

**BYLAWS OF THE
GREATER BELLINGHAM RUNNING CLUB**

Date adopted: _____

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I. NAME

The name of the organization shall be "The Greater Bellingham Running Club", hereinafter referred to as "the Club".

II. PURPOSE

The Club is established to provide a structured organization for the purpose of promoting running as a sport and healthy lifestyle within our community and making community participation in running events affordable. In furtherance of our purpose, the Club organizes a regular program of races open to the public, and hosts group runs, training runs and other programs on the trail and/or track, hosts lectures about topics of interest for runners, hosts social events for members, and all such other things as may be conducive to the encouragement of running. The Club also engages in community activities to support and promote running, including provision of limited financial support to runners and organizations that promote running.

III. MEMBERSHIP

- A. Membership in the Club shall be on an annual basis. Memberships shall be valid for one full year from the date on which membership dues have been paid. In the case of gratis memberships awarded to individuals, the membership shall be valid for the full calendar year ending December 31 in which that membership is granted.
- B. Anyone can join the Club without regard to race, creed, color, national origin, gender, sexual orientation, physical condition, or age (minors may be excluded from membership/participation at the discretion of club/event leadership).
- C. Individuals who wish to be members of the Club shall submit dues annually unless waived, complete an annual application for membership, which includes agreeing to follow the Club's code of conduct, and sign a waiver of liability for participation in all Club activities.
- D. The voting membership of the Club at any particular point in time shall consist of all persons who have been granted gratis membership and all those whose membership fees are current at that time, including all individual members, both listed partners of a pair who have paid for a couples membership, and all the listed family members of a family who have taken out family membership.
- E. Gratis membership, valid for one calendar year and renewable as warranted, is conferred upon :
 - all persons who have been granted life membership of the club,
 - all persons actively serving on the Board of Directors during that year,
 - all persons who have served or will serve as GBRC Race Directors or Co-Directors during that year,
 - all persons to whom the Board of Directors has awarded gratis membership on the basis of services rendered or other special contributions to the Club.

IV. DUES AND RACE ENTRY FEES

- A. The annual dues rate for the Club membership will be set on an annual basis by the Board of Directors and shared annually with the membership as part of the regular join and renew process for Club members.
- B. The race entry fees to be paid by Club members will be set on an annual basis by the Board of Directors and shared annually with the membership as part of the regular join and renew process for Club members.
- C. The race entry fees to be paid by race participants who are not members of the Club will be set by individual Race Directors on an annual basis, subject to approval by the Board of Directors.

V. ANNUAL GENERAL MEETING OF THE MEMBERSHIP

An Annual General Meeting, open to all Club members, shall be held each year. The Annual General Meeting shall be scheduled to occur at some time between November 1 and December 31 of each calendar year.

The time, date and location of the Annual General Meeting shall be determined by the Board, and all Club members shall be given at least four (4) weeks prior notice of the time, date, location and agenda of the Annual General Meeting.

The agenda for the Annual General Meeting shall include the election of the Board of Directors, who shall assume office immediately, except that previously elected Directors with unexpired terms of office shall continue in their position and not be subject to reelection.

A quorum at the Annual General Meeting of the membership will be majority of the Board of Directors and no less than five (5) other voting members of the Club.

VI. BOARD OF DIRECTORS

- A. The management of the activities, affairs, property and interests of the Club shall be vested in a Board of Directors (henceforth the Board), consisting of not less than five (5) or more than fifteen (15) persons, the exact number to be determined by the Board. The Board may appoint additional Directors, elected by an affirmative vote of the majority of the existing Directors, provided that no more than five (5) such appointments are made in any one calendar year and that the total number of Directors does not at any time exceed fifteen (15).
- B. 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. In addition to the powers and authority expressly conferred upon the Board by these bylaws, it may exercise all such powers and do all such lawful things as are not by statute or by these bylaws expressly prohibited.
- C. All Directors must be voting members of the Club.
- D. The Board shall be elected by the voting members of the Club at the Annual General Meeting of the Club, except for Directors with unexpired terms of office. The Board shall serve until the next Board has been elected. The Board may prescribe longer or shorter terms of office and service for specific Officers of the Club, and for staggered terms, to provide for continuity of management, but no term of office shall exceed three (3) years without reelection.

