

**BY-LAWS
OF
RUNNING CLUB NORTH**

Article I. Name.

The name of this non-profit organization shall be Running Club North, and the organization shall maintain a Certificate of Incorporation as State of Alaska Entity No. 10090489. 501(c)3 non-profit status is also maintained through affiliate membership of Road Runners Club of America (RRCA).

Article II. Purpose.

The purpose of Running Club North (RCN) is to encourage active participation in running activities. With an emphasis on physical fitness, health, safety, and having fun, RCN will facilitate and sponsor races and fun runs, and publish annually a running calendar for Interior Alaska running events.

Article III. Location.

The principal location of the Club shall be the Fairbanks North Star Borough, State of Alaska.

Article IV. Membership.

Section IV.1. Membership. Anyone can join the club without regard to race, creed, religion, color, national origin, gender, sexual orientation, physical condition, or age. Members are those interested in encouraging or participating in running activities for recreation, physical fitness or as a competitive sport, upon payment of dues.

Section IV.2. Application. Applicants for membership shall file their applications online through www.runningclubnorth.org or with the membership coordinator accompanied by membership dues.

Section IV.3. Membership Classification. The Board of Directors shall establish classes of membership, including but not limited to individual, family and life memberships.

Article V. Meetings.

Section V.1. Membership Meetings. An annual meeting shall be held for the purpose of electing the Running Club North Board of Directors, and for transacting any other business that may come before the meeting. The annual meeting will be held in October of each year. Special meetings of the membership may be called by two-thirds of the Board of Directors, at the time and place the Board designates. Special membership meetings may be held by electronic methods as long as all participating members can simultaneously hear and/or see the issues being discussed, receive an agenda at least three days in advance, and have the opportunity to submit comments and questions before voting takes place.

Section V.2. Board of Directors Meetings. The Board's regular meetings shall be held at the time and place designated by the Board, with a quorum of Board members physically present. The President or a majority of the Board of Directors may call a special Board of Directors meeting at the time and place the President or the Board designate.

Section V.3. Notice of Meetings. Written notice stating the place, day, and hour of any meeting of the Board of Directors or of the Club membership shall be delivered personally, by mail, by electronic mail or by telephone to each Board member or Club member in accordance with law

not less than three nor more than 45 days before the date of that meeting. Placement of the notice on the Club website constitutes written notice as provided in this section. Special meetings of the Board of Directors may be held with 24 hours notice by email, text message, or phone call.

Section V.4. Quorum. A majority of the members of the Board of Directors at a Board meeting or 5 percent of the membership at a membership meeting constitutes a quorum for the transaction of business. If less than a quorum is present, the majority of the Board of Directors present may adjourn or continue the meeting. However, voting will not take place if the meeting is continued. Members shall be physically present unless previous approval from the Board for real time electronic communication has been granted on a case by case basis.

Section V.5. Executive Session. At any time during a meeting, except the annual meeting, the Board of Directors may, on a seconded motion by a member and a majority vote of a quorum of the Board, proceed to an Executive session, with the resultant proceedings being confidential in nature.

Section V.6. Electronic Meetings. The Board of Directors may hold special meetings by electronic methods, as long as all participating members can simultaneously hear and/or see, or otherwise have access to the issues being discussed. Electronic meetings are principally held to conduct voting via email on issues or resolutions when such matters require a decision from the Board in advance of the next regular meeting, and occur as email strings. Such meetings shall include advance notice and distribution of information and resolution(s). The process shall be recorded to document the minutes and voting results.

Article VI. Board of Directors.

Section VI.1. General Powers. The affairs of the Club shall be governed and managed by a twelve-member Board of Directors. The Board shall act on matters of Club business between annual and special meetings of the Club membership and on other matters authorized by law or these by-laws. The actions of the Board may be reviewed and approved by the members of the Club at any annual or special membership meetings.

Section VI.2. Conflict of Interest Policy. Board members must have undivided allegiance to RCN's mission and may not use their positions, information they have about RCN, or RCN's property, in a manner that allows them to secure a financial benefit for themselves or their immediate family. New board members must sign a conflict of interest statement. Board members must identify potential conflicts of interest on matters that appear before the board. If the board determines there is a conflict of interest, the member will abstain from voting and, if deemed necessary, may exclude the member from discussions leading to board decisions.

Section VI.3. Board positions assigned by the direct election of the general membership at the annual meetings are as follows. The Board of Directors will determine specific duties. There will be no more than twelve members on the Board of Directors at any one time.

