



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 at the time of initial registration or renewal must have permission of a parent or guardian before the membership can be valid. That parent or guardian need not register for their own membership for their child's to be valid.
 - 2. Family Membership: All members of a family residing at the same address (Primary member, Spouse/Partner and children under the age of 18). Family members shall consist of no more than 2 (two) adults (aged 18 years or older at the time of initial signup or renewal). Any household members over 18 years of age (aside from the Primary member and Spouse/Partner) must register for an individual membership to enjoy GLRR membership benefits/privileges

- B. Membership Dues may be purchased for 1 (one) or 2 (two) year terms. The payment of the membership dues entitles a member to all GLRR membership benefits/privileges from the date of payment through the end of the calendar year.
- C. If a NEW membership is purchased after October 1st (of any year), the new member would receive membership benefits/privileges for the remainder of that year and the entire following year. (Example, a new one-year membership begun in October of year 1 would expire on December 31st of year 2.)
- D. Membership Dues amounts may not be changed more than once per year.
- E. The Board of Directors shall have the power to set Membership Dues, to waive them (due to any justified cause) and to refuse membership benefits/privileges to anyone (again, for just cause).
- F. GLRR Hall of Fame members shall have complimentary life-time memberships, along with their spouse/partner.

Article IV MEETINGS

- A. An Annual Meeting shall be held on the last Monday of January. The purpose of the Annual Meeting shall be to elect officers and board members (every other year) and to conduct any other business, which may require a vote of the general membership. No official meeting shall be held unless a quorum is present. A quorum (for general meetings) shall consist of twice the number of elected board positions (as defined in Article VII, Sec A) plus one (23).
- B. Changes to the expected date of the Annual Meeting requires as much advance 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
- C. 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, as well as any changes to the expected frequency of monthly meetings require at least 7 days of advance written notice (for Board meetings) or 14 days of advance written notice (for general membership meetings).
- D. General membership "Club" meetings shall be held on the last Monday of each month, unless otherwise specified by the Board with at least 14 days of advance written notice (pursuant to Article IV, Section C)"

Article V VOTING PRIVILEGES

- A. Members of the GLRR shall be eligible to vote in matters requiring a vote of the general membership only if:

- a. Their membership dues have been paid at least thirty (30) days prior to the date of any meeting where voting shall take place (Annual or otherwise).
 - b. They are over 18 years of age on the date that voting shall take place (this is regardless of membership classification, as defined in Article III, Sec A).
- B. To vote, eligible voting members must be in attendance at the specified meeting where the vote is being called.

Article VI ELECTIONS AND DUTIES OF OFFICERS

- A. The officers of the GLRR are the President, Vice-President, Treasurer, and Secretary. Each officer shall be elected at the Annual Meeting and serve for a term of two years, or until a successor is elected (in the case of officer resignation or removal prior to the completion of their term). There shall be no established order of succession to any office.
1. Nominations for officers and board positions may be made in writing, by members in good standing, to the acting secretary. Nominations shall open at the November general meeting and shall close at midnight on December 31st (at the end of the calendar year).
 2. The acting secretary shall contact all nominated candidates and confirm their acceptance of the nomination. Only candidates that accept their nomination shall be included on the official election ballot.
 3. If there is more than one candidate for a position, a secret ballot election shall take place, coordinated in a reasonable manner by the acting secretary
- 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 act for the President in their absence, and be responsible for rental and maintenance of all GLRR 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. They shall also oversee all GLRR correspondence (electronic or paper) which includes, but is not limited to, providing official notice of all meetings and activities of the GLRR.
 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. There shall only be one chairperson for each of these committees
- B. Each Board Member (as defined in Section A) is considered an active voting member of the Board, and each shall have one vote in all matters requiring a vote of the Board of Directors. The President shall vote only in the event of a tie.
- C. The Board shall have the authority to conduct all business of the GLRR.
 - a. In order to conduct such business, a quorum of half the current active voting members (rounded up, plus one) must be present
 - b. At any given time, at least 80% of the active voting member positions must be filled in order to conduct business. If any vacancies result in this percentage being less than 80%, those vacancies must be filled (via simple majority vote of the existing voting board members) before further business can be considered.
 - c. A motion shall be considered approved by the Board if there exists a simple majority of affirmative votes by the current active voting members
- D. Each Chairperson shall be elected at the Annual Meeting, and shall 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. The Board, at its own discretion, may convene an Executive Session at which time the general membership may be asked to leave the meeting. An Executive Session may be called by any officer of the GLRR
- F. Each Chairperson shall make a report at each Board meeting 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. Any open board member position shall first be filled on an interim term by the Board, and then filled after a regular or special election from the general membership. After being duly appointed by the Board, the interim board member shall have full voting privileges as defined in Section B
- H. The Board shall accept resignations; and, for good cause shown, may remove any board member prior to the completion of his/her term. A board member's resignation (along with any vacancy that it might create) shall not become official until an official board vote is held.

