



BYLAWS OF THE DARKSIDE RUNNING CLUB

October 15, 2017

Article I. NAME AND OFFICE

- 1.01 The name of the organization shall be "Darkside Running Club" hereafter referred to as "the Club".
- 1.02 The principal office of the Club shall be in the State of Georgia, unless and until decided by the Board of Directors of the Club.

Article II. PURPOSE

- 2.01 The purpose for which the Club is organized is to promote running as a sport and a healthy lifestyle. In furtherance of its purpose, the Club promotes running by sponsoring running events and programs to be open to all members of the Club and registered non-members.
- 2.02 The Club also engages in public activities and programs as a means of promoting the benefits of running and educating the public.

Article III. AFFILIATION

- 3.01 The Club shall be a chapter of the Road Runners Club of America (RRCA) and all measures adopted by that body must be considered by the Club. The Club will submit a portion of its annual dues to the RRCA as required for membership in that body (as described in Section IV).
- 3.02 The Club shall be empowered to affiliate with any organization that promotes running and which may be beneficial to the Club. The Club must consider all measures adopted by those organizations.

Article IV. MEMBERSHIP AND DUES

- 4.01 The Club shall have two classes of membership—individual and family membership. Membership in the Club is voluntary and open to all persons without regard to race, creed, color, national origin, gender, sexual orientation, physical condition, or age upon payment of Club dues. Persons under the age of 18 years must submit written consent of one or both parents or legal guardian who is/are a paid member of the Club at the time of membership application.
- 4.02 The amount of and date for payment of Club dues shall be determined by the Board of Directors ("Board") and presented to the Club members.
- 4.03 Dues shall be payable for a period commencing on the date of payment of the initial membership dues and ending on the last day of the calendar year. Renewal dues shall begin on the first day of each calendar year and expire on the last day of each calendar year.
- 4.04 Members must agree to follow the Club's Code of Conduct and sign a waiver of liability for participation in each Club event, activity, or program.
- 4.05 Each member shall be entitled to one vote on each matter submitted to a vote of the members by the Board.

4.06 When a member is in default of payment of dues, the member's membership may be terminated by the Club upon the expiration date of the Club's dues period if the renewal dues are not paid.

4.07 A member may terminate his or her membership at any time by submitting a written resignation to the Club's Secretary. However, any resignation does not entitle any member to a refund of any portion of the Club dues paid to date.

Article V. MEETINGS OF THE MEMBERSHIP

5.01 The members of the Club shall meet at least once a year at a date and time established by the Board of Directors prior to the start of the Club's fiscal year. As needed, the Board may decide to not hold an annual meeting for a period of up to 16 months in order to accommodate transitions of fiscal years or terms of office.

5.02 Membership meetings shall be held at a time and place within the State of Georgia, or as determined by the Board and as stated in the Club newsletter or other duly executed notice.

5.03 Special meetings may be called by the Club's president, Board of Directors, or not less than 25% of the current, paid members for a specific purpose or business matter. Business conducted at a called special meeting shall be confined to the purpose stated in the meeting notice.

5.04 A meeting notice is written and states the date, hour(s), location, and purpose(s) of the meeting and shall be published and communicated not less than 10 business days nor more than 30 business days before the date of the meeting. Publication and communication shall be via the Club's website, Facebook page, and email list to all current, paid members by the Secretary.

5.05 A quorum of the Club shall be defined as the number of members who cast a vote, i.e., those who participate in the voting process, when requested by the Board on any action requiring a vote of the membership. The Board will act upon the majority vote of that quorum. Proxy voting is not permitted.

5.06 The Secretary shall document all meeting discussion and decisions into minutes, and ensure publication and communication of these according to parameters described in Section 5.04

Article VI. BOARD OF DIRECTORS AND ELECTIONS

6.01 The management and affairs of the Darkside Running Club shall be the responsibility of the Board of Directors which may exercise such powers of the Club and do all lawful acts and all things as proscribed by statute, Articles of Incorporation, or Club bylaws, or as required or directed to be done by voting members of the Club. Board directors perform their duties and responsibilities as officers of the Club.

6.02 The Board carries out the objectives and purposes for which the Club is organized. The Board's mandate includes, but is not limited to, promoting the Club's reputation, establishing Club policy, overseeing Club financials, implementing its strategic plan, developing the Club, and conducting fundraising, ensuring legal oversight, determining and monitoring the Club's activities and programs, and conducting the hiring of any employees or independent contractors as needed.

6.03 The Board is authorized to establish committees as needed such as those for membership, racing events, community outreach, special programs, and social activities.

6.04 Officers shall be elected by a majority vote of the Club's membership present at the annual meeting or through online ballots.

6.05 Officers must be current, paid members in good standing, and not a minor. Terms of office shall be two years commencing with the start of the calendar year after election.

6.06 Meetings of the Board shall be held on dates as designated by the President and at least twice within the calendar year. The Secretary shall prepare all meeting notices, agendas, and meeting minutes, and ensure publication and communication of these according to parameters described in Section 5.

6.07 All officers should attend membership meetings and special meetings. However, at a minimum, the Board President and Secretary shall attend any membership or special meeting, and report back to the Board as a whole on any required actions.

