

ONTEORA RUNNERS CLUB BY-LAWS
(reflects revisions approved by ORC Board as of July 25, 2017)

ARTICLE I - NAME

A. The name of the club shall be the Onteora Runners Club (ORC).

ARTICLE II - PURPOSE

A. The purpose of the ORC shall be to promote running for fun and fellowship among runners and to educate the public as to its benefits. Its activities are intended to create an environment that encourages all runners to run for recreation and sport.

B. To further this objective, the ORC may hold races, fun runs, training runs, educational activities and social events. The ORC may publish a monthly newsletter and act as advisor to race directors for existing events and provide them with technical support and/or equipment.

ARTICLE III - MEMBERSHIP AND DUES

A. Membership shall be unrestricted

B. The Board of Directors shall determine the fees for the annual dues. Dues are payable on January 1st of each year. Members who have not paid the annual dues by March 1st of each year shall be removed from the list of current members.

C. New members shall pay dues upon joining. Dues paid by members joining after October 1st of any year shall be credited towards dues for the subsequent year.

D. Notification of the annual dues shall be made in the ORC newsletter.

ARTICLE IV - FINANCES

A. ORC shall act as a non-profit organization. All monies collected during the calendar year shall be used for organizational expenses only and for carrying out the stated purpose of the ORC.

B. In the event of dissolution of the ORC, all funds in the treasury, after all

creditors have been paid, shall go to a 501 (c) (3) non-profit organization.

ARTICLE V - VOTING

A. All members 18 years of age or older whose club dues are paid in full as of the annual meeting shall be entitled to vote for the election of club officers and Board of Directors, regardless of status (family, individual, or student).

1. Voting shall be conducted in a one hour block of time designated by the election committee and shall be posted with date and time in the ORC newsletter, the website, and the e-group, at least one month prior to elections.

B. Voting by absentee ballot shall be available for voting members unable to attend the election as follows:

1. An absentee ballot shall be included in the ORC newsletter at least one month prior to the elections.

The ballot may be duplicated for multiple family members who are eligible to vote.

2. The ballot shall be returned by mail to the election committee in an envelope with the member's signature and printed name on the outside. The election committee shall check the names against the current membership list.

3. The deadline for voting by absentee ballot shall be announced in the ORC newsletter. No ballots shall be accepted beyond that date.

4. All ballots shall remain sealed until the night of the election. The ballots shall be opened, shuffled and combined with votes cast that evening, prior to counting, by the election committee.

ARTICLE VI - OFFICERS/DIRECTORS

A. The ORC shall have the following officers:

- President
- Vice-president
- Treasurer

- Secretary

B. The Board of Directors shall consist of:

- The officers listed in (A.) above
- 5 elected Directors

C. Conflict of Interest Disclosure:

Service of the Board of Directors is voluntary in nature. The members of the Board of Directors of the Onteora Runners Club shall serve without salary or benefits or financial gain. The Board of Directors may authorize for reimbursement the reasonable expenses incurred by members of the Board of Directors in the performance of their duties. The Board of Directors shall maintain a conflict of interest policy and require each board member to complete annually a disclosure statement, which statement shall be reviewed annually by the Board of Directors.”

ARTICLE VII - DUTIES OF THE OFFICERS/DIRECTORS

A. President -

1. The president shall preside over all meetings of the ORC and shall be chairperson of the Board of Directors.
2. The president shall authorize disbursements up to and including \$ 500.00 for the purpose of emergency repairs to equipment only. The president shall authorize disbursements for general club purposes in an amount not to exceed \$300.00.

B. Vice-president -

1. The vice-president shall perform the duties of the president in the president's absence.
2. If the president leaves office prior to the completion of the term, the vice-president shall fulfill the duties of the president until the next election.

C. Treasurer -

1. The treasurer shall have responsibility for the monetary assets of the club and shall oversee disbursement of monies. The treasurer shall be responsible for submitting monthly reports and an annual written report.

D. Secretary -

1. The secretary shall conduct the correspondence of the club and the Board of Directors, preserve proper files and records of same, make and preserve all minutes of the proceedings of the meetings, and submit meeting minutes, dates and locations to the ORC newsletter editor.

E. Board of Directors -

1. The direction of the club's activities shall be vested in the Board of Directors. The Board shall:

- a. oversee club property
- b. examine club accounts
- c. appoint the election committee for the candidates for election
- d. direct club activities and establish policies
- e. authorize all disbursements greater than \$300.00 (other than emergency repairs to equipment)
- f. have power to approve committees or appoint ex-officio members

ARTICLE VIII - ELECTION OF OFFICERS/BOARD OF DIRECTORS

A. The annual meeting shall be the regular monthly meeting in December. Elections of officers and members of the Board of Directors shall take place every two years at the annual meeting (Board member terms begin in January of the year following election).

B. A three-person election committee shall be appointed by a majority vote of the Board of Directors not less than three months prior to the elections.

1. Their duties shall include accepting and establishing a slate of candidates and overseeing the election process.
2. This committee shall be comprised of non-board members and non-officers.

C. With the exception of the president, if a Board member or officer resigns or is unable to complete his/her term, the position shall be filled by the person who received the next largest number of votes at the previous

election or by a majority of votes of the Board of Directors, or it may be left vacant until the next election if no appropriate candidate is available.

1. Offices filled upon resignation shall expire at the same time as the term of the person replaced.

ARTICLE IX - MEETINGS

A. No official club business shall be conducted without the presence of a quorum of the Board of Directors, including one officer, and shall only be conducted at Board meetings.

1. A quorum shall consist of at least five members of the Board of Directors including at least one officer.

B. There shall be a minimum of at least six general Board meetings a year with special meetings to be called by any member of the Board of Directors.

C. General board meetings, the annual meeting, and any special meetings shall be open and conducted in a public place as to provide available access to any member wishing to attend, with dates, locations, and times to be announced in the ORC newsletter, the website, and the e-group.

D. The annual meeting shall be held on the regular meeting date in December. Other meetings shall be held as deemed necessary by the Board of Directors.

E. Procedures at ORC meetings shall be governed by Robert's Rules of Order for situations where the club's by-laws do not specify procedure.

ARTICLE X - COMMITTEES

A. Special committees shall be appointed by a majority vote of the Board of Directors at an official board meeting.

B. Standing committees shall include a social committee, scholarship committee, finance committee, election committee, and race committee. With the exception of the election committee, as noted in Article VIII, standing committees can consist of members and non-board members, but at least one member shall be a Board member.

ARTICLE XI - AMENDMENTS

A. These by-laws can be modified, amended or repealed only by the following:

1. A 2/3 vote of the members present at the annual meeting, or
2. At a special meeting to be requested by petition signed by a minimum of 25 of valid club members and at which 20 valid club members are present
 - a. For the purpose of this special meeting, the presence of at least 20 club members shall constitute a quorum
 - b. A favorable vote by 2/3 of the membership present is required for passage of any proposed amendment, modification, or repeal

B. Written notice of any proposed amendment of the by-laws shall be provided by the Board of Directors to members in the newsletter at least 10 days prior to the meeting where the vote to modify, amend or repeal is to occur.

C. As situations occur that impact ORC due to external requirements arising from insurance or legal mandates, the ORC Board reserves the right to amend ORC by-laws in order to adhere to such requirements provided there is a board vote of two-thirds approval.