

CONSTITUTION AND BY-LAWS
of the
RARITAN VALLEY ROAD RUNNERS, INC.

As adopted September 6, 2014, by resolution
approved by the club membership.

I. Title

The name of this association will be “Raritan Valley Road Runners, Inc.” hereafter called the “organization”.

II. Objectives

- A. The primary objective of this organization will be the promotion and encouragement of running.
- B. In furtherance of the primary objective, this organization will hold general membership meetings, publish a newsletter, and perform other activities as may be conducive to the encouragement of running.
- C. Other objectives will be to engage in community activities, publicize by appropriate means the benefits of running, and coordinate actions with other agencies that advocate running as a means of physical fitness.

III. Management

- A. The management of this organization will be vested in a Board of Directors, hereafter called the “Board”.
- B. Board of Directors
 - 1. The Board will consist of nine members, eight of whom shall be elected by the general membership as follows: President, First Vice President, Second Vice President, Secretary, and Treasurer, and three members-at-large. One additional member-at-large will be appointed by the incoming President to serve a one year term coinciding with the terms of the elected members. The appointment will be made prior to the January meeting of the Board of Directors.

2. Terms for the Board will be one year commencing at the close of the December membership meeting, or December 20 of that year if there is no December meeting that year.
3. Board members may be elected to succeed themselves, but none may serve more than three consecutive years in the same position.
4. Only members of the organization in good standing may be elected to the Board.
5. Nominations for all Board positions will be made from the floor at the first membership meeting after September 1; anyone may nominate a candidate for any position, so long as both are members in good standing.
6. Announcement of candidates who have accepted their nominations will be made by mail and/or email to all members in good standing after the nominating meeting; the election will take place by secret ballot at the next membership meeting. Only members in good standing who are present may vote. Additional nominations may be made immediately prior to the election.

C. Duties of Board Members

1. President: preside over meetings of the Board and of the general membership; call and preside over any special meetings.
2. Vice Presidents (First and Second): assume the powers of the President in his or her absence; take on special assignments as requested by the President.
3. Secretary: record minutes at meetings of the Board and of the general membership; when requested by the President, accept assignments involving correspondence and the keeping of records.
4. Treasurer: Administer all finances, with authority to disburse necessary appropriations as directed; prepare financial statements of club activities.
5. Members-at-large: determined by the President.

D. Board Meetings

1. Board meetings will be held once a month on a date separate from and prior to the meeting of the general membership, or as called by the President; these meetings are open to all members in good standing, though only duly elected Board members may vote.
2. The spirit of parliamentary procedure will be used to govern the conduct of the Board meetings.
3. Each member of the Board will have one vote; the President uses his or her vote only in the event of a tie among the other members.

4. A majority vote of Board members present will be necessary to pass measures; a vote must be taken for all club activities, expenditures in excess of \$100, and to fill Board vacancies that occur for any reason.

IV. Membership and Membership Meetings

- A. Membership is open to all persons who pay the annual membership fee.
- B. Annual membership will run from January 1 to December 31 and must be renewed each January 1 to remain in good standing.
- C. General membership meetings are open only to members in good standing, except that nonmembers may attend one meeting without paying dues.
- D. The spirit of parliamentary procedure will be used to govern membership meetings.
- E. Life and honorary memberships will be voted by the Board.

V. Voting

- A. Only members in good standing may vote.
- B. A vote of the membership is required in any of the following circumstances:
 1. Election of Board of Directors: Board members will be elected by a majority of those voting at the designated membership meeting; should a position not receive a majority vote, the top two candidates will be run against each other in a second vote.
 2. Amendments to the Constitution: proposed amendments must be made in writing to the Board, who will report to the membership at the next meeting; amendments will be passed by a 2/3 majority of those voting at the membership meeting following announcement of the proposed change.
 3. Extraordinary measures: removal of Board members or changes in the objectives of the club will require a majority vote of all members in good standing.
 4. Expenditures in excess of \$500 will require a majority of those voting.

VI. Finances

- A. Membership fees will be established by a vote of the Board of Directors.
- B. This will be a nonprofit organization; dues, entry fees, and other monies received by the organization will be spent for carrying out the stated purpose of the organization.
- C. No part of the net earnings of the organization will inure to the benefit of its individuals.
- D. This organization will be empowered to participate in fund raising activities.
- E. The two officers of the elected Board (default of the treasurer and President unless the Board appoints an alternative) will be empowered to sign checks for disbursement of funds.

VI. Dissolution

In the event of dissolution of this organization, the funds in the treasury, after all creditors have been paid, will go to the Reformed Church of Highland Park provided that this organization has a valid tax-exempt status with the Internal Revenue Service. If not, then the funds will go to a charity determined by a vote of the general membership.