

# **AMENDED CODE OF REGULATIONS OF THE OHIO RIVER ROAD RUNNERS CLUB™**

## **ARTICLE I NAME AND LOCATION OF CORPORATION**

Section 1. The name of this Corporation is The Ohio River Road Runners Club™ (ORRRC™).

## **ARTICLE II PURPOSE**

Section 1. The ORRRC™ will promote health and fitness in the community by conducting and facilitating related activities; particularly running, jogging, and walking.

## **ARTICLE III MEMBERSHIP**

Section 1. Membership.

There are three types of membership in this Corporation. They are individual, family, and lifetime. Throughout this document member means an ORRRC™ member who falls within one of the above categories.

Section 2. Eligibility.

Individual and family members are those who pay the required dues and complete an ORRRC™ Membership/Waiver form. Family membership includes all persons who live in the same household at least part of the year. Lifetime membership may be granted by the Board of Trustees to any individuals deemed deserving due to their contributions to the stated purpose (Article II) of the ORRRC™.

Section 3. Resignation or Termination.

Any member may resign by submitting a written resignation at a meeting of the membership or of the Board of Trustees and thereupon such resignation shall become effective forthwith without need of any acceptance, unless otherwise specified therein. Except as otherwise required by law, any member may be removed from membership by a majority vote of the members present at any special meeting of the members providing Article V is followed. Membership shall automatically terminate for failure to pay the required dues.

## **ARTICLE IV PROCESS FOR ELECTION OF TRUSTEES AND OFFICERS**

Section 1. Nominations.

The incumbent President will initiate the elections, publishing a call for candidates via all of the electronic means by which races and race information is posted (website, social media, etc. — hereafter called “race information platforms”). The call for candidates must include a copy or link of this article and all elections-related policies.

The President will publish a defined date for which members may petition for candidacy by informing both the President and Secretary - electronically or on paper - that they intend to run for a Board position. The candidates list will be vetted using Article IV, Section 2 and presented to the incumbent Board of Trustees for certification at the nomination meeting (a meeting date selected by the President).

Nominations for candidacy may also occur at the nomination meeting. A nominator must be present at this meeting to make a nomination, and, if not a self-nomination, the nominator

should contact the nominee before the meeting to verify that the nominee is willing to serve as a trustee.

The Secretary will annotate nominations as an addendum to the Board Minutes for that meeting and describe in detail the voting process. No nominations or withdrawals (to prevent candidates from being influenced by other members) will be accepted after the close of the nomination meeting.

#### Section 2. Qualification for Trustee Nominees.

Candidates for the Board of Trustees must be an active member in good standing at the time they petition for candidacy and must maintain that status throughout their term, if elected to the Board of Trustees. No candidate may be rejected for discriminatory purposes (gender, sex, religion, national origin, disability, veteran's status, genetic information, sexual preference, age excepting those under 18, or other discrimination category).

The slate of candidates will be vetted by the membership coordinator to determine their membership status and assure they meet membership requirements (including that they be over the age of 18 on the date of the election), then will be certified/confirmed as a panel by the incumbent Board. Individuals found to be non-compliant with these requirements have up until the incumbent Board's certification/ratification vote at the end of the nomination meeting to become compliant, otherwise they forfeit their candidacy. The incumbent President retains responsibility for determining if a nominee is compliant with these requirements and willing to serve.

#### Section 3. Election of Trustees.

If there are less than fifteen (15) nominees, all nominees will become Trustees and no election will be held. If there are more than fifteen (15) nominees, an election will be required and will operate as defined in all elections-related policies. Each eligible member present shall have the right to cast one vote. Eligibility is defined as a member at least eighteen (18) years of age.

#### Section 4. Election Results & Ties.

In the event that the election results in a tie for the 15th (and final) Board position, only non-tying members will be seated. As an example, if there are 20 candidates and #15, #16, and #17 are tied, only fourteen members will be seated. Further, if there is a large block of tying candidates (e.g. a six-way tie for the 14th place), only 13 Board members will be seated; for a seven-way tie for 13th place, only 12 will be seated, etc. In the rare instance that a tie causes less than 5 trustees to be selected (in this example, a 16 way tie for last place causing only 4 members to be seated), the seated members will, after being seated themselves, use the powers outlined in Article VI, section 4 to seat enough members to attain a compliment of at least 5. All information used in processing of the results will be given to the Secretary to be placed in the club records.

