



## **BYLAWS OF THE GREATER LOWELL ROAD RUNNERS CLUB**

### **Article I NAME**

The name of the club shall be the Greater Lowell Road Runners Club, Incorporated; hereafter referred to as the GLRR.

### **Article II OBJECTIVES**

- A. The primary objective of the GLRR shall be the promotion and encouragement of the sport of running.
- B. To further the primary objectives, the GLRR may hold road races, fun runs, group training activities, lectures and social events. They may also print and publish newsletters, marketing materials, make awards, and perform other activities which are conducive to the encouragement of running. Other objectives may include involvement in community activities and coordination with other agencies, which advocate running as a sport and a means of physical fitness.

### **Article III MEMBERSHIP AND DUES**

- A. There shall be two classifications of membership:
  - 1. Individual Membership: Any individual interested in the sport of running. Anyone under the age of 18 must have permission of a parent or guardian.
  - 2. Family Membership: All members of the immediate family (spouse and children under the age of 18) and must reside at the same address.
- B. One year (or two year) memberships are available. The payment of the membership dues entitles a member to all GLRR privileges from the date of payment through the end of the calendar year (or two years).
- C. If a NEW membership is purchased after July 1<sup>st</sup>, the new member would receive the remainder of the year and the entire following year. (Example, a new one year membership begun in September would expire the following December.)

- D. Membership Dues amounts may not be changed more than once per year.
- E. Membership Dues may be waived by the Board of Directors.
- F. Hall of Fame members have complimentary life-time membership, along with their spouse.

#### **Article IV MEETINGS**

- A. An Annual Meeting shall be held on the last Monday of January. The purpose of the Annual Meeting will be to elect officers and board members (every other year) and to conduct any business, which may require a vote of the general membership. No official meeting shall be held unless a quorum is present. A quorum shall consist of twice the number of elected board positions plus-one (23).
  - (1) Changes to the expected date of the Annual Meeting requires as much advanced written notice as possible to the General Membership prior to the proposed modified date. Written notice must indicate the new time and place of the meeting
- B. A Special Meeting of the board or the general membership may be held at any time, and may be called by any officer of the GLRR. Special membership meetings require at least 14 days of written notice to the general membership.
- C. General "Club" Meetings of the membership shall be held on the last Monday of each month, unless otherwise specified by the Board with at least 14 days written notice (pursuant to Article IV, Section B)"
  - July's "club" meeting will be the Family Summer Outing.
  - December's "club" meeting will be the Annual Christmas Eve Group Run.

#### **Article V VOTING PRIVILEGES**

- A. Membership whose dues are paid thirty (30) days prior to the date of the Annual Meeting or a Special Meeting shall be eligible to vote.
- B. Family memberships are entitled to two (2) votes. Both voting members must be in attendance.

#### **Article VI OFFICERS AND DUTIES**

- A. The officers of the GLRR are the President, Vice-President, Treasurer, and Secretary. Each officer shall serve for a term of two years, or until a successor is elected. There shall be no established order of succession to any office. The officers shall be elected by "show of hands" vote by the general membership at the annual Meeting (on even years).
  - 1. If there is more than one candidate for a position, there will be a secret ballot election.

B. The duties of the officers of the GLRR are as follows:

1. **The President** shall preside over all meetings of the GLRR, shall be the Chairperson of the Board, shall be an ex officio member of all committees, and shall be responsible for managing the membership of the GLRR in all national running organizations.
2. **The Vice-President** shall, in the absence of the President, act for the President, be the liaison between GLRR, race directors, and the officers, and be responsible for all club equipment.
3. **The Treasurer** shall receive, disburse, and account for all funds of the GLRR.
4. **The Secretary** shall record the minutes of the GLRR Board and general meetings, shall conduct the official correspondence of the GLRR, which includes, but is not limited to, official notice of all meetings and activities of the GLRR, be responsible for incoming mail, and oversee all club mailings (electronic or paper).
5. Additional duties may be assigned by the Board to any of the officers at any time.

#### **Article VII THE BOARD**

- A. The Board shall be composed of the President, Vice-President, Treasurer, Secretary, and the Chairpersons of the following committees: Social, Apparel, Racing/Competitive, Membership, Youth, Communications and Finance/Budget. The Board may add or remove board positions and committees as needed.
- B. The Board shall have the authority to conduct all business of the GLRR.
- C. Each Member shall have one vote. The President shall vote only in the event of a tie.
- D. Each Chairperson shall be elected at the Annual Meeting, and will serve for a term of two years, or until a successor is elected.
- E. The Board shall meet each month prior to the general meetings. Board meetings are open to the general membership. Additional meetings may be called by the President as necessary. A quorum of half the members (rounded up) plus-one must be present for business to be conducted. The Board, at its own discretion, may convene an Executive Session at which time the general membership may be asked to leave the meeting.
- F. Each Chairperson shall make a report at each meeting to the Board on the status of his or her committee.

