elected officers and the directors shall be two years. The elected officers and the directors shall be elected for no more than two consecutive terms.

#### B. Geographical Requirements.

1. Four Directors shall reside in the following geographical areas, respectively:

a. EAST Director - Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Maryland, Delaware, West Virginia, Virginia and the District of Columbia.

b. CENTRAL Director - Iowa, Missouri, North Dakota, South Dakota, Nebraska, Kansas, Oklahoma, Ohio, Indiana, Michigan, Illinois, Wisconsin and Minnesota.

c. WEST Director - Montana, Wyoming, Colorado, New Mexico, Washington, Oregon, California, Nevada, Idaho, Utah, Arizona, Alaska, Hawaii and Pacific Islands.

d. SOUTH Director- North Carolina, South Carolina, Georgia, Florida, Kentucky, Tennessee, Alabama, Mississippi, Arkansas, Louisiana and Texas.

e. At Large Directors may reside in any geographical area.

C. Term of Office. The term of office for elected officers and directors shall commence on the first day of the calendar month following the annual meeting.

D. Election. Officers and directors shall be elected at each annual meeting to succeed those whose terms expire. Each office or directorship shall be filled by the candidate receiving a majority of votes cast. Each office or directorship shall be voted on separately. When three or more candidates are nominated and a majority vote is not reached on the first ballot, the candidate having the lowest vote total shall be dropped from the list of candidates. Balloting shall continue and the same procedure followed until a candidate receives the required majority. When only two candidates remain on the ballot, balloting shall continue until the candidate receives the majority vote.

E. Eligibility Requirements.

1. A person to be eligible for nomination as President or Vice-President shall be a member of the RRCA.
2. A person to be eligible for nomination as a director shall have been a member of the RRCA for at least six months immediately preceding the nomination.
3. An officer or director may accept nomination and run for election to another office without resigning.
4. No person may fill more than one position as an officer or director simultaneously.

#### F. Nominating Procedure.

1. A nominating committee of not less than three RRCA members shall be appointed by the President. The committee shall serve from date of appointment through the next succeeding annual meeting.
2. The committee shall advise member clubs prior to December which terms of officers and directors expire at the succeeding annual meeting.
3. Member clubs and individual members may submit, in writing, to the chair of the committee, the names and qualifications of individuals to fill the expiring terms not later than 75 days preceding the annual meeting.
4. The committee may consider other individuals in addition to those whose names have been submitted. The committee shall nominate one individual for each position. A written report of the nominations shall be included with the notice of the annual meeting.
5. Following the report of the committee at the annual meeting, individuals whose written consent has been obtained may be nominated from the floor.
6. The committee shall determine the eligibility of each nominee.

#### G. Vacancies.

1. If the office of the President becomes vacant, the Vice President may elect to become President to fulfill the unexpired portion of the term. The Vice President shall exercise the election within seven days after the vacancy shall have occurred. If the Vice President declines the position, the Vice President shall convene a special meeting of the RRCA Board to elect a person to fulfill the unexpired portion of the term. The meeting shall take place within 30 days after the vacancy shall have occurred.

2. The President, with the approval of the RRCA Board, shall fill any vacancy in other elected offices and directorships with an eligible person who shall fulfill the unexpired portion of the term. No vacancy created by the resignation of an officer or director may be filled until the resignation has been submitted in writing to the President.

H. Duties of President. The President shall perform the following duties:

1. Preside at all meetings of the membership and the RRCA Board;
2. Appoint the members of committees unless provided otherwise in the action that establishes the committee;
3. Be an ex-officio member of each committee except the nominating committee;
4. Be the chief executive officer;
5. Enforce all of the RRCA provisions, objects and purposes;
6. Make a report in writing with recommendations at the annual meeting;
7. Assign the at-large members of the RRCA Board to specific functions or program responsibilities subject to the approval by the RRCA Board; and
8. Perform all other duties that pertain to the office that may be delegated or assigned by the RRCA Board.

I. Duties of Vice President. In the absence of the President or in the event of the President's disability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions of the President. The Vice President shall discharge such other duties as may from time to time be required of the Vice President by the President or by the RRCA Board.

