

**BY-LAWS OF
GADSDEN RUNNERS CLUB, INC.**

**ARTICLE I
MISSION & OBJECTIVES**

Section 1. The mission of the GADSDEN RUNNERS CLUB, INC. is to promote, encourage and foster the love of running and promote the health benefits of running.

Section 2. The specific objectives of the GADSDEN RUNNERS CLUB, INC. are to:

- Promote running by planning and sponsoring quality running-related events.
- Encourage runners of all levels and abilities.
- Provide runners with the opportunities to train and to improve their individual running results.
- Organize local races, meetings, socials, and other events.
- Educate the public about the benefits of running.

Section 3. GADSDEN RUNNERS CLUB, INC. is a non-profit organization.

Dues, entry fees, and other monies received by the organization will be donated to appropriate charitable organizations and spent on other costs of carrying out the mission and objectives of the organization as determined by the Board of Directors.

**ARTICLE II
OFFICES**

Section 1. The principle office shall be in the City of Gadsden, Etowah County, State of Alabama.

Section 2. The corporation may also have offices at such other places both within and without the State of Alabama, as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE III
MEMBERS

Section 1. Membership in the club is open to anyone of good moral turpitude. Members in good standing are entitled to attend all member meetings, and to participate in all club activities.

Section 2. There are three categories of membership: individual, family, and student. In the case of family memberships, the family consists of parent(s) and children attending primary, secondary school, and college. Each member of a family with a family membership is listed on the membership rolls and is a voting member of the club. A student member shall be an individual under the age of 25, not included in any family membership, and who is a full-time student at a university, college, or trade school and is actively seeking a degree.

Section 3. Dues in such amount as Board shall direct must be paid in order to maintain membership in good standing.

Section 4. Members not in good standing are ineligible to vote on matters coming before the membership for vote.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the discretion of a Board of Directors as provided by Section 10A-3-2.08, Code of Alabama. The Board of Directors shall be comprised of all elected officers and those appointed by the President and confirmed by the Board. Each officer shall hold office until his/her successor is elected and qualified or appointed or until removed by a majority vote of the.

Section 2. All members of the Board of Directors shall be voting members. The Board of Directors shall consist of elected officers and committee members appointed by the President.

Section 3. Vacancies and newly created offices/directorships resulting from any increase in the authorized number of officers/directors may be filled by a majority vote of the voting directors then in office, and the officers/directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified.

Section 4. The Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not prohibited by stature, or by the Articles of Incorporation, or by these by-laws.

Section 5. The Board of Directors of the corporation may hold meetings, both regular and special, in or outside the State of Alabama.

Section 6. Elected officers must attend 6 meetings during the year.

Section 7. Special meetings of the Board may be called by the President by giving not less than five (5) days' notice to each director, either personally or by mail, email, group messaging, or generally recognized overnight delivery; special meetings may also be called by any two directors in like manner and with like notice by them. Notice of special meetings shall state the date, time, place, and purpose of the meeting.

Section 8. All meetings of the Board, the majority of the directors shall constitute a quorum for the transection of business, and the act of a majority of the directors present at any meeting at which there is a quarrelsome shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute. If a quorum shall not be present at any meeting of the Board of Directors, the directors present may adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present.

Section 9. At any meeting of the Directors, any matters may be tabled by majority vote of Directors present for any reason. Such matter must then be continued until the next regular meeting as the Directors at which time the matter shall be reconsidered. At such reconsideration, no Director may table the matter except upon compelling reason agreed to by not less than a two thirds (2/3) vote.

Section 10. Any and all directors may participate in a regular or special meetings, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in the meeting by this means is deemed to be present in person at the meeting.

Section 11. The Board of Directors may, by resolution passed by a majority of all the voting members of the Board, designate one of more committees. Each committee is to consist of at least one of the directors of the corporation, which, to the extent provided in the resolution, shall have and may exercise the power of the Board of Directors in the management of the business and affairs of the corporation. Committees may include members-at-large, at the discretion of the Board.

Section 12. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

Section 13. Each person who, by reason of the fact that he is or was a director or officer of the corporation is threatened to be or is made a party to any threatened, pending, or completed action, suit or proceeding shall be indemnified against expenses (including attorney's fees), judgments, fines, and other amounts actually and reasonably incurred by him in connection with such action, suit or proceeding to the full extent permitted by law except in relation to matters at to which he or she shall be adjudged in such action or proceeding to be liable for gross negligence or misconduct in the performance of duty. The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which such person may be entitled under any agreement, vote of disinterested directors or otherwise and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE V **NOTICES**

Section 1. Notices to director shall be in writing and delivered personally or mailed to the directors at their address as appearing on the books of the corporation. Notice to directors may also be given by telegram, fax, or email, or other messaging platform as agreed upon by the Board of Directors. Notice may also be given by means of reliable overnight delivery services such as FedEx and UPS.

Section 2. Whenever any notice is required to be given under the provisions of the statutes or the articles of incorporation or of these bylaws, a waiver thereof in writing signed by the person or persons entitled to sit notice, whether before or after the time stated, shall be deemed equivalent thereto.

ARTICLE VI **OFFICERS**

Section 1. The officers of the corporation shall be:

- President
- Vice President
- Secretary
- Treasurer
- Member at-Large

The officers shall be elected by the members and shall serve on the Board of Directors.

Section 2. The President shall be authorized to appoint the additional Board members.

Section 3. The President shall be authorized to appoint committees to oversee races, events, or club divisions as may be established by the Board of Directors.

Section 4. No individual may hold more than 1 elected office.

