

BYLAWS
ANNISTON RUNNERS CLUB, INC.

ARTICLE I: MISSION & OBJECTIVES

Section 1. The mission of the ANNISTON RUNNERS CLUB, INC. is to promote, encourage and foster the love of running and promote the healthy benefits of running and mentor new runners.

Section 2. The specific objectives of the ANNISTON 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 opportunities to train and to improve their individual running results.
- Organize local races, meetings, socials, and other events.
- Promote and support the local community through running.
- Educate the public about the benefits of running.

Section 3. The ANNISTON 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 principal office shall be in the City of Anniston, County of Calhoun, 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. 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: student, individual, and family. In

the case of family memberships, the family consists of parent(s) and children attending primary and 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. Also, any member can join the Anniston Runners Club Tri Team by adding on that option and paying an additional, nominal fee.

Section 3. Dues in such amount as the Board of Directors 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.

Section 5. Membership meetings shall be held at least quarterly for interaction in a non-competitive format and the club shall hold an annual banquet to recognize and honor significant achievements.

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 direction 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, with the exception of the Woodstock Race Director, who is appointed by the President. The Immediate Past President serves by virtue of having been previously elected. The elected officers shall be elected or re-elected by ballot of the members prior to the year for which they are elected. Each officer shall hold office until his/her successor is elected and qualified or appointed or until removed by a majority vote of the Board.

The following Officers of the Corporation shall be elected by the members:

- President
- Vice-President
- Secretary
- Treasurer
- Director-at-Large
- Immediate Past President

Section 2. The number of voting directors shall be not less than five or more than

eleven. An individual holding two of these voting positions shall have only one vote.

Section 3. Vacancies on the Board of Directors may be filled by a majority vote of the voting directors then in office, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified. The Immediate Past President is an exception. If a vacancy occurs in this position, the position may remain vacant until a qualified replacement is available.

Section 4. The members of the Board of Directors shall hold office until their successors are chosen and qualify. Any member of the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors for:

- a.) Missing two regular Board of Director meetings without an excuse approved by a majority of the Board of Directors
- b.) Allegation of illegal (unlawful) activity
- c.) Not carrying out or fulfilling the duties of the position
- d.) Any action (or inaction) not in the best interest of the corporation.

Section 5. 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 statute, or by the Articles of Incorporation, or by these Bylaws.

Section 6. The Board of Directors of the corporation may hold meetings, both regular and special, either within or without the State of Alabama.

Section 7. Regular monthly meetings of the Board of Directors may be held with not less than five (5) days written notice of date, time and place.

Section 8. Special meetings of the Board of Directors may be called by the President by giving not less than five (5) days written notice to each director, either personally or by mail, telegram, fax, email 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 9. At all meetings of the Board of Directors, a majority of the voting directors shall constitute a quorum for the transaction of business, and the act of a majority (but not less than 3) of the elected directors present at any meeting at which there is a quorum 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

thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. In the event that a quorum has formed and a vote has ended in a tie, the President (or Vice President if presiding over the meeting), will be given the right of the casting vote, an additional vote made when the other votes are equally divided among the quorum, to break the tie.

Section 10. At any meeting of the Board of Directors, any matter may be tabled by a majority vote of directors present for any reason. Such matter must then be continued for a period not in excess of thirty-five (35) days 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 11. Any and all directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting (i.e. speaker phone, conference call). A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 12. The Board of Directors may, by resolution passed by a majority of all the voting members of the Board of Directors, designate one or 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 of Directors.

Section 13. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

Section 14. 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 as 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 directors shall be in writing and delivered personally or mailed/mailed to the directors at their addresses appearing on the books of the corporation. Notice by mail shall be deemed given at the time when the same shall be placed in a proper mailbox. Notice to directors may also be given by telegram or by fax.. 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 of the Articles of Incorporation or of these bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VI: APPOINTED/NON-VOTING OFFICERS

Section 1. Appointed, Non-Voting Officers consist of the Coordinators and Race Directors. The Woodstock Race Director is an exception. The Woodstock Race Director is appointed but is a voting member of the Board of Directors; however, the Board of Directors, at its discretion, may choose to hire a Woodstock Race Director. In the event, the Woodstock Race Director is hired and compensated, the Woodstock Race Director would be a non-voting member of the Board of Directors. The President shall be authorized (with the majority approval of elected officers) to appoint additional non-voting officers. Elected officers may fill these additional officer positions.

