**By-Laws**

**of**

**Space Coast Runners, Inc.**

**Article One**

**Organization**

1. The name of this corporation shall be the “Space Coast Runners, Inc.,” formed March 6th, 1978, incorporated under the laws of the State of Florida April 25th, 1978.
2. The corporation may at its pleasure by a vote of the membership body change its name.
3. The corporation is incorporated under Florida Statutes Title XXXVI Chapter 617.
4. The corporation is a Tax-Exempt corporation under the United States of America Internal Revenue Code Section 501(c)(3).

**Article Two**

**Purpose**

The following are the purposes for which this organization was formed:

1. The purpose of this organization shall be for the furtherance of competitive and non-competitive running and jogging for both male and female persons of all ages, nationally and internationally through event management, education and the training of members of the running community.

**Article Three**

**Membership**

The corporation shall have two (2) membership classifications:

1. ACTIVE: Active members are any persons in Brevard County who are interested in or promoting the activities of the corporation. Active membership may be obtained by application to the corporation and the payment of dues as determined by the Board of directors.
2. ASSOCIATE: Associate members are individuals, coaches, sponsors, judges or others who assist the corporation and are interested in or desirous of cooperating in fostering and promoting running or jogging activities. Associate members may volunteer time or dues and need not have permanent residence in Brevard County. Associate members are entitled to all of the privileges of the corporation except those of voting and holding office.

**Article Four**

**Territory and Term of Existence**

1. The territory of this corporation shall consist of the County of Brevard, Florida
2. The term of existence will be determined by membership. If the membership of the corporation falls below four (4) in number, the organization shall be dissolved. Dissolution shall be in accordance with the appropriate Florida Statutes which cover the dissolution of a “Not for Profit Corporation.”

**Article Five**

**Board of Directors**

1. The Board of Directors shall be elected at the annual election meeting for a term of one year commencing upon their election.
2. The Board of Directors shall consist of not less than three (3) persons in accordance with the appropriate Florida Statutes which cover the minimum number of board members in a “Not for Profit Corporation.” The exact number of board members in excess of three (3) shall be determined by a two-third (2/3) vote of the existing board members.
3. Officers, by virtue of their election of appointment, shall be members of the Board of Directors.
4. No Officer or member of the Board of Directors shall for reason of his/her office be entitled to receive any salary of compensation.

**Article Six**

**Officers**

1. This corporation shall have a President, Vice-President, Secretary, and Treasurer. These officers shall be elected at the annual election meeting.
2. In the event an officer is unable to serve for any reason, the Board of directors may replace said officer by a majority vote, with any member of the corporation. The appointed officer shall serve the remaining term of that office until the next annual election meeting.
3. All Officers shall come up with a detailed list of their duties and responsibilities. Upon approval by the Board of Directors, this list may be included in a corporate handbook for future reference.

**Article Seven**

**Executive Committee**

1. The Executive Committee shall consist of the officers of the corporation.
2. The Executive Committee shall have the authority to act on behalf of the Board of directors on all matters where the board is not in session. However, decisions of the Executive Committee may be reversed by a majority vote of the Board of Directors.

**Article Eight**

**Meetings**

Membership Annual Election Meeting:

1. All Active members in good standing shall be eligible to vote at the Annual Election Meeting.
2. The Annual Election Meeting of the corporation shall be held in the month of May each year as determined by the Board of Directors.
3. The first meeting of the newly elected Board of Directors shall commence as soon as practicable after the adjournment of the annual election meeting.
4. A quorum at these meetings shall consist of no less than the number of board members authorized plus one (1).

Membership General or Special Meetings:

1. All members, Active and Associate, shall be eligible to attend all General or Special Meetings. The ideas and opinions of these members may be considered in any decisions made at these meetings.
2. The Board of Directors may schedule General or Special Meetings as the board sees fit.
3. Notice of all General or Special Meetings shall be given by being published in the monthly newsletter or by mailing out special notices to the membership. Notices must be given at least five (5) days before a scheduled meeting.
4. Only members of the Board of Directors shall be eligible to vote on matters being addressed at these meetings.
5. A quorum at these meetings shall consist of no less than two-thirds (2/3) of the Board of Directors.

Board of Directors Meetings:

1. The Board of Directors may call a Board of Directors meeting at any time or any place in the County of Brevard. All members of the Board of Directors must be notified at least one (1) day ahead of time.
2. General notification of the membership is not required.
3. Attendance to a Board of Directors meeting is reserved for the Board of Directors or special guest invited by a majority vote of the Board of Directors.
4. A quorum at these meetings shall consist of no less than two-thirds (2/3) of the Board of Directors.

Executive Committee Meeting:

1. The Executive Committee may call an Executive Committee meeting at any time or any place. All members of the Executive Committee must be notified.
2. A meeting of the Executive Committee may be carried out in person or by electronic means such as phone, fax, computer, et cetera.
3. General notification of the membership of the Board of Directors is not required.
4. Attendance to an Executive Committee meeting is reserved for the Executive Committee or special guest invited by a majority vote of the Executive Committee.
5. A quorum at these meetings shall consist of no less than two-thirds (2/3) of the Executive Committee.

