

RED RIVER RUNNERS GRAND FORKS
BYLAWS

I. Name

The name of the organization shall be “Red River Runners Grand Forks (RRRGF), hereafter referred to as “the Club”.

II. Purpose

The Club is organized for such charitable and educational purposes as may qualify it for exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law). The Club provides a structured organization for the purpose of promoting running as a sport and healthy lifestyle within the community. In furtherance of our purpose, the Club hosts fitness, educational, and social activities conducive to the promotion of running and fitness.

III. Membership

- A. Who can Join: Anyone can join the Club without regard to race, creed, color, national origin, gender, sexual orientation, physical condition or age (minors may be included in membership/participation only by signed parent/guardian consent). The Club reserves the right to require proof of Parental relationship and/or legal guardianship.
- B. Member Requirements: Individuals who wish to participate in the activities of this organization shall submit dues annually, complete an annual application for membership, (which includes agreeing to follow the Club’s Code of Conduct), sign a waiver of liability for participation in all Club activities and agree to abide by the provisions set forth by these bylaws.
- C. Removal: A member may be removed for Cause by a majority vote of Directors. For purposes of these Bylaws, “Cause” shall mean any of the following: (a) conviction of a felony involving dishonest acts; (b) any willful and material misrepresentation of the Club; (c) any behavior or action that directly violates the purpose of the Club; (d) any other action which the Board has determined to be in direct conflict with the purpose of the Club and which the board feels will affect the Club and its members.

IV. Dues

- 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 the Club. If the Board elects to raise dues by more than 25% from one year to the next, the members of the club will vote on such recommendation and shall be approved by a majority vote of the members.

B. Payment of Dues

Dues shall be payable for a 12 month period commencing on the date of payment of the initial membership dues and ending at the expiration of one year from the initial payment date. Renewal Dues Period shall begin on the day following the expiration of a prior Dues Period and end one year thereafter provided timely payment of renewal dues has been made.

C. Default and Termination of Membership: When any member shall be in default in the payment of the dues, the member's membership may thereupon be terminated effective upon the expiration date of the Dues Period if renewal dues are not paid.

D. Resignation: Refunds are not provided for any reason.

V. Meeting of the Membership

The members of the Club shall meet annually at a date and time established by the Board of Directors. The annual meeting will be held with the purpose of (a) selecting the Board of Directors and (b) reviewing and approving the budget. Additional meetings may be held as needed throughout the year. Quorum at the annual meeting will be 10% of the total sum of the members.

Meetings shall be called to Order by the President. An agenda shall be provided prior to the commencement of the meeting. Meeting minutes shall be produced shortly after any and all membership meetings and every and all Board of Director's meetings.

VI. Board of Directors General Functioning

Membership shall elect 7 members to serve on the Board of Directors. Once elected, the board will determine who will serve in the following capacities: President, Vice President, Secretary, Treasurer, Marketing/Public Relations Coordinator, Social/Events Coordinator, and Community Outreach Coordinator.

- A. Board Responsibilities: 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. The 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.
- B. Board Meetings: The board shall meet at least quarterly or more often as determined by the President.
- C. Eligibility: all Board members must be dues paying members of the organization and in good standing.

D. Term of Office: One year

VII. Board of Director Members and Duties

- A. President: shall be the chief executive officer of the Club and shall have general charge of the business, affairs, and the property of the Club with general supervision over its other officers and agents. The President shall preside at all Membership and Board of Directors meetings and shall see that all resolutions to the Board of Directors are carried into effect, to call any special meetings, and to appoint committees and chairpersons thereof with the approval from the board. The President shall also be responsible for Membership Coordination.
- B. Vice-President: shall serve as an assistant to the President and shall, subject to the oversight and consent of the President and Board of Directors, oversee and coordinate such programs, activities, and other duties as may be delegated by the Board of Directors or the President. In the absence of the President or in the event of the President's disability, the Vice-President shall perform the duties and exercise the powers of the President. The Vice-President shall also coordinate the trainers and training plans.
- C. Secretary: shall record minutes at all meetings, keep file of such minutes, oversee the election process for all board members, and, when requested by the President, accept assignments involving correspondence and the keeping of records.
- D. Treasurer: shall oversee the budget planning process, ensure adequate income available to achieve the budgeted expenses, safeguard the organization's assets, draft financial policies for board approval, anticipate and report financial problems, ensure the board receives regular and accurate financial statements and that the board members understand the information presented, ensure federal, state, and local reporting takes place, and other duties as requested by the President.
- E. Marketing/Public Relations Coordinator (MPRC): shall maintain the Club's website, manage media platforms (e.g Facebook), and perform other activities related to promoting the Club's activities to the membership and general public. The MPRC will ensure equal dissemination of information to all members.
- F. Social/Events Coordinator (SEC): shall plan and execute social events for the Club members that promote unity and cohesiveness. The Social/Events Coordinator shall set up and manage the Club's special running events per the direction of the President. Additionally, the Social/events coordinator shall perform other duties as may be delegated by the President of the Board of Directors. The Social/Events Coordinator may appoint one or more assistants subject to the approval of the Board.

