

BYLAWS OF THE NASHVILLE STRIDERS CLUB

(Updated 2018)

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I. NAME

The name of this corporation shall be the Nashville Striders, Inc., hereafter referred to as “the Club”.

II. PURPOSE

The purpose of the Club is to:

- 2.1 - Promote running, walking and physical fitness as lifelong endeavors.
- 2.2 - Sponsor activities for fun and fellowship within the running and walking community.
- 2.3 - Provide communications to promote and advance the objectives of the Club.
- 2.4 - Sponsor and/or support running, walking, physical fitness and track events.
- 2.5 - Provide necessary staff in order to implement the objectives for the Club.

III. AFFILIATION

The Club shall be a chapter of the Road Runners Club of America (RRCA), and all measures adopted by that body must be considered by this organization. The Club will submit a portion of the annual dues described in section V to the RRCA as membership in that body shall require.

IV. MEMBERSHIP

4.1 - The Club will have members who shall be classified as follows:

- A. Individual
- B. Couples
- C. Family

4.2 - Eligibility and Qualification for Membership - Membership shall be open to any person regardless of race, gender, sexual orientation, national origin, religion, handicapping condition, age or any other basis prohibited by law.

4.3 - Application - Applications for membership are available in the Funrunner newsletter, on the Club web site www.nashvillestriders.com and upon request from the Club office.

4.4 - Dues and Maintenance of Good Standing - The timely payment of dues is required for membership and maintenance of good standing.

V. DUES

The dues rate for the Club membership will be set on an annual basis by the Board of Directors and published with application materials.

VI. MEETINGS OF THE MEMBERSHIP

6.1 - Regular Meetings - The members of the Club shall meet at least once a year at a date and time established by the Board of Directors.

6.2 - Other Meetings - The Board of Directors shall have the power to call special meetings of the Club, of particular groups of members, or of committees of the Club.

6.3 - Notice of Meetings - Notice of annual Club meetings shall be given not less than thirty (30) days in advance of the meeting date.

6.4 - Quorum - No less than 20 of the active members shall constitute a quorum for the transaction of business at any membership meeting. If a quorum is not present, then a majority of the members present may adjourn the meeting until a quorum is present.

6.5 - Cancellation of Meetings - any scheduled meeting, regular or special, may be cancelled by direction of a majority of the members of the Board of Directors, for cause.

VII. BOARD OF DIRECTORS AND ELECTIONS

7.1 - Board of Directors - The management of the Club shall be vested in a Board of Directors consisting of no more than twelve directors. The Board is the governing authority and has total oversight over the management of the Club's affairs. It carries out all the objectives and purposes for which the Club is organized. This general mandate includes, but is not limited to, setting Club policy, financial oversight, strategic planning, fundraising, legal oversight, determining and monitoring the Club's programs and services, elevating the Club's public image, and hiring of any employees or independent contractors.

A. The Board of Directors shall meet regularly, a minimum of every other month. All regular meetings of the Board of Directors shall be open to attendance by active members. The presiding officer shall have the authority to recognize a member who wishes to speak to the Board.

B. The Board of Directors may meet to address critical or time sensitive issues at any time and place, upon call of the President, other officer, or any two Directors with no less than twenty-four hours in advance of the time set for the meeting.

C. Any officer (President, Vice-President, Secretary or Treasurer) may call an executive session meeting at any time to address urgent or sensitive matters.

7.2 - Eligibility - Directors must be dues paying voting members, at least 18 years of age, in good standing, and agree to adhere to the policies of the Club.

7.3 - Term of office:

A. The term of office for Directors shall be two years, beginning with the first meeting held after the annual membership meeting where elections are held.

B. Directorships vacated upon resignation of a Director shall be filled by the Board of Directors and shall expire at the end of the resigning member's term of office.

C. Directors may be elected to succeed themselves.

D. The President may declare the office of a member of the Board of Directors vacant in the event such member is absent from three (3) regular meetings of the Board of Directors within one year.

7.4 - Elections:

A. The Election Committee will consist of the current Board of Directors.

B. Directors shall be elected by vote of those members present at the annual Club meeting.

C. Nominations for Directors shall be made at the annual Club meeting.

D. Directors will be installed at the first Board of Director's meeting after the election.

7.5 - Voting of Directors - Each director shall have one (1) vote. In the event any matter voted upon by the Board of Directors results in a tie, a second vote will be taken; if again tied, the presiding officer may cast two (2) votes in order to breach such tie.