- E. All vacancies that arise on the Board, however caused, may be filled by an affirmative vote of the majority of the remaining Directors. A Director elected to fill any such vacancy shall hold office until the next Board has been elected.
- F. Any Director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes at a meeting of the Board of Directors at which a quorum is present.

VII. BOARD MEETINGS

- A. The presence of more than one half (1/2) of the Board shall be necessary and sufficient at all Board meetings to constitute a quorum for the transaction of business. No official meeting shall be held unless a quorum is present.
- B. Parliamentary procedure will be carried on at all Board meetings, and every effort will be made to discuss any measures coming before the Board in full. Roberts Rules of Order shall be invoked whenever a vote is taken, and at any other time at the request of a majority of the Board.
- C. A majority vote of the Board members present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a Bylaw amendment.
- D. Regular meetings of the Board shall be held at suitable locations in Bellingham. The Board shall meet at least six (6) times per calendar year, with no more than two (2) months passing between successive Board meetings. All Directors shall receive at least one (1) weeks prior notice of the date, location and agenda for any Board meeting. The calendar dates for these meetings throughout the year until the next scheduled Board election shall be determined at the first Board meeting following the election of the current Board. The first Board meeting shall occur within one (1) month of the election of the Board, at a date and location to be determined by the President.
- E. Special meetings of the Board may be called at any time by the President or upon written request of any three (3) Directors. All Directors shall receive at least one (1) weeks prior notice of the date, location and agenda for any such special Board meeting.
- F. Sending an email notification of the date, time, location and agenda for any Board meeting to the email address last provided by a Director shall constitute sufficient notice to that Director of that meeting. It is the responsibility of each Director to ensure that their most current email address has been provided to the President.
- G. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.
- H. A Director who is present at a meeting of the Board at which action on a Club matter is taken shall be presumed to have assented to such action unless the Director files a written dissent to such action with the Secretary of the meeting within 24 hours of the

adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

- I. Any action required or permitted to be taken at a meeting of the Board, or a committee thereof, may be taken without a meeting by written consent setting forth the action to be taken, signed by two-thirds (2/3) of the Board or all the members of the committee as the case may be, before such action is taken. Such consent shall have the same effect as an affirmative vote at a Board meeting. Any such action shall also be ratified after it has been taken at the next meeting of the Board.
- J. The Board shall keep minutes of the proceedings of the Board, and shall keep a roster of its Directors containing the names and current email addresses of all the Directors.
- K. All Board members are expected to attend as many as possible regular Board meetings, as scheduled by the President, during their period of service.

VIII. COMMITTEES AND TASK FORCES

- A. The Board has the authority to create committees and task forces, appoint members, and dissolve committees and task forces as it deems appropriate to carry out the purpose of the Club. The Board will define the duties and deliverables for all committees and task forces and outline the performance expectations for all members of a committee or task force. All committee and task force members serve for one year or a term as defined by the Board. The Board is kept informed of the activities and progress of all committees and task forces, and the Board has oversight duties in regard to the final outcome approval, acceptance or rejection, ratification of the actions of a committee or task force.
- B. The Board may appoint, from time to time, from its own number, standing or temporary committees consisting of no fewer than three (3) Directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the Board.

IX. OFFICERS

- A. **The Board of Directors** shall include a minimum of the following officers :

- **President**
- **Vice President**
- **Secretary**
- **Treasurer**
- **Board member**

The duties of these officers shall be:

1. **President:** to preside over meetings of the Board, and to set the agenda for and call Board meetings.

