

CONSTITUTION OF THE FREDERICK STEEPLECHASERS RUNNING CLUB FREDERICK, MARYLAND

ARTICLE I CONSTITUTION

Section 1. The name of the club shall be the Frederick Steeplechasers Running Club (hereinafter referred to as the "Club").

Section 2. Purpose. The purpose of the Club shall be to promote running ~~as a healthful, challenging and enjoyable activity for fitness, friendship and athletic development, in support of our members and the Frederick community.~~ The Club advocates running both as a competitive activity and a recreational activity which can be shared by families and participants of all abilities.

The Club shall organize, sponsor, and conduct races and educational programs to communicate information about running to members of the Club and the general public of all ages and abilities.

Section 3. Eligibility. The Club welcomes new members of all ages and skill levels. Any person may remain a member so long as he/she is current in his/her dues and does not act in such a way as to harm the Club, e.g. stealing Club property, cheating, defrauding the Club, etc. A person who has completed and submitted a membership application and who is current in his/her dues shall hereinafter be referred to as a "Member".

A Member can be expelled from the Club ~~only beby~~ a vote of the a two-thirds majority of a quorum of the ~~board of directors.~~Executive Board. The Member in question may appeal an adverse decision of the Executive ~~Board of Directors~~ to the membership by giving a written request to the President. In such case, the decision shall be voted on at the next general membership meeting and shall be final if approved by a two-thirds majority of a quorum of the membership.

Section 4. Dues. The Executive Board shall establish the dues to be effective January 1 of each year. Reduced rates may be charted to minors, senior citizens, families, and other groups whose membership the ~~club~~Club wishes to encourage so long as the classification does not violate anti-discrimination laws. ~~The Board may designate members who have rendered extraordinary service to the Club as "lifetime members" who are excused from having to pay dues.~~

Section 5. Affiliation. The Club shall affiliate with the Road Runners Club of AMericaAmerica and may also affiliate with any other national or regional organization, so long as such affiliation is compatible with the provisions of this Constitution.

ARTICLE II: GENERAL MEMBERSHIP MEETING OF THE CLUB

Section 1. Location of meetings, Frequency. General membership meetings shall be held not less than two times per year at any location within the boundaries of Frederick County designated by the President with 30 days notice to the general membership. Similarly, meetings to elect officers should be held within the boundaries of Frederick County.

Section 2. Notice of Meetings. Written notice of general membership meetings shall be given to each household where a Member resides prior to each Club meeting. Notice shall be considered properly given if sent by first-class paper mail, bulk mail postmarked at least 30 days prior to the meeting via electronic media and/or published in the Club newsletter.

Section 3. Mandatory Subjects. Subjects which must be acted upon at a general membership meeting are changes in the dues structure, elections and removal of officers and Board of Director members and dissolution and merger.

Section 4. Quorum for Meetings. At least 4030 Members shall be present at a meeting at which business is to be conducted. If a quorum is not present at an election, the incumbent officers shall serve until the next meeting at which there is a quorum.

Section 5. Proxy and Absentee Ballot Voting Prohibited. Voting by proxies and absentee ballots is prohibited. Members must be present to vote.

Section 6. Special Membership Meetings. Special Meetings may be called by the President, upon petition to the President or any member with at least two weeks advance notice via email and/or letter and signed by three other members of the Executive Board, or by petitioning the President in writing and signed by 10 members. The petition shall list the matter(s) to be acted upon and the reason a Special Meeting is required. No matter(s) not listed in the petition may be acted upon.

ARTICLE III EXECUTIVE BOARD

Section 1. Composition. The Executive Board shall consist of the Officers (president, ~~the~~ vice-president, ~~the~~ treasurer, ~~the~~ secretary), and Board of Directors, and ~~the~~ any other members elected by the membership of the Club. ~~A~~ The Board of Directors shall consist of past Club presidents.

Section 2. Eligibility to Serve. Any member who is current in his/her dues and who has been a member of the Club for at least six months shall be eligible to serve on the Executive Board, provided he/she complies with the requirements of Section 3 below.

Section 3. Conflicts of interest. Any member who is nominated to serve on the Executive Board shall disclose any actual or potential conflicts of interest between business or investment

interests and the interests and objectives of the Club. ~~Subsequent to nomination and election, should any actual or potential conflicts arise, the Member shall promptly disclose such conflicts to the Board. No member of the Board shall vote on any matter from which he/she or a member of his/her family stands to gain financially, or which affects or could be affected by his/her or location within Frederick County designated by the President. Meetings to elect officers must be in a location where a Club meeting has been held within the preceding 12 months. as defined in the FSRC Conflict of Interest Policy.~~

Section 4. Frequency of Meetings. The Executive Board shall meet at least four times per year.

