

## Bylaws of the Boulder Road Runners

### I. NAME

The name of the organization shall be the Boulder Road Runners, hereafter to be referred to as “the Club.”

### II. PURPOSE

The Boulder Road Runners is a not-for-profit community-based running organization dedicated to empowering individuals of all ages and abilities to participate in the sport of running for enjoyment, health, well-being, and competition.

The Club organizes group runs, training sessions, events, and programs on the road, track, and trails, fostering a supportive environment for runners of all experience levels. It may offer educational sessions on topics relevant to runners, provides awards and recognition, and hosts social events to build community among members.

In addition, the Club is committed to promoting the benefits of running as a means of improving physical and mental health and enhancing the overall well-being of individuals in our community. This includes engaging in outreach and activities that demonstrate how running can contribute to a healthier and more connected community.

A core element of the Club’s mission is to support athlete development in the local community. Through initiatives like the Aspire OTQ program, the Club actively contributes to the growth and success of competitive runners aiming to qualify for the U.S. Olympic Trials.

The Club actively supports its own competitive club race teams representing the Boulder Road Runners and our community at the regional and national levels. This includes fielding teams for USATF-sanctioned events and fostering a spirit of camaraderie and sportsmanship among Club members while promoting excellence in competition.

The Club's activities are guided by its commitment to inclusivity, community, and the promotion of running as a lifelong activity for health, fitness, and personal achievement.

### III. AFFILIATION

The Club will be a chapter of the Road Runners Club of America, and all measures adopted by that body must be considered by this organization. The Club will submit a portion of the annual dues described in Article V to the RRCA as membership in that body requires.

The Club will also be a member club under the Colorado Association of United States Track and Field and all measures adopted by that body must be considered by this organization. The Club will submit a portion of the annual dues described in Article V to USATF as membership in that body requires.

### IV. MEMBERSHIP

Membership in the Club will be on an annual basis. The Club promotes equitable opportunities for membership and participation in all associated activities and does not discriminate based on characteristics protected by local, state, or federal law.

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Individuals wanting to participate in the activities of the Club will submit dues annually, complete application for annual membership, which includes agreeing to follow the Club's code of conduct, and sign a waiver of liability for participation in all Club activities.

Membership in the Club may be as an individual or a family. A family membership is a group of two people or more residing together.

Membership may include lifetime memberships grandfathered into current membership.

### V. 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. If the Board elects to raise the dues by more than 50% from one year to the next, the membership will vote on the recommended dues increase. Additional donations and / or merchandise may be offered incremental to the membership fee.

### VI. Club Race Teams

The Club shall encourage members to form teams to represent the Club in State, Regional, and National Competitions. The Board shall have responsibilities to approve Coordinators for age-group specific race teams, set policy for Coordinators to follow, and approve an annual budget for the teams to use in representing the Club. With input from members, the Club Race Team Policy may be updated from time-to-time by the Board. The policy shall be posted to the Club's website.

[Club Race Team Policy](#)

### VII. MEETING OF THE MEMBERSHIP

The members of the Club will meet at least once a year at a date and time established by the Board of Directors. At the Board's discretion, the Annual Meeting of the Membership may be held in-person or via digital means including tele-or video conferencing. If the Meeting of the Membership must be postponed, the Board may reschedule the date of the meeting. Members will be provided no less than fourteen (14) days written notice, including email notification, announcing a new date, time, location or meeting method (in-person, tele-or video conferencing) to the members.

- A. **Special Meetings.** Other meetings of the membership may be conducted as deemed necessary by a majority of the Board. The Board shall call a membership meeting upon the written request of not less than twenty-five (25%) percent of the total members eligible to vote. The Board will determine if the meeting will be held in-person or via tele-video conferencing. The Board will determine the method of voting for a special meeting.
- B. **Notice.** Written notice, which includes at least two (2) email notifications, stating the day and time of the meeting along with location or meeting method (tele-or video conferencing) and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered no less than seven (7) nor more than fifty (50) days prior to the date of the meeting to each member entitled to vote at the meeting.

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### VII. BOARD OF DIRECTORS AND ELECTIONS

The general membership elects the Board of Directors, consisting of a minimum of 5 board members, up to a maximum of 7 board members: President, Vice President, Treasurer, and Secretary, Membership and two (2) Members at Large. The Club shall strive to achieve diversity on the Board of Directors.

A. **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 mission, purpose, and objectives for which the Club is organized. This general mandate includes, but is not limited to:

1. Fiduciary, legal, and strategic oversight, and guiding the organization by adopting sound, ethical policies and monitoring the Club's programs and services.
2. Reviewing all information provided by the Treasurer and other board members related to oversight of the organization.
3. Participating in all scheduled board meetings, unless excused by absence.
4. Ensuring adequate resources and financial sustainability for the Club, which requires fundraising support and engagement by all directors and officers.
5. Serving as ambassadors for the organization.
6. Hiring and setting compensation for any independent contractors, race directors, coaches, or staff.
7. Being accountable for the Club's on-going commitment to diversity, equity, and inclusion.

B. **Board of Director Members and Duties:**

1. President – to preside over meetings, represent the Club with the RRCA, and to appoint committees and chairpersons, thereof with the approval from the Board.
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.
3. Secretary- to record minutes of all meetings in accordance with Roberts Rules of Order, to keep file of such minutes, oversee the election process for all board members, and when requested by the Board, to accept assignments involving correspondence and keeping of records.
4. Treasurer – to oversee the budget planning process, ensure adequate income available to achieve the budgeted expenses, safeguard the organization's assets, draft financial policies for the board approval, 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.