Appointed, Non-Voting Officers may include:

- Canyon Climb Race Director
- Club Sponsored Race Directors
- Enews Editor/Coordinator
- Grand Prix Coordinator
- Half Naked Race Director
- Membership Coordinator
- Plucked Turkey Race Director
- Remembrance Run Race Director

Rookie Runners Coordinator
Sponsorship Coordinator
Trail Coordinator
Triathlon/Multisports Coordinator
Volunteer Coordinator
We All Run (WAR) Coordinator
Women's Running Coordinator
Youth Running Coordinator

Woodstock Race Director (Is appointed, but is a voting member of the Board of Director, unless the Race Director is hired and compensated. Article VI, Section 1.)

Section 2. One individual may hold two or more offices.

Section 3. The Appointed, Non-Voting Officers shall hold office until their successors are chosen and qualify. Any officer, appointed by the President (and approved by the elected officers,) may be removed at any time by the affirmative vote of a majority of the Board of Directors for:

- a.) Allegation of illegal (unlawful) activity
- b.) Not carrying out or fulfilling the duties of the position
- c.) Any action (or inaction) not in the best interest of the corporation

THE PRESIDENT

Section 4. 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 5. He/she shall cause 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 6. The President shall:

- Serve as director and presides over the board of directors
- Prepare a budget and present to the Board of Directors for approval
- Schedule monthly Board of Director meetings
- Schedule quarterly member meetings of ANNISTON RUNNERS CLUB, INC.

- Attend all member meetings and preside over all activities and events
- Work closely with other officers on all projects
- Promote the mission of ANNISTON RUNNERS CLUB, INC.
- Appoint committees as necessary to further the objectives of the club
- Create a 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. Bylaws, policies, etc.)
- Submit appropriate items to the Enews Editor for inclusion in the club's newsletter

THE VICE-PRESIDENT

Section 7. 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 and powers as the Board of Directors may from time to time prescribe.

Section 8. 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 of Director meetings
- Fulfill the duties of the President if the need should arise
- Preside at all meetings in the absence of the President
- Organize and implement all member meetings
- Work closely with other officers on all projects
- Serve on the Grand Prix Committee
- Maintain appropriate portions of the club's website
- Submit appropriate items to the Enews Editor for inclusion in the club's newsletter

THE SECRETARY

Section 9. 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 in a book to be kept for that purpose and shall perform like duties for the standing committees when required.

Section 10. The Secretary shall:

- Serve as director
- Attend monthly Board of Director 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 website within two weeks of their approval
- Handle all written correspondence at the direction of the President (thank you notes, RRCA communications, member meeting invitations, etc.)
- Delegate maintenance of race registrations (in coordination with the Race Directors)
- Delegate maintenance of membership records (in coordination with the Membership Coordinator)
- Ensure insurance is kept up-to-date and maintain insurance documents
- Submit insurance forms for events
- File bylaws of the club
- Work closely with other officers on all projects
- Maintain appropriate portions of the club's website (minutes of meetings, schedules, etc.)
- Submit appropriate items to the Enews Editor for inclusion in the club's newsletter

THE TREASURER

Section 11. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements 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 12. He/she shall 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 of Director meetings, a year-end financial statement, and assist with the preparation of the budget.

Section 13. If required by the Board of Directors, he/she shall give the corporation a bond (which shall be renewed as required by the Board of Directors) in such sum and with such 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 whatever kind in his or her possession or under his or her control belonging to the corporation.

Section 14. The Treasurer shall:

- Serve as director
- Support the President by fulfilling the role of treasurer
- Attend monthly Board of Director meetings
- Collect monies due from sponsors, club members, or others who owe the club (with the assistance of the Sponsorship Coordinator and the Membership Coordinator as appropriate)
- 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 (accounts payable and accounts receivable)
- Provide a financial statement at monthly Board of Director meetings
- Provide a year-end financial report to membership
- Maintain appropriate portions of the club's ebsite
- Submit appropriate items to the Enews Editor for inclusion in the club's newsletter

DIRECTOR-AT-LARGE

Section 15. The Director-at-Large shall attend all Board of Director meetings and shall serve the Board of Director as an advisor and in any other capacity the Board of Directors desires.

IMMEDIATE PAST PRESIDENT

Section 16. The Immediate Past President is defined as the last President who served the club; however, if the Immediate Past President is not available or does not accept the position, the President, with approval of the Board of Directors, has the option to appoint a previous president to fill the position. The Immediate Past President shall attend all Board of Director meetings and shall serve the Board of Directors as an advisor and in any other capacity the Board of Directors desires.