6.08 Any officer may be removed for cause by a two-thirds vote of the Board present at a meeting called for such action. "Cause" shall mean any of the following: a) conviction of a felony involving dishonest acts during the officer's term of office; b) any willful and material misapplication by officer of the Club's funds, or any other material act of dishonesty committed by the officer toward the Club; c) unauthorized absence from three or more meetings of the Board; or, d) the officer's willful and material failure to substantially perform his or her duties hereunder after written demand for substantial performance is delivered by the Board which specifically identifies the manner in which the Board believes the officer has not substantially performed his or her duties and the officer fails to cure his or her non-performance after receipt of notice.

6.09 Club officers shall not receive or be promised any compensation for their services as officers of the Club. Officers may receive reimbursement of documented expenses while serving in another Club capacity such as a race director or in another capacity that may require approved purchases of materials or supplies for Club events, activities, or programs.

6.10 All officers are to be proactive in promoting the Club and recruiting new members. All officers will work with their successors to ensure understanding of the duties of the position. All officers should volunteer at or attend club events as often as possible.

Article VII. OFFICERS AND QUALIFICATIONS

7.01 The Board is the governing authority and has total oversight over the management of the Club's affairs. It carries out all the objectives and purposes for which the Club is organized. This general mandate includes, but is not limited to, setting Club policy, financial oversight, strategic planning, fundraising, legal oversight, determining, monitoring the Club's programs and services, elevating the Club's public image, and hiring of any employees or independent contractors.

7.02 Duties and responsibilities for each office include those as stated below.

7.02.1 President: develops Club plans and implements strategies with members of the Board to ensure its success. The President also presides over Club meetings; represents the Club with the RRCA and other race organizations or bodies; serves as chief development officer; ensures Club compliance with laws, rules, and regulations; reviews and approves Club communication and publications; oversees marketing and public relations of the Club; reviews financial statements and filings; and appoints committees with approval of the Board.

7.02.2 Past-President: serves as an adviser to the President and Vice President and takes on special assignments as requested by the President. The Past President's primary role is assisting the Board in maintaining continuity from one administration to the next.

7.02.3 Vice President: serves as the Club's communications and correspondence officer and takes on special assignments as requested by the President. The Vice President is also responsible to serve as President Pro tem in the absence of the President thereby assuming the powers of the President in his or her absence.

7.02.4 Treasurer: oversees the budget planning process and policies; develops and maintains the Club budget; reviews financial statements and matters with the President; ensures the Club is financially sound; prepares timely and accurate financial reports for the Board and membership; safeguards the Club's assets; projects and reports financial problems; ensures all federal, state, and local reporting is completed according to requirements; and completes other duties as requested by the President. The Treasurer co-signs checks, drafts, or orders of payment with the President or Vice President.

7.02.5 Secretary: prepares meeting agendas, materials, and minutes for all meetings in accordance with Roberts Rules of Order; ensures publication and communication of Club meetings; maintains Club files; maintains the Club's official membership roster; oversees the election process for the Board; and shares with the Webmaster any content changes required to accurately communicate and maintain the information that encompass all aspects of the Club's online presence.

7.03 The directors shall not be personally liable for debts, liabilities, or other obligations of the corporation.

Article VIII. FINANCES

8.01 The Board shall establish an annual operating budget, and set membership dues and event entry fees to support the budget.

8.02 The Board may authorize the President and/or any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club with approval of the Board majority.

8.03 All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club are signed by authorized officers and / or in accordance with policies and procedures adopted by the Board.

8.04 All Club monies shall be deposited, to the credit of the Club, in a bank that is a member of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency. No Club funds may be deposited in the personal account of a member of the Board or of the Club.

8.05 The Treasurer shall review the status of the general fund at least quarterly and provide a forecast of estimated deposits and disbursements for the succeeding quarters. If the President and the Treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the Board.

Article IX. SAVINGS CLAUSE

9.01 Failure of literal or complete compliance with provisions of the bylaws with respect to dates, times, and notice, or the sending or receipt of the same, or errors in phraseology of notice of proposal, do not

invalidate the actions or proceedings of the members at any meeting, as long as the members judge (by majority vote) that no substantial injury to the rights of members has occurred.

Article X. TAX STATUS AND DISSOLUTION

10.01 No part of the net earnings of the Club inures to the benefit of, or is distributable to, its members, trustees, officers, or other private persons; except that the Club may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the Club's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. The Club may not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

10.02 Regardless of any other provision of these articles, the Club may not carry on any other activities not permitted to be carried on by a corporation (a) that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

10.03 Upon dissolution of the Club, 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 as approved by the Board.

Article XI. AMENDMENTS TO THESE BYLAWS

11.01 These bylaws may be amended by two-thirds of those voting at an annual meeting, as follows: a) a proposed amendment must be submitted in writing to the Club President at least 120 days preceding the annual meeting; b) the Board by majority vote determines its position for, against, or for with a recommended change; and c) the Board returns the proposal along with its position to be included in the notice of the annual meeting.

11.02 In emergency or extraordinary situations as defined by the Board, the Board, by two-thirds vote of the entire board, may waive the 120-day submission deadline and bypass the requirement of including the proposed amendment in the notice of the annual meeting. In such emergency cases the Board must communicate the proposed amendment and Board position to the membership at least 30 days prior to the meeting.

11.03 A proposed amendment, which has not been recommended by the Board and has been defeated at the annual meeting, may not be resubmitted until at least one annual meeting has intervened. The Board determines, in its sole discretion, whether an amendment is sufficiently similar to one previously considered to be governed by this subsection.

11.04 An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.

11.05 The Board may renumber, revise, codify, and correct any provision in these bylaws, 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 may not change the meaning of any provision