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5. Membership Chair – to oversee the membership enrollment process, shall report membership to the board, report disbursements of benefits, direct all membership drives, serve as the main contact for membership questions, and other duties as requested by the President.
  6. At Large – to serve on board as a voting member and other duties as requested by the President.
- C. **Eligibility:** Minimum qualification to be eligible for election to the Board, include:
1. Board Members must be dues paying members with an active membership for no less than 6 months prior to their nomination; must be in good standing.
  2. Sign the Club's Code of Conduct and Conflict of Interest policies
  3. Attend the majority of the Club's scheduled Board Meetings each year
  4. The President must meet USATF requirements for a Club President including passing USATF's background check, maintaining Safe Sport certification.
  5. Minimum age 18
- D. **Term of Office:** Term of the office shall be two years (24 months), beginning with or at the close of the annual membership meeting. Any Board of Director Member may serve up to eight years on the board and then must take a year off of the Board. The President will appoint any board seat vacated during a term, with the 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 annual meeting.
- E. **Nominations for Board of Directors Elections:** Members as well as the Board can recommend candidates for nomination. The Secretary, and Nominating Committee if such a committee is formed, will verify all nominations are eligible members per the Eligibility criteria in these Club Bylaws. The Board, or designated Nominating Committee, will regularly review succession planning needs and term limits for board members and make recommendations to help ensure continuity of operations, leadership changes, and DEI for the Board. The Board will alert members to open positions on the Board and encourage nominations based on procedures and deadlines established by the Board no less than 30-days in advance of the elections.
- F. **Board Continuity:** Board terms shall be staggered with the intention that no more than four of the seven Board Seats shall be open for election during a single election period.
- G. **Elections:** All Board members shall be elected by a majority vote by those members who submitted ballots by the election end date.
- H. **Voting:** All members that have reached the age of eighteen (18) by the election vote and have paid annual dues are eligible to vote. Dues must be paid 30-days in advance of the meeting. Voting will be online and commence following the Annual Member Meeting and continue for no more than 7 days.
- I. **Procedural requirements:** Parliamentary procedure will be carried on at meetings, and every effort will be made to discuss any measures coming before the Board. A majority vote of the Board of Directors present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a bylaw amendment. A quorum shall consist of 5 members. No official meeting shall be held and no business conducted unless a quorum is

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present.

- J. **Removal from Office:** As determined by a majority vote of the board members, an officer or director may be removed from the Board for any of the following reasons:
1. unexcused absence of three consecutive board meetings
  2. engaging in illegal (unlawful) activity
  3. convicted of a crime while on the Board
  4. egregious violations of stated Board policies that are not corrected by the Director / Officer following a written warning by the Board.

### VIII. COMMITTEES & TASK FORCES

The Board of Directors has the authority to create committees and task forces, appoint members, and dissolve committees and task forces as it deems necessary to carry out the purpose of the Club. The Board will define the duties and deliverables for all committee task forces and outline the performance expectations for all members of a committee or task force. All committee and task force members serve for one year or a term as defined by the Board of Directors. The Board is kept informed of all activities and progress of all committees and task forces, and the Board has oversight duties in regard to the final outcome approval, acceptance or rejection, ratification of the actions of a committee or task force.

### IX. FINANCES

The Board establishes and manages an annual operating budget per the Club's Financial Policy (the "Financial Policy"). The Financial Policy may be updated from time-to-time by the Board. The policy shall be posted to the Club's website. In the event of conflicts between the Club's Bylaws and Financial Policy, the Bylaws shall take precedent.

Reference: [Club Financial Policy as of July 24, 2020](#)

The Board may authorize the President and / or any officer to enter into any contract or execute and deliver any instrument in the name and on behalf of the Club with the approval of the Board majority.

All checks, drafts or the orders for payment of money, notes or other evidence of indebtedness issued in the name of the Club are signed by authorized officers or employee's and in accordance with the Financial Policy. 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 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.

The Club's finances will be based on the Fiscal Year of January 1<sup>st</sup> through December 31<sup>st</sup>.

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### X. VOLUNTEER BOARD SERVICE

The members of the Board of Directors shall serve without salary, and no part of the net income of the Club shall inure to the benefit of the directors, officers, or other private persons; provided, however, that the Club may make payments and distributions to third parties, including payments to defray the reasonable operating expenses of the Club. The Board may authorize reimbursement, in accordance with the Club's policy on reimbursements, for the reasonable expenses incurred by members of the Board in performing their duties.

No loans shall be made by the Club to the members of the Board or its employees.

### XI. 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.

### XII. TAX STATUS AND DISSOLUTION

No part of the net earnings of the Club shall enure 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.

### XIII. AMENDMENTS TO THESE BYLAWS

These bylaws may be amended by a majority of those voting following an annual meeting, as follows: (a) a proposed amendment must be submitted in writing to the President at least 120-days preceding the annual 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 annual meeting.

In emergency or extraordinary situations, as defined by the board, the board may waive the 120-day submission deadline and bypass the requirement of including the proposed amendment in the notice

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of the annual meeting. In such emergency cases the board must communicate the proposed amendment and board position to the membership at least 30-days prior to the annual meeting.

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