Section 5. Election of Members. The Executive Board shall be elected by the members of the Club at a general membership meeting.

Section 6. ~~Filling Vacancies. If a vacancy occurs between general membership meetings, the President shall nominate an interim replacement subject to the approval of a majority of the Executive Board.~~

~~Section 7.~~ Responsibilities. The Executive Board shall manage the affairs, of the Club between Club meetings, shall determine the agenda for Club meetings, shall plan Club functions, and shall do all things necessary to maintain the Club as an ongoing organization.

Section ~~8~~7. Time and Place of Meetings. The President shall be responsible for determining the time and place of Board meetings. No business may be transacted at the Board meetings unless 7 days notice has been given to each member of the Board. The right to receive such notice may be waived by vote of a majority of the Board. If a member is out of town, notice shall be considered to have been properly given if an email or letter is sent to his/her address stating the time and place of the meeting.

Section 8. Quorum of the Executive Board. A quorum of the Executive Board consists of at least half of the current Officers, plus at least one third of the Board of Directors. The act of the majority of those present and voting is binding.

Section 9. Virtual Meetings. There are times when issues come up between board meetings which require timely resolution. In these cases, it is permissible for discussion and voting to take place via email. Minutes of these virtual meetings will be taken and published.

ARTICLE IV: OFFICERS

Section 1. Manner of selection. Nominations shall be sought by newsletter, advertisement as well as active recruiting. Nominations shall also be invited from the floor. ~~The membership shall elect the president, the vice-president, the treasurer, the secretary and other members of the Executive Board. It is recommended that nominees, in addition to having at least six months membership, also have experience with the direction of club runs/races~~ It is recommended that nominees have substantial involvement in some aspect of Club operation.

Section 2. Term. Elections of ~~officers~~Officers and ~~delegates~~Board of Directors shall be held ~~annually~~ at the January meeting (on a calendar year basis). ~~Club awards banquet, generally held in January/February.~~ Officers shall serve for a two-year term commencing ~~in January~~after the Club banquet and ~~finishing in January~~continuing through the Club banquet two years hence.

Section 3. Compensation for Services. No Club ~~officer or delegate~~Officer or Board of Director member may receive compensation for fulfilling the responsibilities of ~~this~~their office, except for reimbursement of expenses incurred on behalf of the Club with ~~the~~ approval ~~of the Executive Board as is normal~~ for any ~~service performed on behalf of the Club~~member who expends their own money to support Club operation.

Section 4. Removal of ~~officers~~Officers. Officers or ~~delegates~~Board of Director members may be removed only by a two-thirds majority vote ~~by~~of a quorum of the Executive ~~board~~Board (except that the ~~officer~~Officer or ~~delegate~~Board of Director member in question will not vote). The Officer or ~~delegate~~Board of Director member in question shall have a right of appeal to the membership which may be exercised by his/her giving written notice to the President (or Vice-President if the ~~officer~~Officer in question is the President). The decision shall be voted on at the next general membership meeting and shall be upheld if approved by a two-thirds vote of a quorum of the Members.

Offenses for which an officer or director may be removed from office shall be in the nature of dishonesty, neglect of duties, misconduct harmful to the Club, or gross incompetence.

Section 5. Duties of the President. The president shall be the chief officer of the Club and shall preside at all meetings of the Club or the Executive Board. He/she shall see that all resolutions enacted by the Executive Board or the membership are carried into effect and shall perform all duties incident to the office.

Section 6. Duties of the Vice-President. In the absence of the President or in the event of his/her neglect or refusal to carry out duties, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of the President. The Vice-President shall perform such other duties and have such other powers and duties as the President ~~of~~for the Executive Board may from time to time prescribe. In the event that the President leaves office prior to the expiration of his/her term, the Vice-President shall serve the remainder of his/her term.

Section 7. Duties of the Secretary. The Secretary shall maintain minutes of all proceedings of the meetings of the Executive Board. In addition, he/she shall perform such other duties as the President or the Executive Board may from time to time prescribe.

Section 8. Duties of the Treasurer. The Treasurer shall have custody of the Club Funds and shall keep full and accurate accounts of receipt and disbursements in a Club account book and

shall deposit all money and other valuable effects in the name of the club in such depositories as may be designated by the Executive Board.

