



BY-LAWS OF THE  
BALTIMORE ROAD RUNNERS CLUB, INC.  
BALTIMORE, MARYLAND

ARTICLE I: ORGANIZATION

Section 1. Name. The name of the club shall be the BALTIMORE ROAD RUNNERS CLUB (hereinafter referred to as the “Club”).

Section 2. Purpose. Further detailing the purpose of the Club as set out in its corporate Articles of Incorporation and Charter (“to promote running as a healthy, challenging and enjoyable activity. The Club advocates running both as a competitive activity and a recreational activity which can be shared by families.”), its purpose shall be to improve the physical fitness and mental well-being of its members through the promotion and encouragement of long distance running. In furtherance of this purpose, the Club may engage in any activity not prohibited for charitable organizations qualified as tax-exempt pursuant to Section 501(c)(3) of the Internal Revenue Code, including but not limited to conducting road and track races, time trials, fun runs, and social runs; sponsoring lectures and demonstrations; publicizing the benefits of running and jogging; hosting social events; making awards; and generally coordinating activities with any other agency or entity which shares or endorses this purpose.

Section 3. Eligibility. The Club welcomes new members of all ages and skill levels. Any person may become a member by paying the stated annual dues and may remain a member so long as they are current in their dues and do not act in a such way as to harm the Club, e.g. stealing Club property, cheating, defrauding the Club, etc. A person who has completed and submitted a membership application and who is current in their dues shall hereinafter be referred to as a “Member”.

A Member can be expelled from the Club only by a vote of a two thirds majority of a quorum of the Board of Directors. The Member in question may appeal an adverse decision of the Board of Directors to the membership by giving a written request to the President. In such case, the decision shall be voted on at the next membership meeting and shall be final if approved by two thirds majority of a quorum of the membership.

Section 4. Dues. The Board of Directors shall establish the dues. Reduced rates may be charged to minors, senior citizens, families, and other groups whose membership the Club wishes to

encourage so long as the classifications do not violate anti-discrimination laws. The Board may designate members who have rendered extraordinary service to the Club as “lifetime members” who are excused from having to pay dues.

Section 5. Affiliation. The Club may affiliate with the Road Runners Club of America and any other national or regional or local organizations, so long as such affiliation is compatible with the provisions of these By-Laws.

## ARTICLE II: MEMBERSHIP MEETINGS OF THE CLUB

Section 1. Location of Meetings, Frequency. Membership meetings shall be held at least once a year at any location within Baltimore City or Baltimore County designated by the Board of Directors.

Section 2. Notice of Meetings. Notice of membership meetings shall be given to each Member prior to each meeting. Notice shall be considered properly given if, at least 30 days prior to the meeting, it is sent electronically to a Member’s e-mail address on file with the Club (or, if no e-mail address is on file, by first class mail) and posted on the Club’s website.

Section 3. Mandatory Subjects. Subjects which must be acted upon at a membership meeting are changes in the dues structure, election and removal of officers and Board members and dissolution and merger.

Section 4. Quorum for Meetings. At least 20 Members shall be present at meetings at which business is to be conducted. If a quorum is not present at an election, the incumbent officers shall serve until the next meeting at which there is a quorum.

Section 5. Proxy and Absentee Ballot Voting Prohibited: Voting by proxies and absentee ballots is prohibited. Members must be present to vote.

Section 6. Special Membership Meetings: Special Meetings shall be called by the President, upon petition to the President in writing and signed by three other members of the Board of Directors, or by petition to the President in writing and signed by ten Members. The petition shall list the matter(s) to be acted upon and the reason a Special Meeting is required. No matter(s) not listed in the petition may be acted upon.

## ARTICLE III: BOARD OF DIRECTORS

Section 1. Composition. The voting members of the Board of Directors shall consist of the president, the vice-president, the treasurer, the secretary and seven other members elected by the membership of the Club. The non-voting, ex-officio members of the Board of Directors shall consist of those persons appointed annually by the president to the following positions: the Club webmaster, the Club newsletter representative, the Club membership chair, the Club race committee chair, the Club race directors, and any other positions of similar importance deemed necessary by the president to carry out Club activities.

Section 2. Eligibility to Serve. Any Member who is current in their dues and who has been a member of the Club for at least 6 months shall be eligible to serve on the Board, provided they comply with the requirements of Section 3 below.

### Section 3. Conflicts of Interest.

(a) For purposes of determining and addressing potential conflicts of interest pursuant to the procedures set out in subsection (b) below, the following definitions shall apply:

1. Interested Person: Any Board Member, Board Officer, or Member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. an ownership or investment interest in any entity with which the Club has a transaction or arrangement, or
  - b. a compensation arrangement with the Club or with any entity or individual with which the Club has a transaction or arrangement, or
  - c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Club is negotiating a transaction or arrangement.
3. Compensation includes direct and indirect remuneration as well as gifts or favors that are not substantial in nature. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

### (b) Procedures for Determining and Addressing Potential Conflicts of Interest

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board Members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest
  - a. An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
  - b. The Chair of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the Board shall determine whether the Club can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board shall determine by a majority vote of the disinterested Board Members whether the transaction or arrangement is in the Club's best interest and for its own benefit and whether it is fair and reasonable to the Club and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

Section 4. Frequency of Meetings. The Board of Directors shall meet at least 8 times per year.