Section 5. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer, whether elected or appointed by the President (and approved by the Board of Directors) may be removed at any time by the affirmative vote of a majority of the Board of Directors. The Board of Directors shall fill any vacancy occurring in any elective office of the corporation.

THE PRESIDENT

Section 6. The President shall be Chief Executive Officer of the corporation, shall preside at all meetings of the Board of Directors, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 7. He/she shall call a budget to be prepared for the following year. The incoming president has a month (January) to revise it. The Board of Directors shall vote on it at its February meeting.

Section 8. The President shall

- Serve as director and presides over the Board of Directors
- Prepare a budget and present to the Board for approval
- Schedule monthly board meetings
- Attend all member meetings and presides over all activities and events
- Work closely with other officers on all projects
- Appoint committees as necessary to further the objectives of the club
- Create schedule of events for the year
- Represent the club in the Road runners club of America (RRCA)
- Represent the club in the community
- Maintain appropriate portions of the club's website (e.g. By-laws, policies, etc)

THE VICE-PRESIDENT

Section 9. The Vice-President shall act for the President in the absence of or in case of disability of the President and shall have such other duties empowers as the Board of Directors may from time to time prescribed.

Section 10. The Vice-President shall:

- Serve as director
- Support the President by fulfilling the role of vice-president
- Schedule guest speakers for member meetings, as appropriate
- Attend monthly board meetings
- Fulfill the duties of the President if the need should arise
- Presides at all meetings in the absence of the President
- Work closely with other officers on all projects
- Maintain all appropriate portions of the club's website

THE SECRETARY

Section 11. The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the corporation and of the Board of Directors and shall perform like duties for the standing committees when required.

Section 12. The Secretary shall:

- Serve as director
- Attend monthly board meetings
- Give notice to officers of upcoming meetings
- Record roll at all meetings
- Record minutes and provide copies to officers in a timely manner
- Publish minutes of each meeting on the club's website within 2 weeks for their approval
- Handle all written correspondence at the direction of the President (thank you notes, RRCA, communication, member meeting invitations, etc)
- Ensure insurance is Up-to-date and maintain insurance documents
- Work closely with the other officers on all projects
- Maintains appropriate portions of the club's website

THE TREASURER

Section 13. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursement in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

Section 14. He/she pay all the club's bills, assure the timely filing of all finance related information, including any tax related filings, provide a financial statement at all Board meetings, a year-end financial statement, and assist with the preparation of the budget.

Section 15. If required by the Board of Directors, he/she gives the corporation a bond (which shall be renewed as required by the Board) in such sum and with surety or sureties as shall be satisfactory to the Board of Directors for his/her faithful performance of the duties of his/her office and for the restoration to the corporation, in case of his/her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whenever kind in his or her position or under his or her control belonging to corporation.

Section 16. The treasurer shall:

- Service director
- Support the President by fulfilling the role of Treasurer.
- Attend monthly board meetings
- Collect monies due from sponsors, club members, or others who owe the club
- Deposit monies of the club
- Pay all bills of the club
- File all finance related information, including tax/income reports
- Maintain the financial records of the club
- Provide a financial statement at monthly board meetings
- Provide a year-end financial report to membership
- Maintain appropriate portions of the club's website

MEMBER AT LARGE

Section 17. The Member-At-Large shall

- Serve as director
- Attend monthly board meetings

IMMEDIATE PAST PRESIDENT

Section 18. The immediate past president shall attend all board meetings and shall serve in an advisory capacity and in any other capacity the Board desires.

COMMITTEE MEMBERS

Section 19. Committees may change from year to year. Committee members are appointed by the President and agreed on by the Board of Directors. Appointments will be finalized at the December meeting.

Section 20. Committee members may include:

- Grand Prix Director
- Miles Club Director
- Women's Division Director
- Rookie Division Director
- Youth Division Director
- Trail Division Director
- Equipment Director
- Social Director
- Apparel Director
- Membership Director
- Sponsorship Director

ARTICLE VII
ELECTION OF OFFICERS

Section 1. Nominations

- A. In September, name committee of five (5) members shall be appointed by the president.
 - 1. The nomination committee shall consist of 2 current board members (elected or appointed) and three (3) from the general membership of club. One of the two representatives from the current board will be appointed by the President as the chair of the nomination committee.
 - 2. No member shall serve of this committee for more than two (2) consecutive years.
 - 3. No one in consideration to be placed on the slate may serve on the nominating committee. During the process to create the slate if a member of the nominating committee is considered for a position on the slate, that person must recuse him/herself from the nominating committee. If the member of the committee recuses him/herself the president will appoint a replacement.
- B. Once appointed, the nominating committee will call for nominations from the membership for candidates to be considered for the slate. The deadline for nominations will be November 1, so the nominating committee will have time to consider and vet each candidate. The nominating committee may also consider and place on the slate candidates other than those nominated by membership.
- C. After the nominating committee has compiled the slate of candidates for each elected office (president, vice-president, secretary, treasurer, member-at-large), the nominating committee shall present it to the Board for consideration. The Board will vote on whether to send the slate to membership for a vote.
- D. The Board approved slate shall be published on the club website, Facebook page and via email. Members not receiving email will be mailed a hard copy of the ballot.

Section 2. Voting

- A. In the case where there are multiple candidates for a position, the candidate receiving a majority of votes cast shall be declared the winner. If an office position does not have a candidate receiving a majority of votes for that position, a runoff between the top two vote getters shall be held.
- B. The ballot will be prepared and sent by email (or paper ballot mailed for those that don't have access to email). The deadline for voting shall be December 1. The results of the vote will be announced and new officers will take office on January 1.