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Member – Member At Large
6. Member – Usibelli Running Series Coordinator
7. Member – Events Coordinator
8. Member – Calendar and Media Coordinator
9. Member – Membership Coordinator
10. Member – Equipment Manager
11. Member – Trails Liaison
12. Member – UAF Liaison

Section VI.4. Vacancies. A vacancy on the Board, or in any office, shall be filled for the duration of the unexpired term by appointment of the Board of Directors.

Article VII. Officers.

Section VII.1. Officer Titles. The officers of the Club shall be a President, a Vice President, Secretary and a Treasurer.

Section VII.2. President. The President shall be chairperson of the Board of Directors. He or she will lead and facilitate all meetings using rules based on parliamentary procedures. He or she shall appoint members or designate appointment to the chair of all standing or temporary committees. Committees may include members of the Club. The President shall perform those other duties that may be assigned by the Board of Directors.

Section VII.3. Vice President. In the absence of the President, or in the case of his or her inability to act, the Vice President shall perform the duties of the President. If the President is removed from office, resigns or is disqualified, the Vice President automatically becomes President for the balance of the President's term. In that event, the Board of Directors shall elect a member of the Board in good standing to fill the office of Vice President. The Vice President shall perform those other duties that may be assigned by the President or Board.

Section VII.4. Secretary. The Secretary shall keep the minutes of the Board of Directors meetings and of membership meetings, send out notices of membership meetings, and

maintain custody of the records to include correspondence received or sent by the Club. The secretary shall perform those other duties that may be assigned by the President or Board.

Section VII.5. Treasurer. The Treasurer shall ensure membership dues and other cash received is deposited, have custody of all funds belonging to the Club, make disbursement and keep the necessary financial records. The Treasurer shall perform those other duties that may be assigned by the President or the Board.

Article VIII. Nominations and Elections.

Section VIII.1. Election of Officers and Board. The Officers and Board of Directors, with the exception of the UAF Liaison position, shall be elected by the Club membership at the annual meeting. The UAF Liaison is an appointed position by the University of Alaska Fairbanks. The term for each elected and appointed member is one year, November 1st to October 31st of each year.

Section VIII.2. Qualifications. Candidates for Board shall be Club members in good standing.

Section VIII.3. Nomination Appointing Member/s. At least 2 months prior to the annual meeting, the President shall appoint one or more members of the Board of Directors to compile a list of candidates for specific positions of the Board. It is the responsibility of the Nomination Appointing Member/s to find candidates to fill vacancies as well as a complete slate of candidates for election at the RCN annual meeting. Members of RCN shall also make nominations for the positions being voted on at the annual meeting. Nominees must agree to accept the nomination before being added to the slate of candidates.

Article IX. Dues.

The Board of Directors will establish membership dues and fees and review them annually.

Article X. Contracts, Expenditures, Checks, Deposits of Funds and Gifts.

Section X.1. Contracts. The Board of Directors may authorize, by resolution, any Board member, officer, or agent of the Club to enter into any contract or execute and deliver any instrument in the name or behalf of the Club and that authority may be general or confined to specific instances or transactions. Board members aren't allowed to benefit financially from a RCN contract.

Section X.2. Budget. The Board of Directors shall prepare a budget for each fiscal year. The Board may require a project or committee chairman, or other officer, to prepare and present a budget for that project, committee, office, event, or activity for the approval of the Board.

Section X.3. Limitations on Expenditures. The Board must approve all expenditures of \$500 or more not already approved as part of the budget (for the year of the expenditures) or in other procedural documents.

Section X.4. Checks, Drafts, Other Evidences of Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club, shall be signed by an officer or officers, agent or agents, of the Club and in the manner that shall be determined by the Board of Directors by resolution.

Section X.5. Deposits. All funds of the Club will be secured in appropriate, insured bank accounts by the Treasurer and accounted for through written reports at least quarterly to the

Board of Directors and annually to the Club membership at its annual meeting. The Treasurer will segregate all designated funds.

Section X.6. Gifts. A legal instrument made out to Running Club North at the Club's expense shall convey gifts to the Club. The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or device for the general purpose, or for any special purpose, of the Club. A full report of any gift or loan of property to the Club shall be made by the receiving board member at the next meeting of the Board of Directors after receipt of the gift or loan of property.

Article XI. Fiscal Year, Annual Financial Review.

The fiscal year of the Club shall begin on January 1st and end on December 31st each calendar year. RCN shall retain a qualified third party to prepare an annual financial review which will be made available to the Board.

Article XII. Censure, Suspension or Termination of Membership and Removal from Office.

Section XII.1. Termination of Membership. Membership may be terminated by: (a) voluntary resignation, (b) failure to pay dues, (c) exclusion for unethical, dishonest, or other improper conduct rendering him or her an undesirable member.