#### Section 5. Election of Officers.

The new Board of Trustees will select its officers (Article VII) from among the members of the newly elected Board in concordance with Operation Policy #9. The election of officers will take place at the Board's regular meeting immediately following the election of trustees. This meeting will be chaired by the outgoing President until the new president has been elected.

### **ARTICLE V MEETINGS OF MEMBERS**

Section 1. Place of Meetings.

Meetings of the membership shall be held at a place designated by the Board of Trustees.

Section 2. Special Meetings of the Membership.

Special meetings shall be called by the President, after a resolution is adopted by the Board of Trustees, or upon a written request signed by at least fifty (50) voting members (Article III, Section 4). The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. This notice will be made via a mailing to all member households at least seven (7) days prior to the meeting. The responsibility for such notice resides with the President and Secretary. A special meeting of the membership shall be held at least annually in accordance with Ohio Law.

Section 3. Quorum.

Except as otherwise provided by statute, the Articles of Incorporation, or these Regulations, the presence at a special meeting of at least thirty (30) voting members (Article III, Section 4) of the Corporation shall constitute a quorum.

Section 4. Voting.

At every meeting of the membership, each eligible member (Article III, Section 4) present shall have the right to cast only one vote on each motion. A member must be physically present in order to cast a valid vote. The vote of the majority of those present shall decide any question brought before such meeting, unless the question is one upon which, by law, the Articles of Incorporation, or these Regulations a different vote is required. In which case such express provision shall govern and control. The President will only vote in cases where there is a tie.

**ARTICLE VI BOARD OF TRUSTEES**

Section 1. Governing Powers.

The Board of Trustees shall have all the powers and duties necessary or appropriate for the administration of the affairs of this Corporation and may do all such acts and things as are not by law or by the Articles of Incorporation or by these Regulations directed to be exercised and done by the members. The Board of Trustees may propose Operations Policies and a Code of Ethics consistent with the Purpose of the Corporation and necessary to effectuate that Purpose.

Section 2. Election and Term of Office.

The term of the trustees named in the Articles of Incorporation shall expire when their successors have been elected. At the first election and at each subsequent election the term of office of the trustees shall be approximately one year. The trustees shall hold office until their successors have been elected and seated. The election process for trustees is described in Article IV, Sections 1 through 5.

Section 3. Vacancies.

Vacancies in the Board of Trustees caused by any reason that results in the number trustees dropping below five (5) will be filled by the board up to the minimum number of five (5).

Section 4. Removal of Trustees.

At any regular meeting or special meeting of the Board of Trustees duly called, any one or more of the trustees may be removed by a vote of two-thirds of the Board of Trustees present, with or without cause. Any trustee whose removal has been proposed by the Board of Trustees shall be given an opportunity to be heard at this meeting.

**Section 5. Compensation.**

No compensation shall be paid to trustees for their services in any other capacity or pursuant to any other contractual arrangement whatever. Trustees may be reimbursed for actual expenses incurred by them in the performance of their duties

**Section 6. Regular Meetings.**

Regular meetings of the Board of Trustees may be held at such time and place as shall be determined by a majority of the trustees, but at least six (6) such meetings shall be held during the fiscal year. Notice of regular meetings of the Board of Trustees shall be given by yearly calendar prepared by the President. This calendar will be given to trustees prior to the regular January meeting. Only trustees shall vote on business brought before the Board.

**Section 7. Special Meetings and Executive Sessions.**

Special meetings of the Board of Trustees may be called by the President upon three days' notice to each trustee. Within such special meetings, Executive Sessions may be had solely for the purpose of dealing with confidential, sensitive information or during pending or threatened litigation. The minutes of the special meeting shall reflect that an Executive Session was held and the general topic but will not disclose the specific content or details of said session. A separate record of such session will be maintained by the Secretary and will be available for viewing only to the Board of Trustees.

**Section 8. Quorum.**

At all meetings of the Board of Trustees, a majority of the trustees shall constitute a quorum for the transaction of business, and the acts of the majority of the trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees, except where a larger number is required by law, Articles of Incorporation, or these Regulations. If at any meeting of the Board of Trustees, there is less than a quorum present; the majority of those present may offer status reports but no motions can be acted upon. The majority of those present may adjourn the meeting.

**ARTICLE VII OFFICERS**

**Section 1. Designation.**

The principal officers of the Corporation shall be a President, Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Trustees, from among the trustees. Officers may be elected to succeed themselves. The trustees may appoint an Assistant Secretary, an Assistant Treasurer, and such other officers as, in their judgment, may be necessary.

