

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

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**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 health benefits of running.

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.
- 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 two categories of membership, 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.

Section 3. Dues in such amount as the 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.

Section 5. Membership meetings shall be held at least quarterly for interaction in a non-competitive format and the club shall annually hold a 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 and those appointed by the President and confirmed by the Board. 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.

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

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 statute, 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, either within or without the State of Alabama.

Section 6. 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 7. Special meetings of the Board 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, e-mail 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. At all meetings of the Board, 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.

Section 9. At any meeting of the 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 10. 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 simultaneously hear each other during the meeting. A director participating in a 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 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.

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 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 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, by fax or e-mail. 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 By-Laws, 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.
OFFICERS

Section 1. The BOARD OF DIRECTORS consists of the elected officers (voting) and appointed officers, (non-voting):

Elected Officers: Officers who are elected and who constitute the Board of Directors and are the only voting members (with the exception that the Woodstock Race Director is also a voting member). The Immediate Past President serves by virtue of having been elected previously. In the case where an individual serves two of these voting officer positions, he/she shall have only one vote.

Appointed Officers: The President shall be authorized (with the majority approval of elected officers) to appoint additional officers. These additional officers are non-voting members of the Board. Elected officers may fill these additional officer positions. The Woodstock Race Director is an exception. The Woodstock Race Director is appointed but IS a voting member of the Board.

Section 4. The Elected Officers of the Corporation shall be elected by the members and shall be:

President
Vice President
Secretary
Treasurer
Director -at-Large
Immediate Past President (previously elected)

Section 2. The President shall be authorized to appoint additional officers who may include:

Woodstock Race Director
Womens' Running Coordinator
Youth Running Coordinator
Triathlon/Multisports Coordinator
Ultra-running Coordinator
Grand Prix Coordinator
E-News Editor
Membership Coordinator
Development (Sponsorship) Coordinator
Club Sponsored Race Directors

Section 3. One individual may hold two or more offices.

Section 4. 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 Elected Officers) 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 elected office of the Corporation.

THE PRESIDENT

Section 5. 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 6. 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 7. The President shall:

- Serves as director and presides over the board of directors
- Prepare a budget and present to the Board for approval

- Schedule monthly Board 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. By-laws, policies, etc.)
- Submit appropriate items to the e-news Editor for inclusion in the Club's newsletter

THE VICE-PRESIDENT

Section 8. 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 9. 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
- 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 e-news Editor for inclusion in the Club's newsletter

THE SECRETARY

Section 10. 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 11. 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 Website within 2 weeks of their approval
- Handle all written correspondence at the direction of the president (thank you notes, RRCA communications, member meeting invitations, etc...)
- Maintain race registrations (in coordination with the Race Directors)
- Maintain 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 e-news Editor for inclusion in the Club's newsletter

THE TREASURER

Section 12. 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 13. 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 meetings, a year-end financial statement, and assist with the preparation of the budget.

Section 14. If required by the Board of Directors, he/she shall give the corporation a bond (which shall be renewed as required by the Board) 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 15. The Treasurer shall:

- Serve as 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 (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 meetings
- Provide a year-end financial report to membership
- Maintain appropriate portions of the club's Website
- Submit appropriate items to the e-news Editor for inclusion in the Club's newsletter

DIRECTOR-AT-LARGE

Section 16. The Director-at-Large shall attend all Board meetings and shall serve the Board as an advisor and in any other capacity the Board desires.

IMMEDIATE PAST PRESIDENT

Section 17. The Immediate Past President shall attend all Board meetings and shall serve the Board as an advisor and in any other capacity the Board desires.

WOODSTOCK 5K RACE DIRECTOR

Section 18. 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
- Attend monthly Board 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 e-news 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

Thomas Griffin 11/30/11 3:12 PM

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president.

1. The nominating committee shall consist of two current Board members (elected or appointed) and three (3) from the general membership of the club. One of the two representatives from the current Board 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 December 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 for consideration. The Board will vote on whether to send the slate to membership for a vote.

C. 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 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 the member banquet. The ballot will be prepared and sent by e-mail (or paper ballot mailed for those that don't have access to e-mail) in time to give two weeks for members to return their votes and time for compiling votes before the member banquet. The results of the vote will be announced and new officers installed at the member banquet.

ARTICLE VIII. COMPOSITION OF BOARD OF DIRECTORS

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

Section 3. The Appointed Officers of the Corporation shall be Non-voting Members of the Board of Directors. 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 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.

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, a delegate to the RRCA convention. In such case, the Board may adopt a resolution to pay the expenses of the elected delegate, subject to any limitations specified by the Board 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. Mt. Cheaha 50K: February – Ultra Race event to the top of Mount Cheaha. Proceeds to go to the kid's playground at Cheaha State Park.
- C. 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. Pinhoti 100: November – the 100 mile race from Heflin to Sylacauga benefits hiking, biking, and running trails in Talladega County.
- F. Plucked Turkey 10K: Thanksgiving morning in conjunction with the YMCA of Calhoun County. The net revenue shall benefit the YMCA.
- G. 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. The Anniston Runners' Club, Inc. shall also aspire annually to conduct the following:

Section 2. Meetings.

- 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.

- A. 1200 Mile Club ANNISTON RUNNERS CLUB, INC. honors runners who achieve 1200 miles in a year. These runners are members of the 1200 Mile Club and receive an award and special recognition at the annual member banquet.
- B. Mile-a-Day Club The Mile-a-Day Club is for members who average a mile a day over the year. Those who achieve a mile a day receive an award and special recognition.
- C. Youth Running ANNISTON RUNNERS CLUB, INC. holds a running program for youth as specified on the ANNISTON RUNNERS CLUB, INC. Website.
- D. 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.
- E. Triathlon/Multi-sports Division ANNISTON RUNNERS CLUB, INC. Triathlon/Multi-sports Division holds group training rides, runs, swims, bricks and training seminars for all members interested.
- F. Women's Running Division ANNISTON RUNNERS CLUB, INC. Women's Running Division sponsors training runs and other activities for women.

ARTICLE XII.
CHANGES TO BY-LAWS

Section 1. These By-Laws may be altered or replaced on the recommendation of the Board of Directors and approved by a vote of the members.

ANNISTON RUNNERS CLUB, INC.

BY: _____
Ed Turner, President

THIS INSTRUMENT PREPARED BY:
ISOM STANKO & SENTER, LLC
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