

PSL CROSSTOWN RUNNING CLUB

BY-LAWS

ARTICLE I – NAME

This organization shall be known as the “PSL CROSSTOWN RUNNING CLUB”.

ARTICLE II – VISION

We strive to provide encouragement, support, training and **mentoring** of physical, mental and social skills of members. We aim to enhance a better quality of life style with social interaction and also to support our community and provide assistance to charitable organizations

ARTICLE III – PURPOSE

The PSL Crosstown Running Club is a diverse community of runners, runners/walkers of all ages and abilities. The club is organized to provide a structured organization for the purpose of uniting runners of every level of ability and interest promoting good health, friendship, comradeship and training ideas while encouraging participation in all types of running and other aerobic events, both on a competitive, amateur and on a recreational basis. In furtherance of our purpose, the Club hosts group runs, fun runs, training runs and programs on the road and or track. The Club may also host education lectures about topics of interest for runners, may provide awards for club members, host social events for members and all such other things as may be conducive to the encouragement of running as well as other aerobic activities enhancing wellness. The club may also engage in community activities to publicize by appropriate means, the benefits of running and other aerobic types of activities as a means of physical, emotional and social fitness to improve the health status of people in our community. The Club may also work with other organizations in the community who have similar objectives.

The goals would consist of:

- A. Conducting, sponsoring aerobic/social types of activities which could include such activities as running, run/walking, biking, swimming, dancing, Zumba and to encourage those activities on either an amateur, recreational or a competitive basis.
- B. Conducting and sponsoring some of these events on a regular basis such as weekly runs (or more often) on the Crosstown Parkway in the City of Port St. Lucie on Wednesday evenings or possibly in other areas..
- C. Advise, encourage and assist members in establishing overall qualitative fitness goals and objectives and in achieving them.

- D. Enhance positive social interaction amongst all members fostering quality intra and interpersonal relationships through planned social events.
- E. Organize, plan and establish fund raising events including sponsorships which may be in conjunction with other community agencies for the purposes of paying for the operating costs of the club and for donating funds to other non-profit charitable organizations.

ARTICLE IV AFFILIATION

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

ARTICLE V – MEMBERSHIP

- A. Membership in the Club will be on an annual basis starting January one of each year. Dues will be required for individuals wishing to participate in the activities of the Club. Membership is not restricted in 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/event leadership). 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 and sign a waiver of liability for participation in all Club activities.
- B. Annual memberships are valid from: January 1st to December 31st. of each year.
- C. Members may be individual or part of a family.

ARTICLE VI – DUES

The amount of dues shall be determined by the Board of Directors and shared with the membership at the annual meeting and at other times as determined appropriate by the Board. The amount of dues may be changed at the discretion of the Board of Directors as determined by a majority vote and shared with the membership at large.

ARTICLE VII – MEETING OF THE MEMBERSHIP

Annual Meeting: Will be held a minimum of once each calendar year within the month of December. The date and location of the meeting shall be determined by the Board of Directors and shall be announced one or more months in advance.

ARTICLE VIII BOARD OF DIRECTORS AND ELECTIONS

- A. The general membership elects the following Board of Directors: The Board shall consist of six members including the President, Vice President, Treasurer, Secretary, Social Director, Membership/recruitment
- B. Other positions may be appointed by the Board and could include: Director of Public Relations, Sponsor Coordinator, Volunteer Coordinator, Webmaster a minimum of two Members at Large, and a Race Director appropriate to the event when applicable and an Equipment Manager. Other positions may be appointed by the Board as appropriate to determined operations and as determined by the Board
- C. Board Responsibilities. The board is the governing authority and has total oversight over the management of the Club's affairs. The board carries out all of the objectives and purposes for which the Club is organized. This general mandate includes, but is not limited to, setting Club policy, financial oversight, strategic planning, fund raising, 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.
- D. Board of Directors Meetings: Will be held monthly and more frequently if called by the President. The meetings shall be announced at least one week in advance. All meetings shall be open to all club members and club members may make oral statements but are not allowed to vote.
- E. Quorum: A presence of five members of the Board of Directors shall constitute a quorum or majority for the purposes of transacting business. Each member of the Board elected or appointed shall be entitled to vote. A simple majority of the Board of Directors, however, must be present.
- F. Order at Meetings: Robert's rules of Order shall govern the proceedings at all meetings unless they are inconsistent with these Bylaws.
- G. The order of business at all regular meetings of the Board of Directors shall be as follows:
 - a. Roll-call
 - b. Action on minutes of last meeting
 - c. Treasurer's report
 - d. Reports of any other officers or committees
 - e. Old business
 - f. New business
 - g. Adjournment

