

Bylaws  
Of  
Santa Rosa Express Youth Running Club, INC.

June 13, 2017

**ARTICLE I. NAME**

The name of the organization shall be "Santa Rosa Express Youth Running Club, Inc." (herein after referred to as the "Club").

**ARTICLE II. OBJECTIVES OF THE ORGANIZATION**

Santa Rosa Express Youth Running Club, Inc. is an amateur youth athletic organization. It is dedicated to promoting children's running, with an emphasis on cross country and track and field events, in the community of Santa Rosa, CA. One of its primary goals is to educate children about the various types of running, jumping, and throwing events. Another primary goal is to organize and promote running and training events and competitive meets. By providing training and competitive opportunities, the Club seeks to encourage youth to discover and develop athletic skills, form healthy lifelong exercise habits, and learn important principles of sportsmanship. These bylaws are intended to be interpreted, at all times, in a manner consistent with this stated purpose and the status of the Club as a corporation organized under the Not-For-Profit Corporation Law of the State of California. The Club will not, as a substantial part of its activities, attempt to influence legislation or participate to any extent in any political campaign; become a for profit enterprise.

**ARTICLE III. AFFILIATION**

The Santa Rosa Express Youth Running Club is a not-for-profit corporation, affiliated by yearly membership with the United States Track and Field Association (USATF).

**ARTICLE IV. MEMBERSHIP**

## Section 1. Members

(a) The membership of the Club shall consist of Regular Members and Athlete Members. The term of membership shall be one calendar year.

(b) To be eligible for membership, Athlete Members:

1. shall be registered to compete representing the Club;
2. must have paid in full all registration fees, dues and/or assessments;
3. will be registered with USATF.

(c) To be eligible for membership, Regular Members shall be a parent or legal guardian of an Athlete Member.

(d) Unless otherwise noted, the term “member” as used in these Bylaws shall mean a Regular Member.

(e) All coaches and adults who volunteer with the Club and interact with the athletes on a regular basis must be registered with USATF and designated as a Coach/Volunteer “in good standing”.

## Section 2. Voting Rights

(a) Voting Membership. All Regular Members and any officer, director, or coach may vote in general membership meetings. Regular Members shall have one vote for each Athlete Member. Voting shall be permitted in person or by written proxy.

(b) Athlete Members shall have no right to vote or to hold office.

## Section 3. Meetings

I. General Membership Meetings. General membership meetings shall be held at least once a year. The purposes of the general membership meeting designated the annual meeting will be to present an annual report, elect members of the Board of Directors, and transact any other business that may come before the meeting. The date for any general membership meeting, including the annual meeting, will be determined by the Board of Directors and notice shall be sent at least ten days prior to any such meeting. Members entitled to cast one tenth of the total number of votes entitled to be cast shall constitute a quorum at a meeting of members.

II. Special Membership Meetings. When a majority of the directors determines that it is in the best interest of the Club to do so, a special membership meeting of the Club may be called on less than ten days notice. Notice of such meeting shall state the reason why a lesser period of notice is being provided. Special meetings of members may also be called at the written

request of ten percent of the voting members. Such meetings will be held not less than two nor more than three months from the date of the written demand.

Section 4. Annual Report to Members

(a) The President and the Treasurer shall present at the Annual Meeting of the members an annual report showing in appropriate detail a summary of the financial and fund-raising activities of the Club during the preceding year and the proposed budget.

(b) A copy of the annual report shall be available for review by any Regular Member at least ten (10) days prior to the scheduled date of the annual meeting. The annual report shall be filed with the minutes of the annual meeting of the members.

Section 5. Property Rights of Members.

No member of the Club shall have any rights or interests in or to the property or assets of the Club. In the event that the Club is liquidated or dissolved or ceases to actively carry on its business, all of the remaining property and assets of the Club after necessary expenses thereof shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended, subject to the approval of a Justice of the Supreme Court of the State of California.