- G. Should any Board position become vacant, the remaining Board members shall choose a successor to serve until the next Annual Meeting. An open “officer” position will first be filled on an interim term, and then filled after a regular or special election from the general membership.
- H. The Board shall accept resignations; and, for good cause shown, may remove any officer prior to the completion of his/her term.
- I. The Board shall have the power to join and associate, by the payment of dues and entry fees, national running entities.
- J. Officers or board members cannot use their position for personal gain or to support “for-profit” events. They should not use club resources or their position in the club to further personal endeavors unless requested to, and approved by, the other members of the board.
- K. The Board shall have the authority to review any Code of Conduct violation brought to its attention. The Board shall take such action as it deems necessary including, but not limited to, a verbal warning, a written warning, cancellation of membership, or referral to law enforcement.

#### **Article VIII COMMITTEES**

- A. The Social Committee shall organize social activities, including but not limited to, obtaining and scheduling guest speakers for club meetings, and managing the Sunshine Fund. These activities may or may not be financially supported by the GLRR.
- B. The Racing/Competitive Committee shall encourage and coordinate participation in all races and be the liaison between the board and the racing team. This committee will also be the GLRR representative for USATF and USATF-NE correspondence and events. If the committee member(s) are unavailable to fulfill any of these obligations, they will find and designate a replacement to attend meetings and/or events.
- C. The Membership Committee shall maintain the official membership list for the GLRR and coordinate all membership drives and new member orientation.
- D. The Youth Committee shall encourage, recruit, and coordinate all running activities for the youth members of the GLRR.
- E. The Communications Committee shall be responsible for all publications of the GLRR, and publicize events within the GLRR and the general public. This committee will be responsible for all publicity and newsletters and other forms of communication with the GLRR members. The Communications Committee shall be the public relations liaison between the GLRR and other organizations.

- F. The Finance/Budget Committee shall prepare the Annual Budget for the GLRR. The Annual Budget shall be presented to the general membership at the Annual Meeting for approval by the general membership. The Finance/Budget Committee shall audit the GLRR's books and be responsible for any possible fundraising (if needed) in the name of the GLRR.
- a. This Committee shall consist of as many as three (but not more than three) members. One Chairperson, one individual may be appointed by the President, and one individual may be elected by the Board. The Treasurer shall not serve on this Committee.
  - b. Before the first general club meeting of each year, the Committee may examine the accounts of the Treasurer, for the preceding year, and report findings to the Board, at the following Board meeting.
  - c. This Committee shall examine the accounts of the Treasurer at any time, as requested by the GLRR or the Board, and report to the GLRR thereon, and can in such cases require the Treasurer to turn over to it all monies, accounts, books, papers, vouchers, and records pertaining to that office.
  - d. This Committee shall monitor the various committees and activities on matters pursuant to the financial status of the GLRR.
  - e. With the consent of the Board, this Committee shall establish all dues and fees to be paid to the GLRR.
  - f. All members using GLRR funds shall give a full record of expenditures to this Committee. All expenditures more than \$100 shall be approved in advance by the Board of Directors. Any approved expenditures exceeding the approved amount by more than 10% will have to obtain additional approval from the Board prior to payment. Any expenditure less than \$100 must have the approval of the Treasurer, The Finance/Budget Chairperson, and the President.
- G. The Apparel Committee shall manage all aspects of GLRR apparel, including but not limited to, the design and ordering of the GLRR race uniform, team jackets and other apparel as well as ensuring adequate supply to meet the club's needs.
- a. The Committee shall consist of a chairperson who will be responsible for the activities of the committee and will attend board meetings to represent the Apparel Committee.
  - b. The Committee shall investigate means to distribute apparel to the club – which could be management of web support, an internet model, by US mail, or other process.
  - c. The Committee shall solicit suggestions from the membership as to the types of apparel that are desired by the membership. They are then responsible to gauge the interest in new apparel products such that the financial interests of the club are protected. It is NOT the goal of the club to profit from apparel – however the committee is expect to protect against undue financial loss.

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## **Article IX SAVING CLAUSE**

Failure of literal or complete compliance with the provisions of the bylaws in respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the members at meetings held do not cause substantial injury to the rights of the members, shall not invalidate the actions or proceedings of the members at the meeting.

## **Article X DISSOLUTION**

In the event of the dissolution of the GLRR, the funds in all of its accounts, after all creditors and obligations have been paid, shall be donated to any 501(c)(3) nonprofit organization as the Board of Directors shall decide.

## **AMENDMENTS**

Original Date: April 25, 1988

Amendment Date: May 24, 1994

Amendment Date: November 18, 1996

Amendment Date: January 14, 2004

Amendment Date: January 12, 2012 (2 year terms, Add Apparel Committee)

Amendment Date: May 8, 2015 (general corrections and updates)

Amendment Date: March 22, 2016 (general corrections and updates)

Amendment Date: January 22, 2018 (Article VIII, Section B – add USATF rep to Race Committee)

(Article VII, Section J – add non-profit vs profit note)

(Article VII, Section K – add Code of Conduct note)