

# BYLAWS OF THE AUSTIN RUNNERS CLUB

## ARTICLE I

The name of this organization shall be THE AUSTIN RUNNERS CLUB, (hereinafter referred to as the “ARC”), a non-profit organization, incorporated and operated under the laws of the state of Texas.

## ARTICLE II

### Purpose

Sec. 1 ARC is organized exclusively for charitable, health, and educational 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 of 1954 (or revisions thereto).

Sec. 2 ARC shall promote and encourage running, walking, wheelchair racing, and related activities and shall educate the public to their benefits. ARC shall promote and maintain competitive and noncompetitive activities for its membership and for the general public.

## ARTICLE III

### Members

Sec. 1 Eligibility. Any person who pays the required membership fee and subscribes to the purposes of the ARC shall be a member.

Sec. 2 Membership period. The membership year begins in the month membership fee is paid and shall extend for one year.

Sec. 3 Membership fee. The membership fee shall represent the member’s fair share cost encountered during the membership year. Changes in membership fee must be approved by the members at an Annual or Special meeting as provide for in these Bylaws.

Sec. 4 Number of members. There shall be no limit to the number of members in the ARC. The ARC may divide its membership into divisions based on the special interest of groups within the ARC if such division better achieves the objectives of the ARC. In the event of such division there must be a minimum of six (6) ARC members represented in each division.

## ARTICLE IV

### Officers

Sec. 1 The elected officers of the ARC shall be a President, Vice-President, Secretary, Treasurer, Director of Information Services, Director of Member Services, and Director of Volunteer Services. These officers shall perform the duties prescribed by these bylaws and by parliamentary authority adopted by the ARC.

Sec. 2 At the regular meeting held in March, the ARC members shall nominate candidates for the offices to be filled at the annual meeting in May. Additional nominations shall be accepted from the floor or by

mail up to the end of the April meeting. A ballot listing all nominees will be mailed to members in time for the Annual meeting.

Sec. 3 The officers shall be elected by ballot to serve one year or until their successors are elected. Their term of office shall begin at the close of the Annual meeting at which they are elected. An Election Committee appointed by the President will oversee the election and counting of ballots. No members of the Election Committee can be currently running for office.

Sec 4 In the event that an officer resigns before the one-year term is complete, the remaining officers on the Board may appoint an ARC member to serve in that position in an “acting” capacity. An election must be held on a timely basis after the resignation is received to duly elect a replacement.

Sec. 5 Special Committees. All chairmen of special committees shall be appointed by the President. The special committee shall be for the purpose of performing a specific responsibility, task, or project for the ARC. Upon making the appointment, the President shall describe the duties of the appointee and the length of the appointment.

Sec. 6 Duties. The duties of the officers are as hereinafter set forth and such others as may be designed the ARC and/or the Board of Directors from time to time.

(A) President: The President shall lead, manage, motivate and support the Board of Directors and the ARC and shall represent the ARC to the general public. The President shall establish goals and policies and procedures, call meetings when necessary, preside at all meetings, appoint special committees as described above (Section 5), see that such appointees fulfill their responsibilities, and perform other duties as stated in the Bylaws.

(B) Vice-President: The Vice-President shall serve in the absence of the President, shall plan the monthly programs for the general meetings, assist in public relations efforts, recruit race directors for ARC events, and perform such other duties as assigned by the ARC and the President.

(C) Secretary: The Secretary shall be responsible for keeping records and minutes of all meetings. The Secretary shall inform the ARC members of upcoming meetings and activities. The Secretary shall notify Officers, Directors and Committee Chairmen of all meetings of the Board of Directors. The Secretary shall be responsible for correspondence both external and with ARC membership.

(D) Treasurer: The Treasurer shall be responsible for keeping all monies of the ARC, records of income, records of expenses, collection of income owed the ARC and payment of only receipted expenses. Treasurer shall assist in the preparation of the annual budget, and shall administer the current budget. The Treasurer shall make periodic reports of the club’s financial status and shall arrange for an annual financial audit.