ARTICLE IX – BOARD OF DIRECTOR MEMBERS AND DUTIES

- A. Board of Directors: The PSL Crosstown Running Club will be governed by an elected Board of Directors consisting as a minimum of the following: President, Vice President,

Secretary, Treasurer, Social Director and Director of Membership/Recruitment and a minimum of two members at large.

B. Duties of Officers:

1. The President shall:

- (a) Preside and maintain order at all meetings:
- (b) Appoint a Nominating Committee:
- (c) Appoint the following chairpersons unless not deemed necessary:
 - (1)} Computer/web design and maintenance (Web Master)
 - (2) Race Director
 - (3) Director of Public Relations
 - (4) Director of Volunteers
 - (5) Equipment Manager
 - (6) Sponsor coordinator
- (d) Serve as ex-officio member of all committees with the exception of the Nominating Committee .
- (e) Represent (or his designee) the organization.
- (f) Submit an annual report to the membership.
- (g) Assume other responsibilities as deemed appropriate to the office.

2. The Vice-President shall:

- (a) Assume the powers of the President in his/her absence.
- (b) Assume other responsibility or special assignments as requested by the president.

3. The Secretary shall:

- (a) Take attendance at Board Minutes.
- (b) Verify the quorum at Annual and Board meetings.
- (c) Oversee the budget planning process for all board members. Record all votes
- (d) Record and publish meeting minutes in accordance with Roberts rules of Order and to keep a file of such minutes.
- (e) Assume other responsibilities as deemed appropriate to the office including when requested ty the president accepting assignments involving correspondence and the keeping of records.

4. The Treasurer shall:

- (a) Oversee the budget planning process, ensuring adequate income available to achieve the budgeted expenses.
- (b) Safeguard the organizations assets, draft financial policies for board approval.

- (c) Anticipate and report financial problems.
- (d) Ensure the board receives regular and accurate financial statements and that the board members understand the information presented.
- (e) Ensure federal, state and local reporting takes place, and other duties as requested by the president.
- (f) Receive, bank and disperse all funds as the directors may determine.
- (g) Prepare financial statements:
- (h) Maintain accurate records of all club funds:
- (i) Chair the Finance Committee to ensure the development and submission of budgets by all officers and committees before any distribution of funds are permitted.
- (j) File tax returns.

5. The Social Director:

- (a) Shall plan social, fun filled charitable and appropriate other social events designed to strengthen comradery and enrich relationships among Club members, their families and their friends.
- (b) Establish a calendar of events.

6. The Director of Membership and Recruitment will:

- (a) Maintain an active roster of club members in Excell, make monthly reports of member activity and trends including additions and deletions
- (b) Recruit for members through word of mouth, communicating with the news media, business organizations, etc.
- (c) Brief Board on members feelings and attitudes about club events or activities, requests for planned activities or events or suggestions for improvement.
- (d) Establish a performance recruiting base.

- C. Term of Office: Shall be for one year from January 1st. until December 31st of that year, or until the annual meeting takes place. In addition the current Board will continue to serve for an additional minimal period of two months to assist the incoming Board in management of the Club's ongoing activities as part of a transitional process.
- D. Eligibility. All Board Members must be dues paying members of the organization and in good standing.

