

BY – LAWS
OF
SAN ANTONIO ROADRUNNERS
A NON-PROFIT CORPORATION

ARTICLE ONE
NAME

This Corporation shall be known as “SAN ANTONIO ROADRUNNERS” hereafter referred to as the “Corporation” or “SARR.”

ARTICLE TWO
PURPOSES

SARR is formed for the following purposes:

- (1) To promote and encourage interest in improved physical fitness in the local community through running;
- (2) To promote and encourage running as a competitive sport;
- (3) To promote and conduct races, **training programs**, and other running activities;
- (4) To disseminate information on running through newsletters, meetings, and other media, clinics, and educational programs.

SARR shall not participate in the promulgation of propaganda or otherwise attempt to influence legislation, except such legislation which shall further its stated purposes, nor shall SARR participate or intervene, including the publishing or distribution of statements, in any political campaign on behalf of any candidate for public office.

ARTICLE THREE
OFFICES

1. PRINCIPAL OFFICE

The principal office of the Corporation in the State of Texas shall be located in the City of San Antonio, County of Bexar.

2. OTHER OFFICES

The Corporation may have such other offices either within or without the County of Bexar, State of Texas, as the Board of Directors may determine or as affairs of the corporation may require.

ARTICLE FOUR
MEMBERSHIP

1. CLASSES OF MEMBERS

The Corporation shall have two (2) classes of members. The designation of such classes and the qualifications of the members of such class shall be as follows:

a. **General** members. There shall be two (2) types of general membership: individual membership and family membership. Any person/family who has paid annual dues and such dues have been received by the membership coordinator, including any family member(s) so identified, shall be a general member.

b. **Honorary** members. Honorary members shall be elected by the Board of Directors and an affirmed vote of a majority of the Directors shall be required for election. Honorary members shall not be required to pay dues and shall be admitted based on criteria to be established by the Board of Directors. Such criteria may include, but is not limited to, outstanding contributions to SARR or conspicuous actions performed in the furtherance of the principals and objectives of SARR as set forth in ARTICLE TWO of these By-Laws.

2. QUALIFICATIONS OF MEMBERS

Membership in SARR shall not be denied to any person on the basis of age, sex, race, national origin, religion, political affiliation or viewpoints, physical or mental disability, or any combination thereof.

3. VOTING RIGHTS

Each member, Regular and Honorary, in good standing **for a minimum of 90 days prior to the vote**, and eighteen years or older shall be entitled to one vote on each matter submitted to a vote of the members at the annual membership meeting/picnic, or at a special meeting, per Article 5, Section 2.

4. TERMINATION OF MEMBERSHIP

The Board of Directors, by an affirmative vote of a majority of the members of the Board, may suspend or expel a member for cause after an appropriate hearing and, by a majority vote of those Board members present at any regularly constituted meeting. Any member having been so suspended or expelled shall not be entitled to a refund of any dues already paid. The membership of any general member shall terminate, without action on the part of the Board of Directors or of the membership, if such member is in default in the payment of dues for a period in excess of sixty (60) days.

5. REINSTATEMENT OF MEMBERSHIP

On written request, signed by a suspended or expelled member and filed with the SARR Secretary, the Board of Directors may, by an affirmative vote of a majority of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors deems appropriate.

6. EVIDENCE / CERTIFICATE OF MEMBERSHIP

The Board of Directors shall provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall show the seal of the Corporation. If any certificate shall become lost, mutilated,

or destroyed, a new certificate may be issued therefore on such terms and conditions as the Board of Directors may determine.

7. ANNUAL DUES

The Board of Directors may determine the amount of annual dues payable to the Corporation by members, subject to the approval by a majority vote of the membership at any annual or special meeting of the members.

8. PAYMENT OF DUES

Dues shall be payable in on the day of each member's enrollment as a member in the Corporation and on the **enrollment anniversary date** of each succeeding year.

ARTICLE FIVE

MEETINGS OF THE GENERAL MEMBERSHIP

1. ANNUAL MEETING

An annual meeting of the members shall be held during the month of June each year at a time to be designated by the Board of Directors for the purpose of electing Directors and the transaction of such business brought before the membership.

2. SPECIAL MEETINGS

Special meetings of the members may be called by an affirmative vote of a majority of the members of the Board of Directors, or by a petition signed by not less than one-tenth (1/10) of the members having voting rights.

3. PLACE OF MEETING

The Board of Directors may designate any appropriate place within the County of Bexar, State of Texas, as the place for any annual or special meeting, or any county immediately adjacent to the County of Bexar in the State of Texas.