Order of Business of All Meetings

1. Roll call – Determination of a quorum.
2. Reading of the minutes of the previous meeting.
3. Reports of committees.
4. Reports of officers.
5. Old and unfinished business.
6. New business – appointments or elections, if applicable.
7. Adjournment.

**Article Nine**

**Duties**

President

1. The president shall preside at all meetings.
2. He/she shall, by virtue of the office, be Chairman of the Board of Directors.
3. He/she shall see that all books, reports and certificates as required by law be properly kept or filed.
4. He/she shall be the officer who may sign the checks or drafts of this organization in the event that the treasurer is unable to, due to emergency circumstances.
5. He/she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Vice President

1. The Vice President shall, in the event of absence of the President, become acting President of the organization with all the rights, privileges and powers as if he had been the duly elected President.

Secretary

1. The Secretary shall keep the minutes and records of the organization in appropriate books, and make them available as per applicable Federal and State requirements.
2. He/she shall file all certificates required by any Federal or State statutes.
3. He/she shall have the responsibility of having all notices served to the members of this organization.
4. He/she shall be the official custodian of the records and properties of this organization.
5. He/she shall present to the members at all meetings those communications received that he/she feels appropriate.
6. He/she shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.
7. He/she shall have the responsibility of researching all Federal requirements to maintain the corporation as an Exempt Corporation under Section 501(c)(3) of the Internal Revenue Code.
8. He/she shall have the responsibility of researching all State of Florida requirements to maintain the corporation as a Corporation Not for Profit, as covered by Florida Statutes, Title XXXVI, Chapter 617, “Corporation Not for Profit.”
9. He/she shall, by virtue of the office, be a member of the Board of Directors.

Treasurer

1. The Treasurer shall have care and custody of all monies belonging to the organization and be solely responsible for such monies or securities of the organization.
2. He/she shall cause to be deposited all association’s funds in a regular business bank as determined by the Board of Directors.
3. He/she shall be responsible for all of the checks or drafts of the organization. There shall be no special funds set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
4. He/she shall render at each meeting an account of the finances of the organization, and shall include them in the minutes of that meeting.
5. He/she shall have the authority to make expenditures up to Fifty dollars $50.00) without the approval of the Board of Directors.
6. He/she shall, by virtue of the office, be a member of the Board of Directors.

**Article Ten**

**Committees**

1. All committees of this organization shall be appointed by the President and approved by a majority vote of the Board of Directors.
2. The Term of office of all committees shall be for a period of one year unless otherwise stipulated at the time of origination.
3. The responsibilities and authority of all committees shall be spelled out by the president at the time of the committee’s origination, but may be altered as events dictate.
4. The committee may be terminated sooner by the action of the President if approved by a majority vote of the Board of Directors.
5. A committee may consist of one or more persons.
6. All committees may consist of as many subcommittees or subcommittee members as necessary to fulfill its duties.
7. All committees shall come up with a detailed list of its duties and responsibilities. Upon approval by the Board of Directors, this last may be included in a corporate handbook for future reference.

**Permanent Committees**

Membership

1. The Membership Committee shall assist the Secretary in keeping track of the membership.
2. It shall produce a membership list consisting of members in good standing.
3. It shall produce mailing labels for the purpose of mailing the newsletter and special mailing notices.

Equipment

1. The Equipment Committee shall assist the Secretary in keeping track of the corporation’s equipment.
2. It shall assist the Secretary in the purchase, maintenance, and repair of the corporation’s equipment.

Newsletter

1. The Newsletter Committee shall assist the Secretary in the formation, editing, manufacturing and distribution of the corporation’s newsletter and special mailing notices.

Race

1. The Race Committee shall assist the President in the planning and organizing of all running events. This shall include, but not be limited to, fun runs, club races, competitive contests such as the Runner of the Year Series, educational seminars, and assistance to other organizations performing running events.
2. The Race Committee shall submit recommendations to the President for future events, projects, equipment and rules that would enhance or improve the corporation’s functions.

Publicity

1. The Publicity Committee shall assist the Secretary in the distribution of information that enhances or promotes the purpose of the corporation as defined in Article Two (2).

**Article Eleven**

**Dues**

1. The corporation shall require the payment of dues to become an Active member, as covered under Article Three (3) of this document.
2. A membership shall begin on the first day of the month following the receipt of the dues and shall end one year from that date.
3. The Board of directors may modify membership terms as it sees fit by a vote of the majority. These terms may include but not be limited to lifetime membership, family membership, partner membership, club membership, team membership, honorary membership, et cetera.
4. The Board of Directors shall set the amount of dues required to become a member. The determined amount of dues shall be effective the first day of the month following the annual meeting and shall be in effect until renewed or changed at subsequent annual meetings.

**Article Twelve**

**Amendments**

1. These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds (2/3) of the members present at two consecutive Board of Directors meetings of the corporation.
2. These By-Laws cannot be amended in such a way as to violate the purpose of the corporation’s original Articles of Incorporation.
3. These By-Laws cannot be amended in such a way as to violate Federal or State laws.