**BYLAWS OF THE GREEN BAY RUNNING CLUB**

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**I.** **TITLE**

The name of the association herein shall be Green Bay Running Club, Incorporated," hereafter referred to as "this association," "this organization”, “the club” or"GBRC."

**II.** **PURPOSES**

A. The prime purpose of the association shall be the promotion and encouragement of running and walking and the education of the public to its benefits.

B. In furtherance of purpose "A" this association may hold championships, races on the road, trail, or track, lectures, fun runs, other educational activities, demonstrations, clinics and social events, engage in community activities, disseminate information, present awards; and do all such other things as may be conducive to the encouragement of running and walking and its related activities both athletic and social in nature.

C. In furtherance of the purposes herein, the GBRC shall operate and maintain a membership base that requires a monetary contribution for full membership benefits and participation in select club activities. The GBRC remains an inclusive organization that nonetheless, is open to all talents, abilities, races,religions, sexes, ages and classes.

**III. AFFILIATION**

This association shall be an independent organization, registered with the Internal Revenue Service of the United States of America and the State of Wisconsin. The GBRC will align itself with and, where appropriate, seek certification and coverage for applicable events and activities with the United States of America Track &Field Association, the Road Runners Club of America and any other regional, state, national or international governing body relating to the sport of running or its applicable activities.

**IV.** **MEMBERSHIP**

A. Individuals who wish to participate in the activities of this organization shall submit annual dues and an application for membership.

B. GBRC print materials and website pages shall contain the terms for membership under which an individual or organization may apply for and attain registered membership.

**V.** **MANAGEMENT & GOVERNANCE**

A. The management of this association shall be vested in a Board of Directors consisting of 6 officer positions including a president, vice-president of membership, vice-president of events, treasurer, webmaster, and secretary. Additionally any gold-sponsors will be allowed one board representative.

B. Duties of all officers:

1. Attendance at Board of Director Meetings
2. Attendance at major GBRC events
3. Independently maintain a visible presence within the running community in the Green Bay area.

**1. President**

1. Preside over Board of Directors meetings.
2. Represent the GBRC as the spokesperson for the club.
3. Represent the GBRC at local, state, regional, national or international events regarding business of or relating to the function or possible improvement of the GBRC.
4. To call any special meetings, appoint committees and volunteer directors thereof with approval from the Board.
5. Establish and foster new and ongoing relationships with local athletic and civic organizations, schools teams, businesses and community leaders.
6. Acquires responsibilities of other officer positions in times of extended and/or unexpected absence.
7. Items “b-f" may be delegated or appointed by the president to other officers or fully registered members of the GBRC.

**2. Vice-President of Membership**

1. Reviews and processes membership applications and dues.
2. Coordinates maintenance of membership database for the GBRC.
3. Oversees GBRC participation and staffing in local expo events.
4. Oversees volunteer opportunities and responsibilities for GBRC members.
5. Assumes the powers of the president in his/her absence, and to take on special assignments as requested by the president.

**3. Vice-President of Events**

1. Coordinates organization of club runs and schedule.
2. Oversees host sites for quarterly GBRC membership meetings.
3. Oversees apparel procurement, inventory and sale of GBRC merchandise.
4. Oversees social media administration.
5. Second in line to assume the powers of the president in his/her absence, and to take on special assignments as requested by the president.

**4. Treasurer**

1. Maintains a general knowledge of accounting basics necessary to successfully hold this position.
2. To administer all financial dues and to have authority to sign or disburse necessary appropriations, as directed by the president and/or Board of Directors.
3. Coordinates the maintenance of clubs funds raised through sales, membership dues, sponsorships and any other revenue sources.
4. Controls the monetary distribution to area events, sponsors, organizations and any other accounts payable.
5. Renewal and assessment of insurance needs.
6. Provides a financial report of club operations at least annually or upon request by the President or the Board of Directors.

**5. Webmaster**

1. Efficient knowledge of website management, layout and design.
2. Updates website pages as needed and relays or routes pertinent information to proper officers or publics.

**6. Secretary**

1. Records minutes at all meetings in accordance with Robert’s Rules of Order and keeps a file of such minutes.
2. Oversees the election process for all board members.

C. Eligibility:

Officers may be elected to succeed themselves, indefinitely.

D. Terms of office

1. Term of office shall be two years, beginning with January 1st of even-numbered years and ending December 31st of odd-numbered years.

2. The president shall appoint, with Board of Directors approval, vacated officer positions as necessary upon the resignation, retirement or death of any officer.

3. Offices filled upon resignation shall expire December 31st of odd-numbered years.

E. Removal from Office

1. As determined by a majority vote of the other board members, an officer or director may be removed from office for:
2. missing two consecutive regular board meetings without an excuse approved by a majority of the board;
3. illegal (unlawful) activity; or
4. not carrying out or fulfilling the duties of the position.

F. Elections

1. Officers shall be elected by a majority vote of those present at a scheduled meeting of club members in December of odd-numbered years.

2. Only dues-paying members and incumbent officers have the right to vote for the upcoming year's officer positions and subsequently in any other votes conducted by the GBRC unless exceptions are made by the Board of Directors or by presidential declaration.

G. Procedural requirements

1. Meeting procedures will be carried on an agenda-based structure. The president will construct the agenda for the Board meetings prior to each meeting and may delegate this task to another member of the Board, as necessary. Every effort will be made to discuss any measures coming before the group.

2. A majority vote of the officers present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a regulatory (bylaw-based) amendment.

3. A quorum shall consist of a majority of the number of elected officers. No official meeting shall be held unless a quorum is present.

4. Bylaws amendment

1. A bylaw amendment may be accomplished by a two-thirds vote of the officers present at the meeting.
2. Only those who have been officers of this organization for 30 days prior to the proposal of such an amendment may vote upon such.
3. All members must be notified at least 7 days prior to voting that bylaw amendments will be discussed and voted on, giving members appropriate time to respond with concerns or suggestions in regards to the business being discussed.

5. Board of Directors meetings will be held at least bimonthly and more frequently if called by the president.

**VI. FINANCES**

A. Dues shall be as determined by a majority of the board of directors present at a board meeting and shall not be changed more often than once per year.

B. 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 purpose to the organization or covering expenses related to the attainment of the club objectives.

C. No part of the net earnings of the club shall inure to the benefit of its individuals.

D. This organization shall be empowered to participate in fund-raising activities.

E. This organization will reimburse officers and registered club members for expenses relating to furthering the objectives of the club, upon a majority approval by the Board of Directors.

**VII. DISSOLUTION AND TAX STATUS**

No part of the net earnings of the Club inures to the benefit of, or is distributable to, its members, officers, or other private persons; except that the club may pay reasonable compensation for services rendered. 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)(3) 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.