

BYLAWS OF THE RUN OXFORD ROAD RUNNERS CLUB

November 9, 2017

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I. NAME

The name of the organization shall be "*Run Oxford*" hereafter referred to as "the Club".

II. PURPOSE

The Club is organized to provide a structured organization for the purpose of promoting running as a sport and healthy lifestyle within our community. In furtherance of our purpose, the Club hosts group runs, fun runs, training runs and programs on the road and/or track, hosts education lectures about topics of interest for runners, provides awards for club members, hosts social events for members, and all such other things as may be conducive to the encouragement of running. The Club also engages in community activities, to publicize by appropriate means, the benefits of running as a means of physical fitness to improve the health status of people in our community.

III. AFFILIATION

The Club shall be a chapter of the Road Runners Club of America, 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 IV to the RRCA as membership in that body shall require.

IV. MEMBERSHIP AND DUES

Section 4.1 Membership

Anyone can join the Club without 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 and complete an annual application for membership, which includes agreeing to follow the Club's Code of Conduct (Appendix A), and signing a waiver of liability (Appendix B) for participation in all Club activities.

Section 4.2 Dues

The annual dues rate for the Club membership will be set on an annual basis by the Board of Directors and shared annually with the membership as part of the regular join and renew process for the Club. Dues are payable annually on the anniversary of that member's joining date. Members will be notified by email that their membership is coming up for renewal. Any change in annual dues and/or membership categories must be made by a majority vote of the Board. If the Board elects to raise dues by more than 25% from one year to the next, the membership will vote on the recommended dues increase and will pass with a majority vote of the members present at the member meeting. The dues listed are currently in effect. The Club may change the membership categories and/or dues without the necessity of changing these by-laws.

Section 4.3 Membership Categories

Individual Membership: \$30, Family Membership (individuals residing at the same household): \$30 + \$5 for each additional family member, Youth Membership (Ages 17 and under): \$10, Senior Membership (Ages 50 and over): \$10.

Section 4.4 Membership Card

Each member will receive a Club membership card which will entitle the member to discounts for various goods and services at participating businesses. A list of participating business will be kept up to date on the Club's website. Members may also receive discounted race entry fees.

Section 4.5 Revocation of Membership

Any member who is charged with a major violation of the Code of Conduct or disrupts a Club meeting or event or otherwise brings discredit upon the Club may have their membership revoked upon majority vote of the Board of Directors.

V. MEMBER MEETINGS

The members of the Club shall meet at least three times a year at a date and time established by the Board of Directors. A membership meeting will be held during the month of November for the purpose of officer elections, budget review/approval, and other such business as comes before the Board. Notice of the member meetings shall be given to members by email at least two weeks in advance. Quorum at the meeting of the membership will be majority of the Board of Directors and the members that are present.

VI. BOARD OF DIRECTORS, COMMITTEES, AND ELECTIONS

The Club shall be governed by a Board of Directors (hereinafter referred to as the Board) consisting of club Officers and Standing Committee Chairs. The general membership elects the following club Officers: President, Vice President, Treasurer, and Secretary on an annual basis. Standing Committees will be headed by a Committee Chair to which committee members report. Standing Committee Chairs will be appointed by the club Officers.

Section 6.1 Board responsibilities

The Board is the governing authority and has total oversight over the management of the Club's affairs. It carries out all 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, fundraising, 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.

Section 6.2 Officers' Duties

1. President - to preside over meetings, represent this association with the RRCA, to call any special meetings, and to appoint committees and chairpersons thereof with approval from the Board. The President is responsible for the overall administration of the club, including oversight of planning for all events and delegation of duties to the club's officers not outlined in the club's bylaws.
2. Vice-President - to assume the powers of the president in his/her absence, and to take on special assignments as requested by the president. He/She shall assist the President in the discharge of Club duties and assist at races where needed. The Vice President will become the President the following term.
3. Secretary - to record minutes at all meetings, to post meeting minutes to the club website, oversee the election process for all board members, to take attendance at member meetings and verify that those voting are members in good standing and, when requested by the president, to accept assignments involving correspondence and the keeping of records (for 7 years), to maintain the database of members and keep track of membership renewals, send renewal notices to members, email members of upcoming events and meetings, plans socials for the membership. The secretary has the discretion to form an ad hoc committee to manage membership responsibilities.
4. Treasurer - Sits as the Chair of the Finance Committee to oversee the budget planning process, ensure adequate income available to achieve the budgeted expenses, safeguard the organization's assets, anticipate and report financial problems, ensure the board receives regular and accurate financial statements and that the board members understand the information presented, ensure federal, state, and local reporting takes place, and other duties as requested by the president.