2. **Vice-President:** to assume the powers of the President in his / her absence, and to take on special assignments as requested by the President.
 3. **Secretary:** to record minutes of all Board meetings, to keep a record of such minutes, oversee the election process for all Board members, and when requested by the President to accept assignments involving correspondence and the keeping of records.
 4. **Treasurer:** to oversee the budget planning process, ensure adequate income is available to meet the budgeted expenses, safeguard the organization's financial assets, oversee the use of the Club's credit and debit cards, draft financial policies for Board approval, anticipate and report financial problems, ensure the Board receives regular and adequate financial statements and that the Board members understand the information presented, ensure federal state and local reporting occurs as mandated, ensure insurance is in place for all Club events, and facilitate such other duties as requested by the President or Board.
- B. The following positions and portfolios shall each be the responsibility of one or more additional designated Board members, who shall be identified as the relevant Board officers and either
- i. Personally carry out the duties associated with each position or portfolio, possibly as a task distributed between these Board members; or
 - ii. Direct the work of one or more Club members, some of whom may be Board members, who between them carry out the duties associated with that position and portfolio and report on their activities to the designated Board officers. The designated Board officers shall coordinate these activities, report on them to the Board, serve as the liaison between the Board and the Club member(s) carrying out these activities, and be accountable to the Board for the successful completion of these duties.

The individual Board officers responsible for each of these positions and portfolios will be identified and so designated by the Board. No one Board member shall be responsible for more than two of these positions and portfolios, unless in special circumstances approved by the Board.

- **Volunteer Coordinator:** manages the list of members who have signed up to volunteer for specific events and reaches out to them to remind them of their upcoming duties. The volunteer coordinator ensures that there are sufficiently many volunteers for each event, while also accommodating the needs of the volunteers in terms of their time constraints and so on, makes sure that the volunteers connect with the relevant race director for the event, and keeps records to ensure that the volunteer load is equitably distributed across the membership.

- **Membership Coordinator:** updates and manages the membership roster, updates and posts membership rate changes and race entry fees for members, tracks membership data, reaches out to new members, ensures that membership renewal notices are sent out, answers general questions about the Club, its events and the benefits of membership, and checks whether registered race runners are current Club members and notifies runners of expired memberships.
- **Permit Manager:** secures permits from public authorities for races requiring special permits, including permits from entities like the City of Bellingham, Bellingham Parks and Recreation, Whatcom County Parks and Recreation, Whatcom County Public Works, and WA State Parks and WSDOT, as appropriate. Consults with the relevant race directors to ensure accurate course descriptions, traffic and parking plans are in place and that adequate insurance coverage has been arranged. Also handles facility reservations during times of race director turn-over.
- **Equipment Manager:** maintains the Club race equipment and the storage facility in good order, replacing and purchasing equipment as needed with Board approval, and maintains an equipment inventory. Maintains an equipment rental calendar, and arranges to meet renters at the storage unit to check equipment in and out and to collect rental fees. Ensures that race directors have access to the storage unit and required equipment before and after their event.
- **Race Director Liaison:** draws up the annual race calendar, ensures that all races have adequately prepared race directors, and answers questions from race directors. Draws up and maintains the Race Director Handbook, and schedules race director training as required. Assists with race directing when necessary and seeks new race directors as required.
- **Marketing Specialist:** manages social media for the Club, finds or creates images for Club promotions and social media, selects and purchases merchandise to promote the Club, adds relevant content for the monthly newsletter and the Club website, conducts outreach campaigns as requested by the Board, finds and edits content for the Club newsletter.
- **Website Designer:** supports print and design needs for GBRC, manages and updates website content and provides email support as requested, assembles and sends out the monthly newsletter, creates and distributes posters, flyers or other publicity for upcoming events.
- **Website Engineer:** manages Club membership application and renewal processes and record keeping, and provides technical support to the Board and race directors. Maintains the online race calendar and listings of other Club events

- **Sponsorship Manager:** finds sponsors for events and is responsible for all sponsorship related duties including communication with Race Directors.
- **Outreach Specialist:** recruits new members, promotes Club events and participation, recruits race directors and Board members, arranges Club social events, directs the shoe voucher program, and manages the scholarship program including the publicity, application and selection processes.