4. NOTICE OF MEETING

Notice stating the place, date, time and agenda of the annual meeting or any special meeting of members shall be included in the SARR monthly newsletter and/or other written notification to the membership shall be distributed no less than ten (10), nor more than fifty (50) days before the date of such meeting.

5. QUORUM

Any number of members entitled to vote exceeding ten (10) shall constitute a quorum at such meeting, as above. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

6. CONDUCT OF MEETINGS

Unless otherwise specified herein, all meetings of SARR shall be conducted in accordance with the most current edition of Robert's Rules of Order. The Secretary shall be the ex-officio Parliamentarian. In the absence of the Secretary, the Executive Vice-President then, if necessary, the Vice-President shall perform the duties of Parliamentarian.

ARTICLE SIX

BOARD OF DIRECTORS

The Board of Directors shall exercise control and management of the affairs of SARR and shall effect and enforce the objectives and purposes for which SARR is organized.

1. GENERAL POWERS

The Board of Directors shall exercise all the powers granted to it by law and by these By-Laws. In furtherance, but not in limitation of these powers, the Board of Directors shall:

- (1) Ensure that all requirements for tax exempt status, as detailed in the applicable Articles of Incorporation of the SAN ANTONIO ROADRUNNERS, which are incorporated herein by reference, are complied with;
- (2) Establish applicable internal operating procedures for the conduct of activities in the accomplishment of SARR objectives and purposes;
- (3) Interpret any provisions adopted by the Board of Directors pursuant to the authority granted herein, and the interpretation of the Board of Directors shall be final.

2. NUMBER AND TENURE

The number of Directors shall be not less than seven (7) and shall consist of: President, Executive Vice-President, Vice President of Membership, Secretary, Treasurer, Training Director and Director of Races to be elected by the membership at the annual meeting, as follows: The President, Vice-President of Membership and Director of Races shall each serve for two years and be elected at the annual meetings of members conducted on the odd numbered years. The Executive Vice-President, Treasurer, Secretary and Training Director shall each serve for two years and be elected at the annual meetings of members conducted on the even numbered years.

3. ELIGIBILITY REQUIREMENTS

To be eligible for **election** as a Director, a candidate must, on the date of the annual meeting at which the election is to be held: be a member of SARR in good standing and eighteen years or older, and must have been a member in good standing for at least six months immediately preceding nomination.

Any SARR Director may run for election to another office on the SARR Board without resigning his/her present office. If he/she is defeated, he/she may remain in his/her present office on the SARR Board until his/her term expires.

4. NOMINATING PROCEDURES

- (1) Prior to March 31 preceding each annual meeting, the Board of Directors shall advise members, by means of a conspicuous notice in the SARR newsletter or by other means, the terms of office of which Directors will expire at the annual meeting;

(2) Individual SARR members may submit to the Board of Directors, the names and qualifications of eligible individuals to be candidates for the expiring terms of Directors. Such nominations must be submitted to the Board of Directors, in writing, not later than May 1. If, in the opinion of the Board of Directors, the prospective nominee is determined not to be eligible, the Board of Directors shall, within ten (10) days of receipt of the submission, so notify the individual who made the submission, detailing the specific reason(s) for rejection;

(3) The Board of Directors may consider other eligible individuals in addition to those whose names have been submitted;

(4) At the annual meeting, the nomination of eligible individuals, whose verbal or written consent has been obtained, may be made from the floor.

5. GENERAL DUTIES OF DIRECTORS

PRESIDENT

The President shall be the chief executive officer of SARR and shall enforce all of the provisions, objectives and purposes thereof. He/She shall preside at all meetings of SARR and its Board of Directors and shall be an ex-officio member of all committees. The President shall also perform all other duties that pertain to the Office of President that may be assigned him/her by the Board of Directors and shall, at each annual meeting, present a report, to include, but not be limited to, a summary of the past year's accomplishments and shortfalls, as well as his/her recommendations. A written copy of the report shall be presented to the Secretary for inclusion in the record of the meeting and be filed in the SARR archives.

EXECUTIVE VICE-PRESIDENT

In the absence of the President, or in the event of his/her inability or refusal to act, the Executive Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions of the Office of the President. He/She shall exercise authority over such offices and committees as shall be directed by the Board of Directors; except for those otherwise assigned to the Vice President and other Directors. The Executive Vice-President shall discharge such other duties as may be assigned to him/her by the President or Board of Directors.

