

# BYLAWS OF THE LAKE MERRITT JOGGERS AND STRIDERS RUNNING CLUB

## I. NAME

The name of the association shall be "Lake Merritt Joggers and Striders," hereafter referred to as "this association" or "this organization" or "LMJS".

## II. PURPOSES

- A. The prime object of this association shall be the education, promotion, and encouragement of long distance running within the meaning of California Revenue and Taxation Code Section 23701d. This organization does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.
- B. Mission: Lake Merritt Joggers & Striders is an all-volunteer, nonprofit running club whose mission is to promote running as a means of lifelong health and fitness for persons of all ages and levels of ability and to foster a sense of community, camaraderie, and collaboration within the club and with other running organizations.
- C. In furtherance of objective "A" this association may hold championships, races on the road or track, lectures, fun runs, other educational activities, demonstrations, clinics, and social events; may print and publish books, magazines and newsletters, make awards; and may do all such other things conducive to the encouragement of running.
- D. Other objectives are to engage in community activities, and to publicize by appropriate means the benefits of long distance running as a means of health and physical fitness.
- E. No substantial part of the activities of this organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the organization shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

## III. AFFILIATION

This association shall be a chapter of the Road Runners Club of America, and all measures adopted by that body must be considered by this organization.

## IV. MEMBERSHIP

Participation in Lake Merritt Joggers and Striders events and activities shall be open to all persons interested in running. Membership is open to anyone, runner or non-runner, as long as they pay the annual dues assessed by this organization. If an existing member does not pay their annual dues for the current year by April 1, their membership is terminated.

## V. MANAGEMENT OR GOVERNMENT

- A. The management of this association shall be vested in a Board of Directors consisting of a minimum of 7 members and a maximum of 14 members. The Board of Directors shall always include the following officers: President, Vice-President, Secretary, Treasurer. The number and type of other Board positions shall be determined by the current Board of Directors based on both need and available volunteers. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as president. Each Board member has one vote, irrespective of the number of positions they hold. In the event that more than one person shares a Board position, the position shall carry a single vote which shall be shared fractionally among the holders thereof. The Board composition shall be confirmed annually by a membership vote as described in Section V.E.

- B. Duties of Officers: The following four positions are mandatory. The duties of the officers shall include, without limitation, the following:
1. President - to preside over meetings, to represent this association in the RRCA, to call any special meetings, and to recommend to the Board for approval, committees and chairpersons thereof.
  2. Vice-President - to assume the powers of the President in the absence of the President, and to assume duties as delegated by the President or Board of Directors.
  3. Secretary - to record minutes at meetings, to keep a file of such minutes, and, when requested by the president, to accept assignments involving correspondence and the keeping of records.
  4. Treasurer - to administer all financial duties and to have authority to sign or disburse necessary appropriations, as directed.
- C. Eligibility:
- All members in good standing shall be eligible for any office. Also, Board members may be elected to succeed themselves.
- D. Term of Office/Succession:
1. The term of office shall be approximately one year, beginning and ending at the close of the annual elections meeting, which is typically held in August, and in no case beginning or ending later than November 30<sup>th</sup>.
  2. Resignations by any officer shall be filled as soon as possible by recommendation from the President and approval by a Board vote. All other Board positions may be filled at the discretion of the Board as described in Section V.A. Offices filled upon resignation shall also expire at the close of the next annual elections meeting.
- E. Elections:
1. Board members shall be elected by a majority vote of those present at the annual membership meeting, which is typically held in August of every year.
  2. Any member wishing to be nominated for a Board position may contact the President or Vice-President. All nominees for the annual election shall be listed on the ballot.
  3. The nominee receiving the largest number of votes wins, provided there was a quorum present at the annual meeting.
- F. Procedural Requirements at Membership and Board Meetings:
1. Parliamentary procedures will be carried on at membership meetings, and every effort will be made to discuss any measures coming before the association.
  2. A majority vote of the members present is necessary to pass ordinary measures at a membership meeting. A majority vote of directors shall be necessary to pass ordinary measures at a Board of Directors meeting. All measures shall be deemed ordinary except those proposing a Bylaws amendment.
  3. No official meeting, either membership or Board, shall occur without at least 7 days advance notice thereof. A meeting must have a quorum in order to conduct business. For a membership meeting, a quorum shall consist of twice the number of elected officers plus one. In the case of a Board of Director's meeting, a quorum shall consist of at least 60% of the Board being present (rounded up or down to the nearest whole number). Also, in special circumstances, if the President needs the approval of the Board on a business item that cannot wait until the next scheduled meeting, the President can call for a vote via e-mail or phone call(s). The President shall promptly notify the Board of the results of any votes taken in this manner.
  4. Bylaws amendment
    - a. A Bylaws amendment may be accomplished by a two-thirds vote of the members present at the meeting.
    - b. Only those who have been a member of this organization for 30 days prior to the proposal of such an amendment may vote upon such.

- c. All members must be notified at least 10 days prior to voting that Bylaw amendments will be discussed and voted on.
- 5. Board meetings will be held at least once each month and more frequently if called by the President. Each Board member shall have one vote on any business item where a vote is required.

**VI. FINANCES**

- A. Dues shall be as determined by a majority of the Board members present at a business meeting and shall not be changed more often than once per year.
- B. This is a non-profit organization. Dues, entry fees, and other monies received by the organization will be spent entirely for carrying out the stated purpose of the organization.
- C. All expenditures by any Officer or member shall be accounted for to the Treasurer who shall report on such expenditures to the Board of Directors.
- D. The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or private person.
- E. This organization will submit a portion of the annual dues to the RRCA as membership in that body shall require.

**VII. DISSOLUTION**

Upon the dissolution or winding up of this organization, its assets remaining after the payment of, or provision for the payment of, all debts and liabilities of this organization, shall be distributed to the Road Runners Club of America (RRCA) if it is then in existence and organized and operated for charitable and/or religious purposes and exempt under IRC Section 501(c)(3), but if it is not then in existence or so organized and operated and exempt, to another organization which is organized and operated exclusively for charitable and/or religious purposes and which has established its tax-exempt status under IRC Section 501(c)(3).

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 Position: President

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 Name: \_\_\_\_\_ Date: \_\_\_\_\_  
 Position: Vice President

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 Name: \_\_\_\_\_ Date: \_\_\_\_\_  
 Position: Secretary

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