Section XII.2. Censure, Suspension, Termination. (a) A member may be censured or suspended from membership for conduct unbecoming a member with the concurrence of two-thirds of the members in good standing present at a membership meeting. (b) Suspension of membership privileges may occur only on recommendation of the Board and then only for a certain time. Termination of membership privileges under Section 1(c) may occur only by recommendation of the Board with the concurrence of two-thirds of the members in good standing at a regular Club meeting or at a special meeting called for that purpose.

Section XII.3. Notice: Opportunity to be heard. At least 15 days notice in writing shall be given to the individual concerned whose membership privileges are proposed for suspension or termination. The notice shall specify the reasons why an individual's membership privileges are proposed for suspension or termination. The individual charged with conduct unbecoming a member and whose membership privileges have been proposed for suspension or termination has the right to respond orally or in writing before the Board before action is taken on the proposal to suspend or terminate membership at a membership meeting.

Section XII.4. Removal from Office. A Board Member of the Club may be removed from that office for good cause by a vote of three-fourths of the members of the Board of Directors, or on

recommendation of the Board of Directors by a vote of two-thirds of the membership in good standing at the annual meeting of the Club, or a special meeting called for that purpose.

Article XIII. Running Events.

Section XIII.1. The Board of Directors shall establish and maintain race director guidelines for the Club's sponsored events.

Section XIII.2. Calendar of Events. The Board of Directors shall approve new calendar events. Each Club sponsored event shall be indicated by "RCN" for appropriate event on the calendar.

Section XIII.3. Approval of RCN Events. Race directors must submit an RCN Event Information Form for approval to the Board of Directors or designated Board member.

Section XIII.4. Registration. Runners entered in running events sponsored or managed by the Club, or with which the Club is affiliated, shall register on official entry forms designating the event in which they intend to run. No application for registration or entry form may be accepted without the payment of the appropriate entry fee. However, the Board may waive an entry fee for an individual or class of individuals where appropriate. The runner must sign each entry form. In the runner is a minor, under 18 years of age; the entry form shall be approved in writing by the runner's parent or legal guardian.

Section XIII.5. Protests. Any protest filed by a runner during, or as a result of, a race sponsored or managed by the Club, or with which the Club is affiliated, shall be adjudicated and resolved by the race director for that event within 24 hours to the protest. The runner may appeal the decision of the race committee within 24 hours of the announcement of the director's decision. The Board shall act upon that appeal not later than the next Board meeting. If it does not do so, the decision of the race committee is final.

Section XIII.6. Personal Behavior. All runners and coaches, if any, in events sponsored or managed by the Club, or with which the Club is affiliated, are required to know the rules of the event and to abide by them. Unsportsmanlike conduct as determined by the race committee, including but not limited to delay of the race or intentional runner interference will result in disciplinary action, including but not limited to disqualification, against the offending runner. If, in the opinion of the race director, a runner cannot continue his or her participation in the event in a sportsmanlike manner and all avenues of redress have been undertaken, the runner shall be subject to removal or disqualification from the event.

Section XIII.7. Disqualifications. (a) If in the opinion of the race committee, which shall consist of the race timer, race director and RCN president, a runner is guilty of gross misconduct or unsportsmanlike behavior, the runner shall be removed or disqualified from the event. (b) If in the opinion of the Board, a runner shows continuing unsportsmanlike behavior, the runner may be banned from all events sponsored or managed by the Club, or event with which the Club is affiliated, subject to the same requirements for notice and opportunity to be heard prescribed in Section XII.3 of Article XII.

Article XIV. Dissolution.

Running Club North is a non-profit organization through affiliate RRCA membership. In the event of its dissolution, 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.

Article XV. Parliamentary Procedure.

The Board of Directors will follow parliamentary procedures to ensure a legal and fair discussion platform and voting by motion and seconding of the motion. Motions shall be passed by a simple majority of a quorum.

Article XVI. Miscellaneous.

Website. The Club shall maintain a website and other social media, as determined by the board, that includes updated information about Club activities. The address of the website shall be www.runningclubnorth.org.

Article XVII. Amendments.

The board of directors will review these by-laws at least every 2 years. The board may renumber, revise, codify and correct any provision in these by-laws, 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 shall not change the meaning of any provision. Amendments that change the meaning of any provision will be voted on by a simple majority vote of a quorum of the Club's members at a membership meeting.

Certificate of Revision.

I certify that these by-laws were revised in accordance with Article XVII on October 12, 2019 and that they do now constitute the by-laws of the Club.



Gary H. Pohl
President
Running Club North