

# Club Bylaws as of March 2022

## I. Title

The name of the Association will be “Kalamazoo Area Runners, Incorporated” (KAR), hereafter referred to as “the Association.”

## II. Objectives

- A. The objective and mission of the Association shall be to promote a healthy lifestyle through the sport of running while enhancing the quality of life in the community.
- B. In furtherance of Objective A, the Association may facilitate, promote, and/or conduct races, training programs and group runs on the road, track or trail, lectures, fun runs, educational activities, demonstrations, clinics, and social events. The Association may print/publish books, magazines, and newsletters; present awards; and do other things as may be conducive to the encouragement of running on behalf of the membership, and/or the community.
- C. Other objectives are to engage in community activities and publicize the benefits of running as a means of physical fitness and to cooperate with other organizations with a similar goal and purpose.
- D. The Association may solicit funds, grants and sponsorships and participate in other types of fundraising activities to achieve any permitted activity authorized by the Association.

## III. Affiliation

The Association shall be a chapter of the Road Runners Club of America, and all measures adopted by that body must be considered by this organization.

## IV. Membership

- A. Individuals who wish to participate in the membership activities of the Association shall submit dues and an application for membership.
- B. The dues will be set annually by the Board of Directors and will be based on the fiscal year which will commence the first of the month after the month in which dues are paid and continue for the next 12 months.
- C. Membership is not restricted on the basis of race, color, gender, national origin, religion, age (special guidelines may apply to minors under age 18), sexual orientation or physical or mental health condition.

## V. Management or Government

### A. Board of Directors

- 1. The management of this association shall be vested in a Board of Directors consisting of a President, a Vice President, a Secretary, a Treasurer, and nine (9) Board Members At Large. The President, Vice President, Secretary and Treasurer

shall serve as the Officers of the Association.

**B. Duties of Officers:**

**1. President**

- a. Initiates and directs Association policy subject to the approval of the Board of Directors
- b. Provides the Association with leadership and guidance in accordance with the purposes of the Association.
- c. To preside over Board meetings
- d. To represent this Association in the RRCA, or designate a Board Member or other member to represent the Association to the RRCA
- e. To call any special meetings
- f. To appoint Board sub-committees and chairpersons thereof

The following duties may be delegated by the President to staff or another volunteer in accordance with job descriptions or to an independent professional.

- g. To establish event and program leadership and planning committees thereof
- h. To ensure production of general electronic communication to the membership no less frequently than quarterly

**2. Vice President**

- a. To assume the powers of the President in his/her absence.
- b. To take on special assignments as requested by the President.
- c. To serve as chair of at least one Board sub-committee when established by the President
- d. To identify and establish strategies for member retention and engagement

The following duties may be delegated by the Vice President to staff or another volunteer in accordance with job descriptions or independent professional.

- e. Maintains the Association's official membership records and shares this information in a timely manner any Board member or board appointed representative upon request for a stated purpose on behalf of the association.
- f. To formally acknowledge new members and notify expired memberships
- g. To promote active members and stimulate new interest

**3. Treasurer**

- a. To administer all financial dues and to have authority to sign or disburse necessary funds.
- b. To chair the finance committee, when committee is established by the President.

- c. Keeps a record of all financial transactions
- d. Furnishes a copy of the association's income and expense report to Board Members at all scheduled meetings
- e. Maintains the Association's bank accounts and other banking activities.
- f. Provides oversight and coordinates the budget process
- g. Pays approved bills and makes deposits.
- h. Ensures appropriate tax returns and reports are filed as required.
- i. Any or all of the above duties may be delegated to staff, volunteers or independent professionals, as approved by the Board, provided, however that the treasurer remains responsible for oversight of these tasks.

**4. Secretary**

- a. To record minutes at Board meetings and board subcommittee meetings as assigned.
- b. To record the membership vote at the Annual Membership Meeting
- c. To keep a file of such minutes and, when requested by the President, to accept assignments involving correspondence and the keeping of record.
- d. Furnishes a copy of minutes of regular Association and Board of Directors meetings to all Board Members either on paper or electronically.

