

BY-LAWS OF THE JACKSON ROADRUNNERS

P. O. BOX 3223, JACKSON, TN 38303

EIN: 621527821

I. TITLE

The name of the organization shall be "The Jackson Roadrunners" hereafter referred to as "this Organization" or "the Club".

II. PURPOSE

- A. The purpose of the Club is the promotion and encouragement of running and related activities as a sport and healthy lifestyle within our community and the education of the public to its benefits.
- B. In furtherance of the purpose, the Club may hold championships, races on the road, track or trails, lectures, fun runs, other educational activities, demonstrations, clinics and social events.
- C. The Club can also engage in community activities, to publicize by appropriate means the benefits of running and related activities as a means of physical fitness to improve the health status of those in our community.
- D. Said Organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Club shall not participate or intervene in any political campaign for any candidate for public office, carry on propaganda, or otherwise attempt to influence legislation.

III. AFFILIATION

This Organization shall be a chapter of the Road Runners Club of America, and all measures adopted by that body must be considered by this Organization. This Organization will submit a portion of the annual dues to the RRCA as membership in that body shall require.

IV. MEMBERSHIP

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 or event leadership). Individuals who wish to participate in the activities of this Organization shall submit dues and an application for membership.

Members in good standing shall vote, hold elected or appointed office and participate fully in all club activities, programs and events.

V. DUES

The annual dues rate shall be as determined by a majority of the members present at the last business meeting of the calendar year and shall not be changed more often than once per year. Dues are payable annually at the beginning of the calendar year and must accompany all applications for membership.

VI. MANAGEMENT OR GOVERNMENT

- A. The management of this organization shall be vested in a Board of Directors and Elected Officers consisting of a President, Vice-President, Secretary and Treasurer.

1. Board of Directors & Duties:

The Board of Directors of the organization shall consist of five (5) members. The incoming President, upon being duly elected, and the outgoing President shall serve as members of the Board of Directors. The remaining three (3) positions on the Board of Directors shall be nominated from the general membership and elected in accordance with Article V, Section E. The Board of Directors shall provide general oversight for this organization and shall assist the officers of the club in the carrying out of responsibilities. They shall advise, cooperate and provide assistance whenever required to officers, committees or appointive positions. In the event of an "emergency" within the organization as determined by their collective judgment, the Board of Directors may take prudent action to ensure that obligations, rights and responsibilities of the Club are properly maintained. Any such action taken by the Board of Directors shall be subject to ratification by vote of a 2 majority of members attending the next regular meeting subsequent to such actions.

The Board of Directors shall function as the organization's Nominating Committee and shall, prior to the first regular meeting held within the calendar, prepare a list of nominees for all elective positions to be submitted to the membership. It is understood that additional nominees will be accepted at large from the general membership at such meeting and elective positions filled in accordance with Article V, Section E.

2. Elected Officers & Duties:

1. President - to preside over meetings, represent this organization in the RRCA, to call any special meetings, to appoint committees and chairpersons thereof, and to provide overall leadership to the Club in all required areas.
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 at meetings, to keep a file of such minutes, and, when requested by the president, to accept assignments involving correspondence and the keeping of records.
4. Treasurer - to administer all financial dues and to have authority to sign or disburse necessary appropriations, as directed.

B. Committees and Appointive Positions: The Club may annually or from time to time authorize various committees or other appointive office to carry out the objectives of the Club as authorized in these bylaws. Such committees or appointive office(s) shall be subject to termination by a vote of the attending members at any regular meeting. Members to serve on such committees or appointive office(s) shall be appointed by the President and subject to approval of the membership by a vote of the attending members at any regular meeting.

C. Eligibility: All Elected Officers, Board Members and Committee Chairs must be dues-paying members of the Club and in good standing. Officers may be elected to succeed themselves.

D. Term of office

1. Term of office shall be about one year, beginning with or at the close of the first meeting held within the calendar year.
2. Offices filled upon resignation shall also expire at the time of the first meeting of the calendar year.