Section 5. Election of Members. The Board shall be elected by Members of the Club at a membership meeting.

Section 6. Filling Vacancies. If a vacancy occurs between membership meetings, the President shall nominate an interim replacement subject to the approval of a majority of the Board. The notice of meeting for the next Club meeting after the vacancy has occurred shall invite nominations from the floor or approval of the nomination. Any officer or other Board member elected to fill a vacancy occurring between annual election meetings shall serve until the next annual election.

Section 7. Responsibilities: The Board of Directors shall manage the affairs of the Club between Club meetings, shall determine the agenda for Club meetings, shall plan Club functions, and shall do all things necessary to maintain the Club as an ongoing organization.

Section 8. Time and place of Meetings. The President shall be responsible for determining the time and place of Board meetings and for notifying Board members of same.

Section 9. Quorum for Board Meetings. At least six members of the Board shall be present in order for the Board to adopt binding resolutions, one of whom shall be the president, vice-president, secretary or treasurer. Meetings shall be in person except in emergency situations, in which the president may call for a meeting by conference telephone call.

Section 10. Votes to Adopt Binding Resolutions. In order to adopt a binding resolution, at least a majority of members present must vote in favor of the resolution.

#### ARTICLE IV: OFFICERS

Section 1. Manner of Selection. The president shall appoint a nominating committee comprised of at least 3 Members. The nominating committee shall propose a slate of officers and directors for the Board of Directors. Nominations shall also be invited from the floor. The membership shall elect the president, vice-president, the treasurer, the secretary and the other members of the Board of Directors.

Section 2. Term. Officers and Directors shall take office at the conclusion of the meeting at which they are elected and shall hold office until successors have been duly elected and take office or until they resign or are removed. The term of office shall be one year with no limits on the number of consecutive terms.

Section 3. Compensation for Services Prohibited: No elected officer or director may receive compensation for fulfilling the responsibilities of their office, except for reimbursement of expenses incurred on behalf of the Club with the approval of the Board of Directors, for any service performed on behalf of the Club.

Section 4. Removal of Officers. Officers or directors may be removed only by a two thirds majority of the Board of Directors (except that the officer or directors in question shall not vote). The officer or director in question shall have a right of appeal to the membership which may be

exercised by his giving written notice to the President (or Vice-President if the officer in question is the president). The decision shall be voted on at the next membership meeting and shall be upheld if approved by a two thirds votes of a quorum of the Members. Offenses for which an officer or director may be removed from office shall be in the nature of dishonesty, neglect of duties, misconduct harmful to the Club, or gross incompetence.

Section 5. Duties of the President. The president shall be the chief officer of the Club and shall preside at all meetings of the Club or the Board of Directors. She or he shall propose policies, appoint members (including chairpersons) of committees, and act as an ex-officio member of said committees. The president shall serve as the liaison between the Club and the community, provide an annual review of the Club's activities and status at the membership meeting, see that all resolutions enacted by the Board of Directors or the membership are carried into effect and shall perform all duties incident to the office.

Section 6. Duties of the Vice-President. In the absence of the president or in the event of their neglect or refusal to carry out their duties, the vice-president shall perform the duties of the president, and when so acting, shall have all of the powers of the president. The vice-president shall perform such other duties and have such other powers and duties as the President or the Board of Directors may from time to time prescribe. In the event that the president leaves office prior to the expiration of their term, the vice-president shall serve the remainder of that term.

Section 7. Duties of the Secretary. The secretary shall prepare and maintain minutes of all meetings of the Board of Directors and all meetings of the membership; shall transmit the minutes of all meetings to the President promptly after the meeting for review and distribution in advance of the next meeting; shall maintain an attendance record for all meetings of the Board of Directors; and shall perform other duties as the President or the Board of Directors may from time to time prescribe.

Section 8. Duties of the Treasurer. The treasurer shall administer the Club's financial matters and shall ensure that the Club's finances are correctly managed and shall have custody of the Club funds and shall keep full and accurate accounts of receipts and disbursements and shall deposit all money and other valuable effects in the name of the Club in such depositories as may be designated by the Board of Directors. More specifically, the treasurer shall ensure that all Club funds are secured, deposited, invested, disbursed and reported as directed by the Board of Directors, consistent with sound accounting and financial practice. The treasurer shall also prepare and submit to the Board each month a detailed financial statement that includes a balance sheet and income statement, and shall also prepare and submit to the Board each quarter a quarterly financial statement that shall include profit and loss by category and classification and a statement of budgeted versus actual income and expense, and shall also annually prepare and submit to the Board an annual financial statement for presentation at the annual membership meeting at which elections are held that shall include a balance sheet and an income statement. The treasurer shall also ensure that all necessary signatures required by any financial entities are obtained and processed and shall ensure that all tax reports or tax returns and any other reports required by any governmental or regulatory agency are timely filed contemporaneously providing the Board with copies thereof.

