

St. Pete Road Runners Bylaws

ARTICLE I – NAME

The name of the corporation is St. Pete Road Runners (hereinafter referred to as the Club).

ARTICLE II – PURPOSES

The club is organized for such charitable and educational purposes as may qualify it for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law). More specifically, such purposes include, but are not limited to the promotion and encouragement of running/walking and the education of the public to its benefits.

ARTICLE III – PROHIBITED ACTIVITIES

No part of the net earnings of the club shall inure to the benefit of its members, directors, officers, or other private persons, except that the Club 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 hereof. No substantial part of the activities of the Club shall be the carrying on of the propaganda or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law).

No member, director or officer of the Club shall be financially interested, directly or indirectly, in any agreement relating to the operations conducted by the Club, nor in any transaction for furnishing services, facilities or supplies to the Club for compensation, unless in fact of such interest be known to the Board of Directors and unless such agreement or transaction shall be authorized by the Directors who have no interest, direct or indirect, in such agreement or transaction.

ARTICLE IV – OFFICES

The address of the principal office of the Club is PO Box 14516, St. Petersburg, FL. 33733. The Club may maintain additional offices at other places as the Board of Directors chooses to designate.

ARTICLE V – MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP. There shall be three classes of membership: student, single, and family. Any member of the immediate household holding a family membership shall be entitled to all privileges of membership, except that the family membership is entitled to a single Electronic Newsletter and a separate vote for each member over 18. Youth membership may be held by individuals, under the terms and conditions set by the Board of Directors, for less dues than a regular membership. The Board of Directors, by majority vote, may award life memberships to deserving individuals.

SECTION 2. DUES. The annual dues for each class of membership shall be determined by the Board of Directors. For a member to remain in good standing, renewal payment is due and must be received by the Membership Director by the end of the month when the membership expires.

SECTION 3. LIMITATION OF AUTHORITY. Except as otherwise specified in these Bylaws, no member shall act in the name of the Club or take any action that would bind the Club.

ARTICLE VI – MEMBERSHIP MEETINGS

SECTION 1. ANNUAL MEETING. Annual meetings of members for the election of Board of Directors and for such other business as may be stated in the notice of the meeting, or as may properly come before the meeting, shall be held at such places, either within or without St. Petersburg, FL., and at such times and dates as the Board of Directors, by majority vote, shall determine and as set forth in the notice of meeting. Notice of these meetings, stating the date, hour, and location, shall be by mail or by publication in the Electronic Newsletter. In the absence of a Board determination, the Annual Meeting shall be held in December.

SECTION 2. SPECIAL MEETINGS. Special Membership Meetings may be called by the President, the Board of Directors or a signed petition of the majority of members in good standing. Notice of a Special Membership Meeting, stating the date and hour of the meeting and the place where it is to be held, shall be given publication in the Electronic Newsletter or by a mailing to all regular members and shall state the purpose of the meeting. No business other than stated in the notice shall be transacted.

SECTION 3. QUORUM. Twenty members in good standing must be present at an Annual or Special Membership Meeting in order to conduct business.

SECTION 4. PROXIES. No member may vote by proxy at an Annual or Special Membership Meeting.

SECTION 5. ELECTIONS. In or before October of each year, the President shall appoint a Nominating Committee, which shall assess the personnel requirements and resources of the Club. The Nominating Committee shall identify at least one willing candidate for each elected position. The Nominating Committee shall make public its initial slate in sufficient time to permit other candidates to submit positions. A candidate may appear on the ballot if either he or she is nominated by the Nominating Committee or he or she files a nominating petition signed by 25 members in good standing with the chairman of the Nominating Committee at least ten days prior to the Annual Meeting. No member shall be eligible for election unless his or her name appears on the ballot for that office (i.e. there shall be no additional nominations from the floor). Each member may vote for up to two candidates for director-at-large, with the two candidates receiving the highest vote totals being elected.

ARTICLE VII – BOARD OF DIRECTORS

SECTION 1. COMPOSITION. The number of Board of Directors shall be thirteen. The Board of Directors shall consist of: directors elected as President, Vice President, Membership Director, Secretary, and Treasurer, and eight Directors elected as Directors-at-Large, from these eight the Electronic Newsletter Editor shall be elected.

SECTION 2. TERM. Directors shall serve until December 31 of the following year and until their successors are elected and qualify.

SECTION 3. REMOVAL. An elected Director may be removed at any time, with or without cause, either at an Annual Meeting or Special Meeting called for such purpose. A quorum being present, a Director may be removed by majority vote of members in good standing present and voting.

SECTION 4. VACANCIES. Upon resignation or removal of an elected Director, that Director position shall be declared vacant. The remaining Directors in office, though less than a quorum by majority vote, may appoint any qualified person to fill such vacancy, and to hold office for the unexpired term and until his successor shall be duly chosen.

SECTION 5. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held monthly, unless otherwise determined by the Board of Directors. Regular meetings shall be held, at such time and place as may be determined by the Board of Directors, without further notice.

