

**BYLAWS OF  
ROAD RUNNERS CLUB OF AMERICA – ROCHESTER RUNNING CLUB**

**ARTICLE I — NAME AND PURPOSE**

*Section 1 — Name:* The name of the organization shall be Road Runners Club of America – Rochester Running Club (the Club). It shall be a nonprofit organization in compliance with the laws of the State of Minnesota.

*Section 2 — Purpose:* **Road Runners Club of America – Rochester Running Club** is organized exclusively for charitable, scientific, or educational purposes. The purpose of this corporation is to:

- promote and encourage running and fitness in Rochester and the surrounding communities;
- provide running support, information and events for people of all abilities and levels of fitness;
- provide support to community organizations engaged in sponsoring running-related events; and
- promote and encourage running as a life-long activity among youth.

**ARTICLE II — MEMBERSHIP**

*Section 1 — Eligibility for membership:* Application for general club membership shall be open to any current person who supports the purpose statement in Article I, Section 2. , and is open to any individual without regard to race, religion, color, national origin, gender, sexual orientation, physical condition, or age. General club membership is granted after completion and receipt of a membership application and annual dues. Club membership may be denied or terminated for any reason not in conflict with this provision, with or without cause, with three-fourths of the Board of Directors' members voting in favor of denying or terminating membership.

*Section 2 — Annual dues:* The amount required for annual dues shall be determined by the Board of Directors. Dues are to be reviewed on annual basis and may be changed provided the change occurs prior to January 1st. Changing the amount of the dues shall require a majority vote of the Board of Directors. Continued membership is contingent upon being up-to-date on membership dues.

*Section 3 — Rights of members:* Each member shall be eligible to one vote in matters that by these By-laws require a membership vote.

*Section 4 — Resignation and termination:* Any member may resign by notifying any officer of the Board of Directors. Any member who becomes three (3) or more months in arrears of paying membership dues will be considered to have terminated their membership and shall be removed from the membership rolls. Under no circumstances shall dues already paid be refunded should a member voluntarily resign or be terminated.

*Section 5 — Non-voting membership:* The Board shall have the authority to establish and define non-voting categories of membership.

**ARTICLE III — MEETINGS OF MEMBERS**

*Section 1 — Regular meetings:* Regular meetings of the members shall be held at least annually, at a time and place designated by the Board of Directors.

*Section 2 — Annual Meetings:* An Annual Meeting of the members shall take place between January 1 and five days prior to the scheduled February meeting of the Board of Directors. The specific date, time and location will be designated by the Board of Directors.

*Section 3 — Special meetings:* Special meetings may be called by the president, the executive committee, or a simple majority of the Board of Directors. A petition signed by five percent of voting members may also call a special meeting.

*Section 4 — Notice of meetings:* Printed notice of each meeting shall be given to each voting member by mail or email or other electronic means not less than two weeks prior to the meeting.

*Section 5 — Voting:* Unless otherwise specified herein, all issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

*Section 6 — Proxy Voting:* Voting by proxy is permitted. Any member entitled to vote may cast or authorize the casting of a vote by written, electronic, or telephonic transmission of an appointment of proxy with any officer of the Board at or before the meeting at which the appointment is to be effective. An appointment of proxy should specify the duration of the appointment, and note the matters for which the appointment is made, or any limitations on the appointment. An appointment by proxy is revocable by the member making the appointment by either attending a meeting of the Board and voting in person, or signing and delivering to the Secretary of the Board or other officer authorized to tabulate votes a writing stating that the appointment of the proxy is revoked or a different proxy appointed.

*Section 7- Actions taken via remote communication without a meeting:* When necessary, and when circumstances arise that do not allow for or warrant a matter being brought before the Board, an action required or permitted to be taken at a regular or special meeting of the members may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by all of the members entitled to vote on that action. The written action is effective when it has been signed, or consented to by authenticated electronic communication, by all of those members, unless a different effective time is provided in the written action.

#### **ARTICLE IV — BOARD OF DIRECTORS**

*Section 1 — Board role, size, and compensation:* The Board shall be independent and remain responsible for the overall policy and direction of the Club. The Board may have up to 13, but shall not have fewer than 3 non-related Board members. The Board Members shall not be entitled to compensation other than reimbursement for reasonable expenses incurred.

*Section 2 — Terms:* All Board members shall serve two-year terms. Board members shall be eligible for re-election, and may serve consecutive terms, provided, however, that members shall not serve continuously for more than ten years.

*Section 2.a.: Staggered Terms.* The composition and terms of Board members shall be staggered such that the Board shall be divided into two classes, with approximately half of the Board seats up for election in even numbered years, and approximately half in odd numbered years.

*Section 3 — Meetings and notice:* The Board shall meet at least ten times per calendar year, at an agreed upon time and place. These meetings are open to the Club's general membership unless a majority of the Board votes to close a meeting or any portion thereof. No prior notice of a closed meeting is required.

*Section 4 — Board elections:* Directors whose terms are ending shall be elected or re-elected by the voting representatives of the current general club membership no later than January 31st each year (two votes may be cast per family membership). Election of Directors may occur by either written or electronic ballot, or any other method approved by the Board of Directors, so long as it is available to the entire Club. Ballots shall be distributed or made available to all general members and the names of the elected Directors shall be announced within 30 days of the annual meeting. RRC Members wishing to cast votes for Directors shall be entitled to not less than five (5) days prior notice to return the ballot via the acceptable means of ballot collection posted. The ballots shall be counted under the direction of the Board at the Annual Meeting and published through a written communication to the membership. The Board Nominees receiving the greatest number of votes with respect to the available Board seats shall be entitled to serve as Directors.

*Section 5 — Election procedures:* Openings on the Board of Directors shall be communicated to general club membership not less than 90 days prior to the annual meeting. All RRC Members at least eighteen (18) years of age are eligible to apply for open board director positions.

*Section 6 — Quorum:* A quorum must be attended by at least forty percent of Board members for business transactions to take place and motions to pass.

*Section 7 — Officers and Duties:* There shall be four officers of the Board, consisting of a president, vice president, secretary, and treasurer. Officers are elected by a simple majority vote of sitting members of the Board of Directors. Each officer shall serve a one-year term, or until such time as a new officer is elected as their replacement, and may be re-elected up to three consecutive terms. Election of Officers must occur no later than the February meeting of the Board of Directors each year. Officer duties are as follows:

*Section 7.a. President.* The President shall be the Chief Executive Office of the RRC, preside at all meetings of the membership and Directors, call special meetings of the Directors, appoint such persons to the Board of Directors as provided herein, appoint persons to fill such vacancies as occur in the Board of Directors, create and appoint RRC members to such ad hoc committees as the President deems necessary from time to time, sign any deeds, mortgages, bonds, contracts or other instruments subject to prior approval of a majority of the Directors, assume the duties of Treasurer in the event of resignation or incapacitation of the Treasurer, and perform such other duties as are incident to this office or are delegated to the President by the Directors.

*Section 7. b. Vice President.* The Vice President shall preside at all meetings of members or Directors in the temporary absence or incapacity of the President, succeed to the office of President should the President resign from office or become incapacitated, assist the President in their efforts to carry out the function as Chief Executive Officer of the RRC, and perform other duties as are delegated to the Vice President by the President or Directors.

*Section 7 c. Secretary.* The Secretary shall be the custodian of the minute books of the RRC, and shall accurately keep minutes of the meetings of the Directors and general membership, and shall perform other duties as are delegated to the Secretary by the President, Vice President, or Directors.

*7 d. Treasurer.* The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the RRC, shall maintain accurate and current records reflecting moneys received and distributed by the RRC, shall maintain accurate and current records on all accounts maintained by the RRC with any bank, savings and loan association, or other depository, shall prepare monthly financial statements which accurately reflect the RRC's financial condition and present the same to the Directors at regularly scheduled meetings of the Directors, shall prepare such forms as are required by the Internal Revenue Service or the State of Minnesota as required by law, shall set budgets for the forthcoming fiscal year, and shall perform such other duties as are incident to the office of Treasurer or are designated to the Treasurer by the President, Vice President, or Directors.

*Section 8 — Vacancies:* When a vacancy for an Officer position exists mid-term, the Secretary shall receive nominations for new Officers from present Board members two weeks prior to the Board meeting where the vote to fill the vacancy is taken. In the event there are exigent circumstances created by the vacancy that do not allow for the receipt of nominations two weeks prior to the Board meeting where the vote to fill the vacancy is to be taken, nominations may be received immediately prior to such vote. Members elected to fill these vacancies shall serve only to the end of the term of the Board member who is being replaced. The replacement member then may run for a full term if he or she chooses to do so.

*Section 9 — Resignation, termination, and absences:* Resignation from the Board shall be in writing and received by the secretary. A Board member shall be terminated from the Board due to excess absences defined as missing more than forty (40) percent of the regularly scheduled Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

*Section 11 — Special meetings:* Special meetings of the Board shall be called upon the request of the president, or one-third of the Board. Notices of special meetings shall be sent out by the secretary to each Board member at least two weeks in advance.

## **ARTICLE V — COMMITTEES**

*Section 1 — Committee formation:* The Board may create committees as needed, such as fundraising, public relations, race management, etc. The Board president appoints all committee chairs.

*Section 2 — Executive Committee:* The four officers shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, and subject to the direction and control of the Board, the Executive Committee shall have the authority of the Board of Directors between meetings of the Board of Directors.

## **ARTICLE VI—CHANGES TO BYLAWS**

*Section 1—Bylaw Changes:* The power to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors by a three-fourths vote of all Board Directors.

*Section 2—Notice:* A two-week written notice prior to a Board of Directors' vote on Bylaw changes must be provided to the Club's membership. Notice may be sent via mail or email or other electronic means. In addition, the notice must be posted on the Club's official website for a minimum of two weeks prior to the official vote of the Board.

*The above By-Laws being voted upon and approved at the RRCA-RRR Board meeting held on July 21, 2020 at Rochester, Minnesota.*

Dated: July 21, 2020

Secretary: Ruth Hohnstein