Section 6. Removal of Members

a) Any Athlete Member may be suspended or expelled from the Club pursuant to a policy adopted by the Board of Directors by resolution.

b) Any Regular or Athlete Member may be suspended or expelled from the Club for cause, upon a two-thirds vote of the Board of Directors, but no member shall be suspended or expelled until the Member has had notice of the consideration of such action by the Board of Directors and a reasonable opportunity, not to exceed thirty (30) days, to submit information to the Board of Directors relative to the issue or issues being considered.

**ARTICLE V. BOARD OF DIRECTORS**

Section 1. Composition of the Board of Directors

The affairs of the Club shall be governed by a Board of Directors and Members at Large, consisting of not less than three nor more than ten members. The Board of Directors will include the officers of the Club. The directors submitted for election in any year as prior terms of the directors expire shall be elected by a majority vote of the members present at the annual meeting. Directors shall have terms of one year expiring at the appropriate annual meeting. Each director shall hold office until the expiration of the term for which that director is elected and until a successor has been elected, or until that director's prior resignation or removal.

Section 2. Board Nominations

(a) Any Regular Member shall be entitled to make nominations thirty (30) days prior to the annual meeting provided that such nominee is eligible to hold office under the provisions of these Bylaws.

(b) The slate of nominees shall be filed with the President in time to forward a copy thereof to each member of the Board at least twenty (20) days in advance of the annual meeting. Any director shall be entitled to make nominations to the proposed slate of nominees, and the nominees for directorship shall be approved by a majority vote of the Board.

(c) The slate of nominees approved by the Board shall be submitted to each member of the Club at least ten (10) days in advance of the Annual Meeting.

### Section 3. Annual Meeting of the Board

The Board of Directors shall hold an annual meeting after the Annual Meeting of Members at a convenient time and location designated by the President.

### Section 4. Regular Meetings of the Board

The Board may hold regular meetings at a convenient location designated by the President. Written notice of all regular meetings shall be delivered to each director at least one week before the date fixed by such meeting.

### Section 5. Special Meeting of the Board

Special Meetings of the Board may be called at any time by the President, and shall be called by the President or the Secretary within fourteen (14) days of receipt of a written request of one-third (1/3) of the members of the Board. Written or oral notice of special meetings shall be given to each director at least two (2) days before the date of such special meetings.

### Section 6. Quorum of Board of Directors

The presence in person of one third of the Board of Directors of the Club shall be necessary to constitute a quorum at all meetings of the Board.

### Section 7. Action by the Board

(a) Each director shall be entitled to one vote on each matter properly submitted to the Board of Directors for action at all meetings of the Board. The vote of a majority of directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

(b) Any action required or permitted to be taken by the Board or any committee may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and written consent thereto

by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

(c) Any one or more members of the Board, or of any committee, may participate in a meeting of such Board or committee by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

(d) The Board shall, by resolution, has established a monetary threshold of \$100 for expenditures by Board members on behalf of the Club which do not need the prior approval of the Board. Expenditures above the established threshold require Board approval.

#### Section 8. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board for any reason may be filled by vote of a majority of the Board. A director elected to fill a vacancy shall hold office until the term of that directorship expires pursuant to its classification.

#### Section 9. Removal

A director may be removed from office with or without cause by a vote of a majority of the members of the Club present at any Regular or Special Meeting. Directors may also be removed for cause by an affirmative vote of a majority of the entire Board of Directors at a meeting called for that purpose.

#### Section 10. Resignation

A director may resign at any time by giving written notice to the Board, the President or the Secretary of the Club. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

#### Section 11. Attendance at Meetings

Attendance at each meeting of the Board shall be recorded by the Secretary in the minutes thereof. Absence from a meeting may be excused, for good cause shown. Absence from three (3) consecutive meetings without good cause shown will constitute just cause for removal from the Board.

#### Section 12. Compensation

No director of the Club shall receive, directly or indirectly, any salary, compensation or emolument from the Club for carrying out the role as director, but directors may be reimbursed in accordance with Article V, Section 7.d of these Bylaws for reasonable expenses incurred.