- E. Elections - The Board of Directors and all Officers shall be elected by a majority vote of members in good standing present at the first meeting held within the calendar year.
- F. Procedural requirements
 1. Parliamentary procedure will be carried on in accordance with "Robert's Rules of Order" at meetings, and every effort will be made to discuss any measures coming before the group.
 2. A majority vote of the members present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing an amendment to these bylaws, or unless otherwise restricted herein.
 3. A quorum shall consist of twice the number of Elected Officers plus one. No official meeting shall be held unless a quorum is present.
 4. Meetings will be held at least once each quarter and more frequently if called by the president.

VII. FINANCES

This Club is a non-profit organization and shall be empowered to participate in fundraising activities. Dues, entry fees, and other monies received by the organization will be spent entirely for carrying out the stated purpose of the organization. The Board may authorize the president and/or any Officer to enter into any contract or execute and deliver any instrument in the name or on behalf of the Club with approval of the Board majority. Any checks, drafts, or other orders for the payment of money, notes or other notes of indebtedness issued in the name of the Club are signed by authorized officers in accordance with policies and procedures adopted by the Board. No Club funds may be deposited in the personal account of any Club member.

VIII. DISSOLUTION

No part of the net earnings of the Organization shall inure 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 stated in Article II. 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 with a similar purpose to that of the Club's.

IX. AMENDMENTS

These bylaws may be amended or altered by a two-thirds vote of the members in good standing present at the meeting. Only those who have been members of this organization for 30 days prior to the proposal of such an amendment may vote upon such. Any proposed amendment to bylaws must be announced at a regular club meeting at least one (1) month prior to voting on that bylaw amendment. Such proposed amendment must be published a minimum of one (1) time in a regular club newsletter or publication. In the absence of the availability of such regular club newsletter or publication, the Board of Directors or President may mail notice of such proposed amendment to all active members as reflected on the most current member roster. Mailing of such notice to a member's last known address will constitute sufficient notice through either newsletter or notice.

AMENDED & Ratified: April 17, 2012

Section II. [D section - 501(c)(3) Language Added]

AMENDED: January 27, 2022; Ratified:

Section II. A. - Removed "long distance running"; added "healthy lifestyle within our community"

Section II B. – Removed "to print and publish books, magazines and newsletters; make awards; and do all such other things as may be conducive to the encouragement of running and related activities."

Section II C. - Removed "long distance running"; added "to improve the health status of those in our community."

Section II D. - Added political campaign sentence.

Section III – Moved statement "This Organization will submit a portion of the annual dues to the RRCA as membership in that body shall require." from Finances section to Affiliation section

Section IV – Added the "Anyone can join..." statement. Added statement "Members in good standing shall"; Removed "Membership shall consist of three (3) classes"; and removed student membership.

Section V – Moved dues statement from Finances section to a stand-alone section under Membership and Dues. Added "Dues are payable annually at the beginning of the calendar year and must accompany all applications for membership."

Section VI B. – Removed "Such establishment of committees and appointive offices shall be approved by a vote of the majority of attending members at any regular meeting, without amendment of these bylaws."

Section VI C. – Added "All Elected Officers, Board Members and Committee Chairs must be dues-paying members of the Club and in good standing."

Section VI D. 1. – Removed "except in the case of the year of organization when such position shall be shortened or extended by a vote of the membership to require positions to coincide with the calendar year."

Section VI E. – Added "members in good standing"

Section VII – Reorganized whole section to paragraph format. Added "The Board may authorize the president and/or any Officer to enter into any contract or execute and deliver any instrument in the name or on behalf of the Club with approval of the Board majority. Any checks, drafts, or other orders for the payment of money, notes or other notes of indebtedness issued in the name of the Club are signed by authorized officers in accordance with policies and procedures adopted by the Board. No Club funds may be deposited in the personal account of any Club member."

Section VIII – Added "No part of the net earnings of the Organization shall inure 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 stated in Article II." and "with a similar purpose to that of the Club's."

Section IX – Created new section titled "Amendments" and moved the existing amendments from Procedural Requirements.