SECTION 6. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President, Vice President, or two or more Directors on seven (7) days notice to each Director, if such notice is delivered personally, electronically, or telephone; or on fourteen (14) days notice if sent by mail. No business other than that stated in such notice shall be conducted.

SECTION 7. CONDUCT OF MEETINGS. The President, or in his or her absence the Vice President shall preside at meetings of the Board of Directors. The Secretary, or such other person as the presiding officer may appoint, shall record the minutes of the meeting. A majority of the Directors currently in office (not counting vacancies) shall constitute a quorum. Meetings of the Board of Directors shall be open to all members, except that upon majority vote, the Board of Directors may enter executive session to transact business which the Board determines to be confidential.

SECTION 8. ACTION BY CONSENT OR BY TELEPHONE. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board. The Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all Directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at such meeting.

SECTION 9. PROXIES. No officer may vote by proxy at a meeting of the Board of Directors.

ARTICLE VIII – OFFICERS

SECTION 1. DESIGNATION AND TENURE. The officers of the Club shall be the President, Vice President, Membership Director, Secretary and Treasurer. No member shall concurrently hold the office of President, Vice President, Membership Director, Secretary, Treasurer, and Director at large. The President shall have the power to appoint all officers not chosen by election. An officer shall serve a term of January 1st of the following year and until a successor is appointed, or until a successor is elected and qualifies for the Board.

SECTION 2. PRESIDENT. The President shall be the chief executive office of the Club, and shall have general charge of the business, affairs, and property of the Club with general supervision over its other officers. The President shall preside at all Membership and Board of Directors meetings and shall see that all resolutions of the Board of Directors are carried into effect.

SECTION 3. VICE PRESIDENT. The Vice President shall serve as assistant to the President and shall oversee and coordinate such programs, activities, and other duties as related to marketing and sponsorship and as may be delegated by the Board of Directors or the President. In the absence of the President or in the event of the President's disability, the Vice President shall perform the duties and exercise the powers of the President. The Vice President may appoint one or more assistants.

SECTION 4. MEMBERSHIP DIRECTOR. The Membership Director shall maintain the official roster of members, shall issue membership certificates, and shall perform other such duties as may be delegated by the President or the Board of Directors. The Membership Director may appoint one or more assistants.

SECTION 5. SECRETARY. The Secretary shall give, or cause to be given, notice of Special Membership Meetings and of Special Board of Directors Meetings. The Secretary shall keep the minutes of the meetings of the members and the Board of Directors. The Secretary shall send copies of the minutes of all meetings to the Board of Directors and shall also see that the books, reports, statements and all other documents required by law are properly kept and filed. The Secretary shall perform such other duties as may be delegated by the President or the Board of Directors. The Secretary may appoint one or more assistants.

SECTION 6. TREASURER. The Treasurer shall have custody of the corporate funds and other valuable effects, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club and shall deposit all monies and other valuable effects in the name and to the credit of the Club in such depositories as may be designated by the Board of Directors. The Treasurer shall have the authority to disburse checks as provided in Article IX hereof. The Treasurer shall maintain a system of internal fiscal control and shall report regularly to the Board of Directors on the expenses and financial condition of the Club. The Treasurer shall perform such other duties as may be delegated by the President or the Board of Directors. The Treasurer may appoint one or more assistants.

ARTICLE IX – FISCAL CONTROL

SECTION 1. DISBURSEMENTS. Disbursements over \$25.00 shall be made only by check. Any disbursement over \$5.00 shall be supported by a voucher or receipt. All checks in an amount in excess of \$2,000, drafts, notes, and evidence of indebtedness of the Club shall be signed by the Treasurer and either the President or the Vice President. However, checks in the amount not to exceed \$2,000 may be signed by either the Treasurer, President, or Vice President.

SECTION 2. ANNUAL BUDGET. Prior to the commencement of each fiscal year, the Board of Directors shall prepare an estimated budget for the following year.

SECTION 3. FISCAL YEAR. The fiscal year of the club shall be from January 1 to December 31.

SECTION 4. CAPITAL EXPENDITURES. Capital expenditures in excess of \$1,000 must be approved by a majority of those present and voting at a membership meeting.

ARTICLE X – NOTICE

Whenever under the provision of law, these Bylaws, notice is required to be given to any Director or member, such notice may be given by publication in the Electronic Newsletter or in writing, by mail addressed to such Director, officer or member, at his or her post office address as it appears on the records of the Club. Such notice shall be deemed to be given at the time it is deposited in the United States mail. Notice may also be given personally or by telephone.

ARTICLE XI – AMENDMENT

The membership may amend these Bylaws at any Membership Meeting by an affirmative two-thirds majority of those present and voting. Notice of all Bylaw amendments shall be published in the Electronic Newsletter.

ARTICLE XII – DISSOLUTION

In the event of the dissolution of the Club, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America.