

# BYLAWS OF THE YELLOWSTONE RIM RUNNERS

Adopted October 9, 2017

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### I. NAME

The name of the corporation shall be The Yellowstone Rim Runners, Inc., hereafter referred to as "the Club," incorporated as a non-profit organization in Billings, Yellowstone County, Montana. The registered agent of the corporation shall be designated by the Board of Directors and shall be a member in good standing of 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 may host group runs, fun runs, training runs, timed races and programs on the road and/or track, host education lectures about topics of interest for runners, provide awards for club members, host social events for members, and all such other things as may be conducive to the encouragement of running. The Club may also engage in community activities, to publicize by appropriate means, the benefits of running as a means of physical fitness to improve the health 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 V to the RRCA as membership in that body shall require. The Club shall also maintain membership in USA Track and Field.

#### **IV. MEMBERSHIP**

Membership in the Club will be on an annual basis starting at the Shamrock Run and ending immediately before the Shamrock Run of the following year. The membership of anyone joining the club after the Shamrock Run shall end immediately prior to the next Shamrock Run. Anyone can join the Club without regard to race, creed, color, national origin, gender, sexual orientation, gender identity or expression, 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, complete an annual application for membership, which includes agreeing to follow the Club's code of conduct, and sign a waiver of liability for participation in all Club activities.

#### **V. DUES**

The annual dues rate for the Club membership will be set on an annual basis by the Board of Directors and announced annually as part of the regular join and renew process for the Club.

#### **VI. MEETING OF THE MEMBERSHIP**

The members of the Club shall meet at least once a year at a date and time established by the Board of Directors, usually in late October or early November. A quorum at the annual meeting of the membership will be a majority of the Board of Directors and no less than 6 general members.

#### **VII. BOARD OF DIRECTORS AND ELECTIONS**

The general membership elects the following members of the Board of Directors every other year: president, vice president, treasurer and secretary. The general membership elects between four and eight additional directors on an annual basis. The exact number of additional directors for the coming year shall be determined annually by the Board prior to the meeting of the membership. The four to eight additional directors may be assigned to specific races, programs, projects or activities or may have unspecified duties. At least one member of each board-authorized race committee, preferably the race director, shall be a member of 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 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.

**B. Board of Director Members and 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.

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 at all meetings in accordance with Roberts Rules of Order, to keep a file of such minutes, oversee the election process for all board members, and, when requested by the president, to accept assignments involving correspondence and the keeping of records.

4. Treasurer - Oversee the budget planning process, ensure adequate income available to achieve the budgeted expenses, safeguard the organizations assets, draft financial policies for 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.

C. Eligibility: All Board Members must be dues paying members of the organization and in good standing.

D. Term of Office: The term of office of the president, vice-president, secretary and treasurer shall be two years (24 months), beginning with or at the close of the annual membership meeting. The term of office of the other directors shall be one year (12 months), beginning with or at the close of the annual membership meeting. There is no limit to the number of consecutive terms any Board of Director Member may serve. In the event that a board seat is vacated during a term, the remaining directors shall select a new board member from the general membership within 60 days. In the event that the presidency is vacated, the vice president shall become president and the directors shall select a new vice-president from the general membership. Appointed terms will end at the close of the next annual membership meeting.

E. Elections: All Board members shall be elected by a majority vote of those present at the annual membership meeting.

F. 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 a majority of the directors then serving. No official meeting shall be held unless a quorum is present. The board shall endeavor to conduct all business in person at regularly scheduled board meetings, but may conduct business and approve items via electronic mail, conference call or other electronic media, provided that a majority of the board members agree to do so. A board member who is unable to attend a meeting in person may participate by telephone or other electronic media, provided that a majority of the board members present approve. General members may participate in discussion of any item before the Board; however, only Board members shall be allowed to vote on said item.

## **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 appropriate to carry out the purpose of the Club. The Board will define the duties and deliverables for all committees and 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 the 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. (The committees may include race committees, membership, sponsorship, newsletter/website, special programs – youth, beginning, walking, etc.)

## **IX. FINANCES**

The Board establishes an annual operating budget and sets membership dues 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. 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.

## **X. 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.

## **XI. 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.


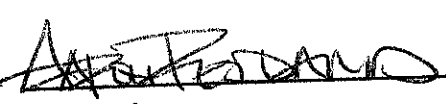

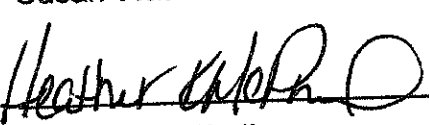
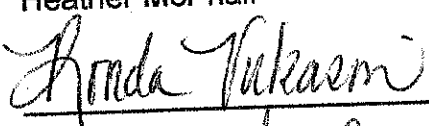
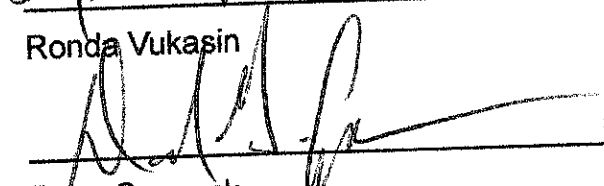
Regardless of any other provision of these articles, the Club may not carry on any other activities not permitted to be carried on by a corporation (a) that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Bylaws of the Yellowstone Rim Runners

Upon dissolution of the Club, the funds in the treasury, after all creditors have been paid, shall go to the Montana Women's Run, an exempt organization under Section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporations is then located, to such organization or organizations as said court shall determine, which are exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

**XII. AMENDMENTS TO THESE BYLAWS**

These bylaws may be amended from time to time by a two-thirds majority of the Board of Directors.

Name	Title	Date
Chris Perez	President	
 Brad Coutant	Vice President	10-10-2017
 Aaron Redland	Secretary	10/10/17
 Jim Kaiser	Treasurer	10/10/17
Susan Waukon	Membership Director	
 Heather McPhail	Club Representative	10-10-17
 Ronda Vukasin	Newsletter Editor	10/10/17
 Dave Coppock	Equipment Manager	10/10/17