J. Duties of Secretary-Treasurer. The Secretary- Treasurer shall perform the following duties:

1. Keep a membership record;
2. Send notices for the annual meeting and for RRCA Board meetings;
3. Keep a record of the proceedings at the membership and board meetings in books provided for that purpose;
4. Make a report in writing with recommendations, if any, at each membership meeting;

5. Report the acts of the RRCA Board at each meeting of the RRCA;
6. Compile and record the activities from reports made by other members;
7. Have charge of and conduct the correspondence of the RRCA Board;
8. Receive and issue a receipt for dues and other funds received in the name of the RRCA;
9. Deposit and invest funds in accordance with policies and procedures adopted by the RRCA board;
10. Keep an account of all the finances;
11. Submit a current written report in detail and an itemized statement of all financial transactions at the annual meeting;
12. Make reports and provide periodic statements to the President and RRCA Board as may be required by them;
13. Submit a detailed annual financial report to the RRCA following the close of each fiscal year;
14. Keep other records and perform other duties as may be delegated or assigned by the President or by the RRCA Board, and.
15. The Board may delegate any of the tasks described in this section to employed staff or independent professionals as the Board may choose, provided, however, that the Secretary- Treasurer remains responsible for the carrying out of these tasks.

K. Duties of Directors. Directors shall fulfill the functions and administer the programs assigned by the President. Geographical Directors shall appoint State Representatives subject to approval by the President.

L. Removal from Office.

1. When a member of the RRCA Board is absent from two consecutive regular board meetings without an excuse approved by the RRCA Board, the RRCA Board may declare the position vacant; and
2. An officer or director may be removed from office by the RRCA Board for malfeasance, nonfeasance or misfeasance.

## **ARTICLE X - COMMITTEES, TASK FORCES, PROGRAM DIRECTORS**

The President or the RRCA Board may appoint committees, task forces or program directors, not having or exercising the authority of the RRCA Board, to assist the RRCA Board in the management of the affairs of the RRCA. Each committee, task force or program director shall file a report with the RRCA Secretary annually and upon completion of the assignment. Other reports shall be furnished as may be required by the President or RRCA Board.

## **ARTICLE XI - FINANCES**

A. Contracts. The RRCA Board may authorize the Executive Director and/or any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the RRCA.

B. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the RRCA shall be signed by authorized officers or employees and in accordance with policies and procedures adopted by the RRCA Board.

C. General Funds. All monies shall be deposited to the credit of the RRCA in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency. The President shall review the status of the general fund no less than quarterly and at the same time, shall review a forecast of estimated deposits and disbursements for the succeeding quarters. If the President and the Secretary-Treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds shall be invested as authorized by the RRCA Board.

## **ARTICLE XII - PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Newly Revised shall govern the proceedings of all meetings of the membership and the RRCA board when not inconsistent with these bylaws.

## **ARTICLE XIII - AMENDMENTS**

A. Power to Amend. These bylaws may be amended by two-thirds of those voting at an annual meeting subject to the following:

1. Standard Procedure.

a. A proposed amendment shall be submitted in writing to the Executive Director no fewer than 120 days preceding the annual meeting;

b. The RRCA Board shall review the proposed amendment and shall submit the proposed amendment together with the Board's recommendation to member clubs with the notice of the annual meeting.

2. Special Procedure. The RRCA Board may waive the standard procedure by two-thirds (2/3) vote of the entire RRCA Board and submit a proposal to amend these bylaws with its recommendation directly to the delegates at the annual meeting not less than 15 days prior to the meeting.

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

C. Effective Date. An amendment shall become effective upon adoption, unless another date is specified as part of the amendment.

D. Codification. The RRCA Board 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 shall not change the meaning of any provision.

#### **ARTICLE XIV - SAVINGS CLAUSE**

Failure of literal or complete compliance with provisions of the by laws with respect to dates, times and notice, or the sending or receipt of the same, or errors in phraseology of notice of proposal, which in the judgment of the members, at meetings held that do not cause substantial injury to the rights of members shall not invalidate the actions or proceedings of the members at any meeting.

#### **ARTICLE XV - TAX STATUS REQUIREMENTS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation may not carry on any other activities not permitted to be carried on

(a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or by (b) by a corporation, contribution to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such.