- G. Community Outreach Coordinator (COC): shall coordinate the Club's initiatives to promote running and the Club in our communities. This includes but shall not be limited to: identifying organizations in need of support and procuring sponsorships for Club events. Additionally, the COC shall perform other duties as may be delegated by the President or the Board of Directors. The COC may appoint one or more assistants, subject to approval by the Board.

VIII Elections

- A. All board members shall be elected by a majority vote of those members present at the annual membership meeting.
- B. Voting Rights: Each member shall be entitled to one vote on each matter submitted to a vote of the members. Voting members must be at least 18 years of age.

IX Committee and Task Forces

The Board of Directors 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 specified by the Board of Directors. 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 rejections, ratification of the actions of a committee or task force.

X Prohibited Activities

No member, Director or Officer of the Club shall be financially interested, directly or indirectly, in any agreement relating to the operations conducted by the Club for compensation, unless the fact of such interest be known to the Board of Directors and unless such agreement or transaction be authorized by the Directors who have no interest, direct or indirect, in such agreement or transaction.

XI Offices and Member Communication

The address of the principle office off the Club shall be the PO box at the USPS maintained by the Club. The Club may maintain additional offices at other places as the Board of Directors chooses to designate. The Club shall maintain a website, and/or other communication platforms.

XII Finances

The board establishes an annual operating budget and sets 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 the

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 are signed by authorized officers or employees and in accordance with policies and procedures adopted by 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. No Club funds may be deposited in the personal account of a member of the Board. The treasurer reviews the status of the general fund at least monthly. If the President and the treasurer determine that the balance of general funds exceeds the amounts required for operating expense, then the excess funds may be invested as authorized by the board.

The Board of Directors and any and all members of Committees and/or Task Forces shall provide their services to the Club in a pro-bono basis. At no time should any Board, Committee, or Task Force member be hired, while serving on the Club's management team, to provide professional services or otherwise to the Club for remuneration.

XIII Savings Clause

Failure of literal or complete compliance of the 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.

XIV Tax Status and Dissolution

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 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 corporations (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 a nonprofit organization with a similar purpose as determined by the board.

XV Indemnification

The Club shall indemnify each person who is or was a director or officer of the Club, and shall pay or reimburse in advance his or her expenses with respect to any claims or actions against such person by

virtue of his or her service as director or officer of the Club. The Club shall also indemnify each person who is or was an employee or volunteer of the Club, and shall pay or reimburse in advance his or her expenses, to the same extent as trustees and officers of the Corporation. Notwithstanding any other provision of these Bylaws, the Club shall neither indemnify any person nor advance expenses or purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Club as an organization described in Section 501 (c)(3) of the Internal Revenue Code or that would result in the imposition of any liability under the Internal Revenue Code.

XVI Amendments to These Bylaws

These bylaws may be amended by two-thirds of those voting at an annual meeting as follows: (a) a proposed amendment must be submitted in writing to the Club President at least 120 days preceding the annual meeting; (b) the board by majority vote determines its position for, against, or for with a recommendation for change; and (c) the board returns the proposal along with its position to be included in the notice of the annual meeting.

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 120-day submission deadline and bypass the requirement of including the proposed amendment in the notice of the annual meeting. In such emergency cases, the board must communicate the proposed amendment to the membership at least 30 days prior to the meeting.

A proposed amendment, which has not been recommended by the board, and/or has been defeated at the annual meeting, may not be resubmitted until at least one annual 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.

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

The board may renumber, revise, codify, and correct any provision in these bylaws, and in the rules, policies, procedures to eliminate errors, to correct the 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 the provision.