X. FINANCES

- A. The monies of the Club shall be deposited in the name of the Club in such bank or banks as the Board shall designate, and shall be drawn from such accounts only by order of the Treasurer or by such other persons as may be determined by resolution of the Board. All monies for the Club are 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.
- B. The Board establishes and adopts an annual operating budget and sets membership dues and event entry fees to support the budget. The budget, membership fees and race entry fees for the subsequent year shall be established prior to the Annual General Meeting.
- C. The Treasurer reviews the status of the general fund at least quarterly, and reports the results to the Board. At the same time, he/she reviews a forecast of estimated deposits, disbursements and balances for the succeeding two quarters. 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.
- D. The Board may authorize the President and/or any other 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 in accordance with policies and procedures adopted by the Board.
- E. The Club may indemnify its Officers, Directors, employees and agents to the greatest extent permitted by law. The Club shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Club, or who is or was serving in any capacity at the express request of the Club, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the Club would have the power to indemnify such person against such liability under the provisions of these Bylaws.
- F. No loans shall be made by the Club to any Director. No Club funds may be deposited in the personal account of a member of the Board other than as reimbursements of expenses incurred on behalf of the Club or in payment for services rendered to the Club.

- G. No salary shall be paid to Directors for their services except by resolution of the Board; provided that nothing herein shall be construed to preclude any Director from serving the Club in any other capacity and receiving compensation therefor.
- H. All costs incurred by any member of the Club on behalf of the Club or associated with any Club activity authorized by the Board shall be promptly reimbursed by the Club.
- I. The Club shall keep complete and correct books and records of account.

XI. 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.

XII. TAX STATUS AND DISSOLUTION

- A. No part of the net earnings of the Club inures to the benefit of, or is distributable to, its members, trustees, 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 political 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.
- B. Regardless of any other provision of these articles, the Club shall carry on only such activities as are 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.
- C. Upon dissolution of the Club, the funds in the treasury, after all creditors have been paid, shall go to another 501(c)(3) nonprofit organization with a similar purpose to that of the Club.

XIII. AMENDMENTS TO THESE BYLAWS

- A. The Directors shall have the power to make, alter, amend and repeal these Bylaws by a two-thirds (2/3) vote of all the Directors who are entitled to vote and the resulting amended bylaws will be presented to the membership.
- B. These Bylaws may be amended by two-thirds of those voting at the Annual General Meeting, as follows: (a) a proposed amendment must be submitted in writing to the Club President at least 60 days preceding the Annual General Meeting; (b) the Board by majority vote determines its position for, against, or for with a recommended change; and

(c) The Board returns the proposal along with its position to be included in the notice of the Annual General Meeting.

- C. In emergency or extraordinary situations, as defined by the Board, the Board (by two-thirds [2/3] vote of the entire Board) may waive the 60-day submission deadline and bypass the requirement of including the proposed amendment in the notice of the Annual General Meeting. In such emergency cases the Board must communicate the proposed amendment and Board position to the membership at least 30 days prior to the meeting.
- D. A proposed amendment, which has not been recommended by the Board and has been defeated at the Annual General Meeting may not be resubmitted until at least one subsequent Annual General Meeting has intervened. The Board determines, in its sole discretion, whether an amendment is sufficiently similar to one previously considered to be governed by this subsection.
- E. An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.
- F. The Board may renumber, revise, codify and correct any provision in these Bylaws, 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.

Adopted by resolution of the Club's Board of Directors on _____, 2019

_____, Secretary

_____, President