VICE-PRESIDENT OF MEMBERSHIP

The Vice-President of Membership shall be responsible to the President and Board of Directors for all matters pertaining to membership and any other duties assigned him/her by the President or Board of Directors.

SECRETARY

The Secretary shall:

Keep true records of all proceedings of the meetings of SARR and the Board of Directors and make a written report of the minutes of such meetings to the members.

Compile and record all reports submitted by members of SARR.

Maintain a file of all applicable internal directives and operating procedures.

Receive, review and bring to the attention of the Board of Directors any relevant correspondence or literature addressed to SARR or its Directors acting in their official capacity.

Prepare, dispatch and maintain a record of any applicable correspondence from SARR or any Director acting in an official capacity.

Notify members of the annual meeting, special meetings, **and the monthly scheduled** meetings of the Board of Directors.

Perform such other duties as may be directed by the President or the Board of Directors.

TREASURER

The Treasurer shall:

Receive and issue a receipt for all funds received by or donated to SARR and, in a timely manner, deposit such funds to the account of SAN ANTONIO ROADRUNNERS in the financial institution designated by the Board of Directors.

Maintain current and accurate records of all earnings, disbursements, deposits and withdrawals from accounts, checking and savings account balances, reserves, investments and other financial holdings.

Prepare and submit to the Board of Directors at each scheduled meeting, a written report of financial transactions and status of accounts for the previous accounting period.

Within thirty (30) days following the close of the fiscal year, prepare and submit to the Board of Directors a written Annual Financial Report.

Prepare and submit an appropriate annual financial report to Road Runners Clubs of America.

Keep other records and perform such other duties as may be directed by the President or Board of Directors.

TRAINING DIRECTOR

The Training Director shall:

Conduct running training programs that support the mission of the San Antonio Road Runners.

The goals and objectives of this position should focus on but are not limited to:

- (1) Provide a training program for runners of all levels**
- (2) Increase membership in the club**
- (3) Increase volunteer and race participation in SARR events**
- (4) Increase the SARR brand recognition in the community**

The training director will be responsible for ensuring the development of training curriculums, budgets, and timetables for each training program along with ensuring each training program is staffed with coaches and volunteers to support each training program.

THE DIRECTOR OF RACES

The Director of Races shall:

Be responsible for oversight and execution of all the San Antonio Road Runners sponsored races.

Responsible for but not limited to; budget compliance for each race/race director, permit compliance, and ensuring all race support infrastructure is in place for SARR races.

The goals and objectives of this position should focus on but are not limited to:

- (1) Form a committee of Race Directors and other volunteers to standardize processes and procedures for existing and future SARR Races**
- (2) Increase the SARR brand recognition in the community**
- (3) Increase membership in the club**
- (4) Increase participation in SARR sponsored races**

6. MEETINGS OF THE BOARD OF DIRECTORS

Meetings of the Board of Directors may be called by and at the request of the President or any three (3) Directors. The person or persons authorized to call meetings of the Board may fix any place within the County of Bexar, State of Texas, as the place for holding any meeting of the Board called by them. Meetings of the Board of Directors **that require a vote**, are open to members and visitors. **The President, or a majority of the Board of Directors can schedule an informational meeting of the directors to discuss club business as long as all board members are notified at least (72) hours prior to the meeting. No votes will be held in an informational meeting.**

7. NOTICE

Notice and agenda of any meeting of the Board of Directors shall be given to each of the Directors, in writing, at least seventy-two (72) hours prior to such meeting. Submissions to the agenda for consideration, and if applicable, for a vote by the Board of Directors, may be made by any club member in writing and sent to a Board member at least two weeks prior to the Board Meeting.

8. QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, no official business may be transacted. In a situation where a vote must be taken on a single issue and it is impracticable for members of the Board to be physically present, an emergency meeting of the Board of Directors may be called as detailed in Item 6 and Item 7 listed above.

The vote on the applicable issue may be taken by means of e-mail, if practicable, or by telephone communications; with the Secretary recording the vote. Such vote shall be documented and promulgated to the membership in the first monthly newsletter following the vote.

9. MANNER OF ACTING

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

10. REMOVAL OF A DIRECTOR OR DIRECTORS FROM OFFICE

If a Board Member has more than (3) unexcused or (3) consecutive absences from the regularly scheduled board meetings within a calendar year, their position may be considered vacant and paragraph (11) will apply.

A Director or Directors may be removed from office at a special meeting of members called in accordance with ARTICLE FIVE, Paragraph 2, above, for that express purpose.