Section 6.3 Standing Committees and Committee Chairs

Committees are established to carry out the purpose of the Club. The Board may define the duties and deliverables for all committees not outlined in these bylaws. Committee Chairs will outline the performance expectations for all members of their committee. All committee members serve for a one year term or less as defined by the Board of Directors. The Board is kept informed of the activities and progress of all committees through the designated Committee Chair, and the Board has oversight on committees. All Standing Committee Chairs have the authority to create ad hoc committees. The status of any unfilled Committee chair shall be determined by the Board.

Finance Committee - Ensure an accurate amount is maintained in club account, draft financial policies for board approval, review past expenses to propose a budget for the next fiscal year for each event sponsored by the club and presents the proposed budget to the Board for approval. If a committee has an expense that exceeds their designated financial allotment, the finance committee will review the expense to determine if the expense is needed to successfully execute the event. If the expense is approved by the finance committee, it is then subject to Board approval.

Outreach Committee - Made up of the leaders of organized group runs. This includes: iCan5K (Beginner Running and Walking Program) Coordinator, Mighty Milers (Youth Running) Program Coordinator, "Pop-up" (Fun runs) Coordinator, Leaders of Weekly Group runs: Track Tuesday Morning Leader, Track Tuesday Evening Leader, Thirsty Thursday Leader, Saturday Long Run Leader.

Public Relations Committee - charged with advertising races, reserving a hotel block for races, acquiring material for promo bags (if being distributed), obtaining race photographers, notifying local news sources of races, correspondence to organizations contributing services or products to races, maintaining the club's website including making updates, changes, and ensuring associated fees are paid, merchandising, medal designs, t-shirt designs, bib designs, race giveaways, race awards.

Sponsorship Committee - seeks and obtains sponsors for the club (Friends of Run Oxford) and club race sponsors, promotes sponsors on the club's Facebook group, designs and orders sponsor signage, keeps correspondence with sponsors pre and post-race.

Equipment Committee - maintains the club's equipment, inventories equipment, maintains storage unit, transports equipment, keeps records of equipment checked out to other organizations, and submits work order to the Board when equipment needs to be ordered, rented, or replaced.

Race Course Logistics Committee - designs race course and obtains course certification, submit course permit application, make arrangements with safety personnel, submit course route to law enforcement for review, decide on placement of water tables, signage, port-a-johns,

food tables, etc. Ad hoc race-specific volunteer committees shall fall under the Race Course Logistics Committee.

Race Timing Committee - charged with timing races both for the club and for other groups, maintains club's laptops, timing equipment, etc. Orders bibs, creates the race file from RunSignUp.

Section 6.4 Eligibility

All Board Members and Committee Chairs must be dues paying members of the organization and in good standing.

Section 6.5 Term of Office

Term of office shall be one year (12 months), beginning with or at the close of the fiscal year. Any Board Member may serve up to a maximum of three consecutive years on the Board and then must take at least one year off of the Board. The president will appoint any board seat vacated during a term, with majority 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 fiscal year. During the mandatory year off the board, a former board member could still be a member of/or chair a committee, if appointed to said committee by the newly constituted Run Oxford board.

Section 6.6 Elections

All Club Officers shall be elected by a majority vote of members in good standing present at the membership meeting or those that vote electronically. Procedures for elections must be included in the notice of the meeting as outlined in section 5.

Section 6.7 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 or by proxy.

VII. FINANCES

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. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club are signed by authorized officers or employees and in accordance with policies and procedures adopted by the Board. Club Officers will be signatories on checks. Expenditures over \$250 shall require approval of two members (at least one of which shall be a board member). Expenditures over \$500 shall require approval of at least two board members. 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. The treasurer reviews the status of the general fund at least quarterly. At the same time, he/she reviews a

forecast of estimated deposits and disbursements for the succeeding quarters. If the president and the treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the board.

VIII. 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.

IX. TAX STATUS AND DISSOLUTION

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 Article II. 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. 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 (a) that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. 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(c)(3) nonprofit organization with a similar purpose to the Club's. ***(These two statements are requirements for membership in the Road Runners Club of America. (I.R.S. rules)***

X. AMENDMENTS TO THESE BYLAWS

These bylaws may be amended by two-thirds of those voting at a member meeting, as follows: (a) proposed amendment must be submitted in writing to the Club president at least 30 days preceding a member meeting; (b) the board by majority vote determines its position for, against, or for with a recommended change; and (c) the board returns the proposal along with its position to be included in the notice of the member meeting.