**Section 2. Election of Officers.**

The officers of the Corporation shall be elected annually by the Board of Trustees at its regular February meeting. Unless sooner removed by the Board, the officers shall serve for a term of approximately one year and until their successors are elected. Any vacancies occurring in offices shall be filled by the Board of Trustees from among the trustees. The Board of Trustees shall

appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.

### Section 3. Removal.

Upon an affirmative vote of two-thirds (2/3) of the full Board of Trustees, any officer may be removed, either with or without cause, and his/her successor elected at any regular meeting of the Board of Trustees, or at any special meeting of the Board of Trustees called for that purpose. Notice must be provided to the entire Board of Trustees at least seven (7) days prior to a regular or special meeting at which a removal vote is to be taken. Removal from the Board of Trustees should be a separate action under Article VI, section 4.

### Section 4. President.

The President shall be the chief executive officer of the Corporation. He/she shall preside at all meetings of the membership and of the Board of Trustees and shall represent the Corporation in the Road Runners Club of America.

The President has a duty to act in the best interests of the Corporation, the members, and the intended beneficiaries of the Corporation's purpose. The President is prohibited from self-dealing and conflicts of interest. The President also has the ultimate responsibility to assure that all state reporting requirements are met. The President must be familiar with local, state and federal laws and regulations governing nonprofit corporations and is responsible for insuring the Corporation's compliance with the same. The President is responsible for ensuring that the other officers are fulfilling their duties.

The President has the authority to sign legal documents on behalf of the corporation. This includes the ability to sign corporate checks, although the Treasurer may also exercise this power.

The President should participate in, or lead, short-term and long-term planning for the Corporation, including developing programs to carry out the goals of the Corporation, and overseeing the implementation of these programs.

The President shall act as liaison to the Board of Trustees and as the primary spokesman for the Corporation. The President is the primary liaison between the Board of Trustees and the Corporation's members. This involves informing the members of the Board of Trustees' decisions and plans, and keeping the Board of Trustees informed of the status of the Corporation's finances, programs, planning, etc. The president will also submit plans and budgets for board approval.

The President shall have all the general powers and duties which are usually vested in the office of president of a nonprofit corporation, including the power to appoint committees as, in his or her discretion, he/she may deem appropriate to assist in the conduct of the affairs of the Corporation.

### Section 5. Vice President.

The Vice President will in the absence, or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall also perform such other duties as shall be prescribed by the Board of Trustees and shall undertake special assignments as requested by the President.

The Vice President shall support the President and the Board of Trustees in all efforts to remain compliant with local, state and federal law.

#### Section 6. Secretary.

The Secretary shall provide proper notice of any meetings of the membership or the Board of Trustees and timely distribute materials such as agendas and meeting minutes. The Secretary is tasked with knowing and complying with notice requirements for meetings. The Secretary is responsible for ensuring an adequate number of meetings are held per year, in accordance with these Regulations. The Secretary must be knowledgeable of the Corporation's records.

The Secretary should be present at all meetings and is charged with recording minutes of meetings. The Secretary must be well-equipped to record accurate minutes and be aware and sensitive to any special or confidential information discussed at a meeting.

As the custodian of the Corporation's records, the Secretary is responsible for maintaining accurate documentation and meeting legal requirements, such as annual filing deadlines. The Secretary is responsible for reviewing and updating documents as necessary and ensuring all documents are safely stored and readily accessible for inspection by the Board of Trustees and/or membership. The Secretary shall also ensure that any documents required to be available for inspection pursuant to local, state or federal law are easily accessible upon request.

The Secretary must be familiar with current document retention laws for non-profit corporations and ensure the Corporation complies with the same. The Secretary shall comply with such other duties as the Board of Trustees may prescribe.

#### Section 7. Treasurer.

The Treasurer will manage the financial affairs of the Corporation, including reconciling bank statements, and managing cash flow. The Treasurer shall have custody of the corporate funds and securities, shall keep full and accurate account of all receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name of, and to the credit of, the Corporation in such depositories as may be designated by the Board of Trustees. He/she shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render an account of all transactions as Treasurer and of the financial condition of the Corporation, whenever called upon to do so.

The Treasurer is also responsible for investing funds consistent with applicable laws and the mission of the Corporation. The Treasurer must be knowledgeable about who has access to the Corporation's funds and any outstanding bills or debts owed. The Treasurer will create and maintain systems for ensuring the Corporation's ongoing solvency and oversee the development of the Corporation's financial policies. The Treasurer will advise the Board of Trustees on best practices for policies such as check signing authority, expense reimbursement, credit card usage, and petty cash policies, if applicable.

