

By-Laws of the Georgetown Running Club

ARTICLE I – Name

The name of this organization shall be Georgetown Running Club, (hereinafter referred to as the “GRC”), a nonprofit organization, incorporated and operated under the laws of the state of Texas.

ARTICLE II – Purpose

Section 1

GRC is organized exclusively for the charitable, health, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the section 501(c)(3) of the Internal Revenue Code of 1954 (or revisions thereto).

Section 2

The GRC is a nonprofit organization whose mission is to promote and encourage running, walking, and fitness in the community and to provide competitive and non-competitive activities for its members and the general public.

ARTICLE III – Members

Section 1

Eligibility: Any person who pays the required membership fee and subscribes to the purposes of the GRC shall be a member.

Section 2

Membership Period: The membership year begins in the month the membership fee is paid and shall extend for one year.

Section 3

Membership Fee: The membership fee shall represent the member’s fair share cost encountered during the membership year. Changes in membership fee must be approved by the Board of Directors meeting as provided by these By-laws.

Section 4

Number of members: There shall be no limit to the number of members in the GRC. The Board of Directors may divide its membership into divisions based on special interest of groups within the GRC if such a division better achieves the objectives of the GRC. Such divisions must be approved by the Board of Directors and there must be a minimum of six members represented in each division.

ARTICLE IV – Officers

Section 1

By-Laws of the Georgetown Running Club

Officers: The elected officers of the GRC shall be a President, Vice-President, Secretary, Treasurer, Director of Information Technology, Director of Marketing/Member Services, and Director of Volunteer Services. These officers shall perform the duties prescribed by these by-laws and by parliamentary authority adopted by the GRC. The Treasurer shall undergo an approved background check prior to beginning official duties with the GRC.

Section 2

Officer Eligibility: At the GRC annual meeting in May of each year, GRC members shall vote upon candidates who have expressed an interest in board membership and have attended three board meetings within the calendar year prior to the Annual meeting.

Section 3

Elections: The officers shall be elected by ballot to serve two year terms or until their successors are elected. An Election Committee appointed by the President will oversee the election and counting of the ballots. No member of the election committee can be currently running for office. Elections will be held for President, Treasurer, Director of Information Technology, and Director of Volunteer Services during even years. Elections will be held for Vice-President, Secretary, and Director of Marketing/Member Services during odd years. No election is necessary if a person is running unopposed and there are no other eligible members who have met the Officer Eligibility requirements (Article IV, Section 2).

Section 4

Resignation: In the event an officer resigns before the end of his/her two year term, the remaining officers on the Board may appoint a GRC member to serve in that position in an "acting" capacity. An election must be held within a timely manner after the resignation is received to duly elect an eligible replacement as described in Article IV, Section 2.

Section 5

Special Committees: All Chairs of special committees shall be appointed by the President. The special committee shall be for the purpose of performing a specific responsibility, task, or project for the GRC. Upon making the appointment, the President shall describe the duties of the appointee and the length of the appointment.

Section 6

Duties: The duties of officers are reflected below and other duties maybe designated by the GRC Board of Directors as needed for the smooth running of the GRC.

- (A) **President:** The President shall lead, manage, motivate, and support the Board of Directors and the GRC. The President shall represent the GRC to the general public. The President shall establish goals, policies, and procedures; call meetings when necessary, preside at all meetings, appoint special

By-Laws of the Georgetown Running Club

committees as described above (Section 5), see that such appointees fulfill their responsibilities; and perform other duties stated in the by-laws. Elected during even year elections.

- (B) **Vice-President:** The Vice-President shall serve in the absence of the President, shall plan the monthly programs for GRC board meetings, assist in public relations efforts, recruit race directors for GRC events, and perform other duties as assigned by the GRC and the President. The Vice-President shall notify Officers, Directors, and Committee Chairs of all meetings of the Board of Directors. The Vice-President shall inform GRC members of upcoming meetings. The Vice-President shall make all GRC meeting records available to GRC members. Elected during odd year elections.
- (C) **Secretary:** The Secretary shall be responsible for keeping records and minutes of all meetings or appointment a responsible designee in the event he or she cannot attend the meeting. The Secretary shall provide minutes and records of GRC Board and Club meetings to the Vice-President 7 days after any meetings. Elected during odd year elections.
- (D) **Treasurer:** The Treasurer shall be responsible for keeping all monies of the GRC, records of income, and records of expenses; collection of income owed the GRC and payment of only receipted expenses. The Treasurer shall assist in the preparation of the annual budget and shall administer the current budget. The Treasurer shall make periodic reports of the club's financial status, prepare and file the GRC annual Tax Return, and arrange for an annual GRC financial audit. Elected during even year elections.
- (E) **Director of Information Technology:** The Director of Information Technology shall be responsible for maintaining the GRC website. Elected during even year elections.
- (F) **Director of Member/Marketing Services:** The Director of Member/Marketing Services shall be responsible for the development of member benefits and recruitment of new members. The Director of Member/Marketing Services shall be responsible for external correspondence and with GRC members, maintain a database of GRC members, and other club promotional information in either printed or electronic form. Elected during odd year elections.
- (G) **Director of Volunteer Services:** The Director of Volunteer Services shall be responsible for recruitment of volunteers for the club events and the coordination of club social activities. Elected during even year elections.