WOODSTOCK 5K RACE DIRECTOR

Section 17. The Woodstock 5K Race Director shall attend all meetings of the directors, and shall organize and administer the Woodstock 5K race sponsored by the club. The Woodstock 5K Race Director shall:

- Serves as director
- Reports directly to the Board of Directors
- Attend monthly Board of Director meetings
- Oversee all aspects of the Woodstock 5K
- Manage the budget of the Woodstock 5K
- Delegate responsibilities of the Woodstock 5K, as appropriate
- Hold regular meetings to organize the Woodstock 5K, as needed
- Maintain website related to the Woodstock 5K
- Submit appropriate items to the Enews Editor for inclusion in the newsletter
- Prepare a budget for the Woodstock 5K for the following year

ARTICLE VII: ELECTION OF OFFICERS

Section 1. Nominations

- A. In October, a nominating committee of five (5) members shall be appointed by the President.
 1. The nominating committee shall consist of two current officers (elected or appointed) and three (3) from the general membership of the club. One of the two officers will be appointed by the President as the chair of the nominating committee.
 2. No member shall serve on this committee for two (2) years consecutively.
 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 a member of the committee recuses him/herself, the President will appoint another to fill that position to keep the committee at five (5).
- 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 the membership.
- C. After the nominating committee has compiled the slate of candidates for each elected office (President, vice President, secretary, treasurer, director-at-large), the nominating committee shall present it to the Board of Directors for consideration. The Board of Directors will vote on whether to send the slate to membership for a vote.

- D. The Board of Director-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 officer 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 election will be completed before December 31. The ballot will be prepared and sent by a digital voting system or other service (or paper ballot mailed for those that don't have access to internet) in time for members to return their votes by December 1 so votes may be compiled and counted before December 31. The results of the vote will be announced and new officers installed at the member banquet in January.

ARTICLE VIII: COMPOSITION OF BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the Elected Officers of the Corporation.

Section 2. The Elected Officers of the Corporation shall be voting members of the Board of Directors. Additionally, the Woodstock Race Director, though appointed, is a voting member of the Board of Directors.

Section 3. The Appointed Officers shall be non-voting officers. They shall have a right to participate in discussions and to move or second the adoption of resolutions, but shall not have a vote. The Woodstock Race Director, though appointed, is an exception and is a voting member of the Board.

Section 4. An individual who holds two or more Elected Offices shall be entitled to only one vote.

ARTICLE IX: FINANCES

DUES

Section 1. The amount of dues shall be set by the Board of Directors on a yearly basis.

ANNUAL STATEMENT

Section 2. The Board of Directors shall present a full and clear statement of the business and condition of the Corporation at each annual meeting.

DISBURSEMENTS

Section 3. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate. Single expenditures are limited to \$500 for non-budgeted items, unless approved by the Board of Directors. (The Woodstock Race Director is allowed an exception to this rule since the Woodstock Budget is approved in advance.) The President and Treasurer shall both be approved signatures on club checks; however, only one signature is required for expenditures up to \$500. Over the amount of \$500, both signatures are required.

FISCAL YEAR

Section 4. The fiscal year of the Corporation shall be January 1 to December 31.

SEAL

Section 5. The corporate seal, if one shall be obtained, shall have inscribed thereon the name of the Corporation, the year of its organization and the words, "Corporate Seal, Alabama." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise to documents.

ARTICLE X. AFFILIATIONS

Section 1. ANNISTON RUNNERS CLUB, INC. shall maintain membership in Road Runners Club of America (RRCA). The club shall maintain status as exempt from Federal Income Tax: Section 501(c)(3) under the RRCA Group Exemption (Group Exemption Number is: 2702. Date: August 29, 2006). The club will file the appropriate tax return as required by the Internal Revenue Service (IRS).

Section 2. ANNISTON RUNNERS CLUB, INC. may appoint, from the Board of Directors or from the Appointed, Non-Voting Officers, a delegate to the RRCA convention. In

such case, the Board of Directors may adopt a resolution to pay the expenses of the elected delegate, subject to any limitations specified by the Board of Directors in the resolution.

ARTICLE XI: EVENTS

Section 1. The Anniston Runners Club, Inc. shall aspire annually to promote the following events:

- A. Half-Naked Marathon: January – an annual half-marathon at McClellan with a breakfast for participants and volunteers immediately following the run.