1. The Board of Directors will be initially appointed to run for an initial term of up to one year until the end of that year or until the annual meeting takes place. From the date of inception of the corporation, any Board of Director Member may serve up to a maximum of ten years on the board. Following that period of time, at least one year of absence from the Board must be taken. The president will appoint any board seat vacated during a term with approval by the Board within 60 days of resignation of the seat. Appointed terms will end with the term of the seat which is at the close of the annual membership meeting.
2. After the first year, elections will take place at the annual meeting occurring no later than one year and one month following the month of the initial appointments. Elections will occur annually thereafter at the time of the general annual meeting. Proxy or absentee votes are not allowed. Elections will take place by written ballot, counted by the Secretary and will be determined by a majority vote.
3. Procedural requirements. Parliamentary procedure will be carried on at meetings and every effort will be made to discuss any measures coming before the group. A majority vote of the Board of Directors members present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a bylaw amendment. A quorum shall consist of five members. No official meeting shall be held unless a quorum is present.

ARTICLE X COMMITTEES & TASK FORCES

The Board of Directors has the authority to create committees and task forces, appointment of members and dissolve committees and task forces as it deems appropriate to carry out the purposes 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 for a term as defined 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 rejection, ratification of the actions of a committee or task force. The committees may include race committees, membership, sponsorship, newsletters, website and special programs such as for youth or beginning walking, etc.

ARTICLE XI FINANCES

- A. 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 approval of the Board majority.
- B. All checks drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club must be signed by two authorized officers including either the president or vice president and the treasurer.
 - C. 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 or any other member.
 - D. All funds received by the club will be spent entirely for carrying out the stated purpose of the club in keeping with the organization's status as a 501 C (3).
 - E. No part of net earnings of this organization shall be given to any of its individuals for their benefit.
 - F. Members using funds disbursed to them by this organization must keep and submit a full record of expenditures to the Treasurer.
 - G. This organization will be empowered to participate in fund raising activities
 - H. Checks disbursed by the club must be signed by two authorized board members including the President, Vice-President and the Treasurer. Minor checks amounting to less than \$20.00 for expenses approved by the Board may be authorized by the Treasurer.

ARTICLE XII SAVINGS CLAUSE

Failure of literal or complete compliance with 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.

ARTICLE XIII TAX STATUS AND DISSOLUTION

- A. 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 these bylaws. Members using funds disbursed to them by this organization must keep and submit a full record of expenditures to the Treasurer.
- B. This organization will be empowered to participate in fund raising activities

- C. 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.
- D. 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 corporation:
 - 1. That is exempt from federal income tax under section 501©(3) of the Internal Revenue Code or
 - 2. Contributions to which are deductible under section 170©(2) of the Internal Revenue Code or corresponding section of any future federal tax code.
- E. Upon 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©(3) not profit organizations with a similar purpose to the Clubs.

ARTICLE XIV AMENDMENTS TO THESE BYLAWS

- A. Amendments to bylaws require a two thirds majority vote by members present at the general annual meeting as follows:
 - 1. A proposed amendment must be submitted in writing to the Club president at least 120 days preceding the annual meeting;
 - 2. The board by majority vote determines its position for, against, or for with a recommended change and:
 - 3. The board returns the proposal along with its position to be included in the notice of the annual meeting.
- B. In emergency or extraordinary situations, as defined by the board, the board (by two-thirds 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 and board position to the membership at least 30 days prior to the meeting.
- C. A proposed amendment which has not been recommended by the board and 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.

- D. Members proposing bylaw amendments must have belonged to the organization prior to the time that the amendment was proposed.
- E. An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.
- F. The board may renumber, revise, codify and correct any provision in these bylaws, and in the rules, policies, procedures and regulations of the RRCA, to eliminate errors, to correct 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 any provision.
- G. Members must have belonged to the organization prior to the time that the amendment was proposed. All members must be notified at least seven days prior to voting or discussing any amendment.

ARTICLE XV DISOLUTION

In the event of dissolution of this organization, the funds in the treasury after all creditors have been paid shall go to one or more 501 (3) © organizations as determined by the Board of Directors.