

HMRRC CONSTITUTION AND BYLAWS

Amended November 11, 2015 and, as amended, effective October 1, 2016.

I. TITLE

The name of the corporation shall be "The Hudson-Mohawk Road Runners Club, Inc.", hereafter referred to as "this association" or "this organization".

II. OBJECT

- A. This association is organized and shall be operated exclusively for educational purposes as specified in section 501 (c)(3) of the Internal Revenue Code.
- B. In furtherance of Article II, Section "A" this organization shall promote and encourage running (particularly long distance running) as a competitive sport and as a means of healthful exercise.
 - 1. In furtherance of Article II, Section "B", this association may hold championships, races on the road or track, time trials, social runs, lectures, demonstrations, and social events; publish newsletters in print or electronically; make awards; and do all other things as may be incidental to or conducive to the encouragement of running.
- C. Other objectives of this association are to engage in community activities, to make known by appropriate means the benefits of long distance running and jogging, and to coordinate with agencies advocating running as a means of physical fitness.

III. AFFILIATION

This association may be affiliated with any national or international road runners club as the Board of Directors deems appropriate on a year to year basis. This association must be a non-competing member of any affiliated club. Non-competing means that this organization does not compete as a team and is not represented by athletes in open competition.

IV. MEMBERSHIP

- A. Membership in this association is open to any person who
 - (1) pays dues; and

(2) is 18 years of age or older or is less than 18 years of age and has received parent or guardian permission to apply for membership.

B. The amount of dues will be determined by the Board of Directors.

V. MANAGEMENT AND GOVERNMENT

A. The management of this association shall be vested in a Board of Directors consisting of a President, Executive Vice-President, Vice-President for Finance, Vice-President for Running Events, Secretary, Treasurer, Treasurer for Running Events and two Members-at-large.

B. The activities and affairs of this association will be conducted and all corporate powers will be exercised by or under the direction of the Board of Directors ("the Board"). The Board may delegate the management of the activities of this association to any person or persons or committee, provided that the activities and affairs of this association will be managed and all corporate powers will be exercised under the ultimate direction of the Board.

C. Each Board member will have one vote. In the event of a tie, the President will cast the deciding vote.

D. Duties of the Board members:

1. **President:** will be the chief executive officer of the association and have general charge of the business affairs and property of this association; will oversee the management of this association's physical facility, if any; will be the official spokesperson for this association; will review all tax forms; will review and execute all contracts over \$5,000 that bind this association after receiving Board approval to do so; will have the authority to sign checks; will have the authority to authorize expenditures up to \$250 between meetings and will report such expenditures at the next board meeting; will serve as a member of the Race Committee; will serve, or will appoint another Board member to serve, as an ex-officio member of all other committees; will present a condensed annual report to this association's members at the annual meeting; will preside over meetings; will represent or appoint a representative of this association in any organizations whose jurisdiction involves affairs of this association; and will appoint committees of the corporation and chairpersons thereof.

2. **Executive Vice-President:** will assume the powers of the President in his/her absence; will serve as a member of the Finance Committee; and will take on special assignments as requested by the President.
3. **Vice-President for Finance:** will oversee all financial concerns of this organization. These concerns shall include but not be limited to: establishment of policies and procedures for accounting; oversee preparation of an annual budget; preparation of an annual tax return; coordination of all bank accounts and Certificates of Deposit; and preparation of audits. The Vice-President for Finance will serve as the Chair of the Finance Committee. The Vice-President for Finance shall not have authority to sign checks or disburse appropriations for association accounts.
4. **Vice-President for Running Events:** will be responsible for planning and oversight of this organization's annual running events. The Vice-President for Running Events will be the Chair of the Race Committee.
5. **Secretary:** will be the custodian of all official records of this organization, including minutes of all meetings and papers of the organization; will record minutes at meetings, and keep a file of such minutes; will ensure accurate membership records; will provide notification of all meetings of the Board and membership in accordance with these by-laws; will ensure that the records of this organization are maintained and made available to authorized persons upon request; will ensure that an up-to-date copy of the by-laws is available at all meetings; and will accept other special assignments.
6. **Treasurer:** will collect and deposit all dues and other payments and will make approved disbursements. The Treasurer will keep a full and accurate account of receipts and disbursements in books belonging to this association; deposit all moneys and other valuable effects in the name and to the credit of this association in such depositories as may be designated by the Board; maintain a system of internal fiscal control and report regularly to the Board on the expenses and financial condition of this association at each business meeting.
7. **Treasurer for Running Events:** will collect and deposit all income generated from this organization's race events and will make approved disbursements from such income. The Treasurer for Running Events will keep a full and accurate account of receipts and disbursements related to races in books belonging to