To assist the treasurer in carrying out the above duties and any other duties of a financial or accounting nature deemed appropriate by the Board of Directors, and for the purpose of implementing such internal accounting controls as may be appropriate, the Board of Directors may engage the services of a bookkeeper or accountant, who shall have no access to any liquid

assets of the Club and who shall report to the Board.

Section 9. Disbursement of Funds. The treasurer shall disburse the funds of the Club as directed by vote of the membership or the Board of Directors, taking proper receipts for such disbursements, and when requested, shall render to the Board of Directors, a balance sheet, income statement, and an account of all his transactions as treasurer and of the financial condition of the Club. All check requests shall be accompanied by invoices or other appropriate supporting documentation. All requests for reimbursement of expenses shall be accompanied by receipts or copies of cancelled checks.

#### ARTICLE V: CONTRACTS AND INSTRUMENTS

Section 1. The Board of Directors may authorize any officer or officers to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Club, provided the contract or instrument has been approved by the Club and the required expenditure of funds, if any, has been provided for in the Club's annual budget. Unless expressly provided otherwise, contracts and others instruments shall be executed by the President or Vice President.

#### ARTICLE VI: CLUB PUBLICATIONS

Section 1. Website. The Club shall maintain a website that includes but is not limited to providing information regarding the Club's purpose, history, past events, planned events, notice of meetings and any other information that the Board determines to be appropriate for promoting membership in the Club and running in general. The website may also include publication of periodic newsletters as a means to present information of interest to Club members and the running community.

Section 2. Other Media. The Club may supplement the website by utilizing other media to disseminate information to its members that includes, but is not limited to, e-mails to members, social networking sites, and US Postal Service as the Board determines to be appropriate.

#### ARTICLE VII: RACE COORDINATION, CLUB RACES

Section 1. Custody of Club Equipment. A member of the Board of Directors, Race Committee, or the race director of an upcoming race shall assume responsibility for the custody of the Club-owned race equipment. These Club assets shall be evaluated and inventoried annually and a checklist provided for sign-out for Club use or functions.

Section 2. Committing the Club. No person may commit the Club to present or provide services to a race or running related event sponsored by a third party without the prior approval of a quorum of the Board of Directors.

#### ARTICLE VIII: MERGER AND DISSOLUTION

Section 1. Merger: The Club may merge with any other running club upon a vote of the majority of a quorum of the Members present at any regular club meeting so long as the Baltimore Road Runners Club is the surviving club.

Section 2. Approval. Any vote to dissolve the Club or merge it into another club resulting in the loss of the Baltimore Road Runners Club's name and separate identity, such action must be

approved by a two thirds vote of the Members. A quorum for this purpose shall consist of twenty five percent of the total membership participating in the vote, which may occur via electronic or other means, such as US Postal Service mail.

Section 3. Dissolution: Upon dissolution of the Club, all assets and Club funds remaining after all creditors have been paid, shall go to the Road Runners Club of America or other 501(c)(3) organization, as directed by a majority of the Members participating in a vote to determine that organization.

#### ARTICLE IX: VOTING AT MEMBERSHIP MEETINGS

Section 1. Designation of Issues to be Decided by Secret Ballot: The President or a majority of a quorum of the Members present may designate that any issue, including a contested election, may be determined by a secret ballot.

Section 2. Roberts Rules Applicable. Except where they conflict with these By-Laws, the Roberts Rule of Order, Newly Revised, shall apply at membership meetings.

#### ARTICLE X: AMENDMENT, COPIES

Section 1. Manner of Amendment. These By-Laws may be amended by vote of two thirds of a quorum of the Members present at a properly called Club meeting. A proposed amendment may not be presented for acceptance by the membership earlier than 30 days after the notice of the proposed amendment has been provided.

Section 2. Availability of Copies. A copy of the current version of these By-Laws shall be posted on the Club's website.

#### ARTICLE XI: MISCELLANEOUS

Section 1. Fidelity Bonds. The Club shall procure a Fidelity bond in an amount sufficient to protect the Club's assets and anticipated revenues, covering the President, the Treasurer, the Race Director, any director of a revenue race who will be collecting entry fees, and any other Member who is authorized to sign checks on behalf of the Club.

Section 2. [Omitted]

Section 3. Non-Profit Status. The Club is a non-profit charitable and educational organization duly qualified for tax exemption under Section 501 (c)(3) of the Internal Revenue Code of 1986. All dues, entry fees and race proceeds and other amounts received by the Club will be spent entirely for carrying out the stated purposes of the Club. No part of the net earnings of the Club shall inure to the benefit of any individual member.

Last amendment: 12/2017