ARTICLE V – Meetings

Section 1 Types of meetings

By-Laws of the Georgetown Running Club

- (A) **Board of Directors:** The GRC Board of Directors meetings shall be held monthly on a day and time selected annually by the board. Meeting date and time can be changed to ensure a quorum (Article V, Section 2).
- (B) **Annual:** The annual meeting of the GRC shall be held in the month of May. Meeting date and time can be changed to ensure a quorum (Article V, Section 2).
- (C) **Ad Hoc:** The GRC shall meet upon the call of the President or Board of Directors. The GRC shall also meet upon written request of 25 members to the President. The purpose of an ad hoc meeting shall be stated in the agenda.

Section 2

Quorum

- (A) A quorum must be present to conduct any business during a Board of Directors, Annual, and Ad Hoc meetings.
- (B) A quorum of 4 Board of Directors must be present at all Board of Directors and Ad Hoc meetings.
- (C) A quorum at an Annual meeting shall consist of twice the number of elected GRC officers plus one.

Section 3

Notices

- (A) **Time:** Not less than fifteen days' notice must be given by the Vice-President for any Annual meeting and not less than seven days' notice for an Ad Hoc or Board of Director's meeting, except in the cases of emergency as determined by the President then at least three days' notice shall be given.
- (B) **Information:** The notice of the meeting shall contain the time, date, and place, with a statement of purpose for such meeting.

Section 4

Order of Business

- (A) Call meeting to order
- (B) Reading, correction, and approval of the minutes of the preceding meeting
- (C) Report of Officers
- (D) Unfinished business
- (E) New business
- (F) Program (annual meeting only)
- (G) Adjournment

Section 5

By-Laws of the Georgetown Running Club

Suspension of Order of Business: The Order of Business may be suspended at any meeting by a majority vote and a new Order of Business established for that meeting.

ARTICLE VI – Board of Directors

Section 1

Board of Directors: The officers of the GRC shall constitute the Board of Directors. The Board of Directors can appoint up to three “At Large” Board of Directors’ positions with a majority vote of the GRC Officers. At Large positions are only one year appointments; however, they can be withdrawn by a majority vote of the GRC Officers at any Board of Directors meeting.

Section 2

Responsibilities: The Board of Directors shall have general supervision of the affairs of the GRC between its business meetings, fix the hour and place of the meetings, make recommendations to the GRC, present annual operating budget for GRC Board of Directors approval, and shall perform such other duties as specified in these by-laws. The Board shall be subject to the orders of the GRC and none of its acts shall conflict with action taken by the GRC.

Section 3

Conflicts of Interest: A board member must declare any conflicts of interest that might affect decisions made by the board. All board members must sign the GRC Conflict of Interest Policy.

Section 4

Spending Limits: The Board may set levels of expenditures for each officer so that appropriate financial controls can be maintained over GRC monies.

ARTICLE VII – Standing Committees

Standing committees may be defined and created by the Board of Directors or individual officers as needed.

ARTICLE VIII – Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the GRC in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the GRC may adopt.

ARTICLE IX – Indebtedness

The GRC shall incur no liabilities greater than its assets.

By-Laws of the Georgetown Running Club

ARTICLE X – Restrictions

No part of the GRC funds shall benefit any individual member or other private person except to pay reasonable compensation for services rendered and that it may make payments or distributions furthering the purposes set forth in Article II.


ARTICLE XI – Amendments of By-Laws

The by-laws may be amended by GRC Board of Directors as needed.

ARTICLE XII – Dissolution

As the Georgetown Running Club is a not-for-profit corporation, in the event of its dissolution any remaining assets shall be donated by remaining members to an organization qualified under section 501(c) of the Internal Revenue Code.

By-Laws of the Georgetown Running Club at the Board of Directors meeting on 6/20/2012

Board Position	Signature
President – Bill Schroeder	<small>DocuSigned by:</small> <i>Bill Schroeder</i>
Vice-President – Raymond Husser	<small>DocuSigned by:</small> <i>Raymond Husser</i> 
Information Technology – Mark Stratton	<small>DocuSigned by:</small> <i>Mark Stratton</i>
Treasurer – Craig Potts	<small>DocuSigned by:</small> <i>Craig Potts</i>
Member/Marketing Services – Allison McKee	<small>DocuSigned by:</small> <i>Allison McKee</i>
Secretary – Francie Larrieu Smith	<small>DocuSigned by:</small> <i>Francie Larrieu Smith</i>
Volunteer Services – Mick Swope	<small>DocuSigned by:</small> <i>Mick Swope</i>