Section 9. Finances. The Treasurer shall disburse the funds of the Club as directed by the vote of the membership or the Executive Board, taking proper receipts for such disbursements, and ~~when requested,~~ shall render to the Executive Board, a balance sheet, income statement and an account of all his/her transactions ~~as~~ Treasurer and of the financial condition of the Club. ~~All check requests~~ Specific policies for ~~reimbursements of expenses shall be accompanied by receipts or copies of canceled checks.~~ Disbursements of a non-routine nature financial transactions are defined in excess of ~~\$250 shall require~~ the signature of FSRC Fiscal Policies and Procedures document. This document is maintained by the Treasurer ~~and~~. Any changes to the ~~counter-signature of another member of the~~ document must be approved by the Executive Board, ~~as well as prior approval of the Executive Board.~~ In an emergency situation, such a vote may occur by the President polling the members of the Board ~~via email or via telephone.~~

Section 10. Filling Vacancies. If an Officer vacancy occurs between elections, the President shall nominate an interim replacement subject to the approval of a majority of the Executive Board. If the President does not nominate a replacement within two months of the vacancy, nominations can come from anyone on the Executive Board.

ARTICLE V: NEWSLETTER

Section 1. Newsletter. The Club shall publish a newsletter containing Club announcements, notices and news of interest to Frederick area runners for circulation to Members and representatives of other running organizations.

Section 2. Duties of the Editor. The newsletter editor is responsible for assuring that the newsletter is published and distributed not less than four times per year. He/she shall assure that the newsletter does not contain material of scandalous, embarrassing nature or which is not suitable for dissemination to minors.

ARTICLE VI: ~~RACE COORDINATOR, CLUB RACES~~ MISCELLANEOUS

Section 1. Custody of Club Equipment. Each race coordinator shall assume full responsibility during the use of Club-owned race equipment. The Club will maintain a storage facility in which all Club equipment will be maintained and accessed via combination lock. ~~There will be a check out/in inventory control sheet to be signed as appropriate whenever the facility is accessed and equipment utilized.~~

Section 2. Committing the Club. No person may commit the Club to present or provide services to a race or running related event sponsored by a third party without prior approval of a quorum of the Executive Board ~~(emphasis added).~~ Only Club Officers or authorized delegates (as recorded in board meeting minutes or email) may sign legal documents for the Club.

Section 3. ~~Web Site~~Website. The Club shall maintain a ~~web page/site~~website containing Club announcements, race schedules, race results, running related links, notices and news of interest to Frederick area runners. ~~This site will be hosted on the World Wide Web (Internet) for electronic display of information to Members and representatives of other running organizations.~~

Section 4. Email Address. The Club shall maintain ~~an~~ email ~~address~~addresses to provide for the electronic exchange of information, inquiries, etc., with Club members and those individuals requesting information from the Club (~~i.e.g.~~ other running organizations, race sponsors, etc).

Section 5. Submittal of Race Results. Each race coordinator shall submit ~~either hard or an~~ electronic copy of the results to ~~Editor of~~ the Club ~~Newsletter and the Club Web~~ ~~Master~~webmaster within three days of the event.

ARTICLE VII: 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.

ARTICLE VIII: MERGER AND DISSOLUTION

Section 1. Merger. The Club may merge with any other club upon a vote of the majority of a quorum of the Members present at any regular meeting so long as FSRC is the surviving club.

Section 2. Approval. Any vote to dissolve the Club or merge it into another club resulting in the loss of FSRC's name and separate identity, such action must be approved by a two-thirds vote of the Members. A quorum for this purpose shall consist of 25% of the total membership. In this instance, balloting by mail is allowed.

Section 3. Dissolution. Upon dissolution of the Club, all assets and the Club funds on deposit after all creditors have been paid shall go to the Road Runners of America.

ARTICLE IX: AMENDMENTS

Section 1. Procedure. These bylaws may be amended by two-thirds of those voting at a general membership meeting, as follows: (a) a proposed amendment must be submitted in writing to the President at least 60 days preceding the general membership meeting; (b) the President forwards it to the Executive Board for consideration; (c) the Executive Board may consult with the originator regarding possible editing, interpretations and modifications; (d) the Executive Board by majority vote determines its position for, against, or for with a recommended

change; and (e) the Executive Board returns the proposal along with its position to the President, so that both the proposal and Executive Board position can be included in the notice of a general membership meeting.

In emergency or extraordinary situations, as defined by the Executive Board, the Executive Board (by two-thirds [2/3] vote of the entire Executive Board) may waive the 60-day submission deadline and bypass the requirement of including the proposed amendment in the notice of a general membership meeting. In such emergency cases the Executive Board must communicate the proposed amendment and Executive Board position to the membership at least 30 days prior to the meeting.

Section 2. Resubmission. A proposed amendment, which has not been recommended by the Executive Board and has been defeated at a general membership meeting may not be resubmitted until at least one year has passed. The Executive Board determines, in its sole discretion, whether an amendment is sufficiently similar to one previously considered to be governed by this subsection.

Section 3. Effective Date. An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.

Section 4. Codification. The Executive Board may renumber, revise, codify and correct any provision in these bylaws, and in the rules, policies, procedures and regulations of the Club, 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.