7.6 - Duties of staff - Staff hired by the Board of Directors (for example, the office administrator) shall be responsible, under the direction of the President of the Club or of the Board of Directors, for the day to day operations and conducting of affairs of the Club. Staff shall carry out duties specified by the Board of Directors and overseen by the President and other officers of the Club.

7.7 - The Board of Directors shall elect the following Officers from the members of the Club's Board: President, Vice-President, Treasurer, and Secretary at the first Board of Director's

meeting after the membership meeting election. No person shall hold more than one office simultaneously.

7.8 - Board of Director Members and Duties:

A - President - to preside over meetings, to represent the Club with the RRCA, to call any special meetings, and to appoint committees and chairpersons thereof with approval from the Board.

B - Vice-President - to assume the powers of the president in his/her absence, to preside at Board meetings in the absence of the president, and to take on special assignments as requested by the president and approved by the Board.

C - Secretary - to record minutes at all meetings or assist a staff member assigned to this task, to keep a file of such minutes, oversee the election process for all Board members, and, when requested by the president and approved by the Board, to accept assignments involving correspondence and the keeping of records.

D - Treasurer - to oversee the budget planning process, to ensure adequate income available to achieve the budgeted expenses, to safeguard the organizations assets, to draft financial policies for Board approval, to anticipate and to report financial problems, to ensure the Board receives regular and accurate financial statements and that the Board members understand the information presented, to ensure federal, state, and local reporting takes place, and to carry out other duties as requested by the president and approved by the Board.

E - Term of Office -

- Officer's shall serve a term of one year (12 months), beginning with the meeting following the annual membership meeting when elections are held.
- Officers may be elected to succeed themselves.
- If an officer position becomes vacant during that officer's term of office, a replacement shall be elected by the Board to fill out the remaining portion of that officer's term.
- Every effort will be made to recruit or draft Board of Directors members to fill vacant officer positions and Board members are expected to serve as officers. The Board may take whatever action it deems appropriate to fill any vacant officer position that cannot be filled by a Board member.

F - Procedural requirements: Every effort will be made to discuss any measures coming before the Board. A majority vote of the Board of Directors members present shall be required to pass ordinary measures. All measures shall be deemed ordinary except those proposing a Bylaw amendment. A quorum shall consist of the majority of Board of Directors members. No official meeting shall be held unless a quorum is present.

VII. COMMITTEES

The Board of Directors has the authority to create committees, appoint members, and dissolve committees, as it deems appropriate to carry out the purpose of the Club. The Board will

define the duties and deliverables for all committees and outline the performance expectations for all members of a committee. All committee members serve for one year or a term as defined by the Board of Directors. The Board is to be kept informed of the activities and progress of all committees and the Board has oversight duties in regard to the final outcome approval, acceptance or rejection, ratification of the actions of a committee.

IX. FINANCES

The Board shall establish an annual operating budget and set membership dues and event entry fees to support the budget. The Board may authorize the President and/or any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club with approval of the Board majority. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club shall be signed by authorized officers or employees and in accordance with policies and procedures adopted by the Board. All monies for the Club shall be deposited to the credit of the Club in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency. No Club funds shall be deposited in the personal account of a member of the Board. If the president and the treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the Board.

X. 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.

XI. TAX STATUS REQUIREMENTS AND DISSOLUTION

No part of the net earnings of the Club inures to the benefit of, or is distributable to, its members, directors, officers, or other private persons; except that the Club may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the Club's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. The Club may not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Regardless of any other provision of these articles, the Club may not carry on any other activities not permitted to be carried on by a corporation (a) that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon dissolution of the Club, the funds in the treasury, after all creditors have been paid, shall

go to the Road Runners Club of America or other 501(c)(3) nonprofit organization with a similar purpose to the Club's.

XII. AMENDMENTS TO THESE BYLAWS

12.1 - A three-fourths (3/4) vote of the membership in attendance at a membership meeting will be required to amend any portion of the Bylaws of the Club. Any proposed changes to the Bylaws must be presented to the membership at least a month prior to the meeting.

12.2 - An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.

12.3 - The Board may renumber, revise, codify and correct any provision in these bylaws, and in the rules, policies, procedures and regulations of the RRCA, 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.

12.4 - These Bylaws will be reviewed and updated as needed, but at least every five years.

Approved by Board of Directors - 02/12/2018

Adopted by Membership Vote – xx/yy/2018