

Bylaws of the Virginia Happy Trails Running Club (VHTRC)

DECEMBER 2005 BACKGROUND: The Virginia Happy Trails Running Club operated successfully for over 10 years on a consensus of its leadership and bylaws that provided little guidance. Those bylaws promoted casual management that facilitated Club activities without undue bureaucracy. The Club, however, has grown, and its larger size has made consensus more difficult to obtain under the casual procedures. Consequently, the Club needs more workable bylaws.

The bylaws here completely supercede the Club's original bylaws. These new bylaws are not intended to encourage bureaucracy or formalism, rather they are intended to promote efficiency. The adoption of these bylaws is not intended to change the governance of the Club significantly.

It is expected that those serving as "Race Directors" (as defined in these bylaws) at the time of adoption these bylaws shall be treated as incumbents under the meaning of section G.3. and shall serve until they resign or are removed by the Board.

These new bylaws are being adopted in accordance with the original bylaws. Those original bylaws provide that amendments must be agreed to by two thirds of those voting in a vote of at least one third of the members of the Club.

A Name: The name of the organization shall be the Virginia Happy Trails Running Club ("the Club").

B Object

- 1 The object of the Club shall be to promote the healthful, recreational, competitive, and social aspects of trail and ultra running.
- 2 In furtherance of this object, the Club may conduct runs, events, and races, support runs sponsored by other organizations, educate the public about trail and ultra running, conduct social events centered around running, and promote a positive attitude toward trail and ultra running among its members and other runners. It is a purpose of the Club to recognize those who support trail and ultra running.

C Affiliation: The Club shall be a chapter of the Road Runners Club of America, and shall take into account all measures adopted by the Road Runners Club of America.

D Management

- 1 The management of the Club shall be vested in a Board of Directors ("Board"). The Board shall consist of five members, one of whom shall serve as the Club president.

- a **Board Members:** The five Board members shall be elected from the membership. Terms of Board members will be two years.
 - b **Eligibility for Board:** A person is eligible to serve on the Board if, on the date his or her term begins, he or she has been a member of the Club for two years.
 - c **President:** The Board of Directors and the Club shall be led by a president. The Board of Directors shall elect one of the Board members to serve as president.
- 2 The president and other Board members may serve unlimited consecutive terms. A president may be reelected.
 - 3 The “years” for the terms of office for the president and other Board members are calendar years that begin on January 1 and end on December 31.
 - 4 **Removal of the President:** Once selected by the Board, the president may only be removed from office by the affirmative vote of all of the other four Board members. If the president is removed as president, he or she remains a Board member. The Board shall then follow the procedures under Vacancies to select a new president.
 - 5 **Removal of a Board Member:** A Board member may only be removed by an affirmative vote of all four other Board members. A Board member may not be removed within six months after his or her election.

E Duties of Board Members

- 1 **President:** The president represents the Club externally, sets the agenda of the Club, calls Board meetings, and manages the affairs of the Club. The president shall set the time, manner, and place of all Board meetings and shall preside over all Board meetings. The president may, with the approval of the Board, appoint committees to further Club purposes.
- 2 **Board Members:** Board members vote on measures presented to them or explicitly assigned to them by these bylaws.

F Board Meeting Procedures

- 1 **Notice:** The president shall give all Board members at least seven days notice of Board meetings. The president may give shorter notice if all Board members agree, or if a majority of the Board agrees that an emergency exists which requires the Board to meet on shorter notice.

- a Two Board members are required to call for a meeting that the president has not called.

2 Quorum

- a A quorum consists of the president plus two other Board members.
- b The Board may not meet without the president unless he or she is unavailable or disabled for over 30 days. The Board may meet without the president if he or she expressly approves, in which case a quorum is three Board members.
- c Except where provided otherwise in these bylaws, a majority of Board members present shall pass measures or take any other Board action. The president, at his sole discretion, may contact absent members to obtain their vote or view on an issue.

3 Manner: The president shall establish the time, manner, and frequency of Board meetings. The president may use any reasonable means to facilitate discussion of issues and voting. A motion to overrule the president on time, manner, and frequency issues must be supported by at least two Board members to be considered and passed by a majority vote of the Board to succeed.

4 Race director or other member participation: The president shall ensure that a race director or a member of the Club with Club-related responsibilities, who is not a member of the Board, participates in, or is aware of, any portion of a Board meeting that discusses matters relating to the responsibilities of that race director or member. A race director or member who is not on the Board may not vote on an issue.

5 Member Participation: The president shall ensure that any member may, upon that member's request, participate meaningfully in a Board meeting. This means that the member can know the issues that will be discussed and can submit his or her views on those issues. This does not mean that meetings need to be held to accommodate the physical participation of members.

6 Agenda: The president shall set the agenda of the meeting. While the president should consult Board members on desired agenda items, it is the president's responsibility to set the agenda. If the president does not list an item on the agenda, it may only be discussed if at least two Board members express a desire to discuss it.

7 Records of Meetings

- a The Board shall keep a record of its final decisions and a summary of the information needed to explain those decisions. Additionally, the Board shall record the persons participating and the votes of Board members on any issues.
- b Any member of the Club may, upon request, view the record of the Board's meetings.
- c The president shall take measures to see that members are kept informed of the decisions of the Board.