- I. The Board shall have the power to join and associate, by the payment of dues and entry fees, national running entities.
- J. Board members cannot use their position for personal gain or to support “for-profit” events. They should not use GLRR resources or their position in the GLRR to further personal endeavors unless requested to, and approved by, the other members of the board.
- K. The Board shall have the authority to implement a Code of Conduct policy for members of the GLRR and investigate any formal allegations of violation of that Code of Conduct, as stipulated in the policy. 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 general meetings, and scheduling the annual Hall of Fame dinner. These activities may or may not be financially supported by the GLRR.
- B. The Racing/Competitive Committee shall encourage and coordinate formal GLRR participation in all running related races and competitions. This committee shall also act as the GLRR representative for any running related organizations and their associated events (i.e., USATF).
- 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 shall be responsible for all publicity, newsletters and other forms of communication with the GLRR members. This 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. The Finance/Budget Committee shall review 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. 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.

- c. This Committee shall monitor the activities of any committees (standing or otherwise) on matters pursuant to the financial status of the GLRR.
 - d. With the consent of the Board, this Committee shall establish all dues and fees to be paid to the GLRR.
 - e. The Committee shall be responsible for maintaining oversight on actual expenditures relative to the Annual Budget. Every line item on the budget will have a responsible point of contact (likely a Board member) who shall have the authority to spend to their budgeted amount throughout the year. If any actual spending is expected to exceed the amounts budgeted for the category in question, a vote from the Board is required before such excess spending is authorized. These rules, from time to time, may be superseded by spending freezes imposed by the Finance/Budget Chairperson.
- G. The Apparel Committee shall manage all aspects of GLRR apparel, including but not limited to, the design and ordering of the GLRR race uniforms, team jackets and other apparel as well as ensuring adequate supply to meet the needs of the GLRR.
- a. The Committee shall consist of a chairperson who shall be responsible for all activities of the committee and shall attend board meetings to represent the Apparel Committee.
 - b. The Committee shall investigate means to distribute apparel to the members – which could involve an internet model, US mail, physical pickup or another appropriate process.
 - c. The Committee shall solicit suggestions from the membership regarding types of apparel that are desired, and will procure new apparel products in a manner which protects the GLRR against undue financial loss (the ideal position for GLRR is to break even on apparel sales & expenditures).
- H. Additional committees may be established by the Board from time to time, according to the needs of the GLRR. The Board shall have the authority to appoint chairpersons of these committees. The chairpersons, in turn, shall lead all relevant committee business (including selection of any committee members) and shall also be subject to the committee reporting requirement as defined in Article VII, Sec F.
- I. If any committee chair is unable to discharge their stated duties, they may delegate them to other GLRR members, subject to both board approval as well as willingness of delegate member to take on the duties

Article IX SAVING CLAUSE

Failure of literal or complete compliance with the provisions of the bylaws in any respect (key dates, communication, phrasing, etc.) which, in the judgment of the members present at any meetings held, do not cause substantial injury to the rights of the members nor the good standing of the GLRR, 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)

Amendment Date: July 23, 2018 (Article III – Redefined family membership and time period of New Member benefits)

(Article V – Modified voting privileges to allow votes for all members over 18 years of age)

(Article VI, Section A – Modified nomination process for elections)

Amendment Date: March 26, 2021 Updated details for board voting in event of vacancies as well as requirements for purchase approvals