

BYLAWS OF THE NORTHWEST ROAD RUNNERS

PURPOSE OF BYLAWS: The Board of Directors of the Northwest Road Runners does hereby enact these bylaws in order to provide guidelines for the supervision and management of the affairs of the organization. The intent of the bylaws is to provide continuity of purpose and direction as the leadership changes from year to year, to provide structure and procedures to deal with unexpected events as they may arise, to avoid problems, and to attract people whose interests and values are consistent with those of the organization.

I. TITLE

- A. The name of the organization shall be "The Northwest Road Runners, Inc.", hereafter referred to as "NWRR".

II. OBJECTIVES

- A. The primary objective of NWRR shall be the promotion and encouragement of running and the education of the public to its benefits.
- B. In furtherance of the above-referenced objective, NWRR may hold championships, races on the roads or track, lectures, fun runs, track workouts, trail runs, educational activities, demonstrations, clinics and social events. NWRR may publish and distribute books, magazines, newsletters, and electronic media (e.g., emails and web site content); present awards; and do all such other things as may be conducive to the encouragement of running or the viability of NWRR.
- C. Other objectives are to promote the well-being of the community, to enhance training opportunities in a supportive atmosphere for runners of all ages and abilities, and to coordinate with other agencies advocating running as a means of physical fitness.

III. AFFILIATION

- A. The NWRR will be affiliated with the "Road Runners Club of America, Incorporated" ("RRCA"). This requires adherence to all RRCA bylaws and paying annual dues to RRCA prior to March 1 of each year. The dues paid are calculated for the following year based on the number of NWRR members as of September 30. The membership for this calculation is based on the number of households (unique addresses) for the club. All members of NWRR automatically become individual members of the RRCA.

IV. MEMBERSHIP

- A. Individuals who wish to participate in NWRR activities shall submit dues with an application for membership which includes a signed waiver or electronic equivalent.
- B. Annual memberships are valid through December 31st in the year paid.
- C. Members whose annual dues are paid by March 1st are considered to be in good standing. Those whose dues are not paid by March 1st are in arrears and cannot vote or hold office after that date.
- D. In order to vote or run for the Board of Directors (BOD) dues must be current.
- E. The BOD will set dues by majority vote.
- F. Any dues for the current year received after September 1st will be reduced by 50%.
- G. Types of membership.
 - a. Individual Membership. An individual membership may be converted to a Family Membership by paying the difference in dues.
 - b. Family Membership. Each family shall be entitled to a maximum of two votes at any general membership meeting.
 - c. Minor Membership (less than 18 years old). Anyone under 18 years of age may join as an individual as long as permission from a guardian is obtained.
- H. Members shall be bound by these by-laws, and other rules governing Road Runners Club of America and this corporation.

V. NON-DISCRIMINATION

- A. The Corporation shall not discriminate on the basis of race, color, age, sex, sexual orientation, religion, national and ethnic origin or physical disability in the administration of its policies and objectives. Membership shall be available to anyone interested in running, jogging or walking.

VI. MEETINGS

- A. Annual Meeting. There shall be a regular annual meeting of the membership in the 1st quarter of each year on a date and at a time and place to be set by the Board of Directors. Notice, thereof, shall be given by an officer to the membership at least 20 days prior to such meeting. The election of officers and presentations of awards will be conducted at the annual meeting.
- B. Special Meetings. Other meetings of the membership may be called by the Board of Directors or on the request of at least 10% of the members of the corporation. At least 20 days' notice of such meetings shall be given to the membership, along with the time, place and purpose of such special meeting.

VII. MANAGEMENT

- A. The property and business of the Corporation shall be managed by a Board of Directors, each of whom shall be members of NWRR. The Board of Directors, by majority vote, may increase or decrease their number. A majority of the Directors shall constitute a quorum and each Director shall have one (1) vote at all Board meetings. Such meetings will be held at least once each quarter and more frequently if called by the president, via written notice, telephone or e-mail.