this association; deposit all moneys and other valuable effects in the name and to the credit of this association in such depositories as may be designated by the Board; maintain a system of internal fiscal control and report regularly to the Board on the expenses and financial condition of the race account.

8. **Members-at-large:** will represent the interests of the general membership and accept other special assignments as requested.

E. Committees

1. Committees of the Board

- a. The Board may designate, from among its Board members, Committees of the Board, each consisting of three or more Board members and each of which will have the authority of the Board, except that no such committee will have authority as to the following matters: submit to this association's members any action requiring Board approval; fill vacancies in the Board or in any committee; amend or repeal the by-laws or adopt new by-laws; amend or repeal any resolution of the Board.
- b. Each Committee of the Board will serve at the pleasure of the Board. The designation of any such committee and the delegation of authority will not alone relieve any board member of his or her duty to the corporation under section 717 of the New York State Not-for-Profit Corporation Law.
- c. The Committees of the Board will be the Race Committee and Finance Committee.
- d. The Race Committee will be chaired by the Vice-President for Running Events and made up of the President and Treasurer for Race Events and any additional Board members as needed. The Race Committee's duties will include (1) preparing an annual race schedule; (2) reviewing and approving event budgets for all races on the schedule; and (3) submitting the proposed annual race schedule to the Board for approval.
- e. The Finance Committee will be chaired by the Vice-President for Finance and made up of the Executive Vice-President and one or more additional Board members. The Finance Committee's

duties will include: (1) preparing and submitting to the Board an annual budget on the basis of this association's needs for the forthcoming year; (2) preparing and monitoring the implementation of the budget and recommending changes as necessary; (3) monitoring the association's finances; (4) overseeing the implementation and compliance with the conflict of interest policy; (5) overseeing the accounting and finance reporting process and audit of the corporation's financial statements; (6) retaining a qualified independent auditor to conduct an annual audit of the association; (7) reviewing the scope and planning of the audit; (8) reviewing the completed audit and management letter with the auditor; (9) considering the performance and independence of the independent auditor on an annual basis; and (10) conducting any other duties as required by the New York State Not-For-Profit Corporation Law.

2. Committees of the Corporation

a. Committees of the Corporation, including race directors, will be designated and appointed by the Board to advance the work of this association. At least one member of the Board will be appointed by the President to serve as an ex-officio member of each Committee of the Corporation appointed.

F. Eligibility

1. Board members may be elected to succeed themselves.

2. Board members will be at least 18 years of age and a member of this association for at least 120 days prior to the election.

3. Board members serving on the Finance Committee and as Treasurer and Treasurer for Race Events will be 'independent directors' as defined in the New York State Not-for-Profit Corporation Law.

G. Terms of Office

1. Board members will be elected for terms not to exceed two years beginning on October 1 and ending on September 30 of the second

year following. No Board member will serve more than three consecutive two-year terms.

2. Board members will have staggered terms. Board members will be elected in blocks of four and five in alternate years. During the first year that these revisions of the by-laws are in effect, nine members of the Board will be elected and those members who are elected to serve as Vice-President for Finance, Vice-President for Race Events, Secretary and one Member-at-large will have a term of one year only.
3. Offices vacated during the term of office shall be filled by appointment by a majority of the Board members present at a meeting and such term shall expire at the end of the term of office.