(E) Director of Information Services: The Director of Information Services shall be responsible for the maintenance of the membership database, the publication of the monthly newsletter and other club promotional information in either printed or electronic form.

(F) Director of Members Services: The Director of Member Services shall be responsible for the development of members benefits and recruitment of new members.

(G) Director of Volunteer Services: The Director of Volunteer Services shall be responsible for recruitment of volunteers for club events, coordination of club social activities, and development of regular club or group runs.

## ARTICLE V

### Meetings

Sec. 1 Regular: The regular meeting of the ARC shall be held on the first Thursday of each month unless otherwise ordered by the Board.

Annual: The annual meeting of the ARC shall be held in the month of May.

Called: The ARC shall meet upon the call of the President, Board of directors, or upon written request of 25 members to the President. The purpose of the meeting shall be stated in the call.

Board of Directors Meetings: Meetings shall be held monthly on a day and time determined by the Board on an annual basis. (See Article VI, Section 3)

Sec. 2 Quorum:

- (a) a quorum must be present to conduct business during ARC and Board of Directors meetings.
- (b) at all Board of Directors meetings a quorum of four (4) must be present to conduct business.
- (c) a quorum at an ARC meeting shall consist of twice the number of elected officers plus one.

Sec. 3 Notices:

- (a) Time: not less than fifteen (15) days notice must be given by the Secretary for any Annual meeting, and not less than seven (7) days notice for a Called or Board of Director meeting. Except in cases of emergency, as determined by the President, at least (3) days notice shall be given.
- (b) Information: the notice of the meeting shall contain the time, date, and place, with a statement of the purpose for such meeting.

Sec. 4 Order of Business: at all meetings of the ARC and Board of Directors, the order of business will be:

- (A) Call meeting to order.
- (B) Reading, correction, and approval of the minutes of preceding meeting.
- (C) Report of Officers.
- (D) Unfinished business.
- (E) New Business.
- (F) Program (general meeting only).
- (G) Adjournment.

Sec. 5 Suspension of Order of Business: The Order of Business may be suspended at any meeting by a majority vote and a new Order of Business established for that meeting.

## ARTICLE VI

### The Board of Directors

Sec. 1 The officers of the ARC, including the Directors, shall constitute the Board of Directors.

Sec. 2 The Board of Directors shall have general supervision of the affairs of the ARC between its business meetings, fix the hour and place of the meetings, make recommendations to the ARC, present annual operating budget for ARC member approval, and shall perform such other duties as are specified in these

Bylaws. The Board shall be subject to the orders of the ARC, and none of its acts shall conflict with action taken by the ARC.

Sec. 3 Conflicts of interest: A board member must declare any conflicts of interest that might affect decisions made by the Board. Board members must also acknowledge any gifts received in conjunction with their office and must refuse any gifts that exceed a value specified by the Board.

Sec. 4 Spending limits: The Board may set levels of expenditures for each officer so that appropriate financial controls may be maintained over ARC monies.

Sec. 5 Special meetings of the Board may be called by the President and shall be called upon the written request of three members of the Board.

## ARTICLE VII

### Standing Committees

Standing committees may be defined and created by the Board of Directors or individual officers as needed.

## ARTICLE VIII

### Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the ARC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the ARC may adopt.

## ARTICLE IX

### Indebtedness

The ARC shall incur no liabilities greater than its assets.

## ARTICLE X

### Restrictions

No part of the ARC's fund shall inure to the benefit of any individual members or other private persons, except that the ARC may pay reasonable compensation for service rendered and that it may make payments or distributions furthering the purposes set forth in Article II.

## ARTICLE XI

### Amendments of Bylaws

The Bylaws may be amended at the Annual meeting of the ARC by a two thirds (2/3) vote of those members present and voting, provided notice of the proposed amendment has been submitted in writing to the members of the ARC at least thirty days prior to the meeting.

## ARTICLE XII

### Dissolution

As the Austin Runners Club is a not-for-profit corporation, in the event of its dissolution any remaining assets shall be donated by the members remaining to an organization qualified under section 501(c) of the Internal Revenue Code.

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Bylaws of the Austin Runners Club amended at the Annual meeting on May 7, 1997.