**C. Duties of Board Members at Large**

1. Shall serve as full voting members on the Board of Directors and such other duties as may be assigned, from time to time, by the Board or President of the Board.
2. Shall serve in a leadership capacity (i.e. director, co-director, assistant director, board liaison or chair) on a minimum of one board-subcommittee or event or program planning committee.
3. May represent a professional area of expertise and/or geographic region

**D. Duties of All Board Members**

1. Determine the strategic direction of the organization
2. Govern the organization by establishing broad policies and objectives
3. Maintain financial accountability of the Association and exercise due diligence to ensure that the organization is well-managed and that its financial situation is sound.
4. Perform community outreach to establish partnership, sponsorship, volunteer, membership and participant relationships to further the mission of the Association.
5. Selecting, appointing, supporting and reviewing the performance of the Executive Director or other staff
6. Approving annual budgets
7. Regularly attend board meetings
8. In the absence of staff, assume additional responsibilities as mutually determined by the Board of Directors and Board Member

**E. Eligibility**

1. Board Members may be elected to succeed themselves.
2. Board Members must be a member of the Association for a minimum of 30 days prior to an election or appointment. An exception may be made by majority vote of the Board of Directors.

#### **F. Term of Office**

1. The term of office shall be approximately two years, beginning with the close of the general membership meeting conducted in the first quarter within the calendar year, and in no case beginning later than March 31.
2. Offices filled upon resignation shall also expire at the time of the general membership meeting conducted in the first quarter of the calendar year.
3. Positions filled mid-term will be filled on an interim basis and approved by majority vote of a quorum of the Board of Directors.

#### **G. Meetings**

1. The Board of Directors will meet as often as necessary, but no less than quarterly. All Board Members will be notified by mail or electronically no less than 10 days prior to the meeting. All Association members are invited to attend Board Meetings.
2. General membership meetings are to be held as necessary and determined by the President/Board of Directors. Each member shall be notified by first class mail or electronically of an added membership meeting no less than 10 days prior to such a meeting.
3. Board members may participate and vote in a board meeting by means of teleconference or other remote communication provided such technology is available. An action that is required or permitted to be voted may be taken on via teleconference or other remote communication if a majority of board members present and constituting a quorum consent to the action.
4. Members may participate and vote in a general membership meeting by means of teleconference or other remote communication provided such technology is available. An action that is required or permitted to be voted on may be taken via teleconference or other remote communication if a majority of members present consent to the action.
5. An action that is required or permitted to be voted upon at a board meeting may be taken without a meeting if a majority of the members of the board consent to the action in writing or by electronic transmission.
6. An action that is required or permitted to be voted upon at a general membership meeting may be taken without a meeting if a majority of all members voting by the stated deadline consent to the action in writing or by electronic transmission.
7. In emergency or extraordinary situations, as defined by the board, the board (by majority vote of board members present and representing a quorum), may postpone a board meeting or membership meeting and election until such time as circumstances permit holding the meeting. Such action will be communicated to the membership as soon as administratively possible following the decision of the board.

#### **H. Elections**

1. Officers shall be elected by a majority vote of those members present at the annual membership meeting.
2. **Alternate Year Elections: The ten board members are divided into two groups for election in alternate years**
  - a. Group 1: President, Treasurer, Four Board Members at Large are elected odd-numbered years
  - b. Group 2: Secretary, Vice President, Five Board Members at Large are elected even-numbered years.

#### **I. Board Meeting Attendance**

1. Board Member attendance at meetings is required on a regular basis
2. A Board Member missing 3 consecutive meetings may be asked to resign at the discretion of the Board of Directors
3. A Leave of Absence may be granted by the Board of Directors

#### **J. Vacancies on the Board of Directors**

1. Notification of resignation of a Board Member shall be in writing to all remaining members of the Board, with a stated effective date of the resignation.
2. In the event of a vacancy on the Board, including by resignation, the remaining Board Members shall appoint a replacement for the vacated position. The appointee shall hold this position for the unexpired term of office, subject to election by the membership at the Annual Membership Meeting, provided such meeting occurs prior to the end of the term. No vacancy created by resignation shall be filled until such resignation has been submitted in writing to the Board. The Board will then notify the general membership of such appointment in the next regularly scheduled newsletter.
3. Upon resignation or upon otherwise vacating an office, all documents and objects which are the lawful property of the association and were in possession or assigned to the particular Board Member must be turned over to the remaining Board Members in a timely manner.