Notice of such special meeting shall be accomplished in accordance with ARTICLE FIVE, Paragraph 4, above. Any resultant vacancy or vacancies in the Board of Directors shall be filled in accordance with ARTICLE SIX, Paragraph 11, hereof.

11. VACANCIES

If the office of President becomes vacant, the Executive Vice-President shall have the option, within seven (7) days, to become President and to hold that position until the next annual meeting, or to decline the position. If the Executive Vice-President declines to accept the position of President, a successor shall be elected as follows:

Except as prescribed in ARTICLE SIX, Paragraph 10, above, any vacancy occurring in the Board of Directors shall be filled by appointment of the majority of the remaining Directors.

A Director appointed to fill a vacancy shall serve for the unexpired term of his /her predecessor in office.

No vacancy created by the resignation of a Director shall be filled until such resignation, in writing, has been received by the Board of Directors.

Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

12. COMPENSATION

Directors shall not receive any stated salaries for their services but, by resolution of the Board of Directors, any Director may be indemnified for expenses and costs, including attorney's fees, necessarily incurred by him/her in connection with any claims asserted against him/her, by action in court or otherwise, by reason of his/her being or having been such Director, except in relation to matters as to which he/she shall have been guilty of negligence or misconduct in respect to the matter in which indemnity is sought.

ARTICLE SEVEN

OFFICERS

The Officers of the Corporation shall be the Board of Directors of the Corporation serving in their capacity as Directors.

ARTICLE EIGHT

OFFICES AND COMMITTEES

The Board of Directors, by resolution adopted by a majority of the Directors in office, shall establish such Offices and Committees as deemed necessary to carry on the activities in furtherance of the purpose of the Corporation and shall appoint the holder of such Office or chairperson of such Committee.

The designation of such Office or Committee and the delegation thereto of any authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on him/her by law. Such Officeholder or Committee Chairperson shall, unless he/she resigns or is discharged by a majority vote of the Board of Directors, serve for two years from the date of the annual meeting of members at which such appointment is announced plus any period of time between the date of appointment by the Board of Directors and said meeting of members.

Such Officeholder or Committee Chairperson shall attend such Board of Directors and general membership meetings as determined by the Board of Directors.

ARTICLE NINE

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

2. CHECKS, DRAFTS, OR ORDERS FOR PAYMENT

All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer. In the absence of the Treasurer, the President **or Executive Vice President** shall be the signature authority.

3. DEPOSITS

All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation and at such banks, trust companies or other depositories as the Board of Directors may select.

4. GIFTS

The Board of Directors may accept or grant on behalf of the Corporation any contribution, gift, bequest, or such device for the general purposes or for any special purpose of the Corporation.

ARTICLE TEN

LIMITATIONS ON USE OF CORPORATION FUNDS

Corporation funds shall be used only for the promotion of the purposes of the Corporation. No funds shall inure to the benefit of any member or any person having a personal or private interest in the activities of the Corporation, except to the extent that such funds shall be used to finance the activities of the Corporation.

ARTICLE ELEVEN

MISCELLANEOUS

1. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors, and shall keep at registered or principal office, a record, giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member(s), or his/her/their agent or attorney, for any proper purposes, at any reasonable time.

2. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January, and end on the last day of December, in each year.

3. CORPORATE SEAL

The Corporate seal of the SAN ANTONIO ROADRUNNERS shall be in the form of a circle and shall have inscribed thereon a large blue star, a gold colored roadrunner (bird) and the words, “**SAN ANTONIO ROADRUNNERS** ” in either gold, white or red.

4. PROMOTIONAL ACTIVITIES

The Corporation may conduct promotional activities, including advertising and publicity, in or by any suitable manner or medium.

5. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act where, under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE TWELVE

AMENDMENTS

The By-Laws of this Corporation may be amended, repealed, or added to, or new By-Laws may be adopted by the vote of a majority of a quorum of the members at a meeting duly called for such purposes according to Articles or By-Laws.

ARTICLE THIRTEEN
PROHIBITIONS ON CONFLICTS OF INTEREST

Directors of the Corporation shall not place themselves in a position, nor allow themselves to be placed in a position, where their personal or professional actions would be a conflict of interest or be perceived to be a conflict of interest with the goals, activities, or purposes of the Corporation.

ARTICLE FOURTEEN
EFFECTIVE DATE

These revised By-Laws of the SAN ANTONIO ROADRUNNERS shall become effective on the day of passage of a vote of the general membership at the annual meeting/picnic.

Adopted this 25th day of June, 2016

Signed:

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SECRETARY