In emergency or extraordinary situations, as defined by the board, the board (by two-thirds [2/3] vote of the entire board) may waive the 30-day submission deadline and bypass the requirement of including the proposed amendment in the notice of a member meeting. In such emergency cases the board must communicate the proposed amendment and board position to the membership at least 7 days prior to the meeting.

A proposed amendment, which has not been recommended by the board and has been defeated at a member meeting, may not be resubmitted until at least one member 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.

An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.

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.

Appendix A.

Run Oxford Code of Conduct

As a Run Oxford Member you agree to:

- Show respect for your fellow club members at all times.
- Always show respect and appreciation for the volunteers who assist in club events.
- Never yell, taunt or threaten physical violence upon a fellow club member, volunteer, spectator or participant in a club event.
- Never use abusive or vulgar language, or make racial, ethnic or gender-related slurs or derogatory comments at club events.
- Never make unwanted sexual or physical contact towards others at club events.
- Comply with all applicable state and federal laws and regulations.
- Protect and ensure the proper use of club equipment.

Conflict of Interest

- Be honest and ethical in all dealings with club assets.
- No member shall use their position in a manner that allows for personal benefit from club activities.

Whistleblower Protection

- It is the responsibility of all members and volunteers to comply with club and RRCA policies and to report violations or suspected violations of the law in accordance with these policies.
- Any violations must be reported in writing to a member of the Board of Directors who will investigate it as confidentially as possible and report back in a timely manner.
- No club member or volunteer, who in good faith reports a violation of the law shall suffer harassment, retaliation, or adverse consequence even if the report is mistaken, or against any member or individual who assists in the investigation of a reported violation.

Record Retention and Document Destruction

- Run Oxford will retain documents in accordance with Generally Accepted Accounting Practices and applicable laws.
- No purging of documents will take place if the club is under any federal investigation.
- No documents will be altered, covered up or falsified.

Privacy Policy

- Membership information will be used by club officers for club business only.
- Information from registration for club races will be used for club business only.
- Lists of mailing and/or email addresses will not be given or sold to any outside group without club membership approval.

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- Any violations must be reported in writing to a member of the Board of Directors who will investigate it as confidentially as possible and report back in a timely manner.
- No club member or volunteer, who in good faith reports a violation of the law shall suffer harassment, retaliation, or adverse consequence even if the report is mistaken, or against any member or individual who assists in the investigation of a reported violation.

Course of Action

- Reports of violations will be addressed by the Board of the Club, whose decisions will be final.
- In the event a minor violation is deemed to have occurred it will be discussed with the member and a verbal warning will be issued. The warning will be documented by the Club. If the problem persists, subsequent complaints will result in a loss of membership and/or becoming barred from participating in club activities.
- In the event that a more serious violation is deemed to have occurred the Club may take more serious action, including obtaining a restraining order to address the behavior of a barred member.
- Individuals whose membership has been revoked or have otherwise been denied permission to participate in an RRCA event for any reason, or individuals who have resigned from the Club, will not be permitted to participate in future Club events without the express permission of the Club Officers as determined by a formal vote.
- The Club reserves the right at all times to consult with a legal representative, to involve authorities as it deems appropriate, or to take legal action, including seeking a restraining order.

Appendix B.

Run Oxford Membership Liability Waiver

I agree that I am a member of this club, and I know that running in and volunteering for organized group runs, social events, and races with this club are potentially hazardous activities, which could cause injury or death. I will not participate in any club organized events, group training runs or social events, unless I am medically able and properly trained, and by my signature, I certify that I am medically able to perform all activities associated with the club and am in good health, and I am properly trained. I agree to abide by all rules established by the club, including the right of any official to deny or suspend my participation for any reason whatsoever.

I attest that I have read the Club's Code of Conduct and agree to abide by them. I understand that violating the Club's Code of Conduct could result in loss of membership and/or being barred from participating in club activities. I assume all risks associated with being a member of this club and participating in club activities which may include: falls; contact with other participants; the effects of the weather, including high heat and/or humidity; traffic and the conditions of the road; all such risks being known and appreciated by me.

Having read this waiver and knowing these facts and in consideration of your accepting my membership, I, for myself and anyone entitled to act on my behalf, waive and release this club, RunSignUp, and the Road Runners Club of America, all club sponsors, their representatives and successors from all claims or liabilities of any kind arising out of my participation with the club, even though that liability may arise out of negligence or carelessness on the part of the persons named in this waiver. I grant permission to all of the foregoing to use my photographs, motion pictures, recordings or any other record for any legitimate promotional purposes for the club.