- B. Canyon Climb 5 Mile Run/2.7 Mile Walk
March – started in 2014 in direct response to membership requests, this unique-distance race climbs over 1,100 feet before bottoming out in front of the Tyler Center in Anniston. A 2.7 mile walk and ½ mile kid’s run is included. ARC holds this in conjunction with Regional Medical Center’s Healthfair.

- C. Remembrance Run
July – started in 2012 as a way to honor and remember inspirational people, this free event is held the Saturday before Woodstock each year.

- D. Woodstock 5K and Kidstock 1Mile Run/Walk:
August – Since 1981, the Woodstock 5K has been the signature race of ANNISTON RUNNERS CLUB, INC. The course starts at Anniston High School and winds its way through the Woodstock neighborhood. The Kidstock 1Mile Run/Walk shall be held in conjunction with the Woodstock 5K. Benefits from both events shall be donated to the United Cerebral Palsy Foundation and Special Olympics.

- E. Plucked Turkey 10K: Thanksgiving morning in conjunction

with the YMCA of Calhoun County. The net revenue shall benefit the YMCA.

F. Grand Prix Series:

ANNISTON RUNNERS CLUB, INC. shall support the races of the Grand Prix Series. (Runners earn points for competing in the series and for placing in their age group.) ANNISTON RUNNERS CLUB, INC. shall honor the winning competitors at the annual banquet in January.

Section 2. Meetings: The Anniston Runners Club, Inc. shall also aspire annually to conduct the following:

- A. **Officer Meetings:** ANNISTON RUNNERS CLUB, INC. shall hold monthly board meetings.
- B. **Member Meetings/Socials:** ANNISTON RUNNERS CLUB, INC. shall hold member meetings/socials at least quarterly for interaction in a non-competitive format – lake parties, breakfasts, running groups, pizza runs etc.
- C. **Annual Banquet:** In January, ANNISTON RUNNERS CLUB, INC. shall hold an Annual Banquet to celebrate a successful year, to honor winners of the Grand Prix Series, to recognize significant achievements and effort, and to install officers for the following year.

Section 3. Other Activities may include:

A. Mileage Club

ANNISTON RUNNERS CLUB, INC. honors runners who set and achieve mileage goals each year. These runners are members of the Mileage Club and receive awards and special recognition at the annual member banquet.

B. Youth Running

ANNISTON RUNNERS CLUB, INC. holds a running program for youth as specified on the ANNISTON RUNNERS CLUB, INC. website.

C. Training Runs

ANNISTON RUNNERS CLUB, INC. holds training runs to help runners achieve their goals and stay healthy. The schedule of these runs is listed on

the ANNISTON RUNNERS CLUB, INC. website.

- D. Multi-Sports Division ANNISTON RUNNERS CLUB, INC. Multi-sports Division holds group training rides, runs, swims, bricks and training seminars for all members interested.

- E. Women’s Running Division ANNISTON RUNNERS CLUB, INC. Women’s Running Division sponsors training runs and other activities for women.

- F. Trail Division ANNISTON RUNNERS CLUB, INC. Trail Division sponsors trail training runs and other activities associated with trail running.

- G. We All Run (WAR) Division ANNISTON RUNNERS CLUB, INC We All Run Division sponsors training runs and meetings for youth.

- H. Rookie Runner Division ANNISTON RUNNERS CLUB, INC. sponsors training runs and meetings for runners who are just beginning to run or returning to running after a layoff.

Section 4. ANNISTON RUNNERS CLUB, INC.- owned event race courses: Race courses are established with approval of the Board of Directors. Any change to a club-owned event’s course requires Board of Director approval.

- A. In order to change a course, a proposal must be submitted to the Board of Directors for consideration at a scheduled Board of Director meeting no less than six (6) months prior to the race date.

- B. The proposal must include the proposed new course, the reason for requesting a course change and the impact on support services, neighborhoods, city departments, etc.

- C. If approved by the board, the change is temporary for one year. After the race has been run on the "new" course, the board will consider the impacts of the change and vote to make the change permanent or disapprove and revert to the original course.

D. For emergency course changes (road or utility construction or other temporary obstructions), a proposal for course change should be made as soon after knowledge of potential conflict as possible. This implies that the race director must be in touch with city departments to determine if there are plans for utility or road construction along the course at the time of the race.

ARTICLE XII: CHANGES TO BYLAWS

Section 1. These Bylaws may be altered or replaced on the recommendation of the Board of Directors and approved by a majority vote of current members.

Bylaws approved by membership vote: _____
(Date)

President's signature: _____

Notary Seal: