

BYLAWS OF THE GLASTONBURY RIVER RUNNERS, INC.

Approved by the GGR Membership on September 8th, 2008

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ARTICLE I – NAME

The name of this organization is the "Glastonbury River Runners, Incorporated" ("GRR").

ARTICLE II – PURPOSES

The Glastonbury River Runners promote running for health, camaraderie, and competition for runners of all ages and abilities. We provide a supportive, friendly environment that encourages each of us to achieve our personal best. In addition to organizing and supporting local events, we also cooperate with other organizations to foster and develop endurance sports in the region.

ARTICLE III – ORGANIZATION AND MEMBERSHIP

The GRR consists of individuals who advocate the running and fitness purposes described above. Each individual member must:

1. Have an interest in promoting running as a sport and as healthful exercise;
2. Pay GRR dues; and
3. Comply with GRR bylaws, rules, policies and procedures governing membership.

The GRR:

1. Allows membership or participation without regard to race, creed, color, national origin, gender, sexual orientation, or physical condition,
2. Operates according to local, state, and federal laws pertaining to such organizations.
3. Is recognized as a member in good standing with the Road Runners Club of America and with the USATF.
4. Is recognized as a nonprofit organization through the RRCA nonprofit group exemption.
5. Has adopted bylaws.
6. Has a Board of Directors consisting of seven members.
7. Conducts democratic elections annually.
8. Provides a financial report of club operations to the membership annually.

ARTICLE IV—DUES

Annual dues for all membership categories are established by the GRR Board of Directors (“Board”). However, dues increases of more than 5% in a year must be approved by a majority vote of the RRCA membership.

Members whose annual dues are paid by March 1st are considered to be in good standing. Those whose dues are not paid by March 1st are in arrears and cannot vote at GRR meetings, per article V-D below.

ARTICLE V – MEETINGS OF THE GENERAL MEMBERSHIP

A. Annual Meeting. An annual meeting of the GRR membership shall be held on a date and at a location determined by the GRR Board and shall be announced no less than twelve (12) 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 GRR Board.

C. Notice. Electronic notice (or if requested, 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. Each individual member in good standing shall be entitled to one vote. For those joining as households, each identified member of said household over the age of fifteen shall be entitled to an individual vote. Anyone not in attendance at the annual meeting or special meeting will have the option of voting by proxy.

F. Quorum. For a Board of Directors meeting, four directors present shall constitute a quorum. For an annual meeting or special meeting, two officers and two directors 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. Minutes of preceding meeting
3. Reports of officers
4. Report of Board of Directors
5. Report of Committees
6. Old business
7. New business
8. Election of officers and directors
9. Announcement of date of next annual meeting
10. Adjournment

ARTICLE VI – BOARD OF DIRECTORS

The general membership elects seven people to serve as the GRR board of directors: president, vice president, treasurer, secretary, and three at-large directors who will serve as members or liaisons to our major committees (Race, Membership, Activities, Newsletter/Publicity, etc)

A. Board responsibilities.

1. The board is the governing authority and has total oversight over the management of GRR affairs. It carries out all the objectives and purposes for which the GRR is organized. This general mandate includes, but is not limited to, setting GRR policy, financial oversight, strategic planning, fundraising, legal oversight, determining and monitoring the GRR's programs and services, and elevating the GRR's public image.
2. The board sets policies on all disputes and grievances.
2. The board may delegate to specific officers and committees the powers provided for in these bylaws.

C. Elections.

1. Alternate-year elections. The seven board members are divided into two groups for election in alternate years:
 - a. Group 1: President, vice president, treasurer, secretary, are elected in even numbered years;
 - b. Group 2: The three at-large directors are elected in odd numbered years.
2. General rules.
 - a. All nominees for board positions must be members of the GRR. The president and vice president must be members of GRR for at least six months prior to election.
 - b. A board member may serve in only one board position at a time.
3. Terms of office.
 - a. The term for all elected board positions is two years, defined as follows: the term begins on the first day of the calendar month following the initial election and lasts until the comparable day two years hence, when the next annual meeting is held. For purposes of term limits, such terms are considered to be precisely two years.
 - b. An officer or director may be reelected to the same office for a maximum of only two elected terms.

- c. Consecutive years of service on the board cannot exceed four years with the exception of an individual who has been appointed to serve the remainder of an unexpired term prior to being elected in their own right.
 - d. After the maximum allowable period of service just described has been fulfilled, there is a mandatory period of being off the board for at least one year before an individual is again eligible to serve on the board.
4. Nominating Procedure. See Article VIII.B.1.b.
 5. Election process. At the annual meeting, each open position (see VI.C.1 above) is voted on separately and is filled by the candidate receiving a majority of votes cast. When more than two candidates are nominated and a majority vote is not reached on the first ballot, the candidates having the two highest number of votes are put on a ballot for a runoff.

D. Board meetings. Robert's Rules of Order govern the proceedings of all board meetings, when not inconsistent with these bylaws.

1. The board holds four regular meetings each year, as called by the president. Additional (special) meetings may be called (a) by the president or (b) at the written request of at least one-third of the board.
2. Each board member is notified of the time and place of a meeting at least ten calendar days prior to the meeting.
3. Quorum. Five board members are a quorum for the transaction of business. The act of the majority of those present and voting is binding.
4. Board members may attend a meeting by telephonic or similar equipment by means of which everyone participating in the meeting can hear each other. A board member participating in a meeting by this means is deemed to be present in person at the meeting.
5. The board may act without meeting in person if consent, in writing, setting forth the action so taken, is signed by all of the board members. The consent must show the board member's signatures.
6. A portion of each Board meeting will be reserved for any club member in good standing to bring business before the Board.

E. Vacancies. No vacancy created by the resignation of a board member may be filled until the resignation has been submitted in writing to the president.

1. If the office of the president becomes vacant, the vice president may choose to become president to fulfill the unexpired portion of the term. The vice president must decide within seven days after the vacancy occurs. If the vice president declines the position, the vice president convenes a special meeting of the board to elect a person to fulfill the unexpired portion of the term. The meeting must take place within 30 days after the vacancy has occurred.
2. The Board fills any vacancy in other board positions with an eligible person. That person fulfills the unexpired portion of the term.

F. Removal from Office.

1. As determined by a majority vote of the other board members, an officer or director may be removed from office for:
 - a) missing two consecutive regular board meetings without an excuse approved by a majority of the board;
 - b) illegal (unlawful) activity; or
 - c) not carrying out or fulfilling the duties of the position.

G. Duties of the president. The president (a) provides leadership to the board by proposing policies and practices, (b) presides at all board meetings and membership meetings, (c) oversees all of the RRCA provisions, objects and purposes, (c) recommends

to the board the creation and disbanding of temporary committees, (d) is an ex-officio member of each committee except the Nominating Committee, (e) reports in writing with recommendations at the annual meeting, (d) delegates or assigns specific functions or program responsibilities to other members of the board (although the board may overrule any particular such action), and (j) performs all other duties that pertain to the office or that may be specified in these bylaws or specified by the board.

H. Duties of the vice president. In the absence of the president or in the event of the president's disability or refusal to act (as agreed upon by at least a majority of the board), the vice president performs the duties of the president, and when so acting, has all the powers of and is subject to all restrictions of the president. The vice president also discharges such other duties as may from time to time be required of the vice president by the president or by the board.

I. Duties of the treasurer. The treasurer:

1. Ensures that RRCA finances are managed according to generally accepted accounting principles (GAAP) for nonprofits and that funds are secured, deposited, invested, spent and reported according to the board's policies and procedures.
2. Is responsible for timely filing of tax returns.
3. May recommend that any or all of the above duties be delegated to employed staff, volunteers or independent professionals as the board may choose, provided, however, that the treasurer is responsible for oversight of such tasks.

J. Duties of the secretary. The secretary is responsible for: (a) recording the minutes of all board and membership meetings, (b) effectively managing and authenticating the RRCA records in cooperation with the Membership Chair, (c) verifying the voting list for the annual meeting in cooperation with the Treasurer, (d) counting ballots at the annual meeting, and (e) all other duties normally associated with the office of secretary.

Any or all of these secretarial duties may be delegated to employed staff, volunteers or independent professionals as the board may choose, provided, however, that the secretary remains responsible for oversight of these tasks.

K. Duties of directors. Directors fulfill the functions assigned by the president, the board, and as may be set forth in these bylaws.

VII - COMMITTEES AND OTHER SUPPORT GROUPS

The following remarks apply to all such groups; for brevity they are hereafter referred to as "committees" or "groups," regardless of their function.

A. General Rules

- a. **Appointing authority.** The president has sole authority to appoint members (including the chairperson) of a committee, fill vacancies, and release any committee member(s) (with or without clause) from further duty; however, the board may, by majority vote, deny one or more of those actions.
- b. **Length of service of committee members.** Members are appointed promptly after each annual meeting (or promptly after the creation of a committee). The length of service for all committee members terminates at the end of the next annual meeting; the president may then reappoint selected members and appoint new

members (although the board, by majority vote, may overrule any particular choice). An individual may serve no more than four (4) consecutive years on any one committee and must then go off that particular committee for at least one (1) year. After that one-year period, that individual is again eligible for reappointment to the committee.

- c. Quorum and manner of acting. A majority of a committee constitutes a quorum, and the act of a majority of the members present at a meeting at which a quorum is present is the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the board.
- B. Permanent (“standing”) committees. The GRR’s permanent committee is the Audit and Finance Committee.
- a. Audit and Finance Committee. The chairperson of this committee is the GRR treasurer; other committee members include one other GRR board member and 1-3 other individuals, all of whom are appointed by the president, unless overruled by a majority of the board.
 - i. The Audit and Finance Committee ensures creation of a budget;
 - ii. Recommends annual dues for the membership;
 - iii. Initiates and oversees annual audit;
 - iv. Recommends financial policies to the board; and
 - v. Reports to board members on financial aspects.
- C. Other committees and support groups. Other committees and support groups include: (a) operational, ongoing or annual functions and programs not designated as permanent in these bylaws, and (b) ad hoc committees such as task forces and special panels.
- a. Creation and dissolution. Committees not otherwise listed in these bylaws are formed and/or dissolved by a majority vote of the board. The board may take this action based on the recommendation of the president, a GRR member, or through its own deliberations.
 - b. Terms. All committees formed by the board continue until the next annual meeting, unless dissolved sooner by the board. After that annual meeting, all committees, other than the one permanent committee, are either reauthorized by the board or allowed to terminate. For reauthorized committees, members are appointed as described in the general rules of paragraph A, above.

The board is kept informed of the activities and progress of each group and has oversight duties only in regard to the final outcome (approval, acceptance or rejection, ratification, etc.). Outcomes that do not meet with board approval may be returned to the group for justification, reconsideration, or further work as needed.

VIII - FINANCES

- A. Contracts. The board may authorize the President and/or any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the GRR.
- B. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences and indebtedness issued in the name of the GRR are signed by authorized officers or employees and in accordance with policies and procedures adopted by the board.
- C. General Funds. All monies are deposited to the credit of the GRR in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency.

The president review the status of the general fund at least biannually. At the same time, he/she reviews a forecast of estimated deposits and disbursements for the succeeding quarters. If the president and the treasure determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the board.

IX - SAVINGS CLAUSE

Failure of literal or complete compliance with provisions of the bylaws with respect to dates, times and notice, or the sending or receipt of the same, or errors in phraseology of notice of proposal, do not invalidate the actions or proceedings of the members at any meeting as long as the members judge (by majority vote) that no substantial injury to the rights of members has occurred.

X - Tax Status Requirements and Dissolution

No part of the net earnings of the GRR inures to the benefit of, or is distributable to, its members, trustees, officers, or other private persons; except the GRR may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article II. The GRR 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.

Regardless of any other provisions of these articles, the GRR may not carry on any other activities not permitted to be carried on by a corporation (a) that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the GRR, the board will distribute the assets (a) 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 (b) to the federal government, or to a state or local government, for public purpose.

Any such assets not so disposed of will be disposed of by the circuit court of the county in which GRR principal office is located. Such assets must be solely for purposes or to organization(s) that said Court determines operate exclusively for the tax-exempt or public purposes, as just described.

XI - Indemnification

Any former or current GRR director or officer, or other such persons so designated at the discretion of the board, or the legal representation of such person, is indemnified by the GRR against all reasonable costs, expenses and counsel fees, paid or incurred in connection with any action, suit, or proceeding to which any such person or his/her legal representative may be made a party by reason of his being or having been such a director or officer, or serving or having served the corporation, except in relation to matters as to which he is found guilty of negligence or misconduct in respect of the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

XII - Amendments

- A. Procedure.** These bylaws may be amended by two-thirds of those voting at an annual meeting, as follows: (a) a proposal amendment must be submitted in writing to the GRR Board at least 120 days preceding the annual meeting; (b) the Board may consult with the originator regarding possible editing, interpretations and modifications; (c) the Board by majority vote determines its position for, against, or for with a recommended change; and (d) the proposal and board position are then to be included in the notice of the annual meeting.

In emergency or extraordinary situations, as defined by the board, the board (by two-thirds vote of the entire board) may waive the 120-day submission deadline and bypass the requirements of including the proposed amendment in the notice of the annual meeting. In such emergency cases the board must communicate the proposed amendment and board position to the membership at least 30 days prior to the meeting.

- B. Resubmission.** A proposed amendment, which has not been recommended by the board and has been defeated at the annual meeting may not be resubmitted until at least one annual meeting has intervened. The board determines, 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 becomes effective upon adoption, unless another date is specified as part of the amendment.
- D. Codification.** The board may renumber, revise, codify and correct any provision in these bylaws, and in the rules, policies, procedures and regulations of the GRR, 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 may not change the meaning of any provision.
- E. Review of Bylaws.** The Board will appoint a committee every five years for the purpose of reviewing the bylaws. This committee will then recommend to the Board changes and updates to the bylaws as it deems necessary and desirable. Such recommendations will be approved or further amended by the Board and then included on the agenda for the annual meeting and become effective upon approval of the membership by a simple majority.