H. Removal

A Board member may be removed from office for failure to attend three consecutive business meetings without good cause, for neglect of duty, for violation of the conflicts policy or for any other cause by a majority vote of the existing Board members at a business meeting or two-thirds (2/3) vote of the members present at a special meeting. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who is removed as a member of the Board of Directors will automatically be removed from office.

I. Elections

1. An Elections Committee consisting of at least three (3) association members, at least two of whom have served on the prior year's committee, who are not currently members of the Board shall be approved by a majority of the Board members present at a business meeting no later than March 31st. In the event two prior serving members are not available to serve, the President will appoint replacements as necessary.
2. The Elections Committee will be responsible for nominating a slate of prospective Board members for open offices and will present nominees for vacant Board seats at a business meeting no later than June 30th.
3. Candidates may also be nominated by petition consisting of the signatures of at least one percent of the total membership of this

association as reported at a business meeting no later than June 30 or at least thirty (30) members, whichever is greater. Signatures must be of members in good standing as of June 30th of that year. Nominating petitions will be accepted and verified by the Elections Committee at a business meeting no later than July 31st.

4. Members of this association will vote for Board members at the annual membership meeting held during the month of September. The candidate(s) for each office receiving the largest number of votes is (are) elected.

J. Procedural Requirements

1. Parliamentary procedures as defined by Robert's Rules of Order will be carried out at meetings, and every effort will be made to discuss any measures coming before the Board.
2. A majority vote of the Board members present is necessary to pass ordinary measures provided a quorum is present. All measures shall be deemed ordinary except those proposing a constitutional amendment.
3. A quorum at any regular business meeting of the Board shall consist of a majority of the Board members in office. No business meeting shall be held unless a quorum exists.
4. Twenty-five (25) members in good standing must be present at an annual membership meeting or special membership meeting to conduct business.
5. Constitutional Amendment
 - A) A Constitutional amendment can only be made at a special membership meeting as defined in section VI.C. A Constitutional amendment may be accomplished by three-fourths vote of the members present and voting at the special membership meeting called to discuss the amendment.
 - B) Only those who have been members of this organization for 60 days prior to the proposal of such amendment may vote upon such.

- C) All members must be notified that constitutional amendments will be discussed and voted on in accordance with the special meeting notice requirements in section VI.C.

VI. Meetings

- A. Regular business meetings of the Board will be held monthly, unless otherwise determined by the Board. Regular business meetings of the Board are open to all members of this association.
- B. A membership meeting will be held annually in September for the election of Board members and for such other business as may be stated in the notice of the meeting and will be held at such time, date and location as the Board, by majority vote, shall determine. Notice of the annual membership meeting, including the time, date and location, will be given to each association member entitled to vote at such meeting in accordance with the requirements of Not-For-Profit Corporation Law § 605.
- C. A special membership meeting may be called by the President, the Board by majority vote, or a signed petition of fifty (50) or more association members in good standing, which petition will be forwarded to the Secretary. Notice of a special membership meeting stating the date, hour, location and purpose of the meeting will be given to each association member entitled to vote at such meeting in accordance with the requirements of Not-For-Profit Corporation Law § 605. No business other than that stated in the notice will be transacted.

VII. FINANCES

- A. This is a non-profit organization. Dues, entry fees and other monies received by the organization will be spent entirely for carrying out the stated purposes of the organization.
- B. Board or association members using association funds for any purpose shall give a full record of expenditures to the treasurer.
- C. This organization shall be empowered to participate in fund-raising activities.

VIII. DISSOLUTION

In the event of dissolution of this association, all the remaining assets, after all creditors have been paid, will be distributed to one or more organizations exempt pursuant to section 501 (c)(3) of the Internal Revenue Code.

IX. OTHER

Notwithstanding any other provision of these articles, this association is organized exclusively for educational purposes as specified in Section 501 (c)(3) of the Internal Revenue Code of 1954 and shall not carry on any activities not permitted to be carried on by organizations exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954.