Nothing herein contained shall be construed to preclude any director from serving the Club in any other capacity and receiving compensation therefore.

## **ARTICLE VI. OFFICERS**

### Section 1. Election of Officers

The officers of the Club shall consist of a President, Treasurer, and Secretary and such other officers as the Board may authorize. Election of officers shall occur immediately following, or as soon thereafter as possible, the election of directors at the annual meeting. Officers shall be elected from the membership of the Board of Directors by a majority vote of the directors then in office. Officers shall serve at the pleasure of the Club. Officers shall hold office for a period of one year or until a successor shall have been duly elected and qualified. Officers may serve successive one year terms, if so elected by the directors. The President shall be limited to three successive one year terms in that office. Any two or more offices may be held by the same person, except the offices of President and Secretary, which may not both be held concurrently by one person. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve as either President or Board Chair.

The President, Secretary, and Treasurer may not be from the same family, or hold office concurrently. The Head Coach will not hold the position of President on the Board of Directors.

### Section 2. President

The president shall be the chief executive and chief operating officer of the Club, and shall oversee, direct, coordinate and supervise the management and administration of the Club. The President or a designee shall report to the Board at each meeting concerning the financial condition and operation of the Club. The President shall be, ex-officio, a voting member of the Board of Directors, and of all committees. The President shall preside at all meetings of the Board and of the members and shall, subject to the approval of the Board, appoint all members of Committees.

### Section 3. Vice-President

The vice-president, in the absence or disability of the president, shall perform all duties of the president and perform such other duties and assignments as the president may request.

### Section 4. Treasurer

The Treasurer shall:

- (a) collect dues and have the custody of all funds and securities of the Club;

(b) keep full and accurate accounts of receipts and disbursements in the corporate books;

(c) deposit all money and other valuables in the name of the Santa Rosa Express Youth Running Club in such depositories as may be designated by the Board;

(d) disburse the funds of the Club as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements;

(e) render to the President and the Board at the regular meetings of the Board, or whenever they require it, an account of all transactions as Treasurer and of the financial condition of the Club;

(f) render a full financial report at the annual meeting of the Board if so requested;

(g) be furnished by all corporate officers and agents upon request, with such reports and statements as the Treasurer may require as to all financial transactions of the Club;

(h) oversee Club compliance and maintain all records documenting Club compliance with State and Federal filing requirements consistent with maintaining Club status as a tax exempt, not-for-profit corporation; and

(i) perform such other duties as are assigned by these Bylaws or as from time to time are assigned by the Board or the President.

#### Section 5. Secretary

The Secretary shall:

(a) maintenance of correspondence; maintenance of all members and Club information all records of organizing documents such as Certificate of Incorporation (and Amendments) and Bylaws;

(b) prepare, distribute, and retain copies of all minutes of meetings of the Board of Directors and the members;

(c) maintain records of Club activities;

(d) publish meet results;

(e) arrange for the preparation and distribution of registration materials to members and prospective members; and

(f) maintain a record of the names and addresses of current athlete and regular members.

Section 6.        Removal.

Officers may be removed by an affirmative vote of a majority of the Board of Directors in office, whenever in its judgment the best interests of the Club would be served by such removal.

Section 7.        Vacancies.

Any vacancy in the offices may be filled for the unexpired term of the office by a majority vote of the Board of Directors then in office. Filling an unexpired term of a vacant office shall not prohibit the director so elected from serving a full term in that office in addition to the unexpired term.

**ARTICLE VII. COMMITTEES OF THE CLUB**

Section 1.        Special Committees

Special Committees may be appointed by the President and approved by the Board for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the task for which it was appointed, such special committee shall stand discharged.

**ARTICLE VIII. INSURANCE**

Section 1.        Insurance

The Club may, if authorized by a majority vote of the Board of Directors, but shall not be obligated to, purchase and maintain insurance to provide coverage to the Club, its directors, officers, and employees.