#### **K. Procedural Requirements**

1. Parliamentary procedure will be carried on at meetings, and every effort will be made to discuss any measures coming before the group.
2. **(a)** A majority of Board Members constitutes a quorum. **(b)** In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
3. Passage of a motion requires a simple majority (one more than half the Board Members present).
4. Bylaws amendment
  - a. Amendments to the by-laws may be submitted by the general membership or members of the Board of Directors at any time. The proposed amendment can be approved or disapproved by a majority of all Board Members and then must be ratified by the general membership at the next scheduled meeting after the changes have been published in the newsletter or other communication to the membership

- b. Only those who have been members of this Association for 30 days prior to the proposal of such an amendment may vote upon such.

#### **L. Conflict of Interest**

1. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, or such nature that it prevents or may prevent that member from action in the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item. The Board may require a member(s) of the Board to vacate his/her seat in the event of conflict (or appearance of a conflict) by a 2/3 vote of the remaining board members present.

#### **M. Removal of an Association or Board Member**

1. The Board of Directors may remove any Association member or Board Member for conduct contrary to the mission and objectives of the Association including but not limited to illegal (unlawful) activity or not fulfilling the duties of the position.” Such a request must be in person and presented to the Board at a regularly scheduled Board meeting. A full explanation of why removal is sought must be provided. A member or Board member may be removed by a 2/3 majority vote of the remaining Board Members. Upon removal, member will receive full reimbursement of the current year’s membership dues.

### **VI. Staff**

- A. Staff: An Executive Director or other staff may be hired by The Board of Directors. The staff position will carry out the duties as designated in the job description and approved by the board of directors.
- B. An Executive Director may hire additional staff with approval from the Board of Directors.
- C. In the event of a vacancy, the Board of Directors may appoint an Interim Executive Director with a job description as agreed upon by the Board and the Interim Executive Director

### **VII. Finances**

- A. This is a non-profit Association. Dues, entry fees, and other monies received by the Association will be spent entirely for carrying out the stated purpose of the Association.
- B. Expenses in excess of \$1000 shall be approved as follows:
  1. Unbudgeted general operational or event expenses in excess of \$1000 shall be pre-approved by the Board of Directors, when not offset by revenue directly associated with the expense.
  2. Budgeted expenses or unbudgeted expenses directly offset by revenue in excess of \$1000 must be signed off on by the Treasurer and any other Board Member.

- C. The Board of Directors or a sub-committee consisting of at least two Board members shall conduct an audit of the Association Treasury on an annual basis or more often as needed.
- D. No part of the net earnings of the Association shall inure to the benefit of its individuals.
- E. Association business with an Association Member or Board Member, or their employer or business in which the member has ownership interest must be approved by the Board of Directors. Any expenses over \$500 where there is an Association Member or Board Member ownership interest or employment relationship must go through a competitive bidding process with at least two other vendors offering a similar product or service.
- F. This Association shall be empowered to participate in fundraising activities.
- G. This Association will submit a portion of the annual dues to the RRCA as membership as that body shall require.
- H. This Association shall distribute the annual financial report for the preceding year to each member at the general membership meeting or electronically. The report will be available in written form to a member upon request.

### **VIII. Dissolution**

In the event of dissolution of this Association, the funds in the treasury, after all creditors have been paid, shall go to the YMCA of Greater Kalamazoo. Funds allocated to Battle Creek's separate account shall go to the Battle Creek YMCA.

Revised and approved February 7, 2022 and March 5, 2022 by the Board of Directors.  
Approved March 30, 2022 by the Membership.