

**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 annually publish a running calendar for Interior Alaska running events.

Article III. Location

The principal location of the Club shall be in the Interior of the 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 <https://runningclubnorth.wildapricot.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 the last quarter 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 or

electronically 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 sent by mail, by electronic mail or by text to each Board or Club member not less than 3 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 a minimum 24 hours notice by email, text message, or phone call. If members attend, time will be allocated for member comments.

Section V.4. Quorum. A majority 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 or the membership, as the case may be, may adjourn or continue the meeting. However, voting will not take place if the meeting is continued. Board members or Club members shall be physically present unless previous approval from the Board for real time electronic communication has been granted.

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, not minuted and not to be discussed with anyone outside the current directors, now or in the future. This session has no decision making power and is confidential.

Section V.6. Electronic Meetings. The Board of Directors may hold special meetings by electronic methods, as long as all participating Board 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. Such meetings shall include advance notice of the agenda. The process shall be recorded to document the minutes and voting results. A passing vote of an electronic motion constitutes a simple majority.

Section V.7. Non-Board Presence at Board of Directors' Meetings. Upon invitation from the Board, persons with a business interest in RCN can attend Board of Director (BOD) meetings in-person or electronically. Such persons include potential or actual contractors to RCN and RCN scholarship recipients. RCN members may attend BOD meetings. Members are asked to refrain from electronically recording meetings. Members should speak when recognized by the Chair (the President or designate). Members may make one three-minute presentation per topic, up to two presentations per meeting. The meeting chair may limit member presentations by length or number in the interest of expediency. Members should not divulge subjects and/or contents/details mentioned at RCN BOD meetings except to bona-fide paid-up RCN members. Only BOD RCN members may attend Executive sessions unless persons are specifically invited by the BOD, which does so at its sole discretion.

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. Notice of the Board's actions shall be made available within two weeks thereof.

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. Duties. Board positions assigned by the direct election of the general membership at the annual meetings are as follows:

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

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. The President and Treasurer are elected for two-year terms in even-numbered years; the Vice-President and Secretary are elected for two-year terms in odd-numbered years.

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, following a majority vote of the remaining Directors. Expressions of interest for filling the vacancy will be solicited by the Club listserv. All Board members serve two-year terms, effective 2027. For the 2026 service year, non-officers serve one year.

Article VII. Duties of Officers and Members

The Board of Directors will determine specific duties of Board members. However, it must be emphasized that Board members do the work of the organization (which has no employees) and make significant commitments of time, well above and beyond attending Board meetings, and responding to electronic communications. Expected volunteer efforts include volunteering at RCN races and/or directing RCN races, and tasks to the Board member's specific duties.

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 shall be chairperson of the Board of Directors. They will lead and facilitate all meetings using rules based on parliamentary procedures. They shall appoint members or designate appointment to the chair of all standing or temporary committees. Committees may include members of the Club. They shall represent RCN to outside parties; initiate formulation of RCN policies and positions (for discussion, amendment and adoption by the BOD), ensure RCN compliance with vendor, local, state and federal expectations, rules and laws. The President shall perform those other duties that may be assigned by the Board of Directors.

Section VII.3. Vice President shall, in the absence of the President, or in the case of their 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, including maintaining RCN web email, responding to inquiries and co-moderating the RCN list-serv.

Section VII.4. 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. The Secretary shall draft notices of Board decisions and proceedings for onward distribution to the membership.

Section VII.5. Treasurer shall track all funds belonging to the club including expenses and revenues thereof, make disbursements and keep the necessary financial records of the Club. The Treasurer shall perform those other duties that may be assigned by the President or the Board.

Section VII.6 Member At Large shall run the RCN Scholarship Program, respond to adhoc queries from the Membership and the public and substitute for the Secretary when they are unavailable.

Section VII.7 Usibelli Running Series Coordinator shall work with the series sponsor, organize the annual series awards gathering, request sponsor's funds and oversee the work of the series data manager.

Section VII.8 Events Coordinator shall handle all insurance matters on behalf of the club, provide certificates of insurance as need be and coordinate with RRCA on annual membership renewals.

Section VII.9 Calendar and Media Coordinator shall work with Race Directors to calendar club and other events, and communicate guidelines and procedures with all race directors and

organize the calendar at the annual master scheduling events. They will also do the Club's social and print media.

Section VII. 10. Membership Coordinator does membership renewal mailings, maintains the database of memberships and publicizes the value of RCN to prospective and current members.

Section VII. 11 Equipment Manager maintains and manages RCN equipment, including the connex, loans and rents equipment to organizations as appropriate and initiates repairs as need be.

Section VII. 12 Trails Liaison attends UAF Trails Club and FNSB trails committee meetings as often as possible, develops and maintains contact with government officials and other interested entities on matters related to trails and trail running, to include landowners, and advises RCN accordingly. The Trails Liaison receives and tabulates results from all RCN Trail Series events and posts final results. They present recognition awards at the end of season awards banquet.

Section VII. 13 UAF Liaison shares RCN concerns with UAF and vice-versa. They ensure that certificates of insurance from the RRCA insurance provider are in place and on file at the UAF athletics office, and provide a copy of insurance certificates to UAF Risk Management.

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 in the last quarter of each year. The UAF Liaison is an appointed position by the University of Alaska Fairbanks. The term for each elected and appointed member is from January 1st to December 31st of the following year.

Section VIII.2. Qualifications. Candidates for Board shall be Club members in good standing and resident in Interior Alaska (north of the Alaska Range) at least six months for ever year of service.

Section VIII.3. Nominations. 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. Existing Board members will be asked of their interest in continuing and the President will request nominations from Club members. 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 in December, for approval in the first quarter of each 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, unless specifically authorized by the Board of Directors. 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 can retain a qualified third party to prepare an annual financial review which will be made available to the Board. The Club's Form 990 is to be reviewed and approved by all seated Board members. Prior to submission.

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

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 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 Sponsored Events. The Club may sponsor various running events. These criteria for Club sponsorship shall be documented in a written race guidelines published by the Club. All Club sponsored events shall be conducted in accordance with these guidelines.

Section XIII.2 Revocation of Sponsorship. All Club-sponsored events shall be conducted in accordance written guidelines issued by the Club, including race director guidelines. If the Board determines that an event is not in compliance with these requirements, the Board may vote to revoke sponsorship of the event at any time by simple majority vote.

Section XIII.3. Race Directors. The Board of Directors shall establish and maintain race director guidelines for the Club's sponsored events.

Section XIII.4. 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.5. 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.6. 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.7. 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.8. 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.9. 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

Section XVI.1 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.

Section XVI.2. Directors' and Officers' Insurance, The Club shall continuously maintain directors and officers (D&O) insurance, as well as Event insurance for all Club sponsored events. Total coverage limits shall be for a minimum value of \$1 million for each instance.

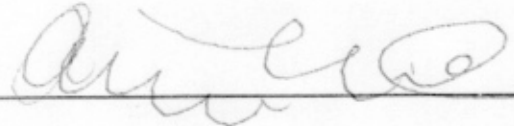
Article XVII. Amendments

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 November 15, 2025 and that they do now constitute the by-laws of the Club.

 11/15/2025

Arthur Hussey
President
Running Club North