G Other Club Officials

- 1 The Board may appoint Club members, including members of the Board, to perform Club-related duties. The Board may set the conditions and terms of service of such officials.
- 2 The Board shall appoint a Club member to serve as treasurer. The treasurer may be a member of the Board, but is not required to be. The treasurer shall maintain and account for the finances of the Club.
- 3 Race Directors are designated by a vote of the Board. (As used here, "race director" means the manager of a Club-sponsored event that charges an entry fee and is an event whose income and expenses are deposited to and paid from the Club's financial accounts.) Once selected by the Board, a race director may not be removed involuntarily without a vote of the Board. In the event of a vacancy in a race director position, the Board shall designate the successor. The Board may use any recruitment means it deems appropriate, but no person may serve as a race director before the Board has approved.
- 4 The Board must approve the appointment of all race directors and the treasurer. The Board may allow the president to appoint other officials without Board approval.

H Membership: Individuals who wish to become members of the Club shall apply for membership and pay such dues as the Board of Directors shall set.

I Elections

- 1 The Board members shall be elected by a vote of the membership. The Club shall hold elections for all Board members every two years.
 - a Special procedures for the first election

- 1 For the first election under these bylaws, persons serving in leadership positions with the Club prior to the adoption of these bylaws are eligible to run for office.
- 2 The first election under these rules shall be held by electronic means on the Club's Web site. The management of the Club at the time of the first election under these new bylaws shall establish the procedures for that election.
- 3 If the first election under these bylaws occurs after August of a year, then the successful candidates shall take office immediately but their two-year terms shall start running from the next January 1. If the first election occurs before September, then the successful candidates' terms shall expire as if they began serving in January of the year of their election.

b All Elections

- 1 All candidates for the Board shall run against each other in one election. Each Club member may cast one vote for each of up to five persons for Board membership. The winning candidates shall be the five persons with the highest vote counts. If two or more persons are tied for fifth place, a runoff election shall be held among the persons tied. A runoff election may be held with no less than five days notice.
- 2 Upon its election, the new Board shall choose one of its members to be the president. If no member of the Board can obtain a majority of the Board members to support him or her for president after a reasonable number of ballots, then the Board member who was elected to the Board with the greatest number of votes from the membership shall serve as president.

c Election Procedures

- 1 The Board shall designate the place and manner of elections under these rules. The elections may be held by electronic means, and voters need not appear in person to vote. If an election is held by electronic means, the Board shall determine how long voting shall be open.
- 2 The president, with the approval of the Board, shall give the membership notice of the time and manner of an election. There

must be at least 15 days for members to declare their candidacy as described below and then there must be at least 15 more days before the election or the start of the election period.

- 3 E-mail or publication on the Club's Web site shall be considered adequate notice to the membership of all matters relating to elections.
 - 4 The Board may designate a cutoff date prior to the date of the election, upon which someone must be a member to be eligible to vote in that election. The cutoff date shall be no earlier than the date of the beginning of the period during which candidates may declare their candidacy.
 - 5 The Board may designate a person who is not a candidate for any office to receive nominations and certify results of the elections.
- 2 Vacancies: When a vacancy occurs on the Board, the president shall nominate a person to serve the unexpired term. The Board shall then approve or reject the nomination. If a vacancy occurs in the presidency, the Board shall first select a person from its midst to serve the unexpired term of the president and then the president shall nominate a new Board member, if necessary, to bring the Board to five members.
- 3 Candidates: All candidates for any elective office must be nominated by two other members of the Club to whom they are not related by blood or marriage or with whom they do not reside. Any one member may not nominate more persons than there are vacant offices in the election.

J Finances

- 1 The Club is a non-profit organization. Dues, entry fees, and other funds received by the Club will be spent entirely for carrying out the stated purposes of the organization.
- 2 The Club shall be empowered to participate in fund-raising activities.
- 3 No member of the Club may receive any monetary compensation for his or her work with the Club in any position. All members of the Club, including Board members, race directors, and other officials, shall pay their own Club dues if dues are otherwise payable. Any official is eligible, however, for dues reduction or elimination provisions if they are available to all members.

- a Notwithstanding the prohibition on compensation above, any member of the Club who incurs out-of-pocket expenses that are necessary and approved for a Club purpose may, on proper proof of those expenses, be reimbursed. Additionally, the Club may purchase goods or services from a Club member where the payment does not include a portion for the labor of the Club member or where the good or service is legally required and no qualified Club member will provide the good or service without cost to the Club.

- 4 The treasurer of the Club shall report to the Club members, at least yearly, as to the financial status of the Club.

- 5 The treasurer shall recommend to the Board how the Club should administer its finances including the target amount of any cash reserve. The Board shall approve these recommendations subject to any modifications it deems appropriate.

- 6 The Board shall ensure that receipts and disbursements of Club money are properly made and accounted for. In furtherance of this responsibility, the Board shall, at least once a year, review, or cause to be reviewed, the Club's books and records.

- K Amendment of these Bylaws: Any amendment to these bylaws must be approved by the Board of Directors and then by a majority of those Club members who vote in response to a call by the Board of Directors for the purpose of amending the bylaws.

- L Dissolution: In the event of 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) non-profit organization.