VIII. OFFICERS

- A. Officers must be members of NWRR for at least 90 days and shall consist of a President, Vice-President, Treasurer, and Secretary. Officers are automatically Board Members and may be elected to succeed themselves.
- B. Duties of officers:
 - 1. PRESIDENT - to preside over meetings, represent this association in the RRCA, to call any special meetings, and to appoint committees and chairpersons thereof with the advice and consent of 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. In the event of a vacancy in the office of President, the Vice-President shall succeed the President for the unexpired portion of the term.
 - 3. SECRETARY - to record minutes at meetings, to keep a file of such minutes, and, when requested by the president, to accept assignments involving correspondence and the keeping of records. The secretary shall attend all meetings of the Board and meetings of the membership. Minutes taken at general membership meetings shall be available to all members.
 - 4. TREASURER - to administer all financial dues and to have authority to sign or disburse necessary appropriations, as directed. The Treasurer is required to report the financial condition of NWRR at meetings of the Board, the annual membership meeting, or when the Board so requests. The Treasurer shall maintain records of all transactions in a form and manner consistent with standard accounting procedure. The treasurer shall submit, or arrange for others to submit, the yearly IRS Form 990 by the fifteenth (15) day of the fifth (5) month after the fiscal year end (May 15th).
- C. All checks, drafts, or orders for payment of money shall be signed by either the President, Vice President, or Treasurer. Two signatures shall be required on each check.

IX. PROCEDURAL REQUIREMENTS AT MEETINGS

- A. Parliamentary procedure will be followed at all board and general membership meetings. Every effort will be made to discuss any measures coming before the group.
- B. A majority vote of the adult members present at either a board or general membership meeting is necessary to pass ordinary measures. All measures shall be deemed ordinary

except those proposing an amendment to these Bylaws.

- C. A bylaw amendment may be proposed by any member and is voted upon at a meeting of the Board of Directors as noted in Article XVII.

X. STANDING COMMITTEES

- A. The Board of Directors is authorized to establish standing committees as needed. Types of potential standing committees include Membership, Public Relations, Social, Events, and Race Committee.

XI. ELECTIONS

- A. Officers. All officers of the Corporation will be elected at the annual meeting of the Corporation in the 1st quarter of each year. Elected officers shall take office at the end of this meeting and serve for a term of one year or until their successors are elected or appointed. A vacancy in the Office of President shall be filled by the Vice-President. The vacancy in any other office shall be filled by appointment by the President with the approval of the majority of the Board of Directors and any officer so chosen shall serve until his successor is elected and qualified.
- B. Voting. Each adult member shall be entitled to one vote at the elections. A maximum of 2 adult members shall be allowed to vote for each Family membership. Officers shall be elected by simple majority vote of those present at the annual meeting. Those members present at the annual meeting shall constitute a quorum.
- C. Nominations. Nominations shall be presented to the corporation before or during the annual meeting.

XII. REMOVAL FROM OFFICE

- A. The Board of Directors, by a three-fourths (3/4) vote of the members, may remove an Officer or Director from office.
- B. Upon receipt of a written petition by at least fifteen percent (15%) of the members of NWRR requesting that an Officer or Director be removed from office, the Board shall hold a special meeting within fifteen (15) days from receipt of such petition and vote as to whether such Officer or Director shall be removed from office.

XIII. FINANCES

- A. Dues shall be as determined by a majority of the Board of Directors 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 of the organization.
- C. No part of the net earnings of NWRR shall inure to the benefit of, or be distributable to its members, Directors, officers or other private person, except that NWRR shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth herein.
- D. This organization shall be empowered to participate in fund-raising activities.
- E. This organization will submit a portion of the annual dues to the RRCA as membership in that body shall require.
- F. The fiscal year of the Corporation shall end December 31.

XIV. INDEMNIFICATION

- A. The Officers and Board of Directors of the Corporation shall be indemnified by the Corporation against expenses actually and necessarily incurred by them or anyone of them. In connection with the defense of any action, suit, or proceeding to which he or she is made a party by reason of having been a member of the Board of Directors or an officer of the Corporation, except in relation to matters in which such officer or member of the Board of Directors may have been adjudged liable for gross negligence or willful misconduct. The right of indemnification provided herein will inure to each officer and member of the Board of Directors at the time such costs or expenses are incurred, and in the event of death, to the personal representatives of such fiduciary.

XV. ACTIVITIES

- *A. No part of the activities of the Corporation shall be the carrying propaganda, or participating in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The Corporation may participate in non-partisan lobbying efforts involving potential improvements to running opportunities in the state.

XVI. DISSOLUTION

- *A. In the event of dissolution of NWRR, the Board shall determine what use shall be made of the assets of the Corporation remaining after the payment of all its outstanding debts and other obligations, and the officers of the Corporation shall so distribute its assets. The recipients thereof must, however, be qualified as charities under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future U.S. Internal Revenue Law) at the time such distribution is made.

XVII. AMENDMENTS

- A. Any article contained herein may be amended by a two thirds vote of the Board of Directors present at any meeting of the Board of Directors provided that notice of any proposed amendment shall be furnished to each member of the Board at least two weeks in advance of the meeting.

* These statements are requirements for membership in the Road Runners Club of America (I.R.S. rules).

Approved by NWRR Membership at General Meeting
Date: August 23, 2011