The Treasurer will be responsible for preparing an annual budget that supports the Corporation's goals for approval by the Board, as well as regularly monitoring and comparing the actual revenues and expenses incurred against such budget.

The Treasurer must have thorough knowledge and understanding of the Corporation's financial reports and important financial ratios. The Treasurer will keep the Board of Trustees apprised of key financial events, trends, and concerns, and his/her assessments of the Corporation's fiscal health. The Treasurer is also responsible for completing, or ensuring the completion of, required financial reporting forms in a timely manner and making these forms available for review.

The Treasurer must be familiar with applicable laws relating to nonprofit corporation finances and reporting requirements.

## **ARTICLE VIII AMENDMENTS**

### **Section 1. Amendments to Regulations.**

Except as otherwise required by law, these Regulations may be amended at any regular meeting of the Board of Trustees or at any special meeting of the Board of Trustees called for that purpose, provided that notice of the proposed amendment shall have been given at least thirty (30) days prior to such meeting. Such amendment shall require an affirmative vote of a majority of the members of the Board of Trustees present at a duly constituted meeting.

### **Section 2. Amendments to Articles of Incorporation.**

Except as otherwise provided by law the Articles of Incorporation (except Articles Fifth and Seventh thereof) may be amended at any annual meeting of the members or at any special meeting called for that purpose, provided that written notice of the proposed amendment shall have been given at least thirty (30) days prior to such meeting and a quorum as defined in Article 5, Section 3, is present. Such amendment shall require an affirmative vote of 75 percent of the members present at such meeting. Only those members of the Corporation over 18 years of age who have been members for at least thirty (30) days prior to the proposal of such amendment shall be allowed to vote on such proposed amendment.

## **ARTICLE IX ATTENDANCE POLICY**

Section 1. Beginning after the seating of the 2020 board, trustees may not miss more than four regular or special meetings of the Board of Trustees per year. A warning letter will be issued by the secretary (ask for Email or letter) to any trustee that misses three meetings for any reason, absent pre-approved business of the Corporation. After a fourth missed meeting, the trustee shall be considered to have voluntarily resigned from the Board of Trustees.

## **ARTICLE X AFFILIATION WITH THE ROAD RUNNERS CLUB OF AMERICA**

Section 1. The Corporation shall be affiliated with the Road Runners Club of America and will comply with RRCA requirements for member clubs.

## **ARTICLE XI FISCAL MANAGEMENT**

### **Section 1. Dues.**

The annual membership dues shall be established by a majority vote of the trustees of the corporation. The amount thus established may not be increased more frequently than once per

year. Dues, race entry fees and other monies received or collected by the Corporation shall be spent entirely for carrying out the stated not for profit purposes of the Corporation. Members using Corporation funds shall give a full accounting of such expenditures to the Treasurer.

#### Section 2. Fiscal Year.

The fiscal year of the corporation shall begin on the first day of January of every year, except that the first fiscal year of the Corporation shall begin at the date of incorporation. The commencement date of the fiscal year therein established shall be subject to change by the Board of Trustees.

#### Section 3. Books and Accounts.

Books and accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation.

#### Section 4. Race Financial Reports.

The race director of each club race is responsible for completing an ORRRC™ Club Race Financial Report for their race. The President will make race directors accountable through education and follow up where non-compliance is noted.

#### Section 5. Major Races,

Races classified as major in the yearly budget will submit a final registration file to the Treasurer. Included in that file will be a column listing fees paid.

#### Section 6. Controls and Reports.

Prior to each monthly meeting the Treasurer will distribute a financial report to the board. This report will be presented and approved at the monthly meeting.

#### Section 7. Finance Committee

A Finance Committee will be formed by the President. It will consist of the President, Treasurer and up to 5 (five) members. The Finance Committee will be responsible for:

- Preparing an annual budget.
- Providing a financial summary of club operations to the membership annually.
- Auditing Club Race Financial Reports.
- Auditing major race financial summaries.
- Reviewing current accounting practices and recommending changes to the Board as needed.
- Recommending to the board as to the need for an external audit.

#### Section 8. External Audit.

If the Finance Committee recommends an external audit and the board approve that recommendation, the President will see that such an audit is conducted.

#### Section 9. Financial Records.

IRS Form 990 will be available for inspection to the public. It can be requested in person at each regular board meeting or via email by contacting the President. The President will note on



the web page under “About Us” that this form is available upon request by the methods described above

**Section 10. By-law revisions.**

As part of the Form 990 filing the Treasurer is responsible for including all by law revision made during the reporting year.