

BYLAWS OF THE VIRGINIA HAPPY TRAILS RUNNING CLUB

I. TITLE

The moniker for this gaggle of ultrarunners shall be "Virginia Happy Trails Running Club" hereafter referred to as the "gaggle," "bloc" or "club."

II. OBJECT

The prime object of the club shall be the enjoyment and camaraderie of trail running, with the opportunity to host events and engage in activities which promote these objectives.

III. AFFILIATION

This club shall be a chapter of the Road Runners Club of America, and all measures adopted by that body must be considered by our bloc.

IV. MEMBERSHIP

Membership is restricted to individuals who wish to join our gaggle and adhere to the club's rules regarding membership. Dues paid for membership are discussed under the appropriate heading below.

V. GOVERNANCE

A. Gaggle governance shall be vested in the Bloc Harpies and Druids ("Blohards"), comprised of the BlochHead and a minimum of two and a maximum of eight Policy/Operations (Po/Op) Advisors, each with ancillary duties for the morale and financial health of the club. The number of Blohards will be decided by the Blohards consistent with gaggle decision-making procedures.

B. Duties of Board Members

1. **Blochhead** - when not otherwise volunteered to function as such by another member of the gaggle and without opposition by a majority of the then-present Blohards, to (a) represent the gaggle in the RRCA, (b) call and preside over general meetings, (c) appoint committees and chairs thereof.

2. **Po/Op Advisor** - to assist the BlochHead and general membership in the evolution and execution of the club's objectives, one such advisor to specifically hold responsibility for the gaggle's financial operations.

C. Eligibility Blohards shall be drawn from the general membership

D. Term of Office There are no term limitations, though elections for Blohard positions shall occur at least once but not more than twice in any two year period, such call for elections motionable by any gaggle member.

E. Procedural Requirements

1. Protocol for any meeting is at the discretion of the individual calling and leading the meeting. The meeting chair shall have the responsibility for recording (or coercing someone else to record) those meeting proceedings which affect or relate to general club business. Business pertaining specifically to a running event need not be included in the bloc record; and only those portions of the proceedings which relate to general club business (e.g., gaggle finances to support an event) need be so documented in the bloc's records.

2. A majority vote of the members present will determine any issue before the present membership. Any issue deemed by the majority of the present Blohards to affect the gaggle's bylaws shall be tabled for consideration by all Blohards, upon which a majority of those present Blohards sitting to discuss the bylaw issue shall resolve the issue. A minimum of three Blohards must be present to so decide.

3. A quorum must have a minimum of three Blohards. No official meeting shall be held unless a quorum is present. When bloc membership exceeds fifteen, Blohards may proxy for general members, with a quorum then defined to include at least three Blohards and proxied representation of at least one third of the general membership excluding the Blohards.

4. The bylaws can only be amended by a two-thirds vote of the members present at the meeting, such meeting to contain at least three Blohards. Only members in good standing with the club shall have the right to vote upon bylaw amendments. Votes may be parlayed by proxy through a Blohard.

5. Meetings will be held whenever deemed appropriate by any Blohard, but not less frequently than once each calendar quarter.

VI. FINANCES

A. Dues and revisions thereto whyfor sowhat shall be as determined by a majority of all members present at an official meeting.

B. This is a non-profit organization. Dues, entry fees and other monies received by the gaggle will be spent entirely for carrying out the stated purpose of the club.

C. No part of the net earnings of the gaggle's activities shall inure to the benefit of its individuals.

D. Members using gaggle money for any purpose shall give a full record of expenditures to the Po/Op Advisor charged with treasurer duties.

E. The gaggle shall be empowered to participate in fund-raising activities.

F. The gaggle will submit a portion of its soluble cash balance to the RRCA as membership in that body shall require, so long as the gaggle maintains affiliation with the RRCA.

G. The bloc's financial record shall be available for review at all times by any club member in good standing.

VII. DISSOLUTION

In the event of dissolution of the Virginia Happy Trails Running 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